

21 August 2023

OPUS (PUBLIC) CHARTERED ISSUANCE S.A.

(a public limited liability company (société anonyme) incorporated under the laws of the Grand Duchy of Luxembourg)

(the "**Company**" and, acting in respect of one of its Compartments, the "**Issuer**")

2ND SUPPLEMENT DATED 21 AUGUST 2023

TO THE

BASE PROSPECTUS

FOR

SECURED GOLD TRACKER NOTES

DATED 23 AUGUST 2022, AS SUPPLEMENTED BY THE 1ST SUPPLEMENT DATED 13 OCTOBER 2022

(THE "**BASE PROSPECTUS**")

(THE "**2ND SUPPLEMENT**")

AND SUPPLEMENT TO THE FINAL TERMS DATED 30 AUGUST 2022 FOR THE SERIES OF
NOTES WITH THE ISIN DE000A3GYU35

AND THE FINAL TERMS DATED 6 SEPTEMBER 2022 FOR THE SERIES OF NOTES WITH THE
ISIN DE000A3GYU27

This 2nd Supplement constitutes a supplement within the meaning of Art. 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the "**Prospectus Regulation**") relating to the Base Prospectus of the Company relating to issues of non-equity securities within the meaning of Article 2 (c) of the Prospectus Regulation (the "**Supplement**").

This Supplement also constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation with respect to the Final Terms dated 30 August 2022 for Series of Notes with the ISIN DE000A3GYU35 and the Final Terms dated 6 September 2022 for the Series of Notes with the ISIN DE000A3GYU27 which have been issued by the Issuer under the Base Prospectus.

During the validity period of the Base Prospectus and for so long as any Notes issued in connection with the Base Prospectus are offered to the public, copies of this Supplement and of the Base Prospectus, as amended from time to time, and all documents incorporated by reference in the Base Prospectus may be inspected free of charge at www.luxse.com (or any successor site) or www.chartered-opus.com (or any successor site).

The Issuer assumes responsibility for the information contained in this Supplement. The Issuer declares that it has taken all reasonable care to ensure that the information contained in this Supplement is factually correct and has not omitted anything likely to affect the import of such information. This Supplement should be read as a supplement to and in conjunction with the Base Prospectus. To the extent there is any discrepancy between the information contained in this Supplement and the information contained in the Base Prospectus or any information incorporated in the Base Prospectus, the information contained in this Supplement shall prevail.

This Supplement is intended to amend the offer period mechanism under the Base Prospectus and to extend the offer period of the Series of Notes with the ISINs DE000A3GYU35 and DE000A3GYU27 which have been issued by the Issuer under the Base Prospectus.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* ("**CSSF**") of the Grand Duchy of Luxembourg as the competent authority pursuant to the Prospectus Regulation. The Issuer has requested the CSSF to provide the competent authorities in Germany, Liechtenstein, Spain, Sweden, Portugal, Austria, Denmark with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation

Capitalised terms used but not defined in this Supplement shall be as defined in the Base Prospectus.

NOTICE TO INVESTORS

In accordance with Art. 23 (2) Prospectus Regulation, investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published shall have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy pursuant to Art. 23 (1) Prospectus Regulation arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurred first.

A right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Notes before the Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted.

The withdrawal (which does not have to be justified) must be declared in text form to the entity to which the respective investor has submitted his declaration of intent to purchase or subscribe the Notes. If the Issuer was the counterparty to the purchase transaction, the revocation must be addressed to Opus (Public) - Chartered Issuance S.A., 6, rue Eugène Ruppert, L- 2453 Grand Duchy of Luxembourg.

Timely submission of the declaration is sufficient for compliance with the withdrawal period. The withdrawal period ends on 23 August 2023.

Amendments to the Base Prospectus

On page 124 of the Base Prospectus under the heading "Offer conditions", the sub-section titled "[Offer Period] [Subscription Period]" shall be deleted in its entirety and replaced by the following:

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[Offer period] [Subscription period]	<p><i>[insert in the case of a defined end and start date of the offer period:</i> The Notes will be offered from [●] to [●], [●] [a.m.][p.m.] [(Frankfurt am Main local time)].]</p> <p><i>[insert in the case of an open ended offer period:</i> The Notes will be offered from [●] [, [●] [a.m.][p.m.] [(Frankfurt am Main local time))] and the public offer will terminate on the date the validity period for the Base Prospectus or any successor base prospectus expires.]</p> <p>The Issuer reserves the right, in its absolute discretion, to cancel the offer at an earlier date. In the event that the offer period is shortened, the Issuer will publish a notice at [www.chartered-opus.com][●].</p>
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On pages 124 - 125 of the Base Prospectus under the heading "Offer conditions", the sub-section titled "[Offer subject to the obligation to publish a prospectus]" shall be deleted in its entirety and replaced by the following:

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[Offer subject to the obligation to publish a prospectus]	<p>[Not applicable.] [The Notes may be offered other than pursuant to Article 1 (4) of the Prospectus Regulation in <i>[insert relevant Member State(s) – which must be jurisdictions where the Base Prospectus and any supplements have been passported:</i> [the Grand Duchy of Luxembourg][Germany][Liechtenstein][Spain][Sweden][Portugal][Austria] [Denmark]] <i>[[insert in the case of a defined end and start date of the offer period:</i> within the period from [insert date] to [insert date]] <i>[insert in the case of an open ended offer period:</i> within the period from [●] [, [●] [a.m.][p.m.] [(Frankfurt am Main local time))] to the date the validity period for the Base Prospectus or any successor base prospectus expires.] [The Notes may [not] be publicly offered in Switzerland [without any restrictions in accordance with art. 35 et seq. of the Financial Services Act FinSA].]</p>
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Amendments to Final Terms of the Series of Notes with the ISIN DE000A3GYU35

On page 15 of the Final Terms dated 30 August 2022 for the Notes with the ISIN DE000A3GYU35 under the heading "Offer Conditions", the wording "From 30 August 2022 to the date of expiry of the Base Prospectus." for the sub-section titled "Offer Period" shall be deleted in its entirety and replaced by the following:

"The Notes will be offered from 30 August 2022 and the public offer will terminate on the date the validity period for the Base Prospectus or any successor base prospectus expires. The Issuer reserves the right, in its absolute discretion, to cancel the offer at an earlier date. In the event that the offer period is shortened, the Issuer will publish a notice at www.chartered-opus.com."

On page 16 of the Final Terms dated 30 August 2022 for the Notes with the ISIN DE000A3GYU35 under the heading "Offer Conditions", the wording "*The Notes may be offered other than pursuant to Article 1 (4) of the Prospectus Regulation in the Grand Duchy of Luxembourg within the period from 30 August 2022 to the date of expiry of the Base Prospectus.*" for the sub-section titled "Offer subject to the obligation to publish a prospectus" shall be deleted in its entirety and replaced by the following:

"The Notes may be offered other than pursuant to Article 1 (4) of the Prospectus Regulation in the Grand Duchy of Luxembourg within the period from 30 August 2022 to the date the validity period for the Base Prospectus or any successor base prospectus expires."

Amended and Restated Final Terms will be prepared for the Series of Notes with the ISIN DE000A3GYU35.

Amendments to Final Terms of the Series of Notes with the ISIN DE000A3GYU27

On page 12 of the Final Terms dated 6 September 2022 for the notes with the ISIN DE000A3GYU27 under the heading "Offer Conditions", the wording "*From 7 September 2022 to the date of expiry of the Base Prospectus.*" for the sub-section titled "Offer Period" shall be deleted in its entirety and replaced by the following:

"The Notes will be offered from 7 September 2022 and the public offer will terminate on the date the validity period for the Base Prospectus or any successor base prospectus expires. The Issuer reserves the right, in its absolute discretion, to cancel the offer at an earlier date. In the event that the offer period is shortened, the Issuer will publish a notice at www.chartered-opus.com."

On page 13 of the Final Terms dated 6 September 2022 for the notes with the ISIN DE000A3GYU27 under the heading "Offer Conditions", the wording "*The Notes may be offered other than pursuant to Article 1 (4) of the Prospectus Regulation in the Grand Duchy of Luxembourg, Germany, Austria, Liechtenstein, Denmark, Sweden, Spain, and Portugal within the period from 7 September 2022 to the date of expiry of the Base Prospectus. The Notes may be publicly offered in Switzerland in accordance with art. 35 of the Financial Services Act FinSA.*" for the sub-section titled "Offer subject to the obligation to publish a prospectus" shall be deleted in its entirety and replaced by the following:

"The Notes may be offered other than pursuant to Article 1 (4) of the Prospectus Regulation in the Grand Duchy of Luxembourg, Germany, Austria, Liechtenstein, Denmark, Sweden, Spain, and Portugal within the period from 7 September 2022 to the date the validity period for the Base Prospectus or any successor base prospectus expires. The Notes may be publicly offered in Switzerland in accordance with art. 35 et seq. of the Financial Services Act FinSA."

Amended and Restated Final Terms will be prepared for the Series of Notes with the ISIN DE000A3GYU27.