

**SUPPLEMENT DATED 17 SEPTEMBER 2021 TO THE BASE PROSPECTUS DATED 18  
DECEMBER 2020**

**LEVERAGE SHARES PUBLIC LIMITED COMPANY**  
**(a company incorporated with limited liability in Ireland)**



**COLLATERALISED EXCHANGE TRADED SECURITIES PROGRAMME**

This Supplement (the "**Supplement**") dated 17 September 2021 is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 18 December 2020 and the supplements to the aforementioned base prospectus dated 4 March 2021 and 6 May 2021 (the "**Base Prospectus**") prepared by Leverage Shares plc (the "**Issuer**") in connection with its collateralised exchange traded securities programme (the "**Programme**"). The purpose of this Supplement is to add Poland and Belgium to the list of countries where the Issuer may make a public offer of the Issuer's ETP securities and to amend the wording describing how certain fees are calculated. Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Central Bank only approves this Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the ETP Securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the ETP Securities.

This Supplement has also been approved by the Financial Conduct Authority ("**FCA**") as competent authority under the UK Prospectus Regulation (as defined below). The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**UK Prospectus Regulation**"). Such approval by the FCA should not be considered as an endorsement of the Issuer or the quality of the ETP Securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the ETP Securities. The Issuer consents to the use of the Base Prospectus, as supplemented by this Supplement in the United Kingdom and accepts responsibility for the contents of the Base Prospectus, as supplemented by this Supplement also with respect to the subsequent resale or final placement of securities by any financial intermediary which was given consent to use the Base Prospectus, as supplemented by this Supplement. This consent is valid for 12 months from the date of publication of the Base Prospectus.

The Issuer consents to the use of the Base Prospectus, as supplemented by this Supplement in Ireland, France, Italy, Spain, Germany, the Netherlands, Poland and Belgium and accepts responsibility for the contents of the Base Prospectus, as supplemented by this Supplement also with respect to the subsequent resale or final placement of securities by any financial intermediary which was given consent to use the

Base Prospectus, as supplemented by this Supplement. This consent is valid for 12 months from the date of publication of the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Investors should be aware of their rights under Article 23(2) of the Prospectus Regulation and the UK Prospectus Regulation. In accordance with Article 23(2) of the Prospectus Regulation and the UK Prospectus Regulation, investors who have agreed to purchase or subscribe for ETP Securities before this Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances, which right shall thereafter expire at the close of business on 22 September 2021. Investors wishing to withdraw their acceptances should contact their brokers for details of how to exercise this right.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated into the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of ETP Securities issued under the Programme since the publication of the Base Prospectus.

References to “this Base Prospectus” in the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Supplement.

## **AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS**

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

The first sentence of the first paragraph on page 2 of the Base Prospectus shall be amended to read as follows:

“The Issuer has requested the Central Bank to notify the approval of the Base Prospectus in accordance with Article 25 of the Prospectus Regulation to the Commissione Nazionale per la Società e la Borsa of Italy, the *Bundesanstalt für Finanzdienstleistungsaufsicht* of Germany, *Autorité des Marchés Financiers* of France, the *Comisión Nacional del Mercado de Valores* of Spain, the *Autoriteit Financiële Markten* (Authority for the Financial Markets) of the Netherlands, the *Komisja Nadzoru Finansowego* of Poland and the Belgian Financial Services and Markets Authority by providing them with, *inter alia*, certificates of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation.”

The first sentence of the third paragraph on page 5 of the Base Prospectus shall be amended to read as follows:

“This Base Prospectus has been prepared on a basis that permits offers that are not made within an exemption from the requirement to publish a prospectus under Article 3 of the Prospectus Regulation (“Non-exempt Offers”) in Ireland, Italy, Germany, France, Spain, the Netherlands, Poland and Belgium (the “Non-exempt Offer Jurisdiction”).”

## **FINAL TERMS**

The following wording appearing at Section 2 of Part B of the Final Terms on page 138 of the Base Prospectus:

“The Central Bank has provided the competent authorities of the United Kingdom, Italy, Germany, France, Spain and the Netherlands with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.”

shall be amended to read as follows:

“The Central Bank has provided the competent authorities of Italy, Germany, France, Spain, the Netherlands, Poland and Belgium with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.”

