



## ETFS Oil Securities Limited

*(Incorporated and registered in Jersey under  
the Companies (Jersey) Law 1991 (as amended) with registered number 88371)*

Programme for the Issue of

### Energy Securities

comprising:

<b>Class</b>	<b>LSE code</b>
ETFS Brent 1mth	OILB
ETFS Brent 1yr	OSB1
ETFS Brent 2yr	OSB2
ETFS Brent 3yr	OSB3
ETFS WTI 2mth	OILW
ETFS WTI 1yr	OSW1
ETFS WTI 2yr	OSW2
ETFS WTI 3yr	OSW3
ETFS Carbon	CARB

#### ***What is this document?***

This document (the “**Prospectus**”) constitutes a base prospectus in compliance with Article 3 of Directive 2003/71/EC and the prospectus rules made under sections 73A and 84 of the Financial Services and Markets Act 2000, as amended as at the date hereof, and is issued in respect of the programme for the issue of Energy Securities (the “**Energy Securities**”) by ETFS Oil Securities Limited (the “**Issuer**”).

It is important that an investor carefully reads, considers and understands this Prospectus before making any investment in Energy Securities.

This Prospectus is valid for one year and may be supplemented or replaced from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it.

Terms used in this Prospectus have the meanings given to them under the heading “Definitions”.

#### ***What securities are being issued pursuant to this Prospectus?***

This Prospectus relates to the issue of Energy Securities which are undated limited recourse debt securities of the Issuer. Energy Securities are designed to enable investors to gain exposure to movements in crude oil or emissions allowances without needing to purchase or take physical delivery of oil or emissions allowances, or to trade in futures contracts.

**An investment in Energy Securities involves a significant degree of risk and investors may lose some or all of their investment. It should be remembered that the value of Energy Securities can go down as well as up.**

**The Energy Securities are complex, structured products involving a significant degree of risk and are not suitable or appropriate for all types of investor. They are aimed at sophisticated, professional and institutional investors, and it is advisable that any other person wishing to invest, seeks appropriate financial, tax and other advice from independent financial advisors with appropriate regulatory authorisation and qualifications.**

#### ***What is in this Prospectus?***

This Prospectus is intended to provide a prospective investor with the necessary information relating to the Issuer and the Energy Securities required to enable them to make an informed assessment of (i) the

assets and liabilities, financial position, profits and losses and prospects of the Issuer; and (ii) the rights attaching to the Energy Securities.

The rights attaching to the Energy Securities are contained in the Conditions under the heading “The Conditions” in Part 8 (*Particulars of the Energy Securities*) and are completed by the Final Terms specific to a particular issue of Energy Securities which will be published and delivered to the UK Listing Authority before such Energy Securities are issued.

Worked examples of how an investor can determine the value of their investment are set out in Part 2 (*How does a Security Holder determine the value of their investment?*).

Also set out in this Prospectus are details of the structure of the Programme, the key parties to the Programme, the terms of any material contracts of the Issuer, details of the tax treatment of a holding of Energy Securities in certain jurisdictions and details of the risk factors relating to an investment in Energy Securities.

The language of this Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

#### ***What information is included in the Final Terms?***

The Final Terms set out information specific to the Energy Securities to which they relate, including the class and number of Energy Securities to be issued and the issue price applicable to the Energy Securities to be issued.

#### ***What other information should a prospective investor consider?***

Certain of the information in this Prospectus is incorporated by reference. This means that it is not set out in the document but instead has been made publicly available elsewhere for reference by investors and prospective investors. Prospective investors should ensure that they review the Prospectus (including any information that has been incorporated by reference) and the Final Terms.

A copy of this Prospectus (including any information incorporated by reference) and any Final Terms issued are available at <https://www.wisdomtree.eu/>.

## Programme for the Issue of

### ENERGY SECURITIES

#### Important Information

##### A. Approvals

A copy of this document, which comprises a base prospectus relating to the Energy Securities of each class in compliance with Article 3 of Directive 2003/71/EC, as in force as at the date hereof, and the prospectus rules (the “**Prospectus Rules**”) made under sections 73A and 84 of the Financial Services and Markets Act 2000, as amended as at the date hereof, has been filed with the FCA and made available to the public for the purposes of section 85 of that Act and in accordance with Article 14 of Directive 2003/71/EC and Rule PR3.2 of the Prospectus Rules. Energy Securities will be available to be issued on a continuous basis during the period of 12 months from the date of this document. A prospective investor should be aware that compensation will not be available under the UK Financial Services Compensation Scheme in respect of the issuance of this Prospectus by the Issuer or any other action taken by the Issuer.

This Prospectus is prepared, and a copy of it has been sent to the Jersey Financial Services Commission, in accordance with the Collective Investment Funds (Certified Funds – Prospectuses) (Jersey) Order 2012.

The Issuer has obtained a certificate under the Collective Investment Funds (Jersey) Law 1988, as amended (the “**CIF Law**”) to enable it to undertake its functions in relation to the Energy Securities. The Jersey Financial Services Commission is protected by the CIF Law against liability arising from the discharge of its functions thereunder.

Each of ManJer, R&H Fund Services (Jersey) Limited and the Registrar is registered under the Financial Services (Jersey) Law, 1998, as amended (the “**Financial Services Law**”) to enable it to undertake its functions in relation to the Energy Securities. The Jersey Financial Services Commission is protected by the Financial Services Law against liability arising from the discharge of its functions thereunder.

The Jersey Financial Services Commission does not take any responsibility for the financial soundness of the Issuer or for the correctness of any statements made or expressed in this Prospectus.

The Energy Securities have not been and will not be registered under the United States Securities Act of 1933 as amended (the “**Securities Act**”), or under the securities laws of any states of the United States. Except in a transaction exempt from the registration requirements of the Securities Act and applicable United States securities laws, the Energy Securities may not be directly or indirectly offered, sold, taken up, delivered or transferred in or into the United States. The Issuer has not registered, and does not intend to register, as an investment company under the United States Investment Company Act of 1940 (the “**Investment Company Act**”). Accordingly, the Energy Securities may not be offered, sold, pledged or otherwise transferred or delivered within the United States or to, or for the account or benefit of, any US Person (as defined in Regulation S under the Securities Act) (a “**US Person**”). The Energy Securities offered and sold outside the United States are being offered to persons who are not US Persons in reliance upon Regulation S under the Securities Act. Each of the Authorised Participants has, pursuant to its Authorised Participant Agreement with the Issuer, undertaken not to offer or sell the Energy Securities within the United States or to any US Person, nor will it engage in any “directed selling efforts” (as such term is defined by Regulation S under the Securities Act) with respect to the Energy Securities.

##### B. Listing and Trading

Application has been made to the UK Listing Authority for all Energy Securities issued within 12 months of the date of this document to be admitted to the Official List, and to the London Stock Exchange, which operates a Regulated Market, for all such Energy Securities to be admitted to trading on the Main Market of the London Stock Exchange (being part of the London Stock Exchange’s Regulated Market for the purposes of EU Directive 2014/65/EU (the Markets in Financial Instruments Directive), as amended).

Certain of the Energy Securities are also listed or traded on certain other markets – see “Listing and Trading” in Part 7 (*The Programme*).

### **C. Responsibility and No Investment Advice**

The Issuer accepts responsibility for the information contained in this document. To the best of the knowledge and belief of the Issuer, which has taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Nothing in this document or anything communicated to holders or potential holders of the Energy Securities or other obligations by the Issuer is intended to constitute or should be construed as advice on the merits of the purchase of or subscription for the Energy Securities or the exercise of any rights attached thereto for the purposes of the Jersey Financial Services Law 1988.**

Neither Shell Trading Switzerland nor Shell Treasury has separately verified the information contained or incorporated by reference in this Prospectus. No representation, warranty or undertaking, express or implied is made, and no responsibility or liability is accepted by Shell Trading Switzerland or Shell Treasury as to the accuracy or completeness of any information contained in this Prospectus or any other information supplied in connection with the Energy Securities and their distribution. Each person receiving this Prospectus acknowledged that (i) such person has not relied on Shell Trading Switzerland or Shell Treasury, nor any person affiliated with either of them in connection with its investment decision or its investigation of the accuracy of the information contained herein; (ii) the Energy Securities are direct, limited recourse obligations of the Issuer alone and not obligations of Shell Trading Switzerland, Shell Treasury or any member of the Shell Group; and (iii) the obligations of the Issuer under the Energy Securities are not guaranteed by Shell Trading Switzerland, Shell Treasury or any member of the Shell Group. None of the Issuer, the Trustee, the Authorised Participants and the Security Holders are, by virtue of any activities of any member of the Shell Group in connection with Energy Contracts, clients or customers of any member of the Shell Group for the purpose of the FCA Handbook.

The Authorised Participants have not separately verified the information contained or incorporated by reference in this Prospectus. None of the Authorised Participants makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Prospectus or for the suitability of Energy Securities for any investor. Neither this Prospectus nor any financial statements or any other information is intended to provide the basis of any credit or other evaluation of the Issuer or any Oil Major Company and should not be considered as a recommendation by the Issuer or the Authorised Participants that any recipient of this Prospectus should purchase the Energy Securities. None of the Authorised Participants undertakes to review the financial condition or affairs of the Issuer or the Oil Major Companies during the life of the Programme nor to advise any investor or potential investor in the Energy Securities of any information coming to the attention of any of the Authorised Participants.

None of the Brent-referenced Oil Securities or the Carbon Securities are sponsored, endorsed, sold or promoted by ICE Futures. ICE Futures makes no representation or warranty, express or implied, to the owners of the Brent-referenced Oil Securities or the Carbon Securities, or any member of the public, or any party to whom Brent-referenced Oil Securities or Carbon Securities might be marketed, regarding the advisability of investing in securities generally or Brent-referenced Oil Securities or Carbon Securities in particular. ICE Futures is not responsible for and has not participated in the determination of the timing of, prices of, or quantities of Brent-referenced Oil Securities or Carbon Securities to be issued or any calculation contained within this document. ICE Futures has no obligation or liability in connection with the administration, marketing, or trading of the Brent-referenced Oil Securities or the Carbon Securities. ICE Futures has no involvement with and accepts no responsibility for the Brent-referenced Oil Securities or the Carbon Securities.

NYMEX (i) does not in any way participate in the offering, sale, sponsorship, promotion or administration of the WTI-referenced Oil Securities or any payments to be made in respect of any of the WTI-referenced Oil Securities; (ii) does not in any way ensure the accuracy of any of the statements made in this document or any supplementary prospectus; (iii) is not liable for any error or omission in any settlement price used in connection with the WTI-referenced Oil Securities; and (iv) is not in any way an offeror of WTI-referenced Oil Securities. NYMEX makes no representation or warranty, express or implied, to the

owners of the WTI-referenced Oil Securities, any member of the public, or any party to whom WTI-referenced Oil Securities might be marketed, regarding the advisability of investing in securities generally or WTI-referenced Oil Securities particularly. NYMEX is not responsible for and has not participated in the determination of the timing of, prices of, or quantities of WTI-referenced Oil Securities to be issued or any calculation contained within this document. NYMEX has no obligation or liability in connection with the administration, marketing, or trading of the WTI-referenced Oil Securities. All references to oil prices derived from NYMEX are used with the permission of NYMEX and NYMEX has no involvement with and accepts no responsibility for the WTI-referenced Oil Securities.

**D. Investors to Make Their Own Assessment**

Prospective Security Holders may wish to obtain their own independent accounting, tax and legal advice and may wish to consult their own professional investment advisers to ascertain the suitability of Energy Securities as an investment. Prospective Security Holders may wish to conduct such independent investigation and analysis regarding the risks, security arrangements, delivery processes and cash-flows associated with Energy Securities as they deem appropriate, in order to evaluate the merits and risks of an investment in Energy Securities.

**E. Supplementary Prospectus**

If at any time the Issuer shall be required to prepare a supplementary prospectus pursuant to section 87G of FSMA, the Issuer will either prepare and make available an appropriate amendment or supplement to this document which shall constitute a supplementary prospectus as required by section 87G of that Act or prepare and make available a further base prospectus in compliance with Article 3 of Directive 2003/71/EC and the Prospectus Rules.

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This table sets out the contents of this Prospectus together with an outline description of the contents of each section and is intended as a guide to help a prospective investor to navigate their way around this Prospectus.

Each section should be carefully considered by a prospective investor before deciding whether to invest in Energy Securities.

Section of Prospectus		Pages	What is covered by this section
Summary		10	<i>This section sets out in a grid format standard information which is arranged under standard headings and is required to be included in a prospectus summary for this type of product. It also provides the form of the Issue Specific Summary which will be completed and attached to the form of Final Terms (either in the form contained within this Prospectus at Annex 3 to be issued each time the Issuer has issued securities to a securities house or other market professional approved by the Issuer and which has entered into an agreement with the Issuer in relation to Energy Securities or Annex 4 to be issued each time the Issuer has issued securities to the public pursuant to a public offer).</i>
Risk Factors		32	<i>This section sets out the material risks known to the Issuer associated with an investment in Energy Securities and should be carefully considered by a prospective investor.</i>
Frequently Asked Questions		41	<i>This section addresses a list of frequently asked questions about the Energy Securities.</i>
Documents Incorporated by Reference		44	<i>This section details the documents incorporated into this Prospectus by reference and details where copies of these documents can be found. These documents are part of this Prospectus and should be carefully considered by a potential investor.</i>
Part 1	General	45	<i>This section provides a description of the Energy Securities and the role of the different parties in the structure of the offering.</i>
Part 2	How does a Security Holder determine the value of their investment?	54	<i>This section sets out how an investor can work out the value of their investment and provides the relevant formulae and worked examples.</i>
Part 3	Energy & Futures Markets	58	<i>This section provides an overview of the energy and futures markets to help an investor decide whether an investment in a product which tracks movements in the price of crude oil OR emissions allowances is appropriate for them.</i>
Part 4	Simulated Historical Returns	68	<i>This section provides information relating to the simulated historical return of the Energy Securities to help investors evaluate the past performance of the Energy Securities.</i>

Part 5	Description of the Energy Securities	71	<i>This section provides a description of the Energy Securities as well as details of the rights attached to the Energy Securities, how the price of each Energy Security is calculated and details of how Energy Securities can be redeemed.</i>
Part 6	Description of the Energy Purchase Agreement and the Energy Contracts	85	<i>This section provides a description of the Energy Purchase Agreement and the Energy Contracts, on which the Energy Securities are secured.</i>
Part 7	The Programme	89	<i>This section contains information relating to some, but not all, of the local regulations applicable to Energy Securities including details on where this Prospectus has been passported to allow the public offer of the Energy Securities to take place.</i>
Part 8	Particulars of the Energy Securities	94	<i>This section provides summaries of the main constitutive documents in respect of the Energy Securities – the Trust Instrument and the Security Deeds – and sets out the details of the approval of the issue of the Energy Securities. It includes an extract from the Trust Instrument under the heading “The Conditions” which sets out the terms and conditions which apply to the Energy Securities. This extract is drafted in legal language as it is taken directly from the Trust Instrument but information on how the terms and conditions apply to Security Holders is contained throughout this Prospectus, including in Part 5. It also includes a summary of the terms of the rights granted by the Security Deeds.</i>
Part 9	Global Bearer Certificates	126	<i>This section contains an English translation of the German text of the German Global Bearer Certificates, which is set out in Annex 1 and which is only relevant to investors wishing to purchase Energy Securities on the Frankfurt Stock Exchange.</i>
Part 10	Particulars of Shell Trading Switzerland and Shell Treasury	130	<i>This section contains details relating to Shell Trading Switzerland, with whom the Issuer has entered into an agreement to purchase Energy Contracts, and Shell Treasury, which has agreed to provide credit support to Shell Trading Switzerland.</i>
Part 11	Taxation	136	<i>This section sets out the tax treatment of holding Energy Securities in the UK and each of the European jurisdictions in which the Energy Securities are available for public offer.</i>
Part 12	Additional Information	165	<i>This section sets out further information on the Issuer which the Issuer believes a potential investor will want to be aware of or which the Issuer is required to include under applicable rules. This section also includes details of the material contracts relating to the Energy Securities, other than the Trust Instrument and the Security deeds, which are covered in Part 8, and the Energy Purchase Agreement, which is covered in Part 6.</i>

Definitions	176	<i>This section sets out the definitions that apply throughout this Prospectus.</i>
Directors, Secretary and Advisers	198	<i>This section sets out the names and business addresses of directors of the Issuers and of the entities which provide services and legal advice to the Issuer.</i>
Annex 1 Form of the Global Bearer Certificates	201	<i>This section sets out the form of the German Global Bearer Certificates, which is only relevant to investors wishing to purchase Energy Securities on the Frankfurt Stock Exchange. The English translation of this text is included in Part 9 of this Prospectus.</i>
Annex 2 Text of the Conditions of the Global Bearer Certificates	202	<i>This section sets out the German text of the conditions of the German Global Bearer Certificates, which is only relevant to investors wishing to purchase Energy Securities on the Frankfurt Stock Exchange. The English translation of this text is contained in Part 9 of this Prospectus.</i>
Annex 3 Form of Final Terms	205	<i>This section sets out the form of Final Terms which the Issuer will publish when it has issued Energy Securities to a securities house or other market professional approved by the Issuer and which has entered into an agreement with the Issuer in relation to Energy Securities. This details the class and number of Energy Securities and other relevant information applicable to the issue and when completed will also include an Issue Specific Summary which is taken from the summary included in this document and adjusted to be relevant only to the Energy Securities issued under the Final Terms. Each time that Energy Securities are issued by the Issuer, a Final Terms document is prepared by the Issuer and submitted to the FCA and notified to the competent authority in each European jurisdiction into which the product is passported. Completed Final Terms documents are available on the website of the Issuer at <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a>.</i>
Annex 4 Form of Final Terms – Public Offers	208	<i>This section sets out the form of Final Terms which the Issuer will publish if it issues any Energy Securities to the public pursuant to a public offer rather than to a securities house or other market professional (as set out at Annex 3). This details the class and number of Energy Securities and other relevant information applicable to the Issue and when completed will also include an Issue Specific Summary which is taken from the summary included in this document and adjusted to be relevant only to the Energy Securities issued under the Final Terms. Each time that Energy Securities are issued by the Issuer, a Final Terms document is prepared by the Issuer and submitted to the FCA and notified to the competent authority in each European jurisdiction into which the product is passported. Completed Final Terms documents are available on the website of the Issuer at <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a>.</i>

Annex 5	Financial Information on Shell Treasury	212	This section sets out the annual reports and audited accounts of Shell Treasury for the year ended 31 December 2017.
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## SUMMARY

### ETFS Oil Securities Limited

#### Energy Securities

#### Prospectus Summary

#### Base Prospectus dated 20 May 2019 for the Issue of Energy Securities.

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted into the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

SECTION A – Introduction and Warnings		
A.1	Standard warning disclosure	<ul style="list-style-type: none"><li>• This summary should be read as an introduction to the base prospectus of ETFS Oil Securities Limited (the “<b>Issuer</b>”) relating to the programme for the issue of Energy Securities dated 20 May 2019 (the “<b>Prospectus</b>”).</li><li>• Any decision to invest in the Energy Securities should be based on consideration of the Prospectus as a whole by the investor.</li><li>• Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.</li><li>• Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Energy Securities.</li></ul>
A.2	Disclosure of consent for use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries	The Issuer has consented to the use of the Prospectus, and has accepted responsibility for the content of the Prospectus, with respect to subsequent resale or final placement by way of public offer of the Energy Securities in any of Denmark, Finland, France, Germany, Italy, Ireland, the Netherlands, Norway, Spain, Sweden and the United Kingdom by any financial intermediary which is an investment firm within the meaning of the Markets in Financial Instruments Directive 2014/65/EU, as

		<p>amended (“<b>MiFID II</b>”) and which is authorised in accordance with MiFID II in any member state. Such consent applies to any such resale or final placement by way of public offer during the period of 12 months from the date of the Prospectus, unless such consent is withdrawn prior to that date by notice published on the Issuer’s website. Other than the right of the Issuer to withdraw the consent, no other conditions are attached to the consent described in this paragraph.</p> <p><b>In the event of an offer being made by a financial intermediary, this financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made. Any financial intermediary using the Prospectus for the purpose of any offering must state on its website that it uses the Prospectus in accordance with the consent given and the conditions attached thereto.</b></p> <p>It is a condition of this consent that, where the financial intermediary wishes to resell or make a final placement by way of public offer of the Energy Securities, such financial intermediary may not reuse this Prospectus for such purpose unless it is in those Public Offer Jurisdictions identified in the Final Terms, provided such offer is made during the Offer Period specified in the applicable Final Terms. The financial intermediary may not otherwise reuse this Prospectus to sell Energy Securities.</p> <p>In the event of a public offer in one or more Public Offer Jurisdictions identified in the Final Terms, the Energy Securities may be offered and sold to persons in the relevant Public Offer Jurisdiction who are legally eligible to participate in a public offering of such securities in such jurisdiction under applicable laws and regulations.</p> <p>The Issuer has not authorised, nor does it authorise, the making of any offer of Energy Securities in any other circumstances.</p> <p><b>Issue Specific Summary:</b></p> <p>Public Offer Jurisdiction(s): •</p> <p>Offer Period: •</p>
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<b>SECTION B – Issuer</b>		
B.1	Legal and commercial name	<p><b>Issuer</b> ETFS Oil Securities Limited.</p> <p><b>Oil Major Company</b> Shell Trading Switzerland AG (“<b>Shell Trading Switzerland</b>” or the “<b>Oil Major Company</b>”).</p> <p><b>Credit Provider</b> Shell Treasury Dollar Company Limited (“<b>Shell Treasury</b>” or the “<b>Credit Provider</b>”).</p>
B.2	Domicile/Legal form/Legislation/ Country of incorporation	<p><b>Issuer</b> The Issuer is a public company incorporated and registered in Jersey under the Companies (Jersey) Law 1991 (as amended) with registered number 88371.</p>

		<p><b>Oil Major Company</b> Shell Trading Switzerland is a corporation limited by shares incorporated in Switzerland in accordance with the provisions of the Swiss Code of Obligations with company number CH170.3.028.260-0.</p> <p><b>Credit Provider</b> Shell Treasury is a company limited by shares incorporated and registered in England and Wales pursuant to the Companies Act 1985 with company number 3469401.</p>
B.5	Oil Major Company and Credit Provider – group companies	<p><b>Oil Major Company</b> Shell Trading Switzerland is a wholly owned subsidiary of Shell Overseas Holdings Limited which is itself a wholly owned member of the Shell Group.</p> <p><b>Credit Provider</b> Shell Treasury provides credit support for the payment obligations of Shell Trading Switzerland. Shell Treasury is a wholly owned subsidiary of The Shell Petroleum Company Limited which is itself a wholly owned member of the Shell Group.</p>
B.9	Oil Major Company and Credit Provider – profit forecasts/estimates	<p><b>Oil Major Company</b> Not applicable; no profit forecast or estimate is made in respect of Shell Trading Switzerland.</p> <p><b>Credit Provider</b> Not applicable; no profit forecast or estimate is made in respect of Shell Treasury.</p>
B.10	Oil Major Company and Credit Provider – qualifications in the audit report	<p><b>Oil Major Company</b> Not applicable – no qualifications are included in the audit report on the historical financial information relating to Shell Trading Switzerland as the Oil Major Company.</p> <p><b>Credit Provider</b> Not applicable – no qualifications are included in the audit report on the historical financial information relating to Shell Treasury as the Credit Provider.</p>

B.12	Oil Major Company and Credit Provider – material adverse change	<p><b>Oil Major Company</b></p> <p><b>BALANCE SHEET</b></p> <table border="0"> <thead> <tr> <th></th> <th style="text-align: right;"><b>2017</b></th> <th style="text-align: right;"><b>2016</b></th> </tr> <tr> <th></th> <th style="text-align: right;"><b>CHF</b></th> <th style="text-align: right;"><b>CHF</b></th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>ASSETS</b></td> </tr> <tr> <td colspan="3">CURRENT ASSETS</td> </tr> <tr> <td>Cash at Bank and in Hand</td> <td style="text-align: right;">1,961,166</td> <td style="text-align: right;">3,088,532</td> </tr> <tr> <td>Accounts Receivable</td> <td></td> <td></td> </tr> <tr> <td>– from Group Companies</td> <td style="text-align: right;">579,925,699</td> <td style="text-align: right;">639,314,076</td> </tr> <tr> <td><b>TOTAL CURRENT ASSETS</b></td> <td style="text-align: right;"><u>581,886,866</u></td> <td style="text-align: right;"><u>642,402,608</u></td> </tr> <tr> <td><b>TOTAL ASSETS</b></td> <td style="text-align: right;"><u>581,886,866</u></td> <td style="text-align: right;"><u>642,402,608</u></td> </tr> <tr> <td colspan="3"><b>LIABILITIES AND SHAREHOLDERS' EQUITY</b></td> </tr> <tr> <td colspan="3"><b>LIABILITIES</b></td> </tr> <tr> <td colspan="3">CURRENT LIABILITIES</td> </tr> <tr> <td>Accounts Payable</td> <td></td> <td></td> </tr> <tr> <td>– to Group Companies</td> <td style="text-align: right;">576,152,302</td> <td style="text-align: right;">638,332,270</td> </tr> <tr> <td>Accrued Expenses</td> <td style="text-align: right;">14,000</td> <td style="text-align: right;">25,000</td> </tr> <tr> <td>Tax Provision</td> <td style="text-align: right;">171,000</td> <td style="text-align: right;">76,319</td> </tr> <tr> <td>Provision for deferred translation gains</td> <td style="text-align: right;">406,645</td> <td style="text-align: right;">593,686</td> </tr> <tr> <td><b>TOTAL CURRENT LIABILITIES</b></td> <td style="text-align: right;"><u>576,743,947</u></td> <td style="text-align: right;"><u>639,027,275</u></td> </tr> <tr> <td><b>TOTAL LIABILITIES</b></td> <td style="text-align: right;"><u>576,743,947</u></td> <td style="text-align: right;"><u>639,027,275</u></td> </tr> <tr> <td colspan="3"><b>SHAREHOLDER'S EQUITY</b></td> </tr> <tr> <td>Share Capital</td> <td style="text-align: right;">100,000</td> <td style="text-align: right;">100,000</td> </tr> <tr> <td>Statutory Retained Earnings</td> <td style="text-align: right;">100,617</td> <td style="text-align: right;">100,617</td> </tr> <tr> <td>Voluntary Retained Earnings</td> <td style="text-align: right;">3,174,717</td> <td style="text-align: right;">2,286,596</td> </tr> <tr> <td>Profit for the Year</td> <td style="text-align: right;">1,767,585</td> <td style="text-align: right;">888,121</td> </tr> <tr> <td><b>TOTAL SHAREHOLDERS' EQUITY</b></td> <td style="text-align: right;"><u>5,142,919</u></td> <td style="text-align: right;"><u>3,375,334</u></td> </tr> <tr> <td><b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b></td> <td style="text-align: right;"><u>581,886,866</u></td> <td style="text-align: right;"><u>642,402,608</u></td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of Shell Trading Switzerland since the date of its last published audited financial statements as at 31 December 2017.</p> <p>There has been no significant change in the financial or trading position of Shell Trading Switzerland since 31 December 2017, the date of its last published audited financial statements.</p>		<b>2017</b>	<b>2016</b>		<b>CHF</b>	<b>CHF</b>	<b>ASSETS</b>			CURRENT ASSETS			Cash at Bank and in Hand	1,961,166	3,088,532	Accounts Receivable			– from Group Companies	579,925,699	639,314,076	<b>TOTAL CURRENT ASSETS</b>	<u>581,886,866</u>	<u>642,402,608</u>	<b>TOTAL ASSETS</b>	<u>581,886,866</u>	<u>642,402,608</u>	<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			<b>LIABILITIES</b>			CURRENT LIABILITIES			Accounts Payable			– to Group Companies	576,152,302	638,332,270	Accrued Expenses	14,000	25,000	Tax Provision	171,000	76,319	Provision for deferred translation gains	406,645	593,686	<b>TOTAL CURRENT LIABILITIES</b>	<u>576,743,947</u>	<u>639,027,275</u>	<b>TOTAL LIABILITIES</b>	<u>576,743,947</u>	<u>639,027,275</u>	<b>SHAREHOLDER'S EQUITY</b>			Share Capital	100,000	100,000	Statutory Retained Earnings	100,617	100,617	Voluntary Retained Earnings	3,174,717	2,286,596	Profit for the Year	1,767,585	888,121	<b>TOTAL SHAREHOLDERS' EQUITY</b>	<u>5,142,919</u>	<u>3,375,334</u>	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>581,886,866</u>	<u>642,402,608</u>
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B.13	Oil Major Company and Credit Provider – material events relevant to evaluation of solvency	<p><b>Oil Major Company</b></p> <p>Not applicable; the Issuer is not aware of any recent events that are to a material extent relevant to the evaluation of Shell Trading Switzerland as the Oil Major Company's solvency.</p> <p><b>Credit Provider</b></p> <p>Not applicable; the Issuer is not aware of any recent events that are to a material extent relevant to the evaluation of Shell Treasury as the Credit Provider's solvency.</p>																																										
B.14	Oil Major Company and Credit Provider – dependency on group companies	Shell Treasury provides credit support for the payment obligations of Shell Trading Switzerland under the Energy Contracts.																																										
B.15	Oil Major Company and Credit Provider – principal activities	<p><b>Oil Major Company</b></p> <p>The principal activity of Shell Trading Switzerland as the Oil Major Company under the programme is entering into Energy Contracts with the Issuer under the terms of the energy purchase agreement entered into with the Issuer.</p> <p><b>Credit Provider</b></p> <p>The principal activity of Shell Treasury as the Credit Provider under the programme is providing credit support to Shell Trading Switzerland in respect of its rights and obligations under the energy purchase agreements Shell Trading Switzerland has entered into with the Issuer.</p>																																										
B.16	Direct/indirect control of the Issuer	<p><b>Issuer</b></p> <p>The shares in the Issuer are held entirely by ETFS Holdings (Jersey) Limited ("<b>HoldCo</b>"), a holding company incorporated</p>																																										

		<p>in Jersey. The shares in HoldCo are ultimately owned by WisdomTree Investments, Inc. The Issuer is neither directly or indirectly owned or controlled by any other party to the programme.</p> <p><b>Oil Major Company</b> The shares in Shell Trading Switzerland are held entirely by Shell Overseas Holdings Limited, which is itself a wholly owned member of the Shell Group.</p> <p><b>Credit Provider</b> The shares in Shell Treasury are held entirely by The Shell Petroleum Company Limited, which is itself a wholly-owned member of the Shell Group.</p>
B.17	Issuer credit ratings	Not applicable – the Issuer has not been assigned a credit rating and it is not intended that any Energy Securities will be assigned credit ratings.
B.20	Special purpose vehicle	The Issuer has been established as a special purpose vehicle for the purpose of issuing the Energy Securities (as defined below) as asset-backed securities.
B.21	Principal activities and overview of the parties	<p>The principal activity of the Issuer is issuing several classes of debt security (the “<b>Energy Securities</b>”) which are backed by derivative contracts (the “<b>Energy Contracts</b>”) which provide exposure to movements in the prices of oil futures contracts of different maturities and carbon emissions allowance futures contracts. There are two types of Energy Securities: (i) eight classes providing exposure to different types and maturities of oil futures contracts (“<b>Oil Securities</b>”); and (ii) one class providing exposure to carbon emissions allowance futures contracts (“<b>Emissions Securities</b>”). The Issuer has established a programme under which Energy Securities of each class may be issued from time to time.</p> <p>Energy Securities can be created and required to be redeemed on a daily basis to and from financial institutions (“<b>Authorised Participants</b>”) who (i) have entered into an agreement entitled “<b>Authorised Participant Agreement</b>” with the Issuer; (ii) have certified to the Issuer as to their status under the Financial Services and Markets Act 2000 (“<b>FSMA</b>”); and (iii) have certified to the Issuer that they are not collective investment schemes regulated under Council Directive No. 85/611/EEC as undertakings for collective investment in transferable securities. Other holders of Energy Securities may also redeem Energy Securities if there are no Authorised Participants. All other parties may buy and sell Energy Securities through trading on an exchange or market on which the Energy Securities are admitted to trading.</p> <p>The Issuer achieves a matching exposure to the Energy Securities by holding corresponding Energy Contracts purchased from one or more counterparties known as “Oil Major Companies”. An Oil Major Company is a company which is either: a member of any of the six western oil majors (Shell, Exxon Mobil, BP, Total, Chevron and Eni), or any other company which owns oil, the rights to oil or has assets linked to the oil price and has an investment grade credit rating. The terms under which Energy Contracts are purchased or to be purchased from an Oil</p>

		<p>Major Company are contained in an omnibus agreement with such Oil Major Company (an “<b>Energy Purchase Agreement</b>”) entitling the Issuer to payment of an amount (the “<b>Price</b>”) upon cancellation or sale of an Energy Contract. At the date of this Prospectus, the Issuer has entered into arrangements with one Oil Major Company only – Shell Trading Switzerland. Shell Treasury provides credit support for the payment obligations of Shell Trading Switzerland under the Energy Contracts.</p> <p>Energy Securities are constituted under an agreement between the Issuer and the trustee for Security Holders, The Law Debenture Trust Corporation p.l.c. (the “<b>Trustee</b>”) entitled the “Trust Instrument”. The Trustee holds all rights and entitlements under the Trust Instrument on trust for any person identified on the registers as holding the Energy Securities (the “<b>Security Holders</b>”).</p> <p>The Issuer and the Trustee have entered into documents entitled “Security Deed” in respect of each class of Energy Security under which the Issuer grants security over its rights in the Energy Contracts to the Trustee and the rights and entitlements held by the Trustee under each Security Deed are held by the Trustee on trust for the Security Holders of the relevant class of Energy Security.</p> <p>ETFS Management Company (Jersey) Limited (“<b>ManJer</b>”), a company which is ultimately wholly-owned by WisdomTree Investments, Inc., supplies, or will arrange the supply of, all management and administration services to the Issuer and pays all the management and administration costs of the Issuer in return for a fee payable by the Issuer.</p>																																																															
B.22	No financial statements	Not applicable; financial statements have been made up as at the date of this Prospectus.																																																															
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<b>Total Equity and Liabilities</b>	<u>242,329,309</u>	<u>366,907,687</u>																																																															

B.24	Material adverse change	Not applicable; there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements as at 31 December 2018.
B.25	Underlying assets	<p>The underlying assets for the Energy Securities of each class, by which they are backed and on which they are secured, are the rights and interests under (i) the Energy Contracts of the same class; (ii) the Energy Purchase Agreement pursuant to which the Energy Contracts are purchased (to the extent attributable to that class); and (iii) letters of credit issued in favour of the Issuer in respect of an Oil Major Company's obligations to the Issuer under the Energy Purchase Agreement (the "<b>Letters of Credit</b>") in respect of that class.</p> <p>The securitised assets backing the issue have characteristics that demonstrate capacity to produce funds to service any payments due and payable on the securities.</p> <p>The securitised assets are the Energy Purchase Agreement, the Energy Contracts provided thereunder and the Letters of Credit.</p> <p>Energy Securities of each class are backed by Energy Contracts with corresponding terms and each time an Energy Security is issued or redeemed, corresponding Energy Contracts are created or cancelled by the Issuer. Energy Contracts will be entered into by the Issuer with one or more Oil Major Companies.</p> <p>At the date of this Prospectus, the Issuer has entered into arrangements with one Oil Major Company only – Shell Trading Switzerland. Shell Treasury provides credit support for Shell Trading Switzerland.</p> <p>The Issuer will decline applications for Energy Securities if it cannot for any reason purchase corresponding Energy Contracts from an Oil Major Company.</p> <p>Under the Energy Purchase Agreement there are limits, both daily and in aggregate, on the number of Energy Contracts that can be created or cancelled at any time. Creations and redemptions of Energy Securities are subject to both daily limits and total aggregate limits, to match the limits on Energy Contracts.</p> <p>Shell Trading Switzerland was incorporated in Switzerland with the name Shell Trading Switzerland AG in accordance with the provisions of the Swiss Code of Obligations on 11 April 2005 (with company number CH-170.3.028.260-0) and is a wholly owned subsidiary of Shell Overseas Holdings Limited which is itself a wholly-owned member of the Shell Group.</p> <p>Shell Treasury was incorporated and registered in England and Wales pursuant to the Companies Act 1985 on 17 November 1997 with company number 3469401 and is a wholly-owned subsidiary of The Shell Petroleum Company Limited which is itself a wholly-owned member of the Shell Group.</p>

		<p><b>Issue specific summary:</b></p> <p>The underlying class of Energy Contract for each class of Energy Securities being issued pursuant to the Final Terms is as follows:</p> <ul style="list-style-type: none"> <li>Class of Energy Security •</li> <li>Class of Energy Contract •</li> </ul>
B.26	Investment management	Not applicable; there is no active management of the assets of the Issuer.
B.27	Further securities backed by same assets	Further Energy Securities of any class may be issued but each time an Energy Security of any class is issued corresponding Energy Contracts of the same class will be created and will form part of the corresponding pool of assets attributable to that class of Energy Securities. Such newly issued Energy Securities will be fungible with all existing Energy Securities of the same class and will be backed by the same pool of assets.
B.28	Structure of the transaction	<p>The Issuer has created a programme whereby Energy Securities may be issued from time to time. The Energy Securities can be issued or required to be redeemed on a daily basis by Authorised Participants who have entered into an Authorised Participant Agreement with the Issuer. Authorised Participants may then sell and buy Energy Securities to and from other investors on exchange or in private transactions.</p> <p>Energy Securities are constituted by the Trust Instrument. Under the terms of the Trust Instrument, the Trustee acts as trustee for the Security Holders of each class of Energy Security both (a) to make determinations and exercise rights under the Energy Securities for the benefit of Security Holders and (b) to hold on trust for Security Holders the security granted by the Issuer under the Security Deeds, to exercise any rights to enforce the same and to distribute the proceeds (after payment of all amounts owed to the Trustee) to the Security Holders (among others).</p> <p>The obligations of the Issuer in respect of each class of Energy Security are secured by a charge over the equivalent class of Energy Contracts held by the Issuer and over the rights of the Issuer in respect of those Energy Contracts under the Energy Purchase Agreement and Letters of Credit.</p>

		<p>A diagrammatic representation of the principal aspects of the structure as currently in place appears below.</p>
B.29	Description of the flow of funds	<p>Most Security Holders will buy or sell their Energy Securities for cash on one of the stock exchanges on which the Energy Securities are admitted to trading rather than directly from the Issuer. Market makers provide liquidity on those stock exchanges. The Issuer has entered into Authorised Participant Agreements and has agreed with Authorised Participants to issue and redeem Energy Securities on an on-going basis. An Authorised Participant may sell the Energy Securities on an exchange or in an off-exchange transaction or may hold the securities themselves.</p> <p>Upon issue of Energy Securities, an Authorised Participant must deliver an amount of cash to the Oil Major Company equal to the price of the Energy Securities to be issued together with any applicable application fee in respect of them in exchange for which the Issuer issues the Energy Securities and delivers them to the Authorised Participant via CREST.</p> <p>Upon redemption of Energy Securities by an Authorised Participant, the Oil Major Company must deliver an amount of cash to the relevant Authorised Participant equal to the price of the Energy Securities to be redeemed less any applicable redemption fee in respect of those Energy Securities.</p>
B.30	Originators of the securitised assets	<p>The Energy Contracts are and will be with an Oil Major Company. At the date of this Prospectus, the Issuer has only entered into arrangements with one Oil Major Company – Shell Trading Switzerland.</p> <p>Shell Trading Switzerland was incorporated in Switzerland with the name Shell Trading Switzerland AG in accordance with the provisions of the Swiss Code of Obligations on 11 April 2005 (with company number CH-170.3.028.260-0) and is a wholly owned subsidiary of Shell Overseas Holdings Limited which is itself a wholly-owned member of the Shell Group. It currently has no holdings or interest in any other companies and carries on no activities other than the entering into of Energy Contracts with the Issuer and ancillary finance and hedging arrangements with other members of the Shell</p>

		<p>Group to facilitate the performance of its obligations under the Energy Purchase Agreement.</p> <p>The Prospectus will be updated should an additional Oil Major Company be appointed.</p>
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<b>SECTION C – Securities</b>																																												
C.1	Type and class of securities being offered	<p>The Issuer has created and issued eight classes of Oil Securities (providing exposure to different types and maturities of oil futures contracts) and one class of Emissions Securities (providing exposure to carbon emissions allowance futures contracts):</p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i><b>Class</b></i></th> <th style="text-align: left;"><i><b>LSE Code</b></i></th> <th style="text-align: left;"><i><b>ISIN</b></i></th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Oil Securities:</b></td> </tr> <tr> <td>ETFS Brent 1mth</td> <td>OILB</td> <td>GB00B0CTWC01</td> </tr> <tr> <td>ETFS Brent 1yr</td> <td>OSB1</td> <td>JE00B1YN4R61</td> </tr> <tr> <td>ETFS Brent 2yr</td> <td>OSB2</td> <td>JE00B1YNWG12</td> </tr> <tr> <td>ETFS Brent 3yr</td> <td>OSB3</td> <td>JE00B1YP7409</td> </tr> <tr> <td>ETFS WTI 2mth</td> <td>OILW</td> <td>GB00B0CTWK84</td> </tr> <tr> <td>ETFS WTI 1yr</td> <td>OSW1</td> <td>JE00B1YPB605</td> </tr> <tr> <td>ETFS WTI 2yr</td> <td>OSW2</td> <td>JE00B1YPB712</td> </tr> <tr> <td>ETFS WTI 3yr</td> <td>OSW3</td> <td>JE00B1YPB936</td> </tr> <tr> <td colspan="3"><b>Emissions Securities:</b></td> </tr> <tr> <td>ETFS Carbon</td> <td>CARB</td> <td>JE00B3CG6315</td> </tr> </tbody> </table> <p><b><i>Issue specific summary:</i></b> The following details apply to the Energy Securities being issued pursuant to the Final Terms:</p> <table border="0"> <tr> <td>Class</td> <td style="text-align: right;">•</td> </tr> <tr> <td>ISIN</td> <td style="text-align: right;">•</td> </tr> <tr> <td>Aggregate number of Energy Securities of that class</td> <td style="text-align: right;">•</td> </tr> </table>	<i><b>Class</b></i>	<i><b>LSE Code</b></i>	<i><b>ISIN</b></i>	<b>Oil Securities:</b>			ETFS Brent 1mth	OILB	GB00B0CTWC01	ETFS Brent 1yr	OSB1	JE00B1YN4R61	ETFS Brent 2yr	OSB2	JE00B1YNWG12	ETFS Brent 3yr	OSB3	JE00B1YP7409	ETFS WTI 2mth	OILW	GB00B0CTWK84	ETFS WTI 1yr	OSW1	JE00B1YPB605	ETFS WTI 2yr	OSW2	JE00B1YPB712	ETFS WTI 3yr	OSW3	JE00B1YPB936	<b>Emissions Securities:</b>			ETFS Carbon	CARB	JE00B3CG6315	Class	•	ISIN	•	Aggregate number of Energy Securities of that class	•
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C.2	Currency	<p>The Oil Securities are denominated in US Dollars and the Emissions Securities are denominated in Euros.</p> <p><b><i>Issue specific summary:</i></b> [The Oil Securities being issued pursuant to the Final Terms are denominated in US Dollars] [The Emissions Securities being issued pursuant to the Final Terms are denominated in Euros].</p>																																										
C.5	Restrictions on transfer	Not applicable; the Energy Securities are freely transferable.																																										
C.8	Rights	An Energy Security entitles an Authorised Participant (or any other Security Holder who is not an Authorised Participant in circumstances where there are no Authorised Participants) to require the redemption of the security by the Issuer and to receive the higher of (i) the minimum denomination for that class of Energy Security (known as the “ <b>Principal Amount</b> ”), and (ii) the price of that class of Energy Security on the applicable day.																																										

		<p><b>Limited Recourse</b></p> <p>The obligations of the Issuer in respect of each class of Energy Securities are secured by a charge in favour of the Trustee and an assignment to the Trustee by way of security of the Issuer's rights in so far as they relate to that class. The Trustee and the Security Holders of any class of Energy Securities shall have recourse only to the sums derived from the assets relating to that class. If the net proceeds are insufficient for the Issuer to make all payments due, the Trustee, or any other person acting on behalf of the Trustee, will not be entitled to take any further steps against the Issuer and no debt shall be owed by the Issuer in respect of such further sum.</p> <p><b>Priority of Payments</b></p> <p>All moneys received by the Trustee upon realisation of the assets relevant to a particular class of Energy Securities will be held on trust by the Trustee and applied in the following order:</p> <ul style="list-style-type: none"> <li>– Payments due to the Trustee (and persons appointed by the Trustee) and payments due to any receiver and the costs of realisation of the security;</li> <li>– Payments or performance of all amounts due and unpaid and all obligations due in respect of Energy Securities of that class; and</li> <li>– In payment of the balance (if any) to the Issuer.</li> </ul> <p>Generally only Authorised Participants will deal directly with the Issuer in redeeming Energy Securities. In circumstances where there are no Authorised Participants, or as the Issuer may in its sole discretion determine, Security Holders who are not Authorised Participants may require the Issuer to redeem their securities directly.</p> <p><b>Issue specific summary:</b></p> <p>The Principal Amount and class of each of the Energy Securities being issued pursuant to the Final Terms is as follows:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 80%;">Class of Energy Security</td> <td style="text-align: right;">•</td> </tr> <tr> <td>Principal Amount</td> <td style="text-align: right;">[US\$5.00] [EUR0.30]</td> </tr> </table>	Class of Energy Security	•	Principal Amount	[US\$5.00] [EUR0.30]
Class of Energy Security	•					
Principal Amount	[US\$5.00] [EUR0.30]					
C.9	Interest	Not applicable – the Energy Securities do not bear interest.				
C.10	Derivative component of interest	Not applicable – the Energy Securities do not bear interest.				
C.11	Admission	Application has been made to the UK Listing Authority for all Energy Securities issued within 12 months of the date of this document to be admitted to the Official List, and to the London Stock Exchange, which operates a Regulated Market, for all classes of Energy Securities to be admitted to trading on the Main Market of the London Stock Exchange, which is part of its Regulated Market for				

		<p>listed securities (being securities admitted to the Official List).</p> <p>Admission to the Official List and to trading on the Main Market of the London Stock Exchange are not offers made under the Prospectus Directive.</p> <p>It is the Issuer's intention that all Energy Securities issued after the date of this document will also be admitted to trading on the Main Market.</p> <p>Brent 1mth Oil Securities and WTI 2mth Oil Securities have also been admitted to listing on Euronext Amsterdam, on the Regulated Market (General Standard) (<i>Regulierter Markt [General Standard]</i>) of the Frankfurt Stock Exchange (<i>Frankfurter Wertpapierbörse</i>), on NYSE Euronext Paris and on the ETFplus market of Borsa Italiana S.p.A.</p> <p><b>Issue specific summary:</b></p> <p>Application has been made for the Energy Securities being issued pursuant to the Final Terms to trading on the Main Market of the London Stock Exchange, which is part of its Regulated Market for listed securities (being securities admitted to the Official List).</p> <p>[Such Energy Securities are also admitted to listing on Euronext Amsterdam, on the Regulated Market (General Standard) of the Frankfurt Stock Exchange, on NYSE Euronext Paris and on the ETFplus market of Borsa Italiana S.p.A.]</p>																								
C.12	Minimum denomination	<p>Each Energy Security has a face value known as the "<b>Principal Amount</b>", which is the minimum denomination for an Energy Security of that type as follows:</p> <table data-bbox="715 1211 1326 1599"> <thead> <tr> <th><b>Class of Energy Security</b></th> <th><b>Principal Amount</b></th> </tr> </thead> <tbody> <tr> <td>ETFS Brent 1mth</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS Brent 1yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS Brent 2yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS Brent 3yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS WTI 2mth</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS WTI 1yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS WTI 2yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS WTI 3yr</td> <td>US\$5.00</td> </tr> <tr> <td>ETFS Carbon</td> <td>EUR0.30</td> </tr> </tbody> </table> <p><b>Issue specific summary:</b></p> <p>The Principal Amount and class of each of the Energy Securities being issued pursuant to the Final Terms is as follows:</p> <table data-bbox="715 1771 1390 1868"> <tbody> <tr> <td>Class of Energy Security</td> <td>•</td> </tr> <tr> <td>Principal Amount</td> <td>[US\$5.00] [EUR0.30]</td> </tr> </tbody> </table>	<b>Class of Energy Security</b>	<b>Principal Amount</b>	ETFS Brent 1mth	US\$5.00	ETFS Brent 1yr	US\$5.00	ETFS Brent 2yr	US\$5.00	ETFS Brent 3yr	US\$5.00	ETFS WTI 2mth	US\$5.00	ETFS WTI 1yr	US\$5.00	ETFS WTI 2yr	US\$5.00	ETFS WTI 3yr	US\$5.00	ETFS Carbon	EUR0.30	Class of Energy Security	•	Principal Amount	[US\$5.00] [EUR0.30]
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C.15	Value of the investment is affected by the value of the underlying instruments	<p>Energy Securities of each class are backed by Energy Contracts with corresponding terms entered into between the Issuer and an Oil Major Company. Energy Contracts are derivative contracts which provide exposure to movements in the prices of oil futures contracts of different maturities and carbon emissions allowance futures contracts.</p> <p><b>Price</b></p> <p>The price (the “<b>Price</b>”) of each Energy Security is the same as the price of the corresponding Energy Contract. The Price, therefore, reflects movements in the price of the underlying futures contracts and applicable fees (as further explained below).</p> <p>The Price of each Energy Security is calculated in accordance with the following formula (the “Formula”) where <math>PC_{(i,t)}</math> refers to the Price of the Energy Security of the relevant class on the day on which the price is being calculated:</p> $PC_{(i,t)} = \{P1_{(i,t)} \times E1_{(i,t)} + P2_{(i,t)} \times E2_{(i,t)}\} \times M_{(i,t)}$ <p>The elements included in this formula are the near contract price (<math>P1_{(i,t)}</math>), near entitlement (<math>E1_{(i,t)}</math>), next contract price (<math>P2_{(i,t)}</math>), next entitlement (<math>E2_{(i,t)}</math>) and the multiplier (<math>M_{(i,t)}</math>). These are each explained below and are published daily by the Issuer on its website at <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a></p> <p><b>Near Contract Price and Next Contract Price</b></p> <p>Each Energy Security is priced by reference to two underlying futures contracts of different maturities, the near contract price (<math>P1_{(i,t)}</math>) and next contract price (<math>P2_{(i,t)}</math>). As the identity of these contracts varies over time, the table below sets out how the near contract and the next contract can be identified for each class:</p> <table border="1" data-bbox="715 1330 1394 1823"> <thead> <tr> <th><b>Class of Energy Security</b></th> <th><b>Near contract and next contract</b></th> </tr> </thead> <tbody> <tr> <td>Brent 1mth</td> <td>first and second month contracts</td> </tr> <tr> <td>WTI 2mth</td> <td>second and third month contracts</td> </tr> <tr> <td>Brent 1yr and WTI 1yr</td> <td>first and second year December month contracts</td> </tr> <tr> <td>Brent 2yr and WTI 2yr</td> <td>second and third year December month contracts</td> </tr> <tr> <td>Brent 3yr and WTI 3yr</td> <td>third and fourth year December month contracts</td> </tr> <tr> <td>Carbon</td> <td>first and second year December month contracts</td> </tr> </tbody> </table> <p>The identity of the near contract and next contract and their respective prices for each class of Energy Security will be published daily by the Issuer on its website at <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a></p>	<b>Class of Energy Security</b>	<b>Near contract and next contract</b>	Brent 1mth	first and second month contracts	WTI 2mth	second and third month contracts	Brent 1yr and WTI 1yr	first and second year December month contracts	Brent 2yr and WTI 2yr	second and third year December month contracts	Brent 3yr and WTI 3yr	third and fourth year December month contracts	Carbon	first and second year December month contracts
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Carbon	first and second year December month contracts															

### **Near Entitlement and Next Entitlement**

Once the prices of the near contract and next contracts have been established as set out above, different weightings are applied to these prices to obtain the Price of the Energy Security. The weighting applied to the Near Contract is known as the “near entitlement” ( $E1_{(i,t)}$ ) and the weighting applied to the Next Contract is known as the “next entitlement” ( $E2_{(i,t)}$ ).

Over time (because futures contracts expire) the pricing formula needs to involve a change from the near contract to the next contract (a process known as “rolling”) and this is done on specified days called the “roll period”. During each roll period the weights roll from the near entitlement to the next entitlement in accordance with formulae designed to reproduce the effect of selling the near contract and applying the proceeds in acquiring the next contract. In that process, if the near contract price is higher than the next contract price (known as “**backwardation**”) then the sum of the near entitlement and the next entitlement will increase, whereas if the near contract price is lower than the next contract price (known as “**contango**”) then the sum of the near entitlement and the next entitlement will decrease.

### **Multiplier**

The multiplier ( $M_{(i,t)}$ ) is applied to the prices of the near and next contracts once the weightings for the near entitlement and next entitlement described above have been applied. The application of the multiplier works to reflect the following two factors in the Price of an Energy Security (together the “**Daily Adjustment**”):

- (1) the interest on the value invested in the Energy Security; and
- (2) the fees payable to: (i) ManJer of 0.49 per cent per annum for the services it provides under the services agreement; and (ii) the relevant Oil Major Company under the terms of the Energy Purchase Agreement and an adjustment agreement (the “**Other Adjustment Agreement**”) between the Issuer and the relevant Oil Major Company.

The Daily Adjustment (which may be negative) will be an annualised rate agreed from time to time between the Issuer and the relevant Oil Major Company reflecting the benefit or cost to the Oil Major Company of selling Energy Contracts to the Issuer.

The price of an Energy Security will therefore vary with prices of the underlying futures contracts but also depending on the proportion of each futures contract reflected in the price as contracts are “rolled” and to take account of applicable fees.

The formula and method of calculating the Price is the same for all classes of Energy Securities.

### ***Issue specific summary***

The Energy Securities being issued pursuant to the Final Terms are priced by reference to two underlying futures

		contracts of different maturities. The near contract price ( $P1_{(i,t)}$ ) and next contract price ( $P2_{(i,t)}$ ) are prices for the [first and second month contracts] [second and third month contracts] [first and second year December month contracts] [second and third year December month contracts] [third and fourth year December month contracts] [first and second year December month contracts].
C.16	Expiration and Maturity date	Not applicable; the Energy Securities are undated securities and have no specified maturity date or expiry date.
C.17	Settlement	<p><b>CREST</b></p> <p>The Issuer is a participating issuer in CREST, a paperless system for the settlement of transfers and holding of securities.</p> <p><b>Settlement of creations and redemptions</b></p> <p>The standard settlement cycle for settlement of trades on the London Stock Exchange is two business days (T+2).</p> <p>On creation or redemption of the Energy Securities, settlement will occur (provided certain conditions are met) on the second business day following receipt of the relevant creation or redemption request on a delivery versus payment basis within CREST.</p> <p><b>Settlement on Euronext Amsterdam</b></p> <p>All Energy Securities traded on Euronext Amsterdam are eligible for settlement in the systems of Euroclear Bank Brussels and Euroclear NIEC (Euroclear Nederlands Interprofessioneel Effectief Centrum), the Euroclear Dutch Interprofessional Securities Centre.</p> <p><b>Settlement on the Frankfurt Stock Exchange</b></p> <p>For the purpose of good delivery of the Energy Securities on the Frankfurt Stock Exchange, Clearstream Banking Aktiengesellschaft (“<b>Clearstream</b>”) will issue, for each series and the relevant number of Energy Securities, a Global Bearer Certificate (each a “<b>Global Bearer Certificate</b>”) in the German language created under German law. Whenever the number of Energy Securities represented by the Global Bearer Certificate of a class changes, Clearstream will amend the relevant Global Bearer Certificate accordingly.</p> <p><b>Settlement on NYSE Euronext Paris</b></p> <p>All Energy Securities traded in NYSE Euronext Paris will be settled and cleared through the normal Euroclear systems.</p> <p><b>Settlement on the Borsa Italiana S.p.A.</b></p> <p>All Energy Securities traded on the Borsa Italiana S.p.A. are eligible for settlement through the normal Monte Titoli S.p.A. settlement systems on the deposit accounts opened with Monte Titoli S.p.A.</p>

		<p><b>Issue specific summary:</b></p> <p>[The Energy Securities issued pursuant to the Final Terms are where traded on Euronext Amsterdam eligible for settlement in the systems of Euroclear Bank Brussels and Euroclear NIEC (Euroclear Nederlands Interprofessioneel Effectief Centrum), the Euroclear Dutch Interprofessional Securities Centre.]</p> <p>[For the purpose of good delivery of the Energy Securities being issued pursuant to the Final Terms on the Frankfurt Stock Exchange, Clearstream Banking Aktiengesellschaft (“Clearstream”) will issue, for each series and the relevant number of Energy Securities, a Global Bearer Certificate (each a “Global Bearer Certificate”) in the German language created under German law. Whenever the number of Energy Securities represented by the Global Bearer Certificate of a class changes, Clearstream will amend the relevant Global Bearer Certificate accordingly.]</p> <p>[All Energy Securities issued pursuant to the Final Terms will where traded in NYSE Euronext Paris be settled and cleared through the normal Euroclear systems.]</p> <p>[The Energy Securities issued pursuant to the Final Terms are where traded on the Borsa Italiana S.p.A. eligible for settlement through the normal Monte Titoli S.p.A. settlement systems on the deposit accounts opened with Monte Titoli S.p.A.]</p>
C.18	Description of return	<p>The Price of each Energy Security reflects movements in the price of the relevant futures contracts and is calculated in accordance with the Formula.</p> <p>The Formula reflects (a) movements in the price of the underlying futures contracts; (b) any rolling of the underlying futures contracts; (c) amounts owing to or owed by the Oil Major Company to reflect the benefit or cost to the Oil Major Company of selling Energy Contracts to the Issuer; and (d) the fees payable to ManJer under the services agreement with the Issuer. The deduction of an amount reflecting amounts owing to or owed by the Oil Major Company to reflect the benefit or cost to the Oil Major Company of selling Energy Contracts to the Issuer and management expenses is reflected by the application of the Multiplier.</p> <p>The Price of each class of Energy Security will be calculated by the Issuer as at the end of each pricing day (after the futures market prices for that day have been published) and posted on the Issuer’s website at <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a></p> <p>The Energy Securities do not bear interest. The return for an investor is the difference between the price at which the relevant Energy Securities are issued (or purchased in the secondary market) and the price at which they are redeemed (or sold).</p>

C.19	Final price/exercise price	Prices for each class of Energy Contract are calculated on each pricing day in accordance with the Formula and redemptions of Energy Securities with the Issuer will be at the Price (determined by the Formula) in respect of the day on which the redemption request is received.
C.20	Type of underlying and where information on underlying can be found	<p>The Energy Securities are backed by matching Energy Contracts purchased from an Oil Major Company. As at the date of this Prospectus, Energy Contracts are only entered into with one Oil Major Company – Shell Trading Switzerland.</p> <p>The Energy Contracts backing the Energy Securities are priced by reference to either:</p> <ul style="list-style-type: none"> <li>• oil futures contracts using Brent crude oil based on the ICE Futures’ Brent Contracts as a futures market pricing benchmark, further details of which are available on the website of the relevant exchange (<a href="http://www.theice.com">http://www.theice.com</a>);</li> <li>• oil futures contracts using West Texas Intermediate crude oil based on the New York Mercantile Exchange’s WTI Contracts as a futures market pricing benchmark, further details of which are available on the website of the relevant exchange (<a href="http://www.cmegroup.com">http://www.cmegroup.com</a>); or</li> <li>• carbon futures contracts using EU Emissions Allowances based on the ICE Futures’ EUA Emissions Futures (ECX CFI EUA) as a futures market pricing benchmark, further details of which are available on the website of the relevant exchange (<a href="http://www.theice.com">http://www.theice.com</a>).</li> </ul> <p><b>Issue specific summary:</b></p> <p>The Energy Contracts backing the Energy Securities being issued pursuant to the final terms [are priced by reference to oil futures contracts. The futures market pricing benchmark used is Brent crude oil based on the ICE Futures’ Brent Contracts. Information on these futures contracts can be found on the website of the relevant exchange (<a href="http://www.theice.com">http://www.theice.com</a>).][[are priced by reference to oil futures contracts. The futures market pricing benchmark used is West Texas Intermediate crude oil based on the New York Mercantile Exchange’s WTI Contracts. Information on these futures contracts can be found on the website of the relevant exchange (<a href="http://www.cmegroup.com">http://www.cmegroup.com</a>).] [are priced by reference to carbon futures contracts. The futures market pricing benchmark used is EU Emissions Allowances based on the ICE Futures EUA Emissions Futures (ECX CFI EUA). Information on these futures contracts can be found on the website of the relevant exchange (<a href="http://www.theice.com">http://www.theice.com</a>).].</p>

**SECTION D – Risks**

D.2	Key risks of Issuer and obligor	<p>The Issuer has been established as a special purpose vehicle for the purpose of issuing the Energy Securities as asset backed securities and has no assets other than those attributable to the Energy Securities. The amounts that a Security Holder could receive following a claim against the Issuer are, therefore, limited to the proceeds of realisation of the secured property applicable to such Security Holder's class of Energy Securities and as the Issuer is a special purpose vehicle formed only for the purpose of issuing the Energy Securities, and as the Energy Securities are not guaranteed by any other person, the Issuer would have no further assets against which the Security Holder could claim. In the event that the secured property is insufficient to cover the amount payable to the Security Holder, the Security Holder would suffer a loss.</p> <p>Although Energy Securities are secured by matching Energy Contracts, the ability of the Issuer to pay on redemption of Energy Securities is wholly dependent on it receiving payment from the relevant Oil Major Company on redemption of the relevant Energy Contracts. No Oil Major Company has guaranteed the performance of the Issuer's obligations and no Security Holder has any direct rights of enforcement against any such person.</p> <p>There can be no assurance that an Oil Major Company, Shell Trading Switzerland, Shell Treasury or any other entity providing credit support to an Oil Major Company will be able to fulfill their payment obligations under the relevant Energy Contracts, Energy Purchase Agreement or other credit obligation, in which case the Issuer will rank as an unsecured creditor. Consequently, there can be no assurance that the Issuer will be able to redeem Energy Securities at their redemption Price which could lead to an investor receiving less than the redemption price upon redemption of their Energy Securities.</p>
D.3	Key risks of securities	<p>The impact of the level of and movement in futures prices on the Price of the Energy Securities, including the effect of backwardation or contango, will vary with each class of Energy Security. Generally, Energy Securities with a shorter maturity have greater exposure to movements in the price and also greater exposure to backwardation or contango. As a result, the Brent 1mth Oil Securities and WTI 2mth Oil Securities have the greatest volatility in Price, near entitlement, next entitlement, near contract price and next contract price. For Energy Securities with a higher maturity, the frequency of backwardation increases and thus the frequency of contango decreases.</p> <p>Contango or backwardation could last for an indeterminate period of time and, in the case of contango, could accordingly reduce the value of a holder's investment.</p>

		<p>The aggregate Entitlement of an Energy Security will decline during roll periods in situations where the further out the delivery date of an Energy Contract is, the higher the price of that Energy Contract becomes, thereby reducing the amount that a Security Holder could receive on redemption.</p> <p>The main credit support for the Energy Contracts with Shell Trading Switzerland is from Shell Treasury, which company does not have a credit rating and is not a company used by the Shell Group to issue debt or other securities in the financial markets. Furthermore, that company may be substituted for another credit provider from within the Shell Group. Consequently, there can be no assurance that Shell Treasury or any other entity providing credit support to Shell Trading Switzerland will be able to fulfill their payment obligations under the Letters of Credit, in which case the Issuer will have an unsecured claim, nor can there be any assurance that the Issuer will be able to redeem Energy Securities at their redemption Price or even at all.</p> <p>The price of crude oil and hence of Oil Securities may fluctuate widely. As Oil Securities are priced in US Dollars their value in other currencies will also be affected by exchange rate movements.</p> <p>The price of carbon emissions allowances and hence of Carbon Securities may fluctuate widely. As Carbon Securities are priced in Euros their value in other currencies will also be affected by exchange rate movements.</p> <p>The Forward Oil Securities are referenced off longerdated oil futures and will generally be less liquid and price changes could be prone to volatility.</p> <p>Trading in oil and carbon emissions allowances takes place on several markets (including futures exchanges and over-the-counter (OTC)) around the world and trading on these markets may have an impact on the price of oil on other markets, which could in turn impact the Price of Energy Securities.</p> <p><b><i>Issue specific summary:</i></b></p> <p>The following risk factors apply to the class of Energy Securities being issued pursuant to the Final Terms:</p> <p>[The price of crude oil and hence of Oil Securities may fluctuate widely. As Oil Securities are priced in US Dollars their value in other currencies will also be affected by exchange rate movements.]</p> <p>[The price of carbon emissions allowances and hence of Carbon Securities may fluctuate widely. As Carbon Securities are priced in Euros their value in other currencies will also be affected by exchange rate movements.]</p>
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		<p>The Forward Oil Securities are referenced off longerdated oil futures and will generally be less liquid and price changes could be prone to volatility.]</p> <p>[Trading in oil and carbon emissions allowances takes place on several markets (including futures exchanges and over-the-counter (OTC)) around the world and trading on these markets may have an impact on the price of oil on other markets which could, in turn impact the Price of Energy Securities.]</p>
D.6	Key risks of Energy Securities	<p>Please see Element D.3 above.</p> <p>Past performance is not an indication of expected performance and the investment performance of an Energy Security could be volatile. Consequently, investors in Energy Securities may lose the value of their entire investment or part of it.</p>

#### SECTION E – Offer

E.2b	Reasons for offer and use of proceeds	Not applicable; the reasons for the offer and use of proceeds are not different from making profit and/or hedging.
E.3	Terms and conditions of the offer	<p>The Energy Securities are being made available by the Issuer for subscription only to Authorised Participants who have submitted a valid application and will only be issued once the subscription price has been paid to the relevant Oil Major Company. An Authorised Participant must also pay the Issuer a creation fee of £500. Any applications for Energy Securities made by 11.00 a.m. London time on a business day will generally enable the Authorised Participant to be registered as the holder of Energy Securities within two business days.</p>
E.4	Material or conflicting interests	<p>Ms Jones and Mr Ziembra (who are directors of the Issuer) are also directors of ManJer and HoldCo – the sole shareholder of the Issuer. Mr Ross and Ms Jones are also directors of R&amp;H Fund Services (Jersey) Limited, the administrator of the Issuer and the secretary of the Issuer and ManJer. The Directors do not believe that there are any actual or potential conflicts of interest between the duties which the directors and/or members of the administrative, management and supervisory bodies of the Issuer owe to the Issuer, and the private interests and/or other duties that they have.</p> <p>The Directors of the Issuer also hold directorships of other issuers of exchange traded commodities also owned by HoldCo and of other WisdomTree group companies including Boost Management Limited (a company that provides services to Boost Issuer PLC (an exchange traded product issuer)) and WisdomTree Issuer Plc, an issuer of exchange traded funds via segregated liability sub-funds.</p>

E.7	Expenses	<p><b>Issuer</b>  The Issuer charges the following costs to investors:  To Authorised Participants only:</p> <ul style="list-style-type: none"> <li>the Issuer charges a fee of £500 per creation or redemption carried out directly with the Issuer; and</li> </ul> <p>To all Security Holders:</p> <ul style="list-style-type: none"> <li>a Management Fee of 0.49 per cent. per annum based on the value of all Energy Securities outstanding by way of application of the Daily Adjustment.</li> </ul> <p>No other costs will be charged to investors by the Issuer.</p> <p>If an investor purchases Energy Securities from a financial intermediary, the Issuer estimates the expenses charged by an authorised offeror in connection with the sale of Energy Securities to an investor will be 0.15 per cent. of the value of the Energy Securities sold to such investor.</p> <p><b>Oil Major Company</b>  Not applicable; no expenses will be charged to investors by Oil Major Companies.</p> <p><b>Credit Provider</b>  Not applicable; no expenses will be charged to investors by Credit Providers.</p> <p><b>Issue Specific Summary</b></p> <table data-bbox="715 1144 1394 1245"> <tr> <td>Application Fee</td> <td>[£500]</td> </tr> <tr> <td>Redemption Fee</td> <td>[£500]</td> </tr> <tr> <td>Management Fee</td> <td>[0.49%]</td> </tr> </table>	Application Fee	[£500]	Redemption Fee	[£500]	Management Fee	[0.49%]
Application Fee	[£500]							
Redemption Fee	[£500]							
Management Fee	[0.49%]							

## RISK FACTORS

*An investment in Energy Securities involves a significant degree of risk. Prior to making an investment decision, prospective purchasers should carefully read the entire Prospectus.*

*Prospective investors should note that the risks relating to the Issuer, its industry and the Energy Securities summarised in the section of this document headed "Summary" are the risks that the Issuer believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in Energy Securities. However, as the risks which the Issuer and the Energy Securities face relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below, which constitute all of the principal risks known to the Issuer.*

*A Security Holder may lose some or the entire value of their investment in Energy Securities for reasons other than those set out in the risk factors below, for example, for reasons not currently considered by the Issuer to be material or based on circumstances or facts of which the Issuer is not currently aware.*

### **Investment Risk Factor**

A Security Holder may lose the value of their entire investment or part of their investment in Energy Securities.

### **Energy Price, Near Contract Price and Next Contract Price**

The value of Energy Securities will be affected by movements in the Near Contract Price and Next Contract Price, which will be affected by oil or carbon emissions allowances prices generally and by the way in which those prices and other factors affect the price of the relevant futures contracts.

Crude oil prices fluctuate widely and may be affected by numerous factors, including:

- global or regional political, economic or financial events and situations, particularly war and other activities which might lead to disruptions to supply from countries that are major oil producers. Such events could also cause trading on the relevant Exchanges to be disrupted, which may prevent Oil Securities from operating normally for such period;
- the weather, which can affect short-term demand;
- investors' expectations with respect to the future rates of economic activity and inflation, particularly in countries which are major consumers of oil;
- global and local oil supply, which can be influenced by factors such as disruptions to production, embargoes and major discoveries of new oil fields;
- a large portion of the world's spare capacity and oil reserves is controlled by a small number of producers (i.e. by the members of The Organization of the Petroleum Exporting Countries (OPEC)). OPEC production quotas, meetings and other producer organisations' activities may seek to influence the supply and pricing of oil;
- global and local oil demand, which can be influenced by factors such as economic activity in countries that are significant users of oil, the availability and price of substitutes to oil and its end uses (heating and transport fuels); and
- investment and trading activities of hedge funds, commodity funds and other speculators and the investment, trading and hedging activities of oil producers and oil users.

Carbon emissions prices fluctuate widely and may be affected by numerous factors, including:

- supply and demand of carbon emissions allowances. Supply is set by the availability of EUAs, as dictated by the national allocation plans ("**NAPs**"), and other project based credits that may be

used within the EU ETS. Factors affecting demand (via the level of greenhouse gas emissions) include the efficiency of energy usage, economic growth, relative commodity prices and seasonal weather patterns;

- the inclusion of new industries in the EU ETS will also affect the supply-demand balance and the price of EUAs. For example, the inclusion of the aviation sector increased demand for EUAs from producers and expanded the available pool of EUAs under NAPs;
- global or regional political, economic or financial events and situations, which might lead to disruptions in demand and supply. Such events could also cause trading on the relevant exchanges to be disrupted, which may prevent Carbon Securities from operating normally for such period;
- investors' expectations with respect to the future rates of economic activity and inflation;
- global and local demand for carbon emissions allowances, which can be influenced by factors such as economic activity in countries that are significant producers of carbon emissions; and
- investment and trading activities of hedge funds, commodity funds and other speculators and the investment, trading and hedging activities of carbon emissions producers and suppliers.

Prices of the relevant near-term futures contracts also fluctuate widely and may be affected by:

- oil and carbon emissions allowances prices generally;
- trading activities on the relevant Exchange, which might be impacted by the liquidity in the futures contracts, particularly the liquidity of the relevant futures contracts;
- trading in oil and carbon emissions allowances takes place on several markets (including futures exchanges and over-the-counter (OTC)) around the world and trading on these markets may have an impact on the price on other markets; and
- trading activity specific to the particular futures contract.

Such price movements could result in a Security Holder redeeming their Energy Securities at a Price that is less than the Price at which such Energy Securities were issued.

### **Backwardation and Contango**

As the Price of an Energy Security reflects movements in the price of underlying futures contracts, the value of an Energy Security will be affected by the term structure or shape of the relevant part of the futures curve used to price that security. The term 'futures curve' refers to the relationship between the price of futures contracts over different futures contract maturity dates when plotted in a graph.

To maintain a futures position at a certain point in the futures curve, it is necessary to replace the contracts in a process known as "rolling" whereby contracts are sold prior to their expiry date and new contracts with a later delivery date are purchased. If the price of the contracts being purchased is less than the price of the contracts being sold (known as backwardation) this would represent a benefit to investors. If the price of the contracts being purchased is more than the price of the contracts being sold (known as contango) this would represent a cost to investors. Further information is set out under the heading "Crude Oil & Futures Markets — Backwardation and Contango in Oil Futures Markets" in Part 3 (*Energy & Futures Markets*).

Backwardation or contango for each class of Energy Security will be reflected in a change to the Entitlement of each class of Energy Security and it is possible that different parts of the same futures curve can be in backwardation while others are in contango. Backwardation will result in the Entitlement of the relevant class of Energy Security increasing (being a benefit to investors) while contango will result in the Entitlement decreasing (representing a cost to investors). Contango or backwardation could last for an indeterminate period of time, and in the case of contango could accordingly reduce the value of a holder's investment.

The simulated historical returns for Oil Securities (shown in Part 4 (*Simulated Historical Returns*) under the heading “Simulated Historical Investment Returns of Oil Securities”) show that during the past twenty one years there have been a few periods of contango at the front end of the curve and during those contango periods the value of the Entitlement for Brent 1mth Oil Securities and WTI 2mth Oil Securities reduced accordingly. Further out along the forward curve, contango has had less of an impact but the benefit of backwardation has also been less.

### **Currency**

The Prices of Oil Securities will be set in US Dollars. To the extent that a Security Holder values Oil Securities in another currency, that value will be affected and may be reduced by changes in the exchange rate between the US Dollar and that other currency. The Prices of Carbon Securities will be set in Euros. To the extent that a Security Holder values Carbon Securities in another currency, that value will be affected and may be reduced by changes in the exchange rate between the Euro and that other currency.

### **Tracking Error and Liquidity Risk**

At any time, the prices at which the Energy Securities trade on the London Stock Exchange or other exchanges may not reflect accurately the Price of Energy Securities. The procedures agreed between the Issuer and the Authorised Participants for creations and redemptions of Energy Securities, including the role of Authorised Participants as market-makers, are an attempt to minimise this difference or “tracking error”. However, this risk cannot be eliminated since the market price of Energy Securities will be a function of supply and demand amongst investors wishing to buy and sell Energy Securities and the bid/offer spread that market-makers are willing to quote for Energy Securities.

Currently, Shell Trading Switzerland has agreed to supply up to such number of Energy Contracts as have an aggregate Entitlement equal to 20,000,000 in respect of each of Brent 1mth Oil Securities and WTI 2mth Oil Securities, 10,000,000 in respect of each of Brent 1yr Oil Securities and WTI 1yr Oil Securities, 7,500,000 in respect of each of Brent 2yr Oil Securities and WTI 2yr Oil Securities, 2,000,000 in respect of each of Brent 3yr Oil Securities and WTI 3yr Oil Securities and 8,000,000 in respect of Carbon Securities. If demand for Energy Securities exceeds this amount and the Issuer is not able to source more Energy Contracts, then Energy Securities may begin to trade at a premium to their underlying value (the Redemption Price). Investors who pay a premium risk losing the premium if demand for Energy Securities abates or the Issuer is able to source more Energy Contracts.

Energy Securities could trade at a discount to the Redemption Price if the Issuer has received redemption requests in excess of the relevant daily limit set out in Part 5 (*Description of the Energy Securities*) under the heading “Authorised Participants — Creation and Redemption Limits”, leading to a decrease in the value of an investor’s holding of Energy Securities.

Brent 1mth Oil Securities were first issued in July 2005, WTI 2mth Oil Securities were first issued in May 2006, the Forward Oil Securities were first issued in August 2007 and Carbon Securities were first issued in October 2008 and they have only a limited trading record. There can be no assurance as to the depth of the secondary market (if any) in the Energy Securities, which will affect their liquidity and market price.

### **The EUA Emissions Futures market is volatile and subject to market speculation**

The Phase I EUA Emissions Futures price dropped in May 2006 after European Commission data confirmed an oversupply of emission limits in 2005. Official European Commission data showed that European Union companies emitted 44 million tonnes of carbon dioxide below the limits imposed in 2005 under the European Union Emissions Trading Scheme. Market speculation surrounding the possibility of continuing oversupply of EUAs in 2006 and 2007 also contributed to the May 2006 price drop. Had Carbon Securities existed during Phase I of the EUA Emissions Futures market, then the price of a Carbon Security would have lost virtually all of its value. In June 2011, the approval for the European Investment Bank to release 300 million new permits, combined with escalating Eurozone debt concerns, saw December 2011 EUA prices drop by 20 per cent. Between 2011 and 2017, the weakness of the demand for carbon emissions following the financial crisis in 2008 had weighed on the EUA emissions price. December 2013 EUA reached an historical low at around EUR3/tonne in April 2013. In the past year (March 2018 to March 2019), the price of carbon has doubled. In the past two years (March 2017

to March 2019), the price of carbon has risen 325%. The sharp price increases in carbon reflect the concerted effort to tighten the supply of permits in Phase 3. Emissions are expected to tighten even further in Phase 4 (2020-2030) as the goal to reduce emissions by 40% by 2030 is needed to be consistent with the commitments under the Paris Agreements.

### **Oil Major Company Credit Risk and Default**

The value of Energy Securities and the ability of the Issuer to repay the Redemption Price is dependent on the receipt of such amount from the relevant Oil Major Company and may be affected by the deterioration of the credit and/or a downgrade in the credit rating of an Oil Major Company. Such deterioration/downgrade in the credit or credit rating of an Oil Major Company could cause Energy Securities to trade at a discount to the Redemption Price, leading to a decrease in the value of an investor's holding of Energy Securities.

The obligations of the Oil Major Companies under the Energy Contracts (in support of the Energy Securities), are expected to rank only as an unsecured claim against the Oil Major Company or entity within that Oil Major Company's group which supplies the credit support. This is the case with the Energy Contracts from Shell Trading Switzerland, the credit support for which is provided by Shell Treasury and in the event of an Oil Company Default relating to Shell Trading Switzerland, the Issuer will have only unsecured claims against Shell Trading Switzerland and Shell Treasury. Energy Contracts provided by Shell Trading Switzerland and the obligations of Shell Treasury under the Letter of Credit are not guaranteed by any other entity within the Shell Group. There can be no assurance that Shell Trading Switzerland, Shell Treasury and any Substitute Credit Provider will be able to fulfil their payment obligations under the relevant Energy Contracts, Energy Purchase Agreement and Letter of Credit (as the case may be) and consequently the Issuer may not be able to meet its obligations to Security Holders, who may suffer a loss as a result.

If at any given time there are two or more Oil Major Companies and one of them, the Lower Credit, has its credit rating downgraded or has defaulted on its obligations to redeem Energy Contracts, then, under the Pool splitting mechanism discussed in Part 5 (*Description of the Energy Securities*) under "Consolidation and Division of Energy Securities", the Issuer can separate out the Lower Credit by issuing to the relevant Security Holders new Energy Securities supported only by the Energy Contracts of the Lower Credit. There can be no assurance that the Issuer will be able to redeem such new Energy Securities at their Redemption Price or even at all, and such new Energy Securities may not be admitted to trading on any exchange, meaning that Security Holders may be unable to sell or redeem their Energy Securities and may suffer a loss.

The Issuer will not operate any risk-spreading policies and may have Energy Contracts outstanding with only one Oil Major Company. Currently, the Issuer has an Energy Purchase Agreement only with Shell Trading Switzerland. The obligations of any other such Oil Major Company will not be supported by Shell Treasury's Letter of Credit.

### **Shell Trading Switzerland**

The financial statements of Shell Trading Switzerland are prepared in accordance with Swiss statutory accounting law as prescribed by the Swiss Code of Obligations (the "**Swiss Statutory Accounting Rules**"). These accounting rules differ in significant respects from International Financial Reporting Standards ("**IFRS**"), which are the standards that are applied in the consolidated financial statements prepared by Royal Dutch Shell PLC, the parent company of the Shell Group of which Shell Trading Switzerland is a wholly-owned subsidiary. Shell Trading Switzerland itself is not required to and does not produce its own consolidated financial statements. It should therefore be recognised that there are significant differences between the financial information contained in the financial statements of Shell Trading Switzerland and the consolidated financial statements of the Shell Group, which differences may be attributable to differences between the applicable Swiss Statutory Accounting Rules and IFRS, the effects of consolidation on the financial statements of the Shell Group or other factors. For a discussion of significant differences between the Swiss Statutory Accounting Rules and IFRS, see "Summary of Significant Differences between Swiss Statutory Accounting Rules and International Financial Reporting Standards (IFRS)" on pages 169 to 171 (inclusive) of the 2007 Prospectus, which is incorporated herein by reference. Investors should, however, be particularly aware that the Swiss Statutory Accounting Rules do not contain an equivalent requirement to the IFRS obligation for financial statements to provide a true

and fair view of the relevant company's financial position. Consequently, the financial statements should not be read in isolation without awareness of the particular requirements of the Swiss Statutory Accounting Rules. This may impact an investor's ability to fully evaluate the structure of the Energy Securities.

### **Shell Treasury**

Whilst Shell Treasury is the current Credit Provider, it should be noted that Shell Treasury is not the main operating company in the Shell Group of companies and does not currently possess a credit rating. Furthermore, under the terms of the Letters of Credit issued by Shell Treasury, there are no restrictions on the future business operations or activities of Shell Treasury, and, accordingly, the ability of Shell Treasury to meet its obligations under the Letters of Credit may be adversely affected depending on such future business operations or activities, which may in turn impact the extent the Issuer is able to meet its own obligations to Security Holders.

### **Trading by Shell Group, other Oil Major Companies and Authorised Participants in the Energy Market**

Members of the Shell Group are active traders in the oil and carbon emissions allowances markets, in the physical market, the futures market (on both the ICE Futures Market and NYMEX) and the over-the-counter market, including trading of options and other derivatives. Shell Group's trading is of a magnitude which can have an impact on the market, including the prices of various futures contracts. Furthermore, other Oil Major Companies and associates of the Authorised Participants also trade in various sectors of the oil and carbon emissions allowances markets. Such trading could, at times, affect the Near Contract Price, Next Contract Price or the Entitlement of Energy Securities of any class and therefore affect the value of an investor's holding.

In addition, these trading activities and the activities with regard to the oil and carbon emissions allowances markets, Energy Securities and Energy Contracts may create interests of the Shell Group, other Oil Major Companies or the Authorised Participants and their associates, which are potentially opposite and adverse to the interests of Security Holders.

### **Market Disruption**

Futures exchanges have the potential to suffer from market disruption, due to trading failures at the exchange or the imposition of volume or price restrictions. Such events could cause a Trading Day to be classified as a Market Disruption Day resulting in it not being possible to price one or more classes of Energy Securities that day. This will cause a delay in the creation or redemption process which could adversely affect potential or existing Security Holders. Furthermore, under the terms of the Energy Purchase Agreement with Shell Trading Switzerland, a Market Disruption Day in respect of a relevant Exchange will be any Trading Day upon which any one or more of the following occurs:

- (a) the relevant Exchange fails to determine, announce or publish the relevant Settlement Price(s), (or announces that it will or expects to fail to do so) by midnight on that Trading Day; and/or
- (b) in the case of Brent-referenced Oil Securities, there being no Pricing Window for any Relevant Month Brent Contract on the relevant Exchange during that Trading Day; or
- (c) in the case of Carbon Securities, there being no Pricing Window for any Relevant Month Contract on the Relevant Exchange during that Trading Day; or
- (d) in the case of WTI-referenced Oil Securities, NYMEX fails to announce or publish the time at which the final two minutes of trading during a regular trading hours session in a Relevant Month WTI Contract will take place before the occurrence of the final two minutes; or
- (e) in the case of WTI-referenced Oil Securities, NYMEX announces or publishes on a Trading Day that the Settlement Prices in respect of WTI Contracts in respect of that Trading Day shall not be determined in accordance with, or pursuant to, NYMEX Rule 6.52(A).

### **Only Authorised Participants have the right to Create and Redeem Energy Securities**

Only Authorised Participants are permitted to deal with the Issuer in creating or redeeming Energy Securities, save in relation to redemptions where at any given time there are no Authorised Participants. The Issuer has agreed to use reasonable endeavours to ensure that at all times there are at least two Authorised Participants. There can, however, be no assurance that there will at all times be an Authorised Participant to deal with the Issuer in creating and redeeming Energy Securities. If the Authorised Participant Agreements are terminated for any reason, it may be prejudicial to the ability of investors to sell Energy Securities, or sell them at a price close to the relevant Price, or sell them within a short time period.

### **Suspension of Creation of Carbon Contracts**

Under the Energy Purchase Agreement with Shell Trading Switzerland, Shell Trading Switzerland has the right to suspend the Creation of Carbon Contracts (and therefore the issue of corresponding Carbon Securities will similarly be suspended) where there has been a change to market conditions or market structure in relation to the trading of EUA Emissions Futures on ICE Futures which Shell Trading Switzerland (in its absolute discretion) considers would have the effect that such EUA Emissions Future does not constitute a sufficiently liquid futures contract to enable Shell Trading Switzerland adequately to hedge additional exposures in relation to Carbon Contracts. This will have the effect of limiting the availability of Carbon Securities and may have an adverse effect of liquidity in the market.

### **Early Redemption of Energy Securities**

The Issuer may, at any time, upon 30 days' notice (or seven days' notice in the event the Energy Purchase Agreement is terminated or two days' notice in the event of a fall in Price relative to the Principal Amount) to the Security Holders, redeem all of the Oil Securities, all of the Emissions Securities, or all of the Energy Securities. The Trustee may, at any time, where an Insolvency Event or where an Oil Company Default has occurred and is continuing, upon 20 Business Days' notice to the Issuer, require the Issuer to redeem all of the Energy Securities relating to Energy Contracts of the defaulting Oil Major Company.

If over any consecutive three-month period, the average aggregate value of the Oil Contracts and the US Dollar Equivalent of the Emissions Contracts outstanding is less than US\$500 million, then, within 45 days following the end of any such period, Shell Trading Switzerland may elect by notice to redeem all of its Energy Contracts. On the occurrence of such an event, the Issuer will (unless it is able to source alternative replacement Energy Contracts) exercise its option to redeem the Energy Securities which correspond to those outstanding Energy Contracts. Thus, an investment in the Energy Securities may be redeemed earlier than desired by a Security Holder. Such investors may therefore find that their Energy Securities are redeemed at a Price lower than if they were to continue holding the Energy Securities. As at 19 March 2019, the aggregate value of outstanding Energy Contracts was approximately US\$291,630,358.92.

Shell Trading Switzerland may at any time on not less than 1 (one) year's notice terminate the Energy Purchase Agreement as a whole or terminate the Energy Purchase Agreement as it applies to Oil Contracts or Emissions Contracts only. If Shell Trading Switzerland or another Oil Major Company does not agree to provide Energy Contracts beyond the expiry of such notice period, then the Energy Contracts will expire and the Issuer will elect to redeem the outstanding Energy Securities.

### **Change to Pricing Parameters**

The Pricing Parameters described herein are subject to change by the Issuer (as described in Part 5 (*Description of the Energy Securities*) under the heading "Changes to Pricing Parameters"). The result of such a change to a Pricing Parameter may be such that any given Security Holder's investment in Energy Securities ceases to track the value of futures contracts in the manner in which such Security Holder had planned when investing in such Energy Securities. Such a Security Holder may, accordingly, be forced to request the redemption of its Energy Securities earlier than such Security Holder, but for the change in Pricing Parameters, would have desired.

### **General Market Risk**

General movements in local and international markets and factors that affect the investment climate and investor sentiment could all affect the level of trading and, therefore, the market price of Energy Securities.

These risks are generally applicable to any investment in listed securities and investors should be aware that Energy Securities can go down in price as well as up.

### **No Recourse Except to the Issuer**

The Energy Securities are obligations solely of the Issuer. The ability of the Issuer to pay on redemption of Energy Securities is wholly dependent on it receiving payment from the relevant Oil Major Company. The Energy Securities will not be obligations or responsibilities of, or guaranteed by, the Trustee, the Registrar, any Oil Major Company, any direct or indirect shareholder of the Issuer or any of the Authorised Participants and no Security Holder has any direct rights of enforcement against such persons. The Issuer is a special purpose company established for the purpose of issuing the Energy Securities, and is not expected to have any business operations, assets or rights other than as expressly stated in this document.

If the net proceeds of realisation of the security constituted by the relevant Security Deed upon enforcement and the provisions of such Security Deed are less than the aggregate amount payable in such circumstances by the Issuer in respect of the Energy Securities of the relevant class (such negative amount being a “shortfall”), the obligations of the Issuer in respect of the Energy Securities of that class will be limited to the net proceeds of realisation of the security constituted by such Security Deed. In such circumstances the assets (if any) of the Issuer, other than those attributable to the relevant Pool, will not be available for payment of such shortfall and the rights of the Security Holders of that class to receive any further amounts in respect of such obligations will be extinguished and none of the Security Holders of the relevant class or the Trustee may take any further action to recover such amounts.

Any claims made against the Issuer will be satisfied in order of the priority of payments in accordance with the Trust Instrument, further details of which are set out in Part 8 (*Particulars of the Energy Securities*) under the heading “The Conditions — Enforcement — Application of Moneys”.

Following the priority of payments, the security may be insufficient and the Issuer may not be able to return the full amount of redemption proceeds to investors who may suffer loss as a result.

### **Limited Enforcement Rights**

The Trustee is only required to enforce the Security on behalf of a Security Holder if it is directed to do so:

- (a) by a Security Holder to whom a Defaulted Obligation is owed; or
- (b) if an Insolvency Event or Oil Company Default has occurred and is continuing, by (i) Security Holders holding not less than 25 per cent. of Energy Securities of the relevant class then outstanding or (ii) an Extraordinary Resolution of the relevant class,

in each case provided that the Trustee is indemnified and/or secured to its satisfaction. In circumstances where the Trustee is not obliged to enforce the Security, a Security Holder will have no right to proceed directly against the Issuer and may therefore not be able to realise the value of their investment.

### **Financial transaction tax**

On 14 February 2013, the European Commission issued proposals, including a draft Directive (the “**Commission’s Proposal**”) for a financial transaction tax (“**FTT**”) to be adopted in certain participating European Union member states (including Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**Participating Member States**”), although Estonia has since stated that it will not participate). In addition, certain countries (such as France and Italy) have unilaterally introduced or announced their own financial transactions tax and other may follow suit.

If the Commission’s Proposal is adopted in its current form, the FTT would be a tax primarily on “financial institutions” (which would include the Issuer) in relation to “financial transactions” (which would include the purchase and sale of financial instruments).

Under the Commission’s Proposal, the FTT could apply in certain circumstances to persons both within and outside of the Participating Member States. Generally, it would apply where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, “established” in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State

or (b) where the financial instrument which is subject to the financial transaction is issued in a Participating Member State.

There is a risk that the FTT may give rise to tax liabilities for the Issuer with respect to certain transactions in the Energy Securities if it is adopted based on the Commission's Proposal. In addition, Security Holders which are financial institutions may be directly liable for the FTT in respect of those securities.

The FTT proposal remains subject to negotiation between the Participating Member States. It may therefore be altered prior to implementation, the timing of which remains unclear. Additional European Union member states may decide to participate. It may be that the FTT is not implemented. Prospective holders of the Energy Securities are advised to seek their own professional advice in relation to the FTT.

### **Undertakings for Collective Investment in Transferable Securities (UCITS)**

Prospective investors which are UCITS, i.e. which comprise a scheme which is an undertaking for collective investment in transferable securities subject to the Council Directive of 20 December 1985 on the coordination of laws, regulations and administrative provisions relating to Undertakings for Collective Investment in Transferable Securities (No 85/611/EEC) (the "**UCITS Directive**"), as amended, need to satisfy themselves that an investment in the Energy Securities would comply with any regulations and/or guidelines applicable to them pursuant to the UCITS Directive and any laws, regulations or guidelines of their jurisdiction of incorporation and would be in line with their individual investment objectives. Failure to comply with such restrictions may cause a UCITS, which is a Security Holder to be in breach of its compliance obligations under the UCITS Directive, laws of its jurisdiction of incorporation or investment objectives and policies, and therefore to be exposed to regulation sanctions under its national regime.

### **Organisation for Economic Co-operation and Development ("OECD") Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard ("**CRS**") to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with other participating tax authorities in which the investors of the reporting financial institutions are tax resident on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. Jersey has implemented the CRS. As a result, the Issuer is required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey. Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject the Issuer to penalties and/or other sanctions under the implementing regulations in Jersey and/or an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Energy Securities.

### **Changes in Regulation**

The scope and requirements of regulation applicable to the Issuer and the Oil Major Companies continues to change and evolve and there is a risk that as a result it may prove more difficult or impossible, or more expensive, for the Issuer or the Oil Major Companies to continue to carry on their functions in the manner currently contemplated, including a risk that future regulation of the commodity futures market may result in increased hedging costs for the Oil Major Companies or limits on the extent of their permitted hedging activities. This may require that changes are made in the future to the agreements applicable to the Programme and may result in changes to the commercial terms of the Energy Securities (such as reductions in the creation limits and the redemption limits and/or increase in the amounts required by the Oil Major Companies to cover their hedging costs, which would result in a reduction in the Daily Adjustment and hence a reduction in the Price) and/or the inability to apply for and Redeem Energy Securities and/or Compulsory Redemption of some or all of the Energy Securities and/or disruption to the pricing thereof.

## **'Brexit'**

Pursuant to the European Referendum Act 2015, a referendum on the United Kingdom's membership of the EU was held on 23 June 2016 with the majority voting to leave the EU. On 29 March 2017, the UK Government exercised its right under Article 50 of the Treaty of the European Union ("**Article 50**") to leave the EU. Unless the UK and EU agree a different date (or the Article 50 notice is withdrawn), the UK is set to formally leave the EU on 31 October 2019. As at the date of this prospectus, negotiations between the UK Government and the Governments of the other EU Member States to determine the manner of the UK's departure from the EU remain ongoing. The EU has published a working draft of the Article 50 withdrawal agreement which provides for a transition period lasting until December 2020 during which EU law would continue to apply to the UK as if it were a member state. However, the Article 50 withdrawal agreement has not yet been fully agreed and there is a risk that the UK will leave the EU without any transitional arrangements in place.

Whilst the medium to long-term consequences of the UK's decision to leave the EU remain uncertain, there could be short-term volatility which could have a negative impact on general economic conditions in the UK and business and consumer confidence in the UK, which may in turn have a negative impact elsewhere in the EU and more widely. The longer-term consequences may be affected by the terms of any future arrangements the UK has with the remaining member states of the EU. Among other things, the UK's decision to leave the EU could lead to instability in the foreign exchange markets, including volatility in the value of the pound sterling or the euro. Deteriorating business, consumer or investor confidence could lead to (i) reduced levels of business activity; (ii) higher levels of default rates and impairment; and (iii) mark to market losses in trading portfolios resulting from changes in credit ratings, share prices and solvency of counterparties.

No assurance can be given that such matters would not adversely affect the market value and/or the liquidity of the Energy Securities in the secondary market and/or the ability of the Issuer to satisfy its obligations under the Energy Securities.

### *'Brexit' and the Carbon Securities*

Leaving the EU means that the UK will cease to be a participant in the EU Scheme. While this is not expected to have any direct effect on the EUA Emissions Futures market, it may affect users of EU Emissions Allowances and their ability to access any EU Emissions Allowances held in the UK Registry Account. This in turn may cause disruption to the EUA Emissions Futures market and have an unpredictable effect on the liquidity and price of EUA Emissions Futures, which may affect the liquidity and Price of Carbon Securities.

**The Issuer believes that the risks described above are the principal risks inherent in the Programme. However, the inability of the Issuer to pay the Redemption Price and the decrease in the value of Energy Securities may occur for other reasons, and the Issuer does not represent that the above statements of the risks of holding Energy Securities are exhaustive.**

## FREQUENTLY ASKED QUESTIONS

*This section is intended to answer some of the questions which a prospective investor may have when considering an investment in Energy Securities. It is not intended to be a summary of or a complete description of the information contained in this Prospectus and an investment in Energy Securities should only be made after careful consideration of this Prospectus.*

### **What are Energy Securities?**

Energy Securities are secured, undated limited recourse debt securities issued by ETFS Oil Securities Limited, a Jersey company established as a special purpose vehicle for the purpose of issuing the Energy Securities. The Energy Securities provide exposure to movements in the prices of oil futures contracts of different maturities and carbon emissions allowance futures contracts, and enable investors to buy and sell that interest through the trading of a security on a stock exchange without the need to manage any such futures contracts position. Energy Securities confer no right to receive physical oil or carbon emissions allowances. Rather, they are purely financial instruments.

### **How does the product give exposure to movements in the prices of oil futures contracts and carbon emissions allowance futures contracts?**

The Issuer achieves a matching exposure for each Energy Security by holding corresponding derivative contracts, known as Energy Contracts, purchased from one or more Oil Major Companies, which do not require any management by the Issuer of futures positions.

Energy Contracts require the Oil Major Company to pay to the Issuer, on cancellation or sale of those Energy Contracts, an amount equal to the price of those Energy Contracts on that day. That price is calculated by reference to a formula which takes into account, among other things, the price of the underlying oil futures contracts or carbon emissions allowance futures contracts. The formula for calculating the price of the Energy Contracts is the same as that used for calculating the Price of the corresponding Energy Securities. Further information in relation to the pricing of the Energy Contracts and the Energy Securities is set out in Part 5 (*Description of Energy Securities*) and worked examples of the pricing of Energy Securities and how they are impacted by movements in prices of the underlying oil futures contracts and carbon emissions allowance futures contracts are set out in Part 2 (*How does a Security Holder determine the value of their investment?*)

Upon redemption of an Energy Security, the corresponding Energy Contract will generally be cancelled and payment will be made by the Oil Major Company directly to the relevant Authorised Participant redeeming the Energy Security.

### **What is an Oil Major Company?**

The Oil Major Companies are entities with which the Issuer has entered into an Energy Purchase Agreement, pursuant to which the Issuer will purchase Energy Contracts from the relevant Oil Major Company. As at the date of this Prospectus, Shell Trading Switzerland is the sole Oil Major Company under the Programme.

### **What happens if the Oil Major Company defaults?**

If Shell Trading Switzerland defaults in paying any amounts due under the Energy Purchase Agreement relating to the redemption of an Energy Contract, the Issuer is entitled under a Letter of Credit issued by Shell Treasury to demand payment of an amount equal to amounts due but unpaid under the Energy Purchase Agreement.

### **What is an Authorised Participant?**

Authorised Participants are financial institutions that meet certain eligibility requirements and who have entered into an Authorised Participant Agreement with the Issuer. Only Authorised Participants are allowed to buy and (in most cases) sell Energy Securities directly with the Issuer. Authorised Participants may, but do not have to, act as market makers for the Energy Securities by buying and selling Energy Securities to and from investors either on exchange or in over the counter transactions.

### **Who is the Trustee and what does it do?**

The Trustee is The Law Debenture Trust Corporation p.l.c. and is an independent entity whose role is to act as trustee on behalf of Security Holders in accordance with the Trust Instrument and the Security Deeds and the Trustee holds its rights on behalf of Security Holders (and itself).

### **What is the Price?**

The Price of a particular class of Energy Securities is calculated in accordance with a set formula and examples of how it is calculated are set out in Part 2 (*How does a Security Holder determine the value of their investment?*). The Price reflects applicable fees paid by the Security Holder as well as the prices of the relevant underlying futures contracts.

### **When will the Price of an Energy Security be published?**

The Price for a particular Pricing Day will be published on the Issuer's website on the next Business Day.

### **What is the cash value of an Energy Security?**

Each Energy Security has a Price (which is an amount in US Dollars in respect of Oil Securities and an amount in Euro in respect of Carbon Securities) which reflects the value of the corresponding Energy Contract and which also reduces each day to reflect the accrual of the fees payable in respect of that Energy Security. All Security Holders will generally buy and sell their Energy Securities on a stock exchange in return for cash. The cash value at which the Energy Securities will trade on exchange is expected to be close to the value of such Price.

Further information and examples of how the Price is calculated are set out in Part 2 (*How does a Security Holder determine the value of their investment?*).

### **How do I buy and sell Energy Securities?**

Generally only Authorised Participants may create and redeem Energy Securities directly with the Issuer at the Price on the relevant date. Once an Authorised Participant creates Energy Securities with the Issuer it can then (i) choose to hold the Energy Securities itself; (ii) sell those securities on one of the stock exchanges on which the Energy Securities are admitted to trading; (iii) sell those Energy Securities in private off exchange transaction (OTC) or (iv) redeem the Energy Securities directly with the Issuer.

Investors other than Authorised Participants can buy and sell Energy Securities on any of the stock exchanges on which they are admitted to trading or in private transactions (OTC) in the same way as they buy and sell other listed securities.

Transactions in Energy Securities other than those directly with the Issuer can be done at any point during the trading day. Such purchases of Energy Securities will generally be done at a "bid price" and any sales of Energy Securities intraday will generally be done at an "offer price". The bid and offer prices of an Energy Security are expected to be close to the cash value of the Price of the relevant class of Energy Security on a particular day, however, they will not match exactly the Price because bid and offer prices also take account of other market conditions such as market liquidity (supply and demand) at the time that the investor is looking to buy or sell their Energy Securities.

### **Can I lose all of my initial investment?**

Yes, an investor may lose some or all of their initial investment by virtue of the movements in the price of the underlying oil futures contracts or carbon emissions allowance futures contracts.

### **Can I lose more than my initial investment?**

An investor who buys and hold their Energy Securities cannot lose more than their initial investment.

### **What is the minimum investment?**

One Energy Security.

**What are the costs of holding the product?**

Investors are charged a Management Expense and an amount reflecting amounts owing to or owed by the Oil Major Company to reflect the benefit or cost to the Oil Major Company of selling Energy Contracts to the Issuer in respect of the Energy Securities. This is deducted each day by application of the Multiplier to the Price.

Further information is set out in Part 5 (*Description of the Energy Securities*).

Investors who buy and sell Energy Securities on exchange or in transactions other than with the Issuer may also be charged additional costs in respect of those transactions.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated in this document by reference and are available at the Issuer's website at <https://www.wisdomtree.eu/en-gb/resource-library/prospectus-and-regulatory-reports#tab-2A942D42-5AA1-4008-9080-3C2DADB050A7> under the 'ETF Securities Financial and Tax Information' tab and at the registered office of the Issuer as set out in paragraph 8 of Part 12 (*Additional Information*):

1. a summary of significant differences between Swiss statutory accounting rules and International Financial Reporting Standards (IFRS) as set out on pages 169-171 of the 2007 Prospectus. Other than pages 169-171, the remainder of the 2007 Prospectus is not incorporated by reference as it is not relevant to investors/prospective investors in Energy Securities;
2. the published audited reports and accounts of the Issuer for the year ended 31 December 2017 as published by the Issuer through the Regulatory News Service of the London Stock Exchange on 27 April 2018;
3. the published audited reports and accounts of the Issuer for the year ended 31 December 2018 as published by the Issuer through the Regulatory News Service of the London Stock Exchange on 13 March 2019;
4. the annual report of Shell Treasury for the year ended 31 December 2016 set out in Annex 6 (*Financial Information of Shell Treasury*) of the base prospectus of the Issuer relating to the Programme dated 19 June 2018 (the "**2018 Prospectus**");
5. the annual report of Shell Trading Switzerland for the year ended 31 December 2016 as set out in Annex 5 of the 2017 Prospectus; and
6. the annual report of Shell Trading Switzerland for the year ended 31 December 2017 as set out in Annex 5 of the 2018 Prospectus.

No documents referred to in the above documents are themselves incorporated into this Prospectus and other than the documents specifically identified above, no other documents, including the contents of any websites or web pages referred to in this Prospectus, form part of this Prospectus for purposes of the Prospectus Directive or the Prospectus Rules.

The sections of the documents listed above which are not incorporated are either not relevant for investors or are covered elsewhere in this Prospectus.

## PART 1

### GENERAL

#### Introduction and Parties to the Programme

The Issuer has created and issued eight classes of Oil Securities providing exposure to oil futures contracts which have different maturities and one class of Emissions Securities which provide exposure to EUA emissions allowance futures.

Energy Securities are priced by reference to oil or carbon emissions allowance futures, using the daily settlement prices for particular futures contracts on futures exchanges.

Three futures market pricing benchmarks are used to price Energy Securities: Brent crude oil based on the ICE Futures' Brent Contracts, West Texas Intermediate crude oil based on the New York Mercantile Exchange's WTI Contracts and EU Emissions Allowances based on the ICE Futures EUA Emissions Futures (ECX CFI EUA).

The table below illustrates the different classes of Energy Security that are available for issue and indicates the applicable maturity:

<b>Class of Energy Security</b>	<b>Applicable Energy Futures Contracts</b>
Brent 1mth	first and second month contracts
WTI 2mth	second and third month contracts
Brent 1yr and WTI 1yr	first and second December contracts
Brent 2yr and WTI 2yr	second and third December contracts
Brent 3yr and WTI 3yr	third and fourth December contracts
Carbon	first and second December contracts

The Energy Securities are backed by corresponding Energy Contracts purchased by the Issuer from Shell Trading Switzerland and/or other Oil Major Companies pursuant to the terms of an Energy Purchase Agreement. By the Letters of Credit, Shell Treasury has agreed to provide credit support in favour of the Issuer in respect of the obligations of Shell Trading Switzerland to make payments due upon redemption of Energy Contracts purchased from Shell Trading Switzerland under the Energy Purchase Agreement. Details as to the ownership of, and relationship between, Shell Trading Switzerland and Shell Treasury are set out in Part 10 (*Particulars of Shell Trading Switzerland and Shell Treasury*).

Energy Securities are designed to give investors the following:

- exposure to the price of oil or carbon emissions allowances through different futures contracts and, in respect of Oil Securities, different maturities;
- exposure to a "total return", which means exposure to each of the following elements:
  - changes in the price of the relevant futures contracts;
  - a roll yield from backwardation or contango in the relevant futures market when rolling; plus
  - a collateral return through the Daily Adjustment (equivalent to an interest return net of all fees), at a rate announced each week in advance,
- an exposure which is unleveraged and which changes directly with changes in the relevant price, both up and down;
- in respect of Oil Securities, a choice of exposure to futures contracts of different maturities along the forward curve;
- pricing which is transparent, using end of day price or exchange of the relevant futures contracts; and
- a security traded on the London Stock Exchange and certain other stock exchanges.

Energy Securities confer no right to receive physical oil or carbon emissions allowances. Rather, they are purely financial instruments.

### **Pricing and Trading of Energy Securities**

Energy Securities are priced directly off oil or carbon emissions allowances futures, using the daily settlement prices for the designated contracts for each class of Energy Security on the relevant futures exchanges. Oil Securities are priced and settled in US Dollars. Carbon Securities are priced and settled in Euros. A Price is calculated by the Issuer for each class of Energy Security on each day that is a Pricing Day for that class.

Essentially, there are three types of pricing regime:

- Brent 1 mth Oil Securities and WTI 2mth Oil Securities are priced using first and second month contracts and roll 100 per cent. of their exposure from the Near Contract to the Next Contract each month over a five-day period;
- the six classes of Forward Oil Securities are priced using two consecutive December month contracts only, and each month one-twelfth of the November weight rolls from the near December contract to the next December contract (as defined), thereby giving a broadly constant maturity exposure. Rolling occurs on the first and second Pricing Days of each month; and
- the Carbon Securities are priced using December contracts only and roll 100 per cent. of their exposure from the Near Contract to the Next Contract over a five-day period in October of each year unless a longer period is required pursuant to Condition 5.8 as set out in Part 8 (*Particulars of the Energy Securities*).

The pricing mechanism for Energy Securities is discussed in more detail in Part 5 (*Description of the Energy Securities*) under “Pricing of Energy Securities” and worked examples are provided in Part 2 (*How does a Security Holder determine the value of their investment?*).

### **Listing and Trading**

The Energy Securities are admitted to trading on the Main Market of the London Stock Exchange. The Issuer has applied to the UK Listing Authority for all of the Energy Securities to be issued within 12 months from the date of this document to be admitted to the Official List and to the London Stock Exchange, which operates a Regulated Market for all of the Energy Securities to be admitted to trading on its Main Market, which is part of its Regulated Market for listed securities (being securities admitted to the Official List). Investors should be aware that such admission to the Official List and to trading on the Main Market of the London Stock Exchange are not offers made under the Prospectus Directive, or admission to trading on a regulated market for the purposes of the Prospectus Directive, as it applies in the European Union, but are such offers and admission to trading for the purposes of the Prospectus Directive as it applies in the UK pursuant to the European Union (Withdrawal) Act 2018 of the UK.

The Brent 1mth Oil Securities and the WTI 2mth Oil Securities are also listed or traded on certain other markets — see “Listing and Trading” in Part 7 (*The Programme*) and paragraph 7 of Part 12 (*Additional Information*). No application has been or is currently being made for the other Energy Securities to be admitted to listing or trading on any exchange or market outside the UK but the Issuer may cause such application to be made in respect of the Energy Securities of any or all classes on any such exchanges or markets in its discretion.

The standard settlement cycle for settlement of trades on the London Stock Exchange is two business days (T+2).

Each class of Energy Security traded on the London Stock Exchange may have different market-makers, bid/offer spreads and depth of liquidity.

## **Energy Contracts and Energy Purchase Agreement**

To achieve a return based on the daily settlement prices of oil or carbon emission allowance futures contracts and to match the liability of the Issuer to Security Holders upon redemption of Energy Securities, corresponding Energy Contracts will be created or cancelled by the Issuer.

All Energy Contracts of a particular class will be attributable to the same Pool as the existing Energy Contracts of that class and newly issued Energy Securities of any class will be backed by the same assets (including the newly created and existing Energy Contracts of that class) as the existing Energy Securities of that class.

As of the date of this Prospectus, the Issuer has entered into an Energy Purchase Agreement with Shell Trading Switzerland (as the provider of the Energy Contracts) and has the benefit of Letters of Credit from Shell Treasury (as initial provider of credit support under the terms thereof), which are both subsidiaries of the Shell Group.

Under the terms of the Energy Purchase Agreement with Shell Trading Switzerland, the Issuer can create and cancel Energy Contracts on a continuous basis, subject to creation and redemption limits (and days not being Market Disruption Days) and certain other conditions. Further information on the creation limits and the redemption limit is set out below under the heading "Creations and Redemptions".

The Issuer is only permitted to create new Energy Securities if it purchases corresponding Energy Contracts from an Oil Major Company.

### **No Guarantee**

No Oil Major Company or any other person has guaranteed the performance of the Issuer's obligations, and no Security Holder has any direct rights of enforcement against any such person. However, the Trustee on behalf of the Security Holders may enforce the rights of the Issuer under the Energy Contracts, the Energy Purchase Agreement and any Letter of Credit in case of Oil Company Default.

Further information on Energy Contracts, the Energy Purchase Agreement and the Letters of Credit are set out in Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*).

Financial and other information relating to Shell Trading Switzerland and Shell Treasury is set out or referred to in Part 10 (*Particulars of Shell Trading Switzerland and Shell Treasury*).

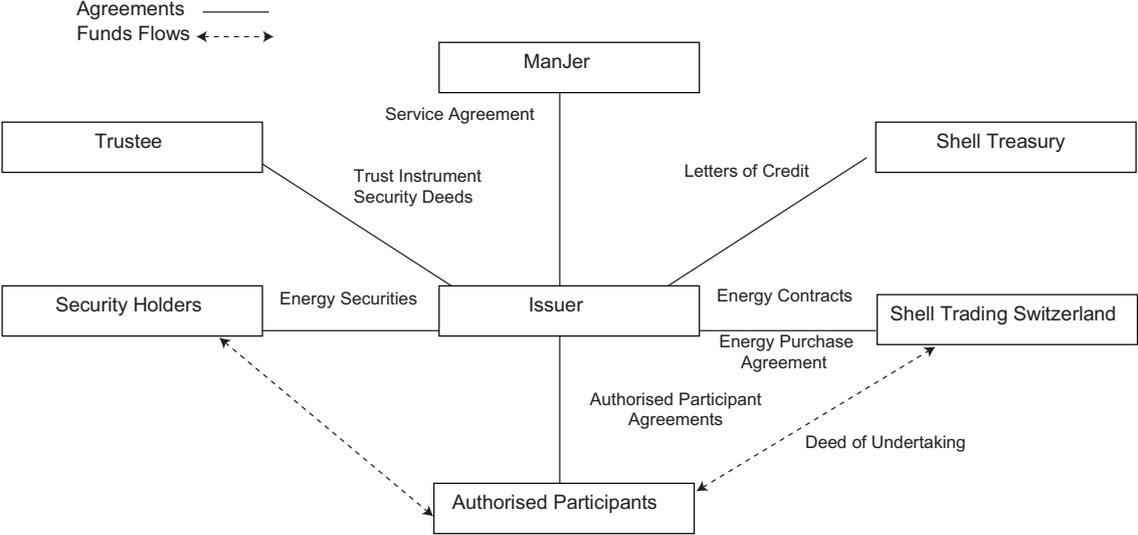
### **Contract Structure and Flow of Funds for Energy Securities**

Energy Securities are constituted by the Trust Instrument. Under the terms of the Trust Instrument, the Trustee acts as trustee for the Security Holders of each class of Energy Security.

The obligations of the Issuer in respect of each class of Energy Security are secured by a charge over the equivalent class of Energy Contracts held by the Issuer and over the rights of the Issuer in respect of those Energy Contracts under the Energy Purchase Agreement and the Letters of Credit.

**Simplified Structure**

A diagrammatic representation of the principal aspects of the structure as currently in place appears below.



The following is a summary of the flow of funds and assets attributable to the Energy Securities as represented by the above diagram.

Most Security Holders will buy or sell their Energy Securities for cash on one of the stock exchanges on which the Energy Securities are admitted to trading rather than directly from the Issuer. Market makers provide liquidity on those stock exchanges. To aid this process, the Issuer has entered into agreements (known as Authorised Participant Agreements) with certain financial institutions – Authorised Participants – whereby it has agreed to issue and redeem Energy Securities to those Authorised Participants on an on-going basis. Further details about the Authorised Participant Agreements are set out under the heading “Material Contracts” in Part 12 (*Additional Information*).

The creation of Energy Contracts will be settled on a delivery versus payment basis in CREST, whereby an Authorised Participant will deliver an amount of cash in the appropriate currency to the Oil Major Company equal to the Price of the Energy Securities to be issued together with any applicable application fee in respect of those Energy Securities in exchange for which the Issuer will issue the Energy Securities and deliver them to the Authorised Participant via CREST. Further details about the settlement of the Energy Securities can be found under the heading “Settlement” in Part 7 (*The Programme*).

The Authorised Participant may then sell the Energy Securities on a stock exchange, sell the Energy Securities in off-exchange transactions (known as “OTC” or “over-the-counter” transactions) or keep the Energy Securities to hold themselves. The creation process is described in more detail in Part 5 (*Description of the Energy Securities*). Each time Energy Securities are issued the Issuer will create corresponding Energy Contracts, exactly matching the number of Energy Securities of the relevant class issued.

If an Authorised Participant requests the redemption of Energy Securities, they must return those Energy Securities into CREST and in return will receive from the Oil Major Company an amount of cash equal to the Price (or, if higher, the Principal Amount) of the Energy Securities to be redeemed less any applicable redemption fee in respect of those Energy Securities. The redemption process is described in more detail in Part 5 (*Description of the Energy Securities*).

If Security Holders who are not Authorised Participants wish to give up their holding of Energy Securities, they must generally sell them either on one of the stock exchanges on which the Energy Securities are admitted to trading or in a private transaction. Such sale would typically be for cash. Generally Energy Securities will only be issued to Authorised Participants and Authorised Participants only shall be able to require redemption of them. In each case this shall be done in return for delivery of cash. In circumstances where there are no Authorised Participants or as the Issuer may in its sole discretion determine, Security Holders who are not Authorised Participants may require redemption of their securities directly with the

Issuer. In this case, the Issuer will redeem a number of Energy Contracts of the relevant class equal in number to the number of Energy Securities being redeemed and use the cash proceeds of such redemption to pay redemption proceeds to redeeming Security Holders.

### **Calculation and Publication of Prices**

The Near Entitlement, Next Entitlement, Multiplier, Near Contract Price and Next Contract Price and the Price for each class of Energy Security (as applicable) are calculated by the Issuer as at the end of each Pricing Day (after the Settlement Prices for that day have been published) and prior to trading in the Energy Securities commencing on the following Pricing Day on the London Stock Exchange. These Near Entitlements, Next Entitlements, Multipliers, Near Contract Prices, Next Contract Prices and Prices, together with the current Daily Adjustment and the relevant Settlement Prices, are posted on the Issuer's website at <https://www.wisdomtree.eu/en-gb/pricing>

### **Creations and Redemptions**

Energy Securities can be created or redeemed at any time, subject to conditions, by the Issuer at the request of each of the Authorised Participants, in accordance with the terms of the Authorised Participant Agreement to which it is a party. The creation and redemption mechanism is intended to ensure that Energy Securities have sufficient liquidity and that the Price of an Energy Security tracks the price of the relevant futures in accordance with the pricing formulae. Only an Authorised Participant may require the Issuer to create or (unless there are at any given time no Authorised Participants) redeem Energy Securities — all other parties must buy and sell Energy Securities through trading on the secondary market.

Energy Securities can only be created or redeemed if corresponding Energy Contracts can be created or cancelled. There are limits on the creation and cancellation of Energy Contracts, which means that there are corresponding limits on the issue and redemption of Energy Securities.

### **Creation and Redemption Limits**

Under the Energy Purchase Agreement with Shell Trading Switzerland there are limits, both daily and in aggregate, on the number of relevant Energy Contracts (and therefore on the creation and redemption of corresponding Energy Securities) that can be created or cancelled at any time. Details of these limits are set out under the heading "Authorised Participants — Creation and Redemption Limits" in Part 5 (*Description of the Energy Securities*). The Issuer will reject Applications or Redemptions to the extent that the acceptance of such would cause the creation limits or redemption limit to be exceeded unless Shell agrees with the Issuer that corresponding Energy Contracts will be created or cancelled notwithstanding that the creation limits or redemption limit would be exceeded.

### **Suspension of Creation of Carbon Contracts**

Under the Energy Purchase Agreement with Shell Trading Switzerland, Shell Trading Switzerland has the right to suspend the Creation of Carbon Contracts (and therefore the issue of corresponding Carbon Securities will similarly be suspended) where there has been a change to market conditions or market structure in relation to the trading of EUA Emissions Futures on ICE Futures which Shell Trading Switzerland (in its absolute discretion) considers would have the effect that such EUA Emissions Future does not constitute a sufficiently liquid futures contract to enable Shell Trading Switzerland adequately to hedge additional exposures in relation to Carbon Contracts.

### **Security Structure**

A security structure has been established to provide security for the payment obligations of the Issuer to Security Holders upon redemption of Energy Securities.

The Energy Purchase Agreement, the Energy Contracts, the Authorised Participant Agreements and all rights of the Issuer in relation to the Letters of Credit, to the extent applicable to each class of Energy Security, are the subject of a first-ranking floating charge in favour of the Trustee under the applicable Security Deed to secure the obligations owed by the Issuer to the Trustee and the Security Holders in respect of the Energy Securities of that class. This gives the Trustee certain rights against the Issuer

and in respect of the assets which are the subject of the charge in circumstances, among others, where the Issuer has defaulted on any of its obligations to Security Holders.

Further details of the Trust Instrument and Security Deeds are set out in Part 8 (*Particulars of the Energy Securities*).

### **The Issuer and ManJer**

The Issuer is a public company incorporated in Jersey on 20 August 2004 for the purpose of issuing Energy Securities and entering into the Documents and to issue other types of security relating to other types of energy. The Issuer has not been assigned a credit rating and it is not intended that any Energy Securities will be assigned credit ratings.

The shares in the Issuer are all held by HoldCo, a company incorporated in Jersey to act as the holding company of the Issuer and which is itself ultimately wholly-owned by WisdomTree Investments, Inc. The Issuer is dependent upon ManJer to provide management and administration services to it, as further described below under the heading “Administration and Registrar Services”. Neither the Issuer nor ManJer is directly or indirectly owned or controlled by any other party to the Programme.

ManJer intends to promote and to provide management and other services to the Issuer and currently also provides such services to ETFS Commodity Securities Limited, ETFS Metal Securities Limited, ETFS Foreign Exchange Limited, Gold Bullion Securities Limited, ETFS Hedged Commodity Securities Limited, ETFS Hedged Metal Securities Limited, Swiss Commodity Securities Limited and ETFS Equity Securities Limited.

### **WisdomTree Investments, Inc.**

WisdomTree Investments, Inc. is a company founded in 1985. Its principal place of business is at 245 Park Avenue, 35th Floor, New York, NY 10167, United States. WisdomTree Investments, Inc. is the ultimate holding company of a group of companies which includes the Issuer, ManJer and HoldCo. WisdomTree Investments, Inc. through its subsidiaries operates as an exchange traded product sponsor and asset manager. It also licences its indices to third parties.

### **Administration and Registrar Services**

Pursuant to the Service Agreement, ManJer supplies or arranges the supply of all management and administration services for the Issuer and pays all the management and administration costs of the Issuer. ManJer may engage third parties to provide some or all of these services. The Service Agreement may be terminated by ManJer or the Issuer at any time on three months’ notice or earlier in the event of certain breaches or the insolvency of either party.

ManJer is a company incorporated in Jersey under the Companies (Jersey) Law 1991. It was incorporated on 16 November 2010 and its registered office is Ordinance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, Channel Islands and it is ultimately wholly-owned by WisdomTree Investments, Inc.

The Issuer has entered into a corporate administration agreement with R&H Fund Services (Jersey) Limited (the “**Administrator**”) under which the Administrator has agreed to perform certain administration duties for the Issuer (including acting as receiving agent). The Administrator is a Jersey company which was incorporated under the Companies (Jersey) Law 1991 on 29 November 1988.

The Issuer, the Trustee and the Registrar have entered into an agreement pursuant to which the Registrar is to provide registry and associated services. The Registrar will maintain the Registers in Jersey. The Registrar is a Jersey company which was incorporated under the Companies (Jersey) law 1991 on 2 September 1999.

Further certain directors of the Issuer and ManJer have been involved in establishing and operating exchange traded product and exchange traded fund companies and related service companies, in particular Boost Management Limited, and WisdomTree Issuer PLC.

## **Management Expenses**

In return for ManJer supplying to the Issuer, or arranging for the supply to it, of all management and administration services, the Issuer pays ManJer the Management Expenses of 0.49 per cent. per annum (based on the aggregate Price of all Energy Securities outstanding). The Management Expenses are reflected by the application of the Daily Adjustment to the Multiplier on Energy Securities and Energy Contracts. Each Oil Major Company pays the Issuer an amount equal to the Management Expenses, reflecting the benefit to them of the Multiplier on their Energy Contracts being adjusted by such amount. The Issuer is only liable to pay the Management Expenses to the extent it has received any such payment from an Oil Major Company. In certain circumstances, under the Energy Purchase Agreement the Management Expenses may be amended or not payable, and in such event the Daily Adjustment will be varied accordingly.

## **Directors, Secretary and Administrator of the Issuer**

The Directors, Secretary and Administrator of the Issuer at the date of this document are:

### ***Hilary Jones***

Ms Jones is a director of ManJer and HoldCo. Ms Jones is also a non-executive director of the Issuer and ETFS Hedged Commodity Securities Limited, Swiss Commodity Securities Limited, ETFS Commodity Securities Limited, Gold Bullion Securities Limited, ETFS Hedged Metal Securities Limited, ETFS Equity Securities Limited, ETFS Metal Securities Limited and ETFS Foreign Exchange Limited. Ms Jones worked for the Northern Bank in her native Northern Ireland for 15 years before moving to Jersey in 1993. She joined R&H Fund Services (Jersey) Limited in 1999 and was promoted to director in 2009. Between 1993 and 1999 Ms Jones worked at Lloyds Private Bank and Trust Company in the Securities team and at Barclays Private Bank and Trust Company as a relationship manager. Ms Jones has over 30 years' experience in the finance sector and has extensive experience of real estate, private equity and special purpose vehicles for corporate clients. Ms Jones acts as director for a number of companies with a private equity or real estate focus, including a London listed UK REIT. Ms Jones is also responsible for R&H Fund Services (Jersey) Limited's company secretarial department and has served on the legal and technical sub-committee of the Jersey Funds Association.

### ***Steven Ross — Non-Executive Director***

Mr Ross is a non-executive director of the Issuer, ETFS Metal Securities Limited, ETFS Commodity Securities Limited, ETFS Hedged Commodity Securities Limited, ETFS Hedged Metal Securities Limited, ETFS Equity Securities Limited, ETFS Foreign Exchange Limited, ETFS Equity Securities Limited and Swiss Commodity Securities Limited. Mr Ross graduated from the University of Stirling with an honours degree in Accountancy before embarking on a career with PricewaterhouseCoopers CI LLP in Jersey from 2001 to 2006. Whilst with PricewaterhouseCoopers he qualified as a chartered accountant with the Institute of Chartered Accountants of England and Wales and was responsible for assisting and managing a number of assurance and business advisory engagements for high profile offshore financial services and commercial clients. Prior to joining R&H Fund Services (Jersey) Limited he held the position of Head of Operations for Capita Financial Administrators (Jersey) Limited, an offshore fund administration business and was responsible for the provision of fund administration services to a portfolio of listed and private investment funds. In March 2012, he joined R&H Fund Services (Jersey) Limited and became a partner of Rawlinson & Hunter Jersey in January 2017.

### ***Peter M. Ziemba — Non-Executive Director***

Peter M. Ziemba is a director of ManJer and HoldCo. Mr Ziemba is also a non-executive director of the Issuer and ETFS Hedged Commodity Securities Limited, Swiss Commodity Securities Limited, ETFS Metal Securities Limited, Gold Bullion Securities Limited, ETFS Hedged Metal Securities Limited, ETFS Oil Securities Limited, ETFS Foreign Exchange Limited and ETFS Equity Securities Limited. Since January 2018, Mr Ziemba has served as Executive Vice President—Senior Advisor to the CEO and Chief Administrative Officer of WisdomTree Investments, Inc., an exchange-traded fund and exchange-traded product sponsor and asset manager. Prior to this role he served as Executive Vice President—Business and Legal Affairs from January 2008 to December 2017, and Chief Legal Officer from March 2011 to December 2017. From April 2007 to March 2011, Mr Ziemba served as General Counsel to WisdomTree Investments, Inc.. Mr Ziemba presently serves on the boards of a number of WisdomTree's wholly owned subsidiaries. Prior to joining WisdomTree, Mr Ziemba was a partner in the Corporate and Securities

department of Graubard Miller, which served as primary corporate counsel for WisdomTree Investments, Inc., from 1991 to 2007, and was employed at that firm beginning in 1982. Mr Ziemba received his B.A. in History with university honors from Binghamton University and his J.D., cum laude, from Benjamin N. Cardozo School of Law.

#### ***R&H Fund Services (Jersey) Limited — Administrator***

R&H Fund Services (Jersey) Limited is a company incorporated in Jersey on 29 November 1988 with limited liability whose issued and paid up share capital is £25,000. It is not involved in any other business activities other than that of acting as manager and administrator of collective investment schemes and is a wholly-owned subsidiary of Rawlinson & Hunter, Jersey. The directors of R&H Fund Services (Jersey) Limited are:

Craig Andrew Stewart  
Hilary Patricia Jones  
Steven George Ross  
John-Paul Joseph Meagher

#### **Secretary**

The secretary of the Issuer is R&H Fund Services (Jersey) Limited.

#### **Directors and Secretary of ManJer**

The directors of ManJer at the date of this Prospectus are Craig Stewart, Hilary Jones and Peter M. Ziemba. The secretary of ManJer at the date of this document is R&H Fund Services (Jersey) Limited. The biographies of Mr Ziemba and Ms Jones are set out under the heading “Directors, Secretary and Administrator of the Issuer” above. The biography of Mr Stewart is as follows:

#### ***Craig Stewart***

Mr Stewart has been a member of the board of directors of ManJer since July 2013. Mr Stewart graduated from Edinburgh University in 1987 with a degree in Politics and worked in commercial roles for two blue chip companies headquartered in London. In 1993, he joined Arthur Andersen’s Audit and Business Advisory practice in Jersey and qualified as a chartered accountant in 1997. He has specialised in the investment fund sector and been particularly involved with retail, institutional and private equity funds. In 1997, he was promoted to manager with sole responsibility for Andersen’s asset management clients in European offshore jurisdictions. He was also the manager on a significant number of consulting assignments including controls reviews, operational reviews, due diligence projects, benchmarking studies and forensic investigations. In April 2000, he joined Rawlinson & Hunter’s fund administration division and in January 2001 he was promoted to Director of R&H Fund Services (Jersey) Limited. He was admitted to the partnership of Rawlinson & Hunter, Jersey in 2003 and stood down from partnership on 31 December 2018. Mr Stewart has worked in the fund management industry for 26 years and also served as a committee member of the Jersey Funds Association. He is also a non-executive director of HoldCo.

#### **Conflicts of Interest**

Ms Jones and Mr Ziemba are each also directors of ManJer, a provider of services to the Issuer, and are also directors of HoldCo, the sole shareholder of the Issuer. Mr Ross and Ms Jones are also directors of R&H Fund Services (Jersey) Limited, the administrator of the Issuer and the secretary of the Issuer and ManJer. While these roles could potentially lead to conflicts of interest, the Directors do not believe there are any actual or potential conflicts of interest between the duties which the directors and/or members of the administrative, management and supervisory bodies of the Issuer owe to the Issuer, and the private interests and/or other duties which they have.

The directors of the Issuer also hold directorships of other issuers of exchange traded commodities also owned by HoldCo and/or other WisdomTree group companies including Boost Management Limited (a company that provides services to Boost Issuer plc (an exchange traded products issuer)) and WisdomTree Issuer plc, an issuer of exchange traded funds via segregated liability sub-funds.

Save as specifically stated herein, none of the principal activities performed by the Directors outside the Issuer are significant with respect to the Issuer and they have no interests that are material to the Programme.

**Further information**

Information regarding United Kingdom, Jersey, Danish, Dutch, Finnish, French, German, Irish, Italian, Norwegian, Spanish and Swedish taxation in respect of the Programme and the Energy Securities is set out in Part 11 (*Taxation*). If any prospective investor is in any doubt about the tax position, it should consult a professional adviser.

Your attention is drawn to the remainder of this document which contains further information relating to the Programme and the Energy Securities.

## PART 2

### HOW DOES A SECURITY HOLDER DETERMINE THE VALUE OF THEIR INVESTMENT?

#### Pricing of Energy Securities

The Price of each Energy Security is calculated on a daily basis to reflect movements in the price of two underlying futures contracts of different maturities (the Near Contract price and the Next Contract price) and the fees applicable for that class on that day (by operation of what is known as the Multiplier). A description of the formula used to price Energy Securities and a description of the Near Contract Price and Next Contract Price, Near Entitlement and Next Entitlement and Multiplier elements of the formula are set out under “Calculation of the Price” below. Worked examples of how to calculate the Price are set out under the heading “Worked Examples of the Calculation of the Price” below. These worked examples also show how the Near Contract Price and Next Contract Price, Near Entitlement and Next Entitlement and Multiplier are applied as part of the calculation of the Price. **The formula and method of calculating the price is the same for all classes of Energy Security.**

Each Energy Security carries a right upon Redemption with the Issuer to receipt of the higher of the Principal Amount of that Energy Security and the Price (PC(i,t)) less any applicable fees payable on redemption. In normal circumstances, only Authorised Participants are able to redeem their Energy Securities directly with the Issuer.

The value of Security Holder’s investment is equivalent to the amount in cash that they would receive upon a redemption – generally the applicable Price on that day. The Principal Amounts of the Energy Securities are set out in paragraph 5 (*ISIN of the Energy Securities*) of Part 12 (*Additional Information*).

#### Calculation of the Price

##### *The pricing formula*

The Price of each Energy Security on a particular day is based on the prices of the underlying futures contracts adjusted by the applicable fees and interest rate and is calculated in accordance with the following formula (the “**formula**”) (the different components of the formula are further explained below):

$$PC_{(i,t)} = \{P1_{(i,t)} \times E1_{(i,t)} + P2_{(i,t)} \times E2_{(i,t)}\} \times M_{(i,t)}$$

where:

i refers to the relevant class of Energy Security

t refers to the day on which the Price is being calculated

PC<sub>(i,t)</sub> is the Price of the Energy Security of the relevant class on the day on which the Price is being calculated

P1<sub>(i,t)</sub> is the price of the Near Contract applicable to the relevant class of Energy Security on the day on which the Price is being calculated

E1<sub>(i,t)</sub> is the Near Entitlement applicable to the relevant class of Energy Security on the day on which the Price is being calculated

P2<sub>(i,t)</sub> is the price of the Next Contract applicable to the relevant class of Energy Security on the day on which the Price is being calculated

E2<sub>(i,t)</sub> is the Next Entitlement applicable to the relevant class of Energy Security on the day on which the Price is being calculated

M<sub>(i,t)</sub> is the Multiplier applicable to the relevant class of Energy Security on the day on which the Price is being calculated

#### *The Near Contract Price and Next Contract Price element of the formula*

The Price of each Energy Security on a particular day is based on the prices of the underlying futures contracts on that day adjusted by the Multiplier (which is further described below). Each Energy Contract is priced by reference to two underlying futures contracts which have different maturity dates, the Near Contract and the Next Contract.

The contract with the closest maturity date is known as the “Near Contract” (represented in the formula above by  $P1_{(i,t)}$ ) and the contract with the most distant maturity date is known as the “Next Contract” (represented in the formula above by  $P2_{(i,t)}$ ). Further details of the Near Contracts and Next Contracts applicable to each class of Energy Security are set out under the heading “Pricing of Energy Securities — Near Contract and Next Contract” in Part 5 (*Description of the Energy Securities*). The identity of the Near Contract and Next Contract for each class of Energy Security varies over time and for any day on which the Price of Energy Securities is calculated, the identity of the Near Contract and the Next Contract and their respective prices for each class of Energy Securities will be published on the Issuer’s website at <https://www.wisdomtree.eu/en-gb/pricing>

#### *The Near Entitlement and Next Entitlement element of the formula*

When determining the Price of an Energy Security, different weightings are applied to the prices of the underlying futures contracts. The weighting applied to the Near Contract is known as the “Near Entitlement” and is represented in the formula above by  $E1_{(i,t)}$ . The weighting applied to the Next Contract is known as the “Next Entitlement” and is represented in the formula above by  $E2_{(i,t)}$ . The weightings represented by the Near Entitlement and Next Entitlement for each class of Energy Security vary over time according to a predetermined methodology as set out in Condition 5.4 and the Near Entitlement and Next Entitlement for any given day on which the Price of Energy Security is calculated will be published on the Issuer’s website at <https://www.wisdomtree.eu/en-gb/pricing>

#### *The Multiplier element of the formula*

The multiplier (represented in the formula by  $M_{(i,t)}$ ) is applied to the prices of the underlying futures contracts once the weightings for the Near Entitlement and Next Entitlement as described above have been applied. The application of the multiplier works to reflect the following two factors in the Price of the Energy Security:

- (1) an interest return on the value invested in that class of Energy Security; and
- (2) the fees payable to (i) ManJer of 0.49 per cent. per annum for the services it provides under the Services Agreement; and (ii) the relevant Oil Major Company under the terms of the Energy Purchase Agreement and Other Adjustment Agreement.

The Multiplier is calculated by taking the previous day’s Multiplier (represented in the formula below by  $M_{(i,t-1)}$ ) and adjusting it by the factors at 1 and 2 above which are combined and represented in the formula below by the “Daily Adjustment” ( $A_{(i,t)}$ ):

$$M_{(i,t)} = M_{(i,t-1)} \times A_{(i,t)}$$

where:

$M_{(i,t)}$  is the Multiplier applicable to a particular class of Energy Securities on the day on which the Price is being calculated;

$M_{(i,t-1)}$  is the Multiplier applicable to a particular class of Energy Securities on the last day on which the Price was calculated; and

$A_{(i,t)}$  is the daily adjustment applicable to a particular class of Energy Securities on the day on which the Price is being calculated, determined in accordance with the Condition 5.3 and as published on the Issuer’s website at <https://www.wisdomtree.eu/en-gb/pricing>

Both the Multiplier and daily adjustment applicable to each class of Energy Security on each day on which the Price of that class of Energy Securities is calculated will be published on the Issuer’s website at <https://www.wisdomtree.eu/en-gb/pricing>

For a particular class of Energy Securities (for example ETFS Brent 1mth), assuming that the Multiplier on the previous day on which the Price was calculated was 1.00 and that the daily adjustment on the current day was .99 then the Multiplier would be:

$$M_{(i,t)} = M_{(i,t-1)} \times A_{(i,t)}$$

$$M_{(i,t)} = 1 \times .99$$

$$M_{(i,t)} = .99$$

**Worked Examples of the Calculation of the Price**

If on a particular day (t), the Multiplier for the ETFS Brent 1Mth Energy Securities was as calculated above, the price of the Near Contract was 105, the price of the Next Contract was 100, the Near Entitlement was .59 and the Next Entitlement was 0, then the Price of an ETFS Brent 1Mth Energy Security would be calculated using the pricing formula as follows:

$$PC_{(i,t)} = \{P1_{(i,t)} \times E1_{(i,t)} + P2_{(i,t)} \times E2_{(i,t)}\} \times M_{(i,t)}$$

Where:

- P1<sub>(i,t)</sub> = 105
- E1<sub>(i,t)</sub> = .59
- P2<sub>(i,t)</sub> = 100
- E2<sub>(i,t)</sub> = 0
- M<sub>(i,t)</sub> = 1

So:

$$PC_{(i,t)} = \{100 \times .59 + 100 \times 0\} \times 1$$

$$PC_{(i,t)} = \{59 + 0\} \times 1$$

$$PC_{(i,t)} = \{59\} \times 1$$

$$PC_{(i,t)} = 59$$

The Price of an ETFS Brent 1Mth Energy Security on day t is therefore \$59.

The above worked example applies equally to the other classes of Energy Security.

**How the Price of an Energy Security is affected by the changes in the value of the underlying futures contracts**

The three different hypothetical scenarios in this section show how the price of an Energy Security is affected under three different examples of normal market conditions. These scenarios are not indicators of the actual future performance of the Energy Securities and are for illustration purposes only. The following assumptions have been made:

- An investor invests in the Energy Securities for one full calendar year.
- 1 Energy Security is bought from a broker at a price of \$50.

- The aggregate of the weighted prices of the relevant futures contract when the Energy Security is bought is \$100.
- The annual level of fees are 1 per cent.
- There are no changes in the level of fees charged on the Energy Securities during the investment period.
- All transaction fees (including any commission) of the investor's broker and investment adviser for the sale and purchase of the Energy Securities and the custody fees of the investor's bank are excluded.

*Scenario 1: Example of how the Price of an Energy Security is affected if the value of the futures contract decreases*

- 1 Energy Security is bought from a broker at a price of \$50.
- The aggregate of the weighted prices of the relevant futures contract decreases by 10 per cent. to \$90 one year later.
- The sum of the fees charged on the Energy Security during the investment period is \$.45 per Energy Security.
- The price of the Energy Security has decreased to \$44.55.
- The investor sells the Energy Security and has lost \$5.45 from his/her initial investment a year ago.

*Scenario 2: Example of how the Price of an Energy Security is affected if the value of the futures contract remains the same*

- 1 Energy Security is bought from a broker at a price of \$50.
- The aggregate of the weighted prices of the relevant futures contract remains the same one year later.
- The sum of the fees charged on the Energy Security during the investment period is \$.50 per Energy Security.
- The price of the Energy Security has decreased to \$49.50.
- The investor sells the Energy Security and has lost \$.50 from his/her initial investment a year ago.

*Scenario 3: Example of how the Price of an Energy Security is affected if the value of the futures contract increases*

- 1 Energy Security is bought from a broker at a price of \$50.
- The aggregate of the weighted prices of the relevant futures contract increases by 10 per cent. to \$110 one year later.
- The sum of the fees charged on the Energy Security during the investment period is \$.55 per Energy Security.
- The price of the Energy Security has increased to \$54.45.
- The investor sells the Energy Security and has gained \$4.45 from his/her initial investment a year ago.

### **Interest**

The Energy Securities do not bear interest.

## PART 3

### ENERGY & FUTURES MARKETS

#### CRUDE OIL & FUTURES MARKETS

##### Overview

According to BP, Asia has the highest global consumption of oil with over 34 Mbl/day accounting for 35 per cent. of 2017 production. Crude oil prices are influenced by a complex interaction of underlying supply and demand factors, political dynamics and increasingly developed spot, term and futures trading. Many varieties of crude oil are produced around the world, each with their own price; the characteristics of each variety depend largely on the particular crude oil's geological history. Because there are so many varieties, crude oils are priced and traded relative to well known benchmarks (called Markers). Two of these benchmarks dominate world crude oil futures trading, namely ICE Futures Brent Crude Future Contracts, traded in London on the ICE Futures Market, and West Texas Intermediate (WTI) — Light Sweet Crude Oil Futures, traded on the New York Mercantile Exchange (NYMEX). Oil futures have increased in importance over the past decades with total ICE Futures Market and NYMEX futures volumes almost increasing three fold in the last ten years. Futures trading is important to many physical commodities because they help set international commodity prices (price discovery) and they help to reconcile supply and demand.

##### Oil Supply and Demand

World crude oil production was just over 92 million barrels per day in 2017. A significant portion of this production, over 42 per cent. over the past five years, came from the Organization of the Petroleum Exporting Countries (OPEC).

The OPEC organisation, which was formed in 1960 and currently has 14 member countries, is the world's largest supplier of oil. OPEC crude oil production, which is concentrated mainly around the Middle East, has largely remained below 38 Mbl/day until 2015. In 2015, production from OPEC exceeded 38 Mbl/day. In 2014, OPEC changed strategy to seek market share in contrast to its previous objectives to balance the market. At the end of 2016, OPEC changed strategy once again to reduce excess supply. A noticeable cut to OPEC production took place in 2014, but Volume remained above 38 Mbl/day. The largest OPEC producer is Saudi Arabia with production of close to 12 Mbl/day in 2017. Other large OPEC producers include Iran, Iraq, Nigeria, United Arab Emirates and Venezuela.

	Oil: Production in thousand barrels daily						Oil: proved reserves (Thousand million barrels)					
	2012	2013	2014	2015	2016	2017	2012	2013	2014	2015	2016	2017
North America	15,555	16,946	18,823	19,726	19,292	20,112	229	233	238	227	228	226
S. & Cent. America	7,373	7,403	7,663	7,759	7,418	7,182	329	330	332	329	329	330
Europe	3,523	3,356	3,390	3,538	3,566	3,519	14	13	13	14	13	13
CIS	13,609	13,834	13,830	13,966	14,162	14,288	144	144	142	141	145	145
Middle East	28,523	28,194	28,496	30,023	31,849	31,597	799	803	803	803	808	808
Africa	9,264	8,580	8,191	8,130	7,687	8,072	127	126	126	126	127	126
Asia Pacific	8,382	8,257	8,327	8,405	8,050	7,879	49	49	49	49	48	48
<b>TOTAL World</b>	<b>86,229</b>	<b>86,570</b>	<b>88,721</b>	<b>91,547</b>	<b>92,023</b>	<b>92,649</b>	<b>1,691</b>	<b>1,699</b>	<b>1,702</b>	<b>1,690</b>	<b>1,697</b>	<b>1,697</b>
OPEC	38,034	37,004	36,945	38,362	39,601	39,436	1,201	1,205	1,210	1,210	1,211	1,217
OPEC (%)	44%	43%	42%	42%	43%	43%	71%	71%	71%	72%	71%	72%

*BP Statistical Review of World Energy June 2018*

At current levels of world demand for oil — approximately 98 Mbl/day — proven reserves are seen as sufficient to last another 50 years. This estimate assumes that current oil production and recovery rates remain constant, and does not take into account new discoveries. OPEC has 72 per cent. of the world's proven crude oil reserves (i.e. 1.2 trillion of the estimated 1.7 trillion total).

According to IEA Outlook 2017, global energy demand is set to grow by nearly one-third by 2040 but the development path for a growing world population and economy is less energy intensive than it used to be.

New sources of energy aided by improved technology and productivity make a significant contribution to supply growth.

Demand for crude oil products tends to be seasonal. The extent of highs and lows for some products is determined primarily by two factors — weather and world economic activity.

	<b>Oil: Consumption in thousand barrels daily</b>					
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>
North America	22,915	23,379	23,465	23,818	24,065	24,219
S. & Cent. America	6,742	6,987	7,058	7,021	6,811	6,794
Europe	14,443	14,263	14,049	14,413	14,696	14,980
CIS	4,206	4,176	4,323	4,162	4,243	4,282
Middle East	8,595	8,870	9,032	9,029	9,161	9,290
Africa	3,569	3,724	3,785	3,877	3,950	4,047
Asia Pacific	30,038	30,689	31,274	32,521	33,562	34,574
<b>TOTAL World</b>	<b>90,509</b>	<b>92,088</b>	<b>92,986</b>	<b>94,843</b>	<b>96,488</b>	<b>98,186</b>

*BP Statistical Review of World Energy June 2018*

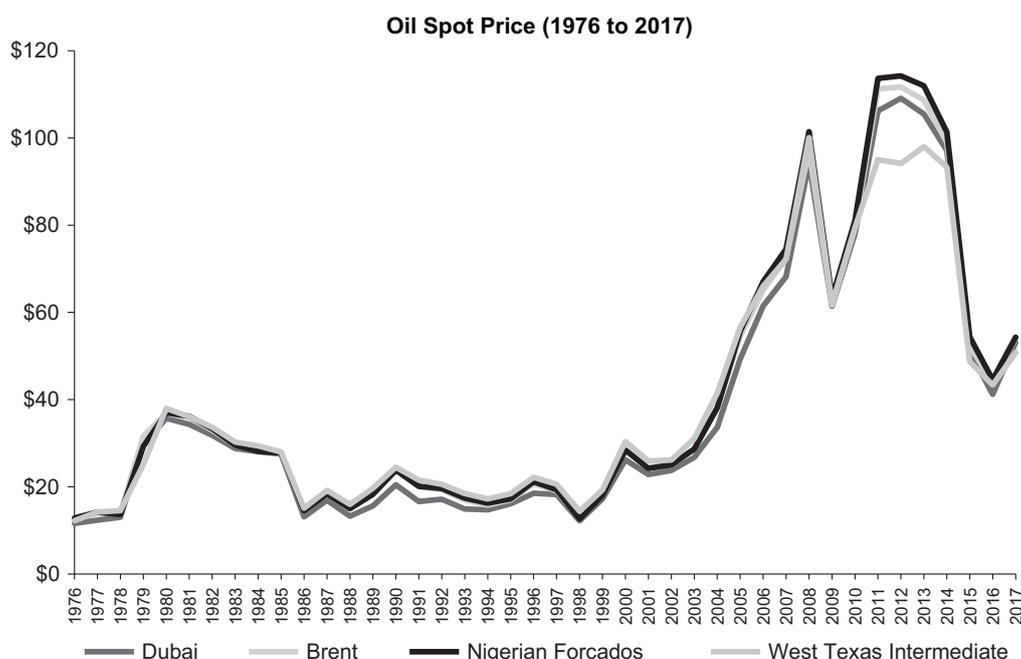
Asia has the highest global consumption of oil with over 34 Mbl/day. Europe and North America are also large consumers of oil and consume 15 and 24 Mbl/day respectively. These three areas, North America, Asia Pacific and Europe, make up close to 75 per cent. of the world's oil consumption.

### **Oil Prices**

Crude oil prices are influenced by a complex interaction of underlying supply and demand factors, political dynamics and increasingly developed spot, term and futures trading. Therefore, these prices tend to be highly volatile. The behaviour of the OPEC organisation is often the key to price developments in the world crude oil market.

Crude oil can be priced, bought and sold anywhere along its supply chain from the wellhead through the transportation period to the refinery. The end buyer is usually a refinery but crude oil can be bought and on-sold many times by oil traders and intermediaries before the crude oil reaches the refinery.

There are many varieties of crude oil, each with their own price. The characteristics of each variety depend largely on the particular crude oil's geological history. As no two varieties of crude oils are the same, the pricing and marketing of crude oil from a particular field is determined by an analysis of the type and quality of the crude, which will involve testing of the fractions to indicate the quality and quantity of the products contained in the sample. The varieties of crude oil are generally priced in relation to what is regarded as a marker crude, which is a representative type for a particular region. The main criteria for a marker crude is for it to be sold in sufficient volumes to provide liquidity (many buyers and sellers) in the physical market as well as having similar physical qualities as alternative crudes. However, different crude prices have historically had a high degree of correlation as can be seen in the chart below which shows the prices of four different crude oils from 1976 to 2017. The two most well known benchmark types of crude oil are West Texas Intermediate (WTI) and Brent.



Data source: BP Statistical Review of World Energy June 2018, Bloomberg

## Oil Futures

Until the late 1970s, almost 90 per cent. of the world's crude oil was sold under long-term contracts at prices set by the major oil companies. OPEC produced just under half of the world's crude oil, allowing it to dominate the price and quantity of oil sold. Prices fluctuated when these long-term contracts were revised, but prices were not otherwise particularly responsive to market conditions. Then, in the late 1970s and early 1980s, market-based spot and then futures trading gained in importance as production from the non-OPEC countries surpassed OPEC oil production. Owners of the newer oil, from areas such as the North Sea, lacked the typical long-term contracts with buyers, forcing them to find other ways to build market share. They were able to achieve this objective on the spot markets by undercutting OPEC. By the end of 1982, almost half of all internationally-traded oil was traded on the spot market instead of through long-term contracts. With prices now determined on a very short-term basis, daily fluctuations in the price of oil became the norm. In order to hedge against fluctuations in the oil price, participants began using oil futures.

The NYMEX WTI Crude Oil futures contract is the most heavily traded commodities contract in the world, while the ICE Futures Brent oil futures contract is believed to be used to price over 65 per cent. of the world's traded physical crude oil. Contracts traded on NYMEX specify WTI crude for delivery by pipeline in the town of Cushing, Oklahoma, although the exchange's rules allow for the delivery of six types of US domestic crude against the WTI contract. Trade in Brent futures contracts (for pipeline-delivered Brent Blend supplied at the Sullom Voe terminal in the North Sea) was launched on the International Petroleum Exchange (now the ICE Futures Market) in London in June 1988. In the past few years, ICE Futures launched WTI oil future contracts and NYMEX launched Brent oil future contracts, however, the pre-existing contracts still experience the greatest trading volumes.

A futures contract is a form of standardised forward contract, a contract to buy or sell an asset at a pre-agreed future point in time. The standardisation usually involves specifying the following terms:

- the amount and units of the underlying asset to be traded — each Brent or WTI crude oil futures contract is for 1,000 barrels (42,000 gallons).
- the unit of currency in which the contract is quoted — for example, US\$/barrel.
- the grade of the oil and also the manner and location of delivery — for example, the NYMEX WTI contract allows the following deliverable grades: specific domestic crudes with 0.42 per cent. sulphur by weight or less, not less than 37o API gravity nor more than 42o API gravity. The

following domestic crude streams are deliverable: West Texas Intermediate (WTI), Low Sweet Mix, New Mexican Sweet, North Texas Sweet, Oklahoma Sweet, and South Texas Sweet.

- the expiry date of the contract for the WTI crude oil contract, trading currently terminates at the close of business on the third business day prior to the 25th calendar day of the month preceding the delivery month. For the Brent crude oil contract, trading currently generally ceases at the close of business on the business day immediately preceding the fifteenth day prior to the first day of the delivery month. Crude oil futures trade 30 consecutive months plus long-dated futures initially listed yearly or half-yearly up to seven years prior to delivery.

The Brent crude oil futures contract is traded in London on the ICE Futures Market. It is Europe's leading energy futures and options exchange. The ICE Futures Brent crude futures contract is part of the Brent pricing complex, which also includes spot and forward markets and has become the main benchmark to price crude oil traded in the rest of the world. 220 million ICE Futures Brent oil futures contracts were traded in the 12 months to 15 May 2018. This was equivalent to 220 billion barrels of oil, or approximately 843 million barrels of oil per trading day. The ICE Futures Market is supervised in the UK by the Financial Conduct Authority (FCA) as a recognised investment exchange (RIE) under Part XVIII of the Financial Services and Markets Act 2000 (FSMA).

WTI crude oil futures contracts are traded on the Chicago Mercantile Exchange Group Inc (CME group). The CME group is the world's largest commodity futures exchange operating large derivatives and futures exchanges in Chicago and New York City. Formed by the merger of the Chicago Mercantile Exchange (CME) and the Chicago Board of Trade (CBOT) in 2007, the CME group acquired NYMEX Holdings Inc., the parent company of the New York Mercantile Exchange (NYMEX) and Commodity Exchange Inc. (COMEX), in March 2008. 308 million NYMEX WTI crude oil futures contracts were traded in the 12 months to 15 May 2018. This was equivalent to 308 billion barrels of oil, or approximately 1.2 billion barrels per trading day.

Total trading volumes for crude oil futures contracts have at least doubled over the last ten years. For both the WTI and Brent contracts approximately 65 per cent. of the daily volume traded is in the first two nearest contracts. For longer dated contracts, the most liquid contracts are the December month contracts where volumes in the December month contract are greater than the following eleven months combined. In addition, as maturity increases, the volume of each December contract falls. The table below shows the 100-day average daily volume in US Dollars of the Near Contracts and Next Contracts for each class of Oil Security.

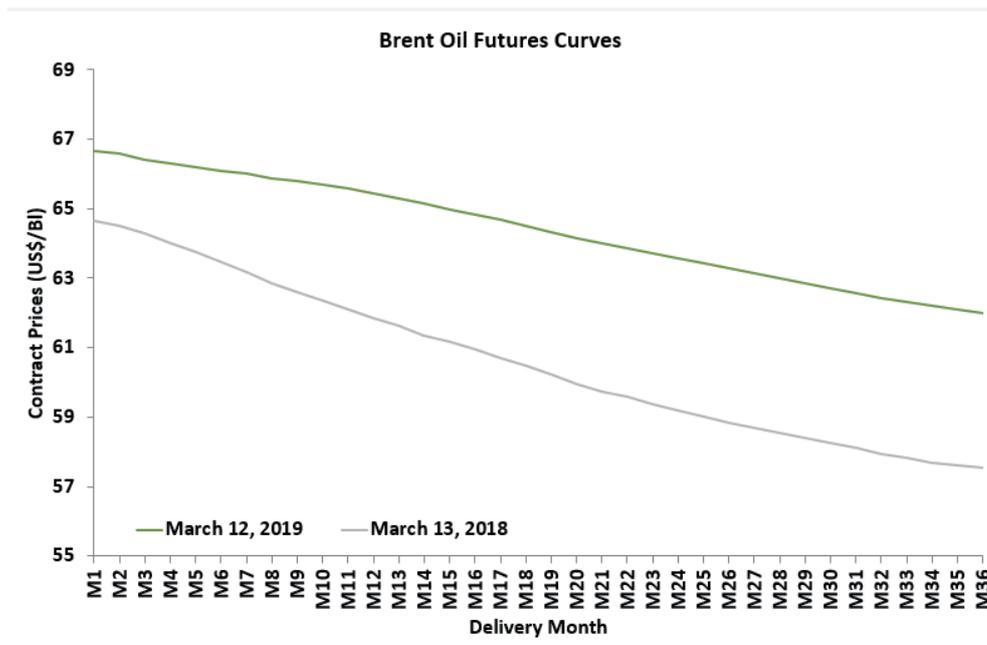
	Average Daily Volume (US\$ million)			
	Brent Futures		WTI Futures	
	Near	Next	Near	Next
Front Months	\$18,230	\$14,233	\$36,897	\$15,547
1 Year	\$8,390	\$2,932	\$8,258	\$2,016
2 Years	\$2,932	\$756	\$2,016	\$490
3 Years	\$756	\$29	\$490	\$16

Data source: Bloomberg

Notes: Average daily volume from March 13, 2018 to March 12, 2019

### Term Structure of Oil Futures

Futures contracts have a pre-determined delivery date and (in the case of exchange-traded contracts) a date on which trading ceases. For most commodities, the price of futures contracts will vary with each different future delivery date, generally decreasing or increasing the further out the delivery date. A forward market is said to be in "backwardation" when the further out the delivery date is the lower the price becomes, and in "contango" when the further out the delivery date is the higher the price becomes (as shown in the charts below for 13 May 2018 and 12 May 2019).



Source: Bloomberg

### Backwardation and Contango in Oil Futures Markets

An investor seeking to maintain a position in commodity futures needs to replace or “roll” over contracts prior to their expiry with contracts with a later delivery date and usually a different price. If, for example, delivery dates are monthly and an investor wishes to invest in the nearest dated contract, then the investor will need to enter into monthly transactions to sell the nearest contract and purchase the next nearest contract with the resulting proceeds in order to maintain an investment in the futures market. This process is known as “rolling” along the futures curve. If the market is in backwardation then the notional value of near contracts sold will equal the notional value of a larger number of next nearest contracts and if the market is in contango then the notional value of near contracts sold will equal the notional value of a smaller number of next nearest contracts.

Rolling of itself does not change the value of Oil Securities. However, a change in the value of Oil Securities will occur when the price of the contract rolled into increases or decreases relative to the price of the contract rolled out of, and this can occur without any change to the level or the shape of the forward curve. For example, if the market was in backwardation and the curve remained unchanged, over time the further dated contracts would become nearer dated contracts and in doing so their price would rise in accordance with the shape of the oil price curve.

For example, oil futures have both been in backwardation and in contango at various times. The NYMEX WTI and ICE Futures Brent futures markets are highly correlated, therefore if one is in backwardation (or contango) then the other one is also likely to be in backwardation (or contango). In addition, various classes of Oil Security (WTI 2mth Oil Securities and WTI 3yr Oil Securities) have had varying degrees of backwardation and contango (as estimated using Near Contract Price less Next Contract Price) and sometimes opposing rolling yields.

### Investing along the Futures Curve

Oil contracts of different maturities are generally correlated with each other because if the near month contract increases in price, then a dated contract will also usually increase in price. However, differences in investment returns may occur when investing in different parts of the curve. These differences in return are caused by various factors including: (i) longer dated contracts further out the curve having lower short-term price sensitivity as factors which affect current oil prices have less impact on oil prices further out in time; and (ii) the shape of the curve which can result in more or less contango/backwardation or even the opposite effect if the curve is kinked. As a result, the simulated historical returns of each of the different classes of Oil Security would have given investors a different return over the long term and from period to period.

See Part 4 (*Simulated Historical Returns*) for further information.

## **CARBON EMISSIONS ALLOWANCE & CARBON EMISSIONS ALLOWANCE FUTURES MARKETS**

### **Overview**

Carbon emissions allowance trading markets have developed as part of the international response to concerns over the environmental effects of increasing global greenhouse gas (GHG) emissions, in particular carbon dioxide (CO<sub>2</sub>). The Kyoto Protocol (1997) provides a framework for the reduction of global GHG emissions through the establishment of both allowance-based cap and trade schemes, and project-based schemes.

Under cap and trade schemes an overall limit is placed on the total volume of GHG emissions permitted within a jurisdiction over a certain compliance period, and allowances (representing a right to emit the relevant GHG) are issued to parties in that jurisdiction who are required to comply with the scheme. At the end of each compliance period, each party must surrender a volume of allowances greater than or equal to its volume of emissions. Parties are able to trade allowances among themselves, which encourages emissions abatement to take place at the lowest possible cost within an economy because parties with high internal abatement costs can purchase allowances from parties that are able to reduce emissions at a lower cost. If the overall number of allowances issued is less than the demand, the shortage will stimulate emissions reductions at the lowest cost.

The EU Emissions Trading Scheme (EU ETS) is currently the largest and most liquid GHG trading market. According to the European Commission, the EU ETS is the world's biggest emissions trading market, accounting for over 75 per cent. of international carbon trading. The EU ETS market covers a wide range of energy-intensive, heavy industries in Europe, including oil refineries, steel plants, power generation installations and pulp and paper factories.

Project-based mechanisms provide incentives to reduce emissions through the implementation of emission reduction projects. Under the Kyoto Protocol firms located in signatory countries may implement compliant projects and receive emission reduction credits. The mechanisms introduced under the Kyoto Protocol are the Clean Development Mechanism (CDM), Joint Implementation (JI) and the International Emissions Trading (IET).

### **Market Background**

It is now commonly believed in the scientific community that anthropogenic activity is directly causing global warming and climate change. In 1992, in response to growing concerns over the levels of GHG emissions, the United Nations Framework Convention on Climate Change (UNFCCC) was established at the Rio Earth Summit.

The UNFCCC is the overall framework guiding international climate negotiations. In December 1997, 84 nations approved an addition to the treaty: the Kyoto Protocol, which has more powerful (and legally binding) measures. Recognizing that developed countries are principally responsible for the current high levels of GHG emissions in the atmosphere as a result of more than 150 years of industrial activity, the Kyoto Protocol places a heavier burden on developed nations under the principle of "common but differentiated responsibilities." Countries are divided into Annex 1 (developed countries) and non-Annex 1 (developing countries), with only Annex 1 countries being subject to binding emission reduction targets over the compliance period which runs from 2008-2012. Non-Annex 1 countries have no binding targets, but have incentives to reduce emissions through project based mechanisms at regional level. In November-December 2012, the 18th Climate Change Conference in Doha marked the beginning of the second commitment period (CP2) where countries that have agreed to apply to CP2 need to submit new emissions reduction targets for the period between 2013 and 2020.

## Carbon Dioxide emissions (Million tonnes carbon dioxide)

	1997	% share world	2017	% increase since 1997	% share world
North America	6,279	28%	6,121	-3%	18%
Central & South America	865	4%	1,310	51%	4%
Europe	4,468	20%	4,152	-7%	12%
CIS	2,174		2,213		
Middle East	989	4%	2,112	114%	6%
Africa	728	3%	1,205	65%	4%
Asia Pacific	7,228	32%	16,330	126%	49%
<b>World</b>	<b>22,730</b>		<b>33,444</b>	<b>47%</b>	

*BP Statistical Review of World Energy June 2018*

According to the BP Statistical Review of World Energy (June 2018), global CO<sub>2</sub> emissions increased by approximately 46 per cent. from 1997 to 2017. Europe emissions declined by 7 per cent. over this period while all other regions experienced increases ranging from -1 per cent. to 128 per cent. over that time. The Asia Pacific now emits the largest amount of carbon, contributing over 48 per cent. of global carbon emissions in 2016. The Asia Pacific also has the highest growth in emissions between 1997 and 2017 (126%). A majority of the top ten emitters of CO<sub>2</sub> are the major industrialised countries (including South Korea) and emerging markets. The top ten emitters of carbon dioxide accounted for more than 68 per cent. of the world CO<sub>2</sub> emissions in 2017.

### Top Ten Emitters of Carbon Dioxide in 2017

*Million Metric Tons*

China	9233
US	5088
India	2344
Russian Federation	1525
Japan	1177
Germany	764
South Korea	680
Iran	634
Saudi Arabia	595
Canada	560

*BP Statistical Review of World Energy June 2018*

### THE EU ETS

The EU ETS is currently the largest and most liquid carbon trading market. According to the European Commission, as of May 2017, the EU ETS covered more than 11,000 power stations and manufacturing plants in the 28 EU member states as well as Iceland, Liechtenstein and Norway. Aviation operators flying within and between most of these countries are also covered. In total, around 45 per cent. of the total European Union emissions are limited by EU ETS.

The EU ETS provides a framework for the trade and transfer of the right to emit greenhouse gases between installations, and has embedded the price of CO<sub>2</sub> into industrial and manufacturing investment decisions in Europe. Participants are obliged to monitor their emissions and, on an annual basis, submit a number of European Emission Allowances (“EUAs”) (or, within predefined limits, other eligible project based credits) equivalent to their verified emissions each year. Participants may make up a shortfall by purchasing EUAs from other participants that have a surplus. If individual companies do not surrender EUAs corresponding to their actual emissions they are required to pay a penalty to the relevant regional supervisory authority. From 2008 this charge is set at EUR100 per tonne of excess CO<sub>2</sub> and the deficit of EUAs must be covered the following year. This means that there is no price cap for EUAs.

The EU ETS operates in “phases”, with Phase I operating from 2005-2007, Phase II operating from 2008-2012 in line with Kyoto compliance period I, and Phase III operating from 2013-2020. The supply of EUAs is governed by National Allocation Plans (“NAPs”), agreed between member states and the European

Commission. Phase I was characterised by an oversupply of EUAs, placing downward pressure on the price of Phase I EUAs. Allocations in Phase II were tightened by the European Commission to help meet European Union Kyoto targets. But the economic crisis in 2008 led to emission reductions and therefore an oversupply of allowances and credits which weighed on carbon prices during that phase. Starting in January 2013, Phase III was characterised by several major reforms such as the inclusion of civil aviation within the European airspace and the introduction of additional restrictions on the access and use of international credits. The biggest changes are the introduction of an European Union wide cap on emissions (reduced by 1.74 per cent. each year) and a progressive shift towards auctioning of allowances in place of cost-free allocation as the vast majority of emission allowances was previously given away for free by governments.

Further reforms are set for Phase IV, including a faster annual decrease in the overall number of EU ETS allowances (from 1.74% in Phase III to 2.2% per year).

EUA prices are a function of supply and demand. Supply is set by the availability of EUAs, as dictated by the NAPs, and other project based credits that may be used within the EU ETS. Factors affecting demand (via the level of Greenhouse Gas emittance) include the efficiency of energy usage, economic growth, relative commodity prices and seasonal weather patterns. The inclusion of new industries in the EU ETS will also affect the supply-demand balance. For example the inclusion of the aviation sector from 2013 is likely to both increase demand for EUAs from producers and expand the available pool of EUAs under NAPs.

### **The Clean Development Mechanism**

Under the Kyoto Protocol the Clean Development Mechanism (CDM) offers incentives for developing countries (non-Annex 1 countries) to reduce their GHG emissions. By implementing emission reduction projects, companies based in non-Annex I countries can earn credits called Certified Emission Reductions (“**CERs**”) based on the number of tonnes of CO<sub>2</sub> equivalent GHGs avoided. CDM projects are regulated by the UNFCCC Secretariat, and must meet numerous requirements and follow detailed procedures before CERs can be issued.

Demand for CERs is generated through the ability of developed country governments (Annex I countries) to use project based credits to meet their Kyoto compliance obligations. Within the EU ETS, participants may use a number of CERs rather than EUAs to meet their compliance obligations. In November-December 2012, the Doha Climate Change Conference confirmed the existence of the CDM until 2020. The Paris Agreement (2015) established a new market mechanism to replace the CDM after 2020.

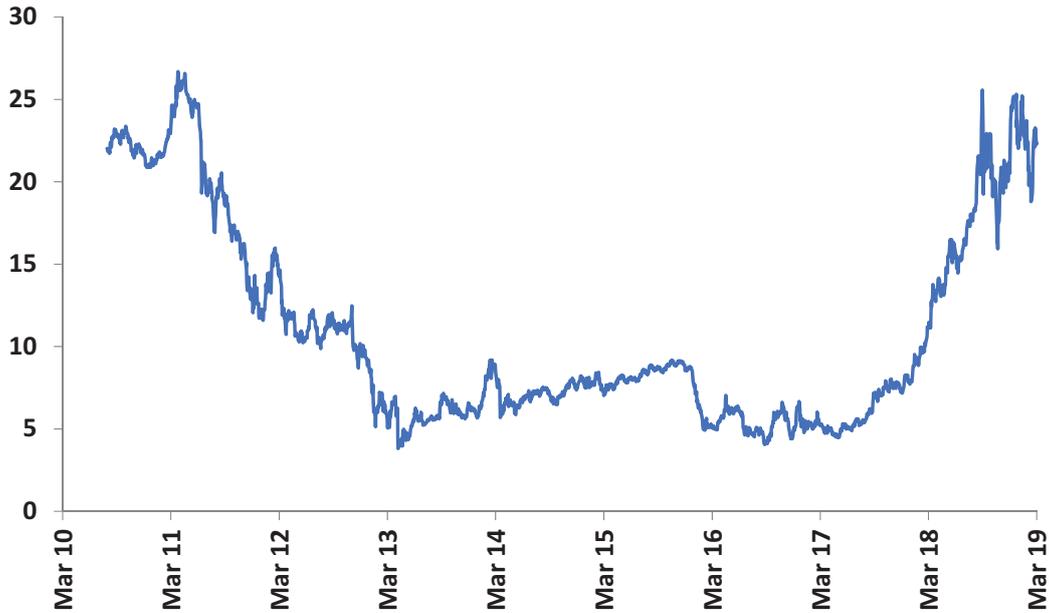
### **Carbon Market Volume and Price Analysis**

Average daily EUA trading volume on the European Climate Exchange (ECX), Europe’s largest emissions exchange, was 32,188 EUA Contracts in the 12 months to 12 March 2019. This turnover is equivalent to 32.2 million tonnes of CO<sub>2</sub> emissions per day (or EUR718.7 million worth of EUAs per day, based on the December 2019 EUA Emissions Future as at 12 March 2019).

Market turnover in EUAs and CERs has increased since the start of the EU ETS programme in January 2005.

The ICE ECX EUA Futures Contract is traded in London on the ICE Futures Market and is currently the most liquid exchange traded contract within the EU ETS. The contract was launched on 22 April 2005, with traded volumes increasing gradually over time. The ICE Futures Market is regulated in the UK by the FCA.

### EUA December 2019 Futures Prices



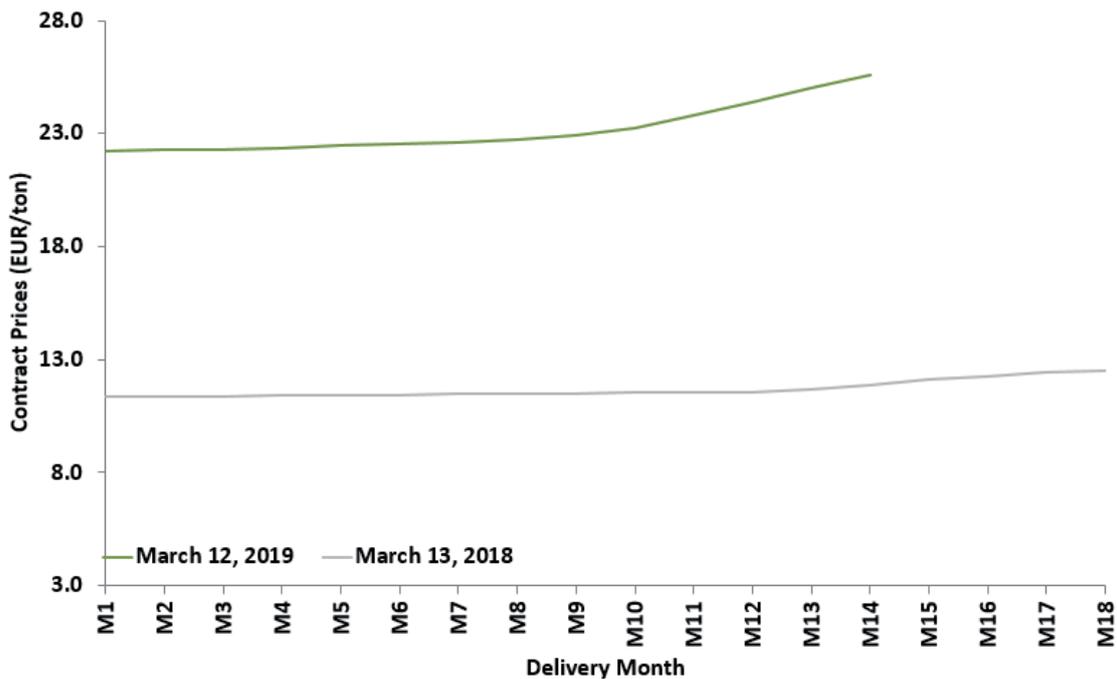
Source: Market data published by Bloomberg

The December 2019 EUA futures were trading at around EUR21/tonne in August 2010. The continued weakness for the demand for carbon credits has led to an oversupply and EUA futures fell close to EUR 3.8/tonne in April 2013. The December 2019 EUA futures contract had recovered to EUR 22.3/tonne as of 12 March 2019.

### Backwardation and Contango in the Emissions Futures Market

With full banking and borrowing between years within a trading Phase, and no cost of storage, the theoretical forward curve for EUAs should approximately reflect the cost of capital within Europe. Whilst short term market conditions could result in backwardation occurring, the forward curve should generally be in contango at or around the prevailing cost of capital rate. The chart below shows that the prevailing EUA futures curves on 13 March 2018 and 12 March 2019.

### EUA Forward Curves



Data source: Bloomberg

### **The Future of the emissions market**

At the Paris Climate Conference (COP21) in December 2015, 195 countries adopted the first ever legally binding global climate deed. The agreement sets out a global action plan to put the world on track to avoid dangerous climate change by limiting global warming to below 2°C. The agreement is due to enter force in 2020.

In order to achieve the long term goals, governments will have to regularly set or update their emissions reductions targets. Developments under the Paris Agreement may affect the EU Emissions Trading Market.

A Market Stability Reserve started in January 2019 with the aim of addressing the surplus of allowances and improve the resilience of the system to major shocks.

## PART 4

### SIMULATED HISTORICAL RETURNS

#### Introduction

Energy Securities have been designed to give an exposure similar to an investment in oil or carbon emissions allowances futures on a fully paid/collateralised basis and to provide a collateral return. The returns from such an investment position are not the same as an investment which only tracks the “spot” commodity price (usually measured by the nearby futures contract price) or from holding the physical commodity. A fully paid/collateralised investment in futures contracts generates returns from:

- changes in Near Contract Price and the Next Contract Price, being changes in the forward oil or carbon emissions allowances price; and
- changes in the Entitlement caused by rolling from the Near Contract to the Next Contract; and
- a “Collateral Yield”, incorporated in the Daily Adjustment to the Multiplier.

The combination of these three elements is the “total return” for the Energy Securities.

#### Simulated Historical Returns of Oil Securities

##### *Near Contract Prices and Next Contract Prices*

For each class of Oil Security, exposure to the oil price is gained by investing in the relevant Near Contract and Next Contract whose prices change directly with movements in the oil price. The results of historical simulations (see table below) show that the annual compounded price returns were:

- 3.4% for ETFS Brent 1mth
- 4.77% for ETFS Brent 1yr
- 4.66% for ETFS Brent 2yr
- 1.98% for ETFS Brent 3yr
- 2.55% for ETFS WTI 2mth
- 3.49% for ETFS WTI 1yr
- 3.60% for ETFS WTI 2yr
- 3.57% for ETFS WTI 3yr

##### *Entitlement*

Any backwardation or contango associated with the relevant maturities of the oil futures curve during the Roll Period will result in an increase (backwardation) or decrease (contango) of the Entitlement for Oil Securities. The results of the historical simulations show that the annual compound changes were:

- -0.8% for ETFS Brent 1mth
- 2.58% for ETFS Brent 1yr
- 2.19% for ETFS Brent 2yr
- 0.70% for ETFS Brent 3yr
- -1.78% for ETFS WTI 2mth
- 3.04% for ETFS WTI 1yr
- 2.36% for ETFS WTI 2yr
- 1.65% for ETFS WTI 3yr

The historical simulations assume that Management Expenses and the “Collateral Yield” for the entire period were calculated as set out in this document.

## Simulated Historical Investment Returns for Oil Securities

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	Annual 18 Mar Compound Returns
Collateral Yield	5.20%	4.68%	5.42%	3.19%	1.41%	0.95%	1.15%	2.58%	3.75%	3.74%	1.89%	0.23%	0.19%	0.16%	0.13%	0.11%	0.14%	0.34%	0.75%	1.16%	0.21%	2.01%	
OILB ETFS Brent 1m																							
Price Return	-37.21%	134.63%	-6.24%	-17.87%	41.87%	3.70%	31.82%	43.91%	1.65%	51.91%	-52.15%	68.39%	19.76%	11.64%	1.94%	-1.77%	-49.03%	-35.94%	50.14%	15.94%	-20.16%	24.97%	3.40%
Entitlement	-18.89%	12.01%	38.27%	8.50%	6.36%	16.95%	8.07%	-8.36%	-9.73%	-1.22%	-9.94%	-21.14%	-7.34%	3.79%	5.71%	6.58%	-1.70%	-16.38%	-16.52%	-3.39%	4.29%	-0.33%	-0.80%
Security Total Return	-48.30%	166.78%	31.60%	-9.54%	53.18%	23.11%	44.61%	33.88%	-6.85%	52.32%	-56.25%	34.80%	12.65%	17.62%	9.38%	6.28%	-49.14%	-45.62%	27.24%	13.70%	-16.09%	24.79%	4.18%
OSB1 ETFS Brent 1yr																							
Price Return	-29.19%	53.21%	16.77%	-14.26%	15.14%	15.45%	42.07%	55.29%	4.85%	34.77%	-33.92%	35.79%	11.78%	7.20%	-0.58%	-0.23%	-38.63%	-32.97%	28.89%	6.38%	-13.95%	18.70%	4.77%
Entitlement	-3.84%	9.37%	21.71%	10.57%	8.15%	10.37%	9.16%	4.58%	1.69%	4.65%	-1.11%	-9.32%	-5.07%	1.77%	3.64%	4.20%	0.58%	-9.19%	-8.13%	0.29%	5.68%	0.33%	2.58%
Security Total Return	-30.87%	70.00%	44.27%	-3.76%	26.40%	29.34%	57.42%	64.87%	8.24%	43.17%	-33.66%	25.00%	7.72%	10.75%	4.59%	5.53%	-37.34%	-38.21%	20.20%	8.29%	-7.86%	19.31%	9.07%
OSB2 ETFS Brent 2yr																							
Price Return	-19.45%	23.39%	19.88%	-7.66%	6.41%	17.60%	44.03%	60.90%	6.32%	28.59%	-23.70%	27.19%	6.63%	3.27%	-0.26%	-2.23%	-29.43%	-30.89%	14.20%	2.01%	-7.29%	12.85%	4.66%
Entitlement	0.44%	3.97%	13.69%	7.48%	3.35%	2.21%	5.48%	5.41%	5.72%	5.50%	0.37%	-5.24%	-3.10%	1.59%	3.56%	3.25%	0.87%	-5.50%	-5.49%	-0.30%	4.89%	0.30%	2.19%
Security Total Return	-17.87%	30.22%	38.34%	0.75%	11.64%	22.02%	54.21%	72.18%	14.10%	37.71%	-22.26%	22.35%	4.90%	6.50%	4.85%	2.47%	-27.74%	-33.71%	9.56%	3.23%	-1.47%	13.39%	8.56%
OSB3 ETFS Brent 3yr																							
Price Return					No data available				7.68%	28.29%	-18.60%	23.36%	4.13%	0.14%	-0.33%	-3.58%	-22.59%	-28.98%	6.23%	-0.67%	-2.46%	7.71%	1.98%
Entitlement									5.99%	5.28%	0.74%	-3.60%	-2.42%	1.12%	2.54%	2.08%	0.22%	-4.15%	-4.50%	-1.21%	3.42%	0.10%	0.70%
Security Total Return									15.86%	37.11%	-16.76%	20.72%	3.16%	2.79%	3.74%	-0.06%	-21.24%	-30.89%	2.97%	-0.40%	2.21%	8.02%	4.33%
OILW ETFS WTI 2m																							
Price Return	-32.65%	100.34%	3.24%	-23.75%	49.85%	3.95%	33.15%	39.76%	-0.73%	51.31%	-50.01%	62.29%	13.57%	5.79%	-8.13%	5.25%	-46.30%	-29.95%	41.11%	8.97%	-25.31%	30.23%	2.55%
Entitlement	-18.16%	11.35%	35.69%	5.27%	6.54%	29.34%	14.13%	-7.35%	-10.69%	-1.47%	-1.88%	-24.07%	-11.58%	-7.72%	-6.31%	1.32%	5.61%	-18.34%	-22.05%	-6.95%	7.06%	-2.19%	-1.78%
Security Total Return	-44.05%	126.44%	42.20%	-18.52%	62.06%	36.48%	54.26%	31.45%	-10.00%	51.28%	-50.22%	25.04%	1.91%	-0.93%	-12.68%	8.21%	-42.45%	-41.95%	11.63%	2.89%	-19.01%	27.61%	2.28%
OSW1 ETFS WTI 1yr																							
Price Return	-26.45%	42.13%	17.16%	-14.37%	16.43%	14.71%	43.43%	51.63%	2.94%	33.57%	-35.45%	40.08%	10.31%	2.07%	-6.07%	-2.58%	-35.95%	-27.37%	27.20%	-0.05%	-17.17%	22.26%	3.89%
Entitlement	-2.45%	8.87%	20.96%	10.31%	8.66%	10.69%	9.83%	4.76%	1.67%	4.96%	0.32%	-8.73%	-4.76%	-1.32%	-0.18%	5.03%	3.61%	-8.47%	-7.30%	-0.07%	6.03%	0.36%	3.04%
Security Total Return	-27.17%	57.08%	43.86%	-4.11%	28.42%	28.89%	59.94%	61.28%	6.24%	42.26%	-34.28%	29.74%	6.59%	2.22%	-4.88%	3.86%	-32.66%	-32.55%	19.67%	1.34%	-11.04%	22.93%	8.29%
OSW2 ETFS WTI 2yr																							
Price Return	-18.41%	17.81%	19.26%	-7.69%	8.66%	15.22%	45.72%	56.85%	4.71%	26.40%	-24.21%	29.11%	5.77%	-0.44%	-4.65%	-7.37%	-25.16%	-27.51%	15.63%	-4.18%	-10.06%	14.72%	3.60%
Entitlement	1.53%	3.77%	13.38%	7.33%	3.39%	2.11%	5.24%	5.35%	5.55%	5.02%	0.41%	-4.91%	-2.63%	-0.38%	1.90%	3.04%	1.46%	-5.36%	-4.45%	0.03%	5.27%	0.36%	2.36%
Security Total Return	-15.91%	24.10%	37.26%	0.58%	14.05%	19.43%	55.67%	67.75%	12.19%	34.71%	-22.77%	24.58%	4.51%	0.64%	-1.43%	-3.14%	-22.95%	-30.38%	12.12%	-2.74%	-4.10%	15.34%	7.68%
OSW3 ETFS WTI 3yr																							
Price Return	-12.44%	6.48%	18.64%	-4.97%	8.82%	14.38%	43.29%	57.87%	6.44%	26.03%	-19.21%	24.69%	2.86%	-2.16%	-4.30%	-9.31%	-18.51%	-25.90%	8.28%	-7.10%	-4.83%	9.24%	3.57%
Entitlement	2.82%	2.96%	10.43%	4.58%	1.83%	-0.20%	2.61%	4.26%	5.78%	4.63%	0.54%	-3.57%	-2.11%	-0.76%	1.17%	1.48%	0.18%	-4.10%	-3.53%	-0.71%	4.01%	0.21%	1.65%
Security Total Return	-8.61%	11.29%	33.00%	0.88%	12.49%	15.87%	49.54%	67.08%	14.30%	33.82%	-17.58%	22.01%	2.17%	-1.48%	-1.78%	-6.61%	-17.17%	-27.89%	6.00%	-6.40%	0.26%	9.67%	6.91%

- (1) Data only available from 17 December 1997.
- (2) Annualized based on data available from 3 January 1997.
- (3) Annualized based on data available from 7 February 2005.
- (4) Annualized based on performance from 31 December 2013 to 19 March 2019.
- (5) Since 31 December 1997.

These tables do not constitute a forecast. Past performance is not an indication of expected performance and the investment performance of an Energy Security could be volatile and the return for Energy Securities may differ from the simulated historical returns.

**Past performance is not an indication of expected future performance and the investment performance of an Oil Security could be volatile. The period shown is not a representative period however only the past fifteen years of simulated returns have been shown as most of the underlying data is available. Some of the longer dated Near Contracts and Next Contracts only started trading just prior to or during the past ten years.**

## Simulated Historical Returns for Carbon Securities

### Introduction

The December 2008 and December 2009 Phase II EUAs began trading on 22 April 2005. Prior to this the Phase I EUAs traded between 22 April 2005 and 31 March 2008. This period experienced increased trading volumes but was characterised by an oversupply of emissions credits. As a result, Phase I EUAs lost virtually all of their value (as explained in Risk Factors). Historical simulations starting from Phase I are not comparable with Phase II and Phase III EUAs as there have been several structural reforms to create a more robust system. However if historical simulations did incorporate Phase I data, then the simulations would also show the Carbon Securities would have also lost virtually all of their value.

A significant reform effort had taken place prior to Phase III (2013-2020) to create a more robust system. However, the economic crisis had left the EU ETS structurally oversupplied as the amount of carbon emitting activity fell. Oversupply risks undermining the orderly functioning of the carbon market and it may be difficult to reduce emissions further in a cost efficient manner. The auctioning of 900 million allowances were initially pushed back from 2013-2015 to 2019-20, but in amendments agreed in 2015, they will ultimately end up in a “market stability reserve” in 2019-2020. Further reforms are to take place in Phase IV (2021 to 2030). Continuous structural changes thus limit the value of historical simulations.

### *Near Contract Prices and Next Contract Prices*

For Carbon Securities, exposure to the carbon emissions allowances price is gained by investing in the relevant Near Contract and Next Contract whose prices change directly with movements in the carbon emissions allowance price. The table below shows the actual return of the respective December Near Contract and Next Contract each year.

	2010	2011	2012	2013	2014	2015	2016	2017	31 Dec 2018	18 Mar 2019
<b>Returns</b>										
EUA Near	8.79%	-48.60%	-8.88%	-25.79%	48.28%	12.94%	-20.75%	24.51%	205.75%	-12.75%
EUA Next	6.87%	-45.45%	-12.53%	-26.50%	45.81%	12.17%	-21.22%	24.81%	210.06%	-13.21%
<b>Volatility</b>										
EUA Near	27%	45.14%	118%	87%	46%	26%	56%	48%	49%	25%
EUA Next	26%	45%	118%	86%	46%	26%	55%	48%	48%	25%

### *Entitlement*

Any backwardation or contango associated with the relevant December contracts of the emissions allowance futures curve during the Roll Period will result in an increase (backwardation) or decrease (contango) of the Entitlement for Carbon Securities. Based on Phase II contracts, the first Roll Period for Carbon Securities began in October 2010.

### **Correlation of Commodities with Other Asset Classes**

Numerous academic and other research papers in recent years have examined the risk and return characteristics of a variety of commodities compared to other asset classes such as equities and bonds. A portfolio comprising securities of different asset classes will increase portfolio diversification and decrease portfolio risk (volatility) when the correlation between the asset classes is low or negative. While the precise results of the research vary, depending on choice of time period, data frequency, and indices selected, the results mostly suggest that commodities have low to negative correlation to equities and bonds.

For example, a paper by Gary Gorton from the Wharton School and Geert Rouwenhurst from Yale University ("Facts and Fantasies about Commodity Futures", 2005) found that an equally weighted diversified index constructed from commodity futures was negatively correlated to equities and bonds because the different asset classes behave differently in different stages of the business cycle. In a follow-up paper ("Facts and Fantasies about Commodity Futures, Ten Years Later", 2015) the authors re-affirmed their initial conclusions but noted that correlations between commodities, stocks and bonds temporarily rose during the Great Financial Crisis 2008-2011. That increase in correlation was consistent with crises in the early 1980s and 1960s. A paper by R Greer ("The Nature of Commodity Index Returns") published in the Journal of Alternative Investments, Summer 2000 found that between 1970 and 1999 commodities were negatively correlated with equities and bonds. Further, a paper published in 2005 by K. Pulvermacher of the World Gold Council ("Investing in commodities: a risky business") found, in addition to supporting the results above, that oil (measured by the Brent oil price) was negatively correlated to the Dow Jones Industrial Average Index, the S&P500 Index and US T-bills over the five years to 31 December 2004.

Historical data enabling users to calculate historic performance and volatility is published on the website of the relevant Exchange (<http://www.theice.com> and <http://www.cmegroup.com>) or in each case from other data providers (a subscription may be required).

## PART 5

### DESCRIPTION OF THE ENERGY SECURITIES

*The following is a description of the rights attaching to the Energy Securities and is included in this Prospectus for illustrative purposes only. The legally binding Conditions of the Energy Securities are set out in Part 8 (Particulars of the Energy Securities) of this Prospectus. Copies of the Trust Instrument, by which the Energy Securities are constituted, are available for inspection as set out in paragraph 8 (Documents Available for Inspection) of Part 12 (Additional Information).*

An Energy Security is an undated secured limited recourse debt obligation of the Issuer, which entitles a Security Holder (provided it is an Authorised Participant) to require the redemption of the Energy Security at the Price of that Energy Security calculated on the relevant Pricing Day (day T) and to receive such amount in US Dollars (in respect of Dollar Securities) or Euros (in respect of Euro Securities), on the relevant business day (normally day T+2). A Security Holder who is not an Authorised Participant may only require the redemption of an Energy Security if on any given Trading Day there is no Authorised Participant, and the Security Holder submits a valid Redemption Notice on that Trading Day.

Energy Securities confer no right to receive or obligation to deliver physical oil or carbon emissions allowances but are financial instruments designed to enable investors to gain exposure to a “total return” from movements in futures prices without needing to purchase or sell or take or make physical delivery or to trade in futures contracts, and to buy and sell that interest through the trading of a security in the secondary markets. Energy Securities are intended to give investors a return similar to the returns which could be achieved from a fully paid/collateralised investment in futures contracts, including exposure to backwardation and/or contango (each as defined below) in the futures market (incorporated in the Entitlement), a collateral return (incorporated in the Multiplier) and transparent pricing. However, unlike managing a futures position, Energy Securities involve no margin calls, and no brokerage or other fees are incurred when rolling from one contract to the next.

Nine classes of Energy Security are being issued under this Programme — four classes of Brent-referenced Oil Securities, which are priced by reference to Brent Contracts traded on the ICE Futures Oil Market in London, four classes of WTI-referenced Oil Securities, which are priced off WTI Contracts traded on NYMEX in New York and one class of Emissions Securities, which are priced off EUA Emissions Futures traded on the ICE Futures Emissions Market in London. Oil futures contracts for a series of monthly delivery dates are quoted on both exchanges and the contracts set out below are those used to price the Oil Securities. Emissions allowance futures contracts for a series of December delivery dates are quoted on the ICE Futures Emissions Market and as set out below these December contracts are used to price Emissions Securities.

<b>Class of Energy Security</b>	<b>Applicable Energy Futures Contracts</b>	<b>Basis of Roll</b>
Brent 1mth	first and second month contracts	100% each month
WTI 2mth	second and third month contracts	100% each month
Brent 1yr and WTI 1yr	first and second December contracts	1/12 each month
Brent 2yr and WTI 2yr	second and third December contracts	1/12 each month
Brent 3yr and WTI 3yr	third and fourth December contracts	1/12 each month
Carbon	first and second December contracts	100% each year

#### **Pricing of Energy Securities**

An Energy Security entitles an Authorised Participant (subject to certain conditions) to require the redemption of the Energy Security at the Price of that Energy Security calculated on the relevant Pricing Day (day T) and to receive such amount on the relevant business day (normally day T+2). Oil Securities will be priced and settled in US Dollars and Carbon Securities will be priced and settled in Euros.

Energy Securities will usually be priced on each day on which there is trading in the Relevant Month Contracts on the Relevant Exchange (subject to Market Disruption Events occurring, which will result in pricing being deferred until the next available Pricing Day). Carbon Securities will, however, not be priced on any day which is a public holiday in Germany, irrespective of whether there is trading in the Relevant Month Contracts on ICE Futures.

Not all classes of Energy Securities have the same Pricing Days (because, in addition to the exclusion of public holidays in Germany in the case of Carbon Contracts, the Exchanges used for the Relevant Month Contracts are different). Consequently there will be days on which Prices are calculated and published for some classes of Energy Securities but not others.

#### *Formulae for Pricing Energy Securities*

The Price for each class of Energy Security, on each Pricing Day for that class, is calculated as follows:

$$PC_{(i,t)} = \{P_{1(i,t)} \times E_{1(i,t)} + P_{2(i,t)} \times E_{2(i,t)}\} \times M_{(i,t)}$$

where:

i refers to the relevant class of Energy Security;

t refers to the applicable Pricing Day;

$PC_{(i,t)}$  is the Price of an Energy Security of class i on Pricing Day t;

$P_{1(i,t)}$  is the Near Contract Price, applicable to an Energy Security of class i on Pricing Day t expressed in the Relevant Currency;

$E_{1(i,t)}$  is the Near Entitlement applicable to an Energy Security of class i on Pricing Day t;

$P_{2(i,t)}$  is the Next Contract Price, applicable to an Energy Security of class i on Pricing Day t expressed in the Relevant Currency;

$E_{2(i,t)}$  is the Next Entitlement applicable to an Energy Security of class i on Pricing Day t; and

$M_{(i,t)}$  is the Multiplier of class i for Pricing Day t.

A Price will be calculated by the Issuer for each class of Energy Security on each day that is a Pricing Day for that class, with all Prices being calculated to seven places of decimals with 0.0000005 rounded upwards.

Each component of the Price for each class of Energy Security in issue will be calculated by the Issuer as at the date of trading on each Pricing Day (after the Settlement Price(s) for that day have been published) and will be posted on the Issuer's website at <https://www.wisdomtree.eu/en-gb/pricing> prior to trading in the Energy Securities commencing on the following Pricing Day.

#### *Roll Period*

To ensure that Oil Securities continue to track futures contracts with consistent maturity periods and as futures contracts which are closer to their maturity do not trade as efficiently and the pricing of them is therefore harder, the futures contracts by reference to which the Oil Securities are priced will "roll" into later dated contracts – from the Near Contract to the Next Contract applicable for each class of Oil Security. A new contract will then become the Next Contract.

The futures contracts by reference to which the Oil Securities are priced are rolled each month. For Brent 1mth Oil Securities and WTI 2mth Oil Securities, the entire exposure is rolled each month during each Roll Period. The Roll Period will be the first five Pricing Days of each month. For the Forward Oil Securities, the Roll Period will be the first two Pricing Days of each month however only approximately one-twelfth of the exposure to the Near Contract is rolled each month, thus over twelve months, the entire exposure is rolled only once.

For Carbon Securities, the Roll Period will be the first five Pricing Days beginning on 15 October each year or the following Pricing Day if such 15 October is not a Pricing Day. Unlike Oil Securities, Carbon Securities only have one Roll Period each year, and thus a Carbon Security's exposure is rolled in its entirety only once per year. The Roll Period for Carbon Securities may be longer than five days if determined in accordance with Condition 5.8 set out in Part 8 (*Particulars of the Energy Securities*).

#### *Near Contract and Next Contract*

Each Energy Security will be priced by reference to two futures contracts, referred to as the Near Contract and the Next Contract. For the Brent 1mth Oil Securities and WTI 2mth Oil Securities, these contracts

are near-term futures contracts with expiry dates one month apart. For the other Oil Securities, the contracts are the two December contracts straddling the designated maturity of the Oil Security.

The following table shows the Near Contract and the Next Contract as 29 March 2019:

<b>Product Name</b>	<b>Near Contract</b>	<b>Next Contract</b>
ETFS Brent 1mth	June 2019	July 2019
ETFS Brent 1yr	December 2019	December 2020
ETFS Brent 2yr	December 2020	December 2021
ETFS Brent 3yr	December 2021	December 2022
ETFS WTI 2mth	June 2019	July 2019
ETFS WTI 3yr	December 2019	December 2020
ETFS WTI 1yr	December 2020	December 2021
ETFS WTI 2yr	December 2021	December 2022
ETFS Carbon	December 2019	December 2020

The rules determining the Near Contract and Next Contract for each class of Energy Security are as follows:

- For Brent 1mth Oil Securities:
  - the Near Contract will be the Brent Contract in which trading ceases in the following month; and
  - the Next Contract will be the Brent Contract in which trading ceases in the second following month,
- For WTI 2mth Oil Securities:
  - the Near Contract will be the WTI Contract in which trading ceases in the month after that following month; and
  - the Next Contract will be the WTI Contract in which trading ceases in the month immediately following that month;
- For the other Oil Securities, from the first Trading Day in November after the Roll Period to the last day of the Roll Period in the following November, the Near Contract will be:
  - for the Brent 1yr Oil Securities and the WTI 1yr Oil Securities, the shortest dated December Brent Contract or WTI Contract (as the case may be) (excluding, in November, the December Contract in which trading ceases that November);
  - for the Brent 2yr Oil Securities and the WTI 2yr Oil Securities, the next following December Brent Contract or WTI Contract (as the case may be); and
  - for the Brent 3yr Oil Securities and the WTI 3yr Oil Securities, the second following December Brent Contract or WTI Contract (as the case may be),

and the Next Contract will be the December Contract immediately following the Near Contract for that class of Oil Security.
- For the Carbon Securities on any Trading Day the Near Contract will be:
  - in any calendar year up to and including the end of the Roll Period for Carbon Securities in that calendar year, the December EUA Emissions Future in which trading ceases in that calendar year; and
  - after the end of the Roll Period for Carbon Securities in any calendar year, the December EUA Emissions Future in which trading ceases in the immediately following calendar year;

and the Next Contract will be the December EUA Emissions Future specified by the Relevant Exchange as maturing in the December immediately following that in which the corresponding Near Contract matures.

*Entitlement*

The pricing formula for an Energy Security (set out above), ignoring the Multiplier, is simply the Near Contract Price multiplied by its weight plus the Next Contract Price multiplied by its weight. These “weights” are called, respectively, the Near Entitlement and the Next Entitlement.

The Near Entitlement ( $E_{1(i,r)}$ ) and Next Entitlement ( $E_{2(i,r)}$ ) will be adjusted each month for each class of Energy Security, as follows:

- *For Brent 1mth Oil Securities and WTI 2mth Oil Securities, on each Roll Day during Roll Period each month*

$$E_{1(i,r)} = E_{1(i,r-1)} - 1/5 \times E_{1(i,0)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + 1/5 \times E_{1(i,0)} \times P_{1(i,r)} / P_{2(i,r)}$$

where:

- i refers to the relevant class of Oil Security;
- r is the number representing the position of the Roll Day in the ordered sequence of Roll Days in the Roll Period (so that for the third Roll Day, r = 3);
- $E_{1(i,r)}$  is the Near Entitlement for class i on Roll Day r;
- $E_{1(i,0)}$  is the Near Entitlement for class i on the day prior to the Roll Period commencing;
- $E_{2(i,r)}$  is the Next Entitlement for class i on Roll Day r (and  $E_{2(i,r-1)}$  on Roll Day 1 is zero);
- $P_{1(i,r)}$  is the Near Contract Price for class i on Roll Day r; and
- $P_{2(i,r)}$  is the Next Contract Price for class i on Roll Day r.

- *For all other classes of Oil Securities, on each Roll Day during a Roll Period.*

$$E_{1(i,r)} = E_{1(i,r-1)} - 1/24 \times E_{1(i,RM)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + 1/24 \times E_{1(i,RM)} \times P_{1(i,r)} / P_{2(i,r)}$$

save that:

- (a) on the Last Scheduled Roll Day of the Roll Year:

$$E_{1(i,r)} = 0,$$

$$E_{2(i,r)} = E_{2(i,r-1)} + E_{1(i,r-1)} \times P_{1(i,r)} / P_{2(i,r)}; \text{ and}$$

- (b) on the Roll Day immediately before the Last Scheduled Roll Day,  $E_{1(i,r)}$  is the difference between  $E_{1(i,RM)}$  and the aggregate of the Near Entitlements for each preceding Roll Day in that Roll Year;

where:

- r is the number representing the position of the Roll Day in the ordered sequence of Roll Days in such Roll Year (so that for the third Roll Day, for example, r = 3);
- $E_{1(i,r)}$  is the Near Entitlement on Roll Day r for class i;
- $E_{1(i,r-1)}$  is the Near Entitlement for class i on the Roll Day immediately before Roll Day r;
- $E_{1(i,RM)}$  is the Near Entitlement on the first Pricing Day after the last Roll Day of the most recent Relevant Month Roll Period for class i, where “**Relevant Month Roll Period**”

means for Brent Oil Securities of any class other than Brent 1mth Oil Securities a Roll Period falling in October of any year and for WTI Oil Securities of any class other than WTI 2mth Oil Securities a Roll Period falling in November of any year;

- $E_{2(i,r)}$  is the Next Entitlement on Roll Day  $r$  for class  $i$ ;
- $E_{2(i,r-1)}$  is the Next Entitlement for class  $i$  on the Roll Day immediately before Roll Day  $r$ ;
- $P_{1(i,r)}$  is the Near Contract Price on Roll Day  $r$  for class  $i$ ; and
- $P_{2(i,r)}$  is the Next Contract Price on Roll Day  $r$  for class  $i$ .

- *For the Emissions Securities, on each Roll Day during a Roll Period:*

$$E_{1(i,r)} = E_{1(i,r-1)} - 1/R \times E_{1(i,0)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + 1/R \times E_{1(i,0)} \times P_{1(i,r)}/P_{2(i,r)}$$

save that on the Last Scheduled Roll Day of the Roll Year:

$$E_{1(i,r)} = 0,$$

$$E_{2(i,r)} = E_{2(i,r-1)} + E_{1(i,r-1)} \times P_{1(i,r)}/P_{2(i,r)};$$

where:

- $r$  is the number representing the position on the Roll Day in the ordered sequence of Roll Days in such Roll Year (so that for the third Roll Day, for example,  $r = 3$ );
- $E_{1(i,r)}$  is the Near Entitlement on Roll Day  $r$  for class  $i$ ;
- $E_{1(i,r-1)}$  is the Near Entitlement for class  $i$  on the Roll Day immediately before Roll Day  $r$ ;
- $E_{1(i,0)}$  is the Near Entitlement for class  $i$  on the day prior to such Roll Period commencing;
- $E_{2(i,r)}$  is the Next Entitlement on Roll Day  $r$  for class  $i$ ;
- $E_{2(i,r-1)}$  is the Next Entitlement for class  $i$  on the Roll Day immediately before Roll Day  $r$ ;
- $P_{1(i,r)}$  is the Near Contract Price on Roll Day  $r$  for class  $i$ ;
- $P_{2(i,r)}$  is the Next Contract Price on Roll Day  $r$  for class  $i$ ; and
- $R$  is the number of Roll Days as determined pursuant to Condition 5.8 (see Part 8 (*Particulars of the Energy Securities*)).

For the purpose of the formulae described above, the number of Roll Days will be 5 (five) but if the volume of trading in the underlying futures contracts is insufficient then the period of the Roll may be increased. The number of days over which the Roll takes place is calculated by reference to the formula below. If "NR" (as calculated below) exceeds 5 (five) in which case the number of Roll Days shall be equal to NR provided that where NR exceeds 15 (fifteen), the number of Roll Days shall be equal to 15 (fifteen).

$$NR = A / (X \times C) \quad (\text{rounded to the nearest whole number (with 0.5 rounded upwards)})$$

where:

- $A$  is the Number of Allowances of class  $i$  on the last Trading Day immediately before the first Roll Day of the Roll Period;
- $X$  is 10 per cent.;
- $C$  is the average daily trading volume for the Next Contract on the Relevant Exchange calculated in respect of the first 5 (five) Trading Days in October expressed as the number of contracts traded.

The Near Entitlement and Next Entitlement will be calculated by the Issuer, for each class of Energy Security, at the end of each Roll Day to seven decimal places (with 0.00000005 rounded upwards).

The Near Entitlement and Next Entitlement for each Energy Security of a particular class is adjusted equally for all securities of that class, including for new issues, so that all securities of the same class are always fungible.

As at 19 March 2019, the Near Entitlement, Next Entitlement and Multiplier were as set out in the table below:

Product Name	Near Entitlement	Next Entitlement	Multiplier
ETFS Brent 1mth	0.4712457	0	0.9337051
ETFS Brent 1yr	0.5392662	0.390287	0.9337051
ETFS Brent 2yr	0.604763	0.437293	0.933624
ETFS Brent 3yr	0.600172	0.430354	0.9327633
ETFS WTI 2mth	0.367338	0	0.9337051
ETFS WTI 3yr	0.6720713	0.33694	0.9337051
ETFS WTI 1yr	0.6208332	0.312734	0.9337051
ETFS WTI 2yr	0.6854563	0.345749	0.9337051
ETFS Carbon	0.8049084	0	0.8788717

The following table shows the calculations for an investor in Brent 1mth Oil Securities or WTI 2mth Oil Securities for each day of the five-day Roll Period using the formulae shown above. For simplicity, the Near Entitlement is shown as precisely 1 at the start of the Roll Period.

Pricing Formulae as per above						
Roll Day	Near Contract Price	Next Contract Price	Near Entitlement	Next Entitlement	Total Value	
Prior	\$50.00		1.00	0.0000000	\$50.00000	
1st	\$50.00	\$49.50	0.80	0.2020202	\$50.00000	
2nd	\$51.00	\$50.00	0.60	0.4060202	\$50.90101	
3rd	\$51.00	\$50.75	0.40	0.6070054	\$51.20553	
4th	\$49.50	\$49.00	0.20	0.8090462	\$49.54327	
5th	\$50.00	\$49.00*	—	1.0131278	\$49.64327	

\* The Next Contract becomes the Near Contract after the end of the Roll Period

The example shown here is of a market in backwardation (as between the Near Contract and the Next Contract) during the Roll Period and hence the Entitlement increases. If the market were in contango then the Entitlement would decrease during the Roll Period.

The following table shows, for each day of a five-day Roll Period, the weights applied to the Near Contract Price and the Next Contract Price, expressed as a percentage of the Near Entitlement on the day prior to the Roll Period commencing:

Roll Day (r)	Near Contract Weighting	Next Contract Weighting
Prior	100%	—
1st	80%	20% x $P_1/P_{2(1)}$
2nd	60%	20% x $P_1/P_{2(1)}$ + 20% x $P_1/P_{2(2)}$
3rd	40%	20% x $P_1/P_{2(1)}$ + 20% x $P_1/P_{2(2)}$ + 20% x $P_1/P_{2(3)}$
4th	20%	20% x $P_1/P_{2(1)}$ + 20% x $P_1/P_{2(2)}$ + 20% x $P_1/P_{2(3)}$ + 20% x $P_1/P_{2(4)}$
5th	—	20% x $P_1/P_{2(1)}$ + 20% x $P_1/P_{2(2)}$ + 20% x $P_1/P_{2(3)}$ + 20% x $P_1/P_{2(4)}$ + 20% x $P_1/P_{2(5)}$

### *Daily Adjustment and Multiplier*

The Price of each class of Energy Securities will be adjusted on each Daily Adjustment Day by a factor, referred to as the Daily Adjustment, to reflect the following:

- the Management Expenses; and
- any other adjustment included in the terms of Energy Contracts which may be agreed to by the Issuer and the relevant Oil Major Company (“**Other Adjustment**”), reflecting the benefit or cost to an Oil Major Company of selling Energy Contracts to the Issuer.

The Daily Adjustment will be expressed as a number calculated to seven decimal places (0.00000005 being rounded upwards). It will be calculated as follows:

$$A_{(i,t)} = (1 + F_{(i,t)})^{1/T}$$

where:

$A_{(i,t)}$  is the Daily Adjustment on Daily Adjustment Day t, of class i expressed as a number;

$F_{(i,t)}$  is the Other Adjustment less Management Expenses (whether or not any amount in respect of which is otherwise payable to the Issuer), each expressed as a percentage per annum on Daily Adjustment Day t of class i; and

T is the number of Daily Adjustment Days in the calendar year in which the Trading Day t falls.

The Daily Adjustment for each class of Energy Security will be the weighted average of the Daily Adjustment on all Energy Contracts of the corresponding class outstanding each Daily Adjustment Day.

The Other Adjustment will be as agreed from time to time by each Oil Major Company and the Issuer and for each class of Energy Security will be the weighted average of the Other Adjustment on all Energy Contracts of the corresponding class outstanding each Daily Adjustment Day. The Other Adjustment is currently agreed at Weekly LIBOR less 1.0 per cent. per annum for Oil Contracts and Weekly EURIBOR less 1.0 per cent. per annum for Emissions Contracts.

The Multiplier for Oil Securities of each class commenced at precisely 1.0000000 on 14 August 2007 and has subsequently been calculated on each Daily Adjustment Day thereafter. The Multiplier for Carbon Securities was precisely 1.0 on 30 October 2008 (being the Pricing Day when the first Carbon Security was issued) and subsequently has been calculated on each Daily Adjustment Day thereafter. The Multiplier for Energy Securities of each class shall be adjusted on each Daily Adjustment Day in accordance with the formula set out below:

$$M_{(i,t)} = M_{(i,t-1)} \times A_{(i,t)}$$

where:

t refers to the applicable Daily Adjustment Days for class i;

$M_{(i,t)}$  is the Multiplier for Daily Adjustment Day t of class i;

$M_{(i,t-1)}$  is the Multiplier for Daily Adjustment Day t-1 of class i; and

$A_{(i,t)}$  is the Daily Adjustment on Daily Adjustment Day t of class i.

The Multiplier as at 19 March 2019 for each class of Oil Securities and each class of Energy Securities is set out on page 76.

Whenever the Other Adjustment changes (currently each week), the Issuer will calculate the “Collateral Yield”, being the daily Other Adjustment, expressed as a percentage rate per annum. The Multiplier and Collateral Yield applying on each day will be posted by the Issuer on its website, at <https://www.wisdomtree.eu/en-gb/pricing>, on each day on which the Price is calculated.

### *Contract Expiry Dates*

Trading in Brent Contracts currently ceases at the close of business on the last Business Day of the second month preceding the delivery month (so the trading in the March 2020 delivery Brent Contract will cease on the last Business Day of January 2020).

Details of the last Trading Day for contracts relating to each delivery month are published by ICE Futures and are currently available on ICE Futures' website at [http://www.theice.com/publicdocs/futures/expiry\\_dates.xls](http://www.theice.com/publicdocs/futures/expiry_dates.xls).

Trading in WTI Contracts currently ceases at the close of business on the third Business Day in New York prior to the twenty-fifth day of the month preceding the delivery month if such twenty-fifth day is a Business Day in New York. If such twenty-fifth day is not a Business Day in New York, trading ceases on the third Business Day in New York prior to the last Business Day in New York preceding such twenty-fifth day. Details of the last Trading Day for contracts relating to each delivery month are published by the NYMEX and are currently available on NYMEX's website at [http://www.cmegroup.com/trading/energy/crude-oil/light-sweet-crude\\_product\\_calendar\\_futures.html](http://www.cmegroup.com/trading/energy/crude-oil/light-sweet-crude_product_calendar_futures.html).

Trading in EUA Emissions Futures currently ceases on the last Monday of the delivery month. However, if the last Monday is a non-Business Day or there is a non-Business Day in the four days following the last Monday, the last day of trading will be the penultimate Monday of every month. Where the penultimate Monday of the delivery month falls on a non-Business Day or there is a non-Business Day in the four days following the penultimate Monday, the last day of trading will be the antepenultimate Monday of the delivery month. Details of the last Trading Day for contracts relating to each delivery month are published by ICE Futures and are currently available on ICE Futures' website at [http://www.theice.com/publicdocs/futures/expiry\\_dates.xls](http://www.theice.com/publicdocs/futures/expiry_dates.xls).

Most Oil Contracts are scheduled to trade for around ten Trading Days in the month in which they expire, although in some months this can be as few as eight Trading Days. There should therefore be a sufficient number of Pricing Days each month to have a five-day Roll Period, other than in unusual circumstances.

### *Market Disruption Days*

Whenever a Market Disruption Day occurs for a Relevant Month Contract used to price a particular class of Energy Security, it will not be a Pricing Day for that class of Energy Security. A Market Disruption Day is a Trading Day on which the relevant Exchange, amongst other things, fails to announce or publish the relevant Settlement Price, or announces that it will or expects to fail to do so.

Extraordinary circumstances may arise where there are such a number of Market Disruption Days in a Roll Period that, for Brent 1mth Oil Securities or WTI 2mth Oil Securities, there are not enough Trading Days remaining to enable the Roll Period to consist of five Roll Days. In such circumstances, the above Entitlement formula for Brent 1mth Oil Securities and WTI 2mth Oil Securities shall be amended by:

Replacing the term  $\frac{1}{5} \times E_{1(i,0)}$

With the term  $\frac{1}{N_{(i,r)}} \times E_{1(i,0)}$

where:

$N_{(i,r)}$  is the number of Remaining Trading Days in the Roll Period for Oil Securities of class i.

If a Roll Period contains so many Market Disruption Days that  $E_{1(i,r)}$  is not yet zero by the last day of trading in the Near Contract and that last Trading Day is also a Market Disruption Day, unless the Issuer and the Trustee agree otherwise,  $E_{1(i,r)}$  will be set to zero (as at that Pricing Day) and  $E_{2(i,r)}$  (which will become the new  $E_{1(i,t)}$ ) will be as determined by an Expert.

For the Forward Oil Securities, only in exceptional circumstances where there are Market Disruption Days toward the end of the Roll Year will it be necessary to amend the number of Roll Days remaining or in the more extreme circumstances will it be necessary to consult an Expert, as further described in Part 8 (*Particulars of the Energy Securities*) under the heading "Market Disruption".

### **Consolidation and Division of Energy Securities**

Circumstances may arise where the Issuer might wish to effect a consolidation or division of a particular class of Energy Security.

For example, if a class of Energy Security was secured on corresponding Energy Contracts from two or more different Oil Major Companies and one of them (the “**Lower Credit**”) had, for example, a significant credit rating downgrade it may be necessary or desirable, in order to ensure that the value of the Energy Security reflects the value of the relevant oil or carbon emissions allowances futures contract, for the Energy Contracts provided by the Lower Credit to be excluded from that class. This could be effected by the Energy Contracts of the Lower Credit being transferred into a new Pool and the Issuer creating and issuing new Energy Securities secured by that new Pool on a one-for-one basis with the Multiplier on both classes being adjusted accordingly. Investors of the affected class would then hold two Energy Securities for each one they held previously and the Multiplier would be split between the two. For example, if the Energy Contracts issued by the Lower Credit comprised 30 per cent. of the aggregate number of Energy Contracts in the Pool and the Multiplier before the transfer was 1.00, then the Multiplier following the division would be 0.70 on the old class and 0.30 on the new class. As there is currently one Oil Major Company, this situation could currently not occur. In the event of the appointment of a second Oil Major Company, the Issuer would publish a replacement prospectus.

A division, without creating a new class, or a consolidation of the same class, might also be effected to change the Multiplier so that it became approximately 1.00. For example, if the Multiplier has risen to 2.00, a two-for-one division of each Energy Security would mean that the Multiplier would again amount to 1.00. Similarly, if the Multiplier fell to 0.5 then a one-for-two consolidation would mean that the Multiplier would again be 1.00.

The Issuer has the right under the Trust Instrument at any time to effect either a consolidation or division and to allocate Energy Contracts into a new Pool representing a new class of Energy Securities, and need not obtain Listing for any such new class of Energy Securities. The Issuer will only take such action if it believes it is in the interest of the affected Security Holders to do so.

### **Changes to Pricing Parameters**

Circumstances may arise where the Issuer might wish to change a Pricing Parameter for one or more classes of Energy Security (for example, in the event an Oil Major Company wishes to change a corresponding Pricing Parameter with respect to a corresponding class of Oil Contracts).

Either the Issuer or, in respect of Energy Contracts, an Oil Major Company may propose a change to any Pricing Parameter provided that the proposal does not: (i) in the opinion of each of the Issuer and the Oil Major Company, change the amount that would be payable on redemption of any Energy Contract to which such proposed change related, if such Energy Contract were redeemed on the day such proposal is implemented; and (ii) change the delivery months unless the Issuer and the relevant Oil Major Company believe in good faith that the proposed replacement oil futures contract or delivery months are attracting a level of liquidity (in the underlying markets, including, but not limited to, the market on the relevant Exchange in which such replacement contract or delivery months are admitted to trading) which is sufficient to enable exposures in respect of Energy Securities and Energy Contracts to be hedged on an efficient and commercial basis.

The Issuer will publish notification via a RIS of any change to the Pricing Parameters. Any such change to any of the Pricing Parameters will be effective not earlier than 30 days following such RIS announcement.

### **Authorised Participants**

Only Authorised Participants may request the Issuer to create or redeem Energy Securities, save where, as noted below, at any given time there are no Authorised Participants. A person can only be an Authorised Participant if it is: (a) a securities house or other market professional approved by the Issuer (in its absolute discretion); (b) an Authorised Person, an Exempt Person or an Overseas Person; and (c) it is not a UCITS fund. An Authorised Participant must also have entered into, with the Issuer and ManJer, an Authorised Participant Agreement dealing with, amongst other things, the rights and obligations of the Authorised Participant in relation to creating and redeeming Energy Securities.

Authorised Participant Agreements have been entered into with Citigroup Global Markets Limited, ABN AMRO Clearing Bank N.V., Morgan Stanley & Co. International plc, UBS AG, London Branch, The Royal Bank of Scotland plc, UniCredit Bank AG, Merrill Lynch International, Jane Street Financial Limited, KCG Europe Limited, Bluefin Europe LLP and Optiver VOF the terms of which (as amended) are summarised in Part 12 (*Additional Information*) under “Authorised Participant Agreements”.

The Issuer will use its reasonable endeavours to ensure that at all times, for the duration of the Programme, there are at least two Authorised Participants. In the event that at any time there are no Authorised Participants, Security Holders will be permitted to redeem Energy Securities respectively held by them directly with the Issuer.

#### *Creations and Redemptions*

Energy Securities may be created on the Application of an Authorised Participant during the period of 12 months from the date of this document. Creations will only occur if a Pricing Day can be established. There is no minimum or maximum number of Energy Securities that may be applied for.

Creations and redemptions of Energy Securities will each be subject to daily limits and total limits as set out below under the heading "Creation and Redemption Limits".

Energy Securities will be treated as being issued at a subscription price per security equal to the applicable Creation Price on the applicable Pricing Day. If the Applicant wishes to subscribe for Energy Securities at a fixed price, rather than by reference to the current Settlement Price, the Issuer may agree a Creation Price with the Applicant provided it can purchase the corresponding Energy Contracts at an equivalent price.

Application Moneys for all Energy Securities must be paid by Applicants directly to the relevant Oil Major Company from whom the corresponding Energy Contracts are being purchased by the Issuer, via CREST. Legal title is transferred by means of the CREST system and evidenced by an entry on the Register.

Subject as provided under the heading "Right to Decline Applications" below, an Application received by the Issuer after 8.00 a.m. and before 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) on a Pricing Day (day T) will enable Authorised Participants to be registered as Security Holders in respect of the relevant Energy Securities within two London Business Days (that is, on a T+2 basis). In respect of any Application received by the Issuer prior to 8.00 a.m. or after 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) on a Pricing Day, such Application will be void save to the extent that the relevant Oil Major Company confirms to the Issuer that such Oil Major Company will create corresponding Energy Contracts in respect of the Energy Securities which are the subject of such Application notwithstanding the time of submission of the Application. Upon receipt and confirmation of a valid Application, the Issuer must send a Creation Notice to the relevant Oil Major Company requesting the creation of such number of Energy Contracts as correspond to the Application, and confirm the Oil Major Company's receipt of such Creation Notice, in accordance with the terms of the relevant Authorised Participant Agreement and Energy Purchase Agreement.

Following publication of Settlement Price(s) by the relevant Exchange on each Pricing Day on which an Application is received, the Issuer will calculate the Price of the Energy Securities applied for by each Applicant and confirm such Price to each Applicant and relevant Oil Major Company or Oil Major Companies by 7.00 a.m. on T+1. Each Applicant and relevant Oil Major Company must notify any objection to the Issuer's calculation of Price by 10.00 a.m. on T+1.

Settlement of Energy Securities on creation will only be made against payment in CREST and only after:

- (a) (subject as set out under "The System" below) receipt by the Issuer of a valid Application;
- (b) purchase by the Issuer of the same number of Energy Contracts; and
- (c) Listing in respect of such Energy Securities having become effective.

Upon the occurrence of (a) to (c) above, the Energy Securities applied for will be delivered after 10.00 a.m. on the second Business Day following the Creation Date to the relevant Applicant into a designated CREST settlement bank account subject to correct delivery versus payment instructions having been entered into the CREST system.

If an Applicant does not make payment for the full amount of Energy Securities applied for on the due date for payment or the following Business Day, the Issuer may elect by notice to the Applicant to cancel the Application.

### *Right to Decline Applications*

The Issuer will decline Applications if it cannot for any reason purchase corresponding Energy Contracts from an Oil Major Company.

Under the Energy Purchase Agreement with Shell Trading Switzerland, Shell Trading Switzerland is obliged to provide to the Issuer on any Pricing Day an amount of Energy Contracts of each class up to the creation limits for that class, details of which are set out under the heading "Creation and Redemption Limits" below, provided that the corresponding Application is lodged after 8.00 a.m. and prior to 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) on the relevant Pricing Day, subject to the Issuer's discretion (which may be withheld without assigning a reason therefor) to accept Applications submitted at a later time. If the corresponding Application is lodged after 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) on the relevant Pricing Day, then no corresponding Energy Contracts will be provided if the aggregate amount of Energy Contracts, attributable to such Application and all other Applications received after 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline), would exceed the aggregate Entitlement and/or daily Entitlement limits which are specified under the heading "Creation and Redemption Limits" below.

If on any Trading Day Authorised Participants make Applications for more than the maximum number of Energy Securities available for issue, Applications will be dealt with in strict time priority.

### *Suspension of Creation of Carbon Contracts*

Under the Energy Purchase Agreement with Shell Trading Switzerland, Shell Trading Switzerland has the right to suspend the Creation of Carbon Contracts (and therefore the issue of corresponding Carbon Securities will similarly be suspended) where there has been a change to market conditions or market structure in relation to the trading of EUA Emissions Futures on ICE Futures which Shell Trading Switzerland (in its absolute discretion) considers would have the effect that such EUA Emissions Future does not constitute a sufficiently liquid futures contract to enable Shell Trading Switzerland adequately to hedge additional exposures in relation to Carbon Contracts. A suspension of Creations is effective on any Trading Day, if (i) Shell Trading Switzerland sends a Notice of Suspension to the Issuer and each Authorised Participant on or before 11.30 am on the previous Trading Day and (ii) no Notice of Resumption is in effect in respect of such Notice of Suspension. The suspension will not effect redemption of Carbon Contracts or Carbon Securities.

### *Redemptions Process*

A Security Holder who is also an Authorised Participant may, at any time, by lodging a Redemption Notice with the Issuer, require the redemption of all or any of its Energy Securities at the Redemption Price. Redemptions will only occur if a Pricing Day can be established. If an Authorised Participant wishes to redeem Energy Securities at a fixed price rather than by reference to the applicable Settlement Price on the Pricing Day, the Issuer may agree a Redemption Price with the Authorised Participant provided it can sell the corresponding Energy Contracts back to the relevant Oil Major Company at an equivalent price. A Security Holder who is not also an Authorised Participant may only require the redemption of any of its Energy Securities if, on any Trading Day, there are no Authorised Participants and the Security Holder submits a valid Redemption Notice on such day.

The Issuer is not, however, required to redeem more than such number of Energy Securities of any class as equals the redemption limit for that class, details of which are set out under the heading "Creation and Redemption Limits" below, on any one Redemption Date. If valid Redemption Notices are lodged in respect of a greater number of Energy Securities, the Issuer may elect either to satisfy such Redemption Notices in full or to otherwise treat them as invalid, which will depend on whether the Issuer receives a notice from a relevant Oil Major Company, in accordance with its applicable Energy Purchase Agreement, confirming that such Oil Major Company is willing to increase the above-mentioned redemption limits on such Pricing Day to allow the redemptions, which are the subject of the Redemption Notice, to be satisfied. If valid Redemption Notices are given in respect of more than the maximum number of Energy Securities of any class available for redemption on such Redemption Date, such Redemption Notices will be dealt with in strict time priority.

If a valid Redemption Notice is lodged with the Issuer after 8.00 a.m. and before 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) on a Pricing Day, the applicable Redemption Date (on which the redemption will be settled) will be two Business Days following that Pricing Day, or, if later, the date (being a Business Day, or, if such date is not a Business Day, the immediately following Business Day) specified in the Redemption Notice. Redemption Notices lodged before 8.00 a.m. or after 1.00 p.m. (London time) in respect of Carbon Securities or 2.30 p.m. (London time) in respect of Oil Securities (or, if earlier, 30 minutes prior to the applicable Notice Deadline) or on a day which is not a Pricing Day, shall be treated as void, save to the extent that the relevant Oil Major Company confirms to the Issuer that such Oil Major Company will redeem such Energy Contracts corresponding to the Energy Securities, which are the subject of such Redemption Notice, notwithstanding the time of submission of the Redemption Notice.

When Energy Securities are to be redeemed, the Issuer will require the redemption of the same aggregate Entitlement of Energy Contracts sold by one or more Oil Major Companies, subject to the Issuer's discretion to elect to satisfy Redemption Notices by transfer of the appropriate number of Energy Securities to one or more Applicants from Security Holders seeking redemption (such Oil Major Companies to be determined in the Issuer's absolute discretion, subject to the terms of the Energy Purchase Agreement and the Business Development Agreement).

Payment on the redemption of an Energy Security will be made by the Oil Major Company, in respect of its redemption of the corresponding Energy Contract from the Issuer, directly to the relevant Authorised Participant redeeming the Energy Security, via CREST.

If an Oil Company Default is subsisting in respect of an Oil Major Company (in respect of non-payment or insolvency thereof), then Security Holders who are not Authorised Participants will not have a right to redeem; however the Trustee may, at its discretion and shall if so directed in writing by Security Holders holding not less than 25 per cent. of the relevant class of Energy Securities then outstanding or pursuant to an Extraordinary Resolution passed at a duly called meeting of the Security Holders of that class, the Trustee having first been indemnified and/or secured to its satisfaction, take such proceedings and/or other action as it may think fit against or in relation to the Issuer to enforce any obligations of the Issuer under the Trust Instrument and the security constituted by the Security Deed in respect of all Energy Securities or all Energy Securities of any affected class.

#### *Confirmation of Creations and Redemptions*

Within 30 minutes of any Application or Redemption Notice having been sent by an Authorised Participant to the Issuer, such Authorised Participant must try to contact the Issuer by telephone to seek confirmation of such Application or Redemption Notice (as the case may be). The Issuer's authorised representative for this purpose will generally be available from 8.00 a.m. to 2.00 p.m. and must be available from 12.30 p.m. to 1.00 p.m. and from 2.00 p.m. to 2.30 p.m. and during that time (or earlier) the Issuer will confirm such Application and Redemption Notice, as the case may be.

The number of Energy Securities to be created or redeemed by the Issuer pursuant to an Application Form or Redemption Notice, respectively, will be that number of Energy Securities specified by the Authorised Participant in the applicable notice, except in the event that on the relevant Trading Day the limits on daily Creations and Redemptions, outlined under the headings "Right to Decline Applications" and "Redemptions Process" above, are exceeded. In such event, the Issuer will send to the Authorised Participant, prior to the time that is 60 minutes following the Notice Deadline for such Trading Day, a notice confirming the number of Energy Securities to be created or redeemed under the relevant Application or Redemption Notice, as the case may be. Trading in Energy Securities that are the subject of an Application may not commence until such Energy Securities have been delivered to the Authorised Participant via CREST.

#### *The System*

The Issuer has implemented a system (the "**System**") for enabling Authorised Participants to make Applications and request Redemptions by means of a secure website and has agreed provisions with the Oil Major Company and the Authorised Participants to enable use of such System in substitution for the lodging of the forms otherwise required by the Energy Purchase Agreement, the Authorised Participant Agreements and the Conditions for the purposes of such Applications and Redemptions.

It is expected that all Applications will be made and all Redemptions will be requested using the System. In the event of a failure in the System, Applications may be made and Redemptions may be requested using the forms and notices described under the headings “Authorised Participants – Creations and Redemptions” and “Authorised Participants – Redemptions Process” above and under the heading “Energy Contracts” in Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*).

#### *Creation and Redemption Limits*

Under the Energy Purchase Agreement with Shell Trading Switzerland there are limits, both daily and in aggregate, on the number of Energy Contracts (and therefore on the creation and redemption of corresponding Energy Securities) of each class that can be created or cancelled at any time. These are shown in the table below, expressed as aggregate Entitlement (being, for each class of Energy Security, the sum of Near Entitlement and Next Entitlement multiplied by the number of securities). The middle column shows the daily limits, with Creations and Redemptions on the same day of the same class netted off against each other, and the right hand Column shows the total aggregate Entitlement of Energy Securities of each class which may be outstanding, as currently agreed with Shell Trading Switzerland. The daily limits may be waived on any particular Trading Day by agreement with Shell Trading Switzerland.

<b>Class of Energy Security</b>	<b>Daily Limit (million)</b>	<b>Aggregate Limit (million)</b>
Brent 1mth	3.0	20.0
WTI 2mth	3.0	20.0
Brent 1yr	1.5	10.0
WTI 1yr	1.5	10.0
Brent 2yr	1.0	7.5
WTI 2yr	1.0	7.5
Brent 3yr	0.2	2.0
WTI 3yr	0.2	2.0
Carbon	0.75	8.0

For the purposes of the creation and redemption limits, Application Forms and Redemption Forms are dealt with in strict time priority by reference to the date and time of their receipt.

The creation and redemption limits may be amended by written agreement of the Issuer and Shell Trading Switzerland. If they are amended, the Issuer will make an announcement by RIS.

#### *Creation and Redemption Fees*

Creation Fees and Redemption Fees will only be payable by Authorised Participants on the creation and redemption of Energy Securities and not by investors who buy and sell Oil Securities on the secondary market, including on the London Stock Exchange. However, notwithstanding the foregoing, a Redemption Fee will be payable by a Security Holder who is not an Authorised Participant if such Security Holder has submitted a valid Redemption Notice on a Trading Day on which there are no Authorised Participants.

The Issuer will charge a Creation Fee to each Applicant for any single creation of Energy Securities, regardless of the number of Energy Securities being created.

The Issuer will also charge a Redemption Fee (including any applicable VAT) to each Security Holder who is also an Authorised Participant for any single redemption of Energy Securities, regardless of the number of Energy Securities being redeemed. No such fee shall be payable on the exercise of a compulsory redemption of Energy Securities by the Issuer or on a redemption required by the Trustee upon the occurrence of an Insolvency Event and/or an Oil Company Default. In the event that a Security Holder who is not an Authorised Participant submits a Redemption Notice in circumstances where there is no Authorised Participant, as described above, the Issuer will reduce the Redemption Fee to an amount equal to the Issuer’s cost in satisfying such Redemption Notice, which will be charged by the Issuer by way of a deduction from the redemption proceeds due to such Security Holder.

No additional amounts will be charged by the Issuer to an Applicant or a Security Holder in respect of VAT payable in connection with Creation Fees or Redemption Fees.

The Issuer may vary the Creation Fee and Redemption Fee at any time after giving 30 days' written notice to Authorised Participants, to take into account any increase in the Issuer's costs.

#### *Right to satisfy Applications and Redemptions by Transfer*

Notwithstanding the provisions above, the Issuer may, in its discretion, elect to satisfy Applications and Redemption Notices by transfer of the appropriate number of Energy Securities to one or more Applicants from the Security Holder(s) seeking redemption. For this purpose, a Security Holder seeking redemption will be deemed to have authorised the Issuer to transfer such Security Holder's Energy Securities as are the subject of the Redemption Notice to a third party, on such Security Holder's behalf, provided that the amount payable by the Applicant must still be an amount equal to the relevant Creation Price (plus the Creation Fee) and the amount receivable by the Security Holder must still be the relevant Redemption Price (less the Redemption Fee) and the relevant Pricing Day and Redemption Date will be the date of the transfer.

#### **Security Structure**

A security structure has been established to provide security for the payment obligations of the Issuer to Security Holders upon redemption of Energy Securities.

The Issuer has been established as an "umbrella" or "multi-class" company with separate Pools of assets so that the Issuer can issue separate classes of securities, based on different prices or having some other different characteristics, but on terms that each such separate class of securities would have recourse only to the Pool attributable to that class and not to the assets attributable to any other class. The assets and liabilities attributable to each class of Energy Security will represent the Pool for that class.

Energy Securities are constituted under the Trust Instrument. The Trustee holds all rights and entitlements under the Trust Instrument on trust for the Security Holders.

In addition, the Issuer and the Trustee have entered into a separate Security Deed in respect of each Pool. The rights and entitlements held by the Trustee under each Security Deed are held by the Trustee on trust for the Security Holders of that particular class of Energy Security.

Under the terms of each Security Deed, the Issuer has assigned to the Trustee by way of security the contractual rights of the Issuer relating to such class under the Energy Purchase Agreement, and granted a first-ranking floating charge in favour of the Trustee over all of the Issuer's rights in relation to the Secured Property attributable to the applicable Pool, including, but not limited to, its rights under the Energy Purchase Agreement, Energy Contracts of that class and the Issuer's rights under the Letter of Credit.

If the amounts received from the relevant Secured Property are insufficient to make payment of all amounts due in respect of the relevant Pool, no other assets of the Issuer shall be available to meet that shortfall and all further claims of the Security Holders in respect of such class of Energy Security will be extinguished.

Under the terms of the Trust Instrument, it is agreed that the Security Holders, or the Trustee on their behalf, will not, in relation to Energy Securities, institute against, or join any person in instituting against, the Issuer any bankruptcy, suspension of payments, moratorium of any indebtedness, winding-up, reorganisation, arrangement, insolvency or liquidation proceeding or other proceeding under any similar law (except for the appointment of a receiver and manager pursuant to the relevant Security Deed) for two years (or, if later, the longest suspense period, preference period or similar period (howsoever described) ending with the onset of insolvency in respect of which transactions entered into by the Issuer within such period may be subject to challenge under applicable insolvency or other proceeding) plus one day after the date on which all amounts payable for all outstanding Energy Securities issued by the Issuer are repaid.

Further details of the Trust Instrument and Security Deeds are set out in Part 8 (*Particulars of the Energy Securities*).

## PART 6

### DESCRIPTION OF THE ENERGY PURCHASE AGREEMENT AND THE ENERGY CONTRACTS

Each Energy Security is secured on a corresponding Energy Contract with corresponding terms and each time Energy Securities are created or redeemed the Issuer will purchase or redeem corresponding Energy Contracts with in aggregate the same Entitlement and Multiplier. Energy Contracts will be purchased by the Issuer under Energy Purchase Agreements with one or more Oil Major Companies. As the Issuer is a special purpose company, whose only assets attributable to the Energy Securities will be Energy Contracts and related contractual rights, the ability of the Issuer to meet its obligations on Energy Securities is wholly dependent on its ability to receive payment on Energy Contracts from Oil Major Companies. The Energy Purchase Agreement, the Energy Contracts provided thereunder and the Letters of Credit have characteristics that demonstrate capacity to produce funds to service any payments due and payable on the Energy Securities, and are each governed by English law. **Neither Energy Securities nor any payments in respect thereof are guaranteed by any Oil Major Company.**

The summaries below are drafted in legal language, however, details on how each of the agreements impacts on Security Holders are contained throughout this Prospectus, including in Part 1 (*General*) and Part 5 (*Description of the Energy Securities*).

#### Energy Purchase Agreement

##### *Agreement with Shell Trading Switzerland*

The Issuer has entered into an Energy Purchase Agreement (as amended) with Shell Trading Switzerland under which the Issuer can purchase and redeem on a continuous basis up to such number of Energy Contracts as detailed under the heading “Authorised Participants — Creation and Redemption Limits” in Part 5 (*Description of the Energy Securities*). The Issuer hopes to procure an increase in the number and class of Energy Contracts available from Shell Trading Switzerland, and also to extend the term of the agreement, in the event that demand for Energy Securities necessitates such additional capacity.

The Energy Purchase Agreement entered into with Shell Trading Switzerland may be terminated by the Issuer immediately following the occurrence of an Oil Company Default in respect of Shell Trading Switzerland, and may be terminated by Shell Trading Switzerland upon 30 days’ notice if over any consecutive three-month period, the average aggregate value of the Oil Contracts and the US Dollar Equivalent of the Emissions Contracts outstanding is less than US\$500 million, provided that Shell Trading Switzerland may not give any such notice in respect of any such three-month period later than 45 days following the end of such three-month period. Shell Trading Switzerland may also terminate the Energy Purchase Agreement immediately following the occurrence of an event of default in respect of the Issuer, provided that the event of default was not caused by a breach by Shell Trading Switzerland or a Credit Provider (or Substitute Credit Provider) of the respective obligations under the Energy Purchase Agreement, the Letters of Credit or a Substitute Credit.

Shell Trading Switzerland may at any time on not less than 1 (one) year’s notice terminate the Energy Purchase Agreement as a whole or terminate the Energy Purchase Agreement as it applies to Oil Contracts or Emissions Contracts only. If Shell Trading Switzerland or another Oil Major Company does not agree to provide Energy Contracts beyond the expiry of such notice period, then the Energy Contracts will expire and the Issuer will elect to redeem the outstanding Energy Securities.

The Issuer may at any time on not less than 30 (thirty) Days’ notice terminate the Energy Purchase Agreement (i) as it applies to Oil Contracts, if all Oil Securities are redeemed; or (ii) as it applies to Emissions Contracts, if all Emissions Securities are redeemed.

Shell Trading Switzerland is required under the terms of the Energy Purchase Agreement to ensure that its obligations thereunder and under any Energy Contracts provided pursuant to the Energy Purchase Agreement have the benefit of credit support provided by a Credit Provider. The initial Credit Provider is Shell Treasury, which has entered into the Letter of Credit, as further described below.

### *Letters of Credit*

Shell Treasury (in its capacity as initial Credit Provider) has issued and established an irrevocable Dollar Letter of Credit in favour of the Issuer, in support of Shell Trading Switzerland's obligations under the Energy Purchase Agreement in respect of Dollar Contracts and an irrevocable Euro Letter of Credit, in favour of the Issuer, in support of Shell Trading Switzerland's obligations under the Energy Purchase Agreement in respect of Euro Contracts.

In the event that Shell Trading Switzerland defaults in paying any amounts due under the Energy Purchase Agreement relating to the redemption of an Energy Contract, the Issuer is entitled under the applicable Letter of Credit to demand payment of an amount equal to amounts due but unpaid under the Energy Purchase Agreement. The Dollar Letter of Credit will terminate upon the earlier of (i) the date of termination of the Energy Purchase Agreement with respect to Dollar Contracts; and (ii) the date on which there are no outstanding Dollar Contracts created pursuant to the Energy Purchase Agreement, in each case unless terminated earlier upon the issuance of a Substitute Credit. The Euro Letter of Credit will terminate upon the earlier of (i) the date of termination of the Energy Purchase Agreement with respect to Euro Contracts; and (ii) the date on which there are no outstanding Euro Contracts created pursuant to the Energy Purchase Agreement, in each case unless terminated earlier upon the issuance of a Substitute Credit.

The Issuer's rights and obligations under the Letters of Credit are transferable to the Trustee or its nominee without the consent of Shell Treasury. The Letters of Credit are governed by English law.

The Credit Provider is permitted under the terms of each Letter of Credit to substitute that