The following wording at Section 4 of Part B of the Final Terms beginning on page 138 of the Base Prospectus:

“[Not Applicable] [An offer of the ETP Securities may be made by the Authorised Offerors specified in Paragraph 8 of Part B below other than pursuant to Article 1 of the Prospectus Regulation in Ireland, the United Kingdom, Italy, Germany, France, Spain and the Netherlands (**“Non-exempt Offer Jurisdictions”**) during the Offer Period. See further Paragraph 8 of Part B below.]”

shall be amended to read as follows:

“[Not Applicable] [An offer of the ETP Securities may be made by the Authorised Offerors specified in Paragraph 8 of Part B below other than pursuant to Article 1 of the Prospectus Regulation in Ireland, Italy, Germany, France, Spain, the Netherlands, Poland and Belgium (**“Non-exempt Offer Jurisdictions”**) during the Offer Period. See further Paragraph 8 of Part B below.]”

## **SUBSCRIPTION AND SALE**

The following wording shall be added to the end of the section headed Subscription and Sale which begins on page 184 of the Base Prospectus:

### **“Poland**

For selling restrictions applicable in Poland, please see *“European Economic Area”* above and the information provided below.

Neither this Base Prospectus nor any other offering materials relating to ETP Securities have been approved or registered with the Polish Financial Supervision Commission (*Komisja Nadzoru Finansowego*; herein, **“KNF”**), Poland’s supervisory authority in the area of capital markets. Consequently, until this Base Prospectus is (i) approved by the KNF; or (ii) approved by a competent market regulator in another Relevant Member State and subsequently notified to the KNF; and (iii) completed with the applicable Final Terms referring to the Non-exempt Offer to be carried out in Poland, no public offer of ETP Securities may be made in Poland.

Pursuant to Article 1(4)(b) of the Prospectus Regulation, ETP Securities may be offered in Poland without meeting the registration/disclosure requirements applicable to public offers, provided they are offered locally only to fewer than 150 natural or legal persons other than qualified investors, as defined in the Prospectus Regulation. Simultaneously, each Authorised Participant receiving the ETP Securities within such exemption should undertake not to offer or sell them, directly or indirectly, to local investors in circumstances representing a public offer.

Notwithstanding the foregoing exemption, Art. 3(1)(a) of the Polish July 29, 2005 Act on Public Offer, Requirements Applicable to Introduction of Financial Instruments to Organized Trading and on Public Companies (**“Polish Public Offer Act”**), introduces a “claw-back” clause, requiring that even if the number of local offerees of ETP Securities, other than

qualified investors, does not exceed 149 persons/entities in the given transaction but exceeds that numeric threshold after adding any other persons/entities which have taken the same securities with the period of 12 months preceding the transaction in question, based on the same limited-number-of-offerees exemption, an information memorandum meeting the requirements set forth in Art. 38b of the Polish Public Offer Act and implementing regulations issued thereunder, must be approved by the KNF and made public.

Pursuant to Art. 53(1) of the Polish Public Offer Act, any marketing materials relating to an offer of securities effected under the exemption set out in Article 1(4)(b) of the Prospectus Regulation, may be distributed only to fewer than 150 persons within the territory of the given Member State and cannot be made available to the general public.

## **Belgium**

For selling restrictions in respect of Belgium, please see "European Economic Area" above and the paragraphs below.

Neither this Base Prospectus nor any related documents have been or will be submitted for approval to the Belgian Financial Services and Markets Authority (the "**FSMA**"). Accordingly, no ETP Securities may be offered, sold or delivered, nor copies of the Base Prospectus or any other document or communication in relation to the ETP Securities may be distributed in Belgium, except in compliance with the requirements set out in the Belgian Act of 11 July 2018 on the offering of investment instruments to the public and the admission of investment instruments to the trading on a regulated market (the "**Prospectus Act**"), and any regulation issued thereunder.

The information contained in this Base Prospectus and any related documents may not be disclosed to the public in Belgium and no action has been taken or will be taken in Belgium to permit a public offer of the ETP Securities within the meaning of Article 4, 2° of the Prospectus Act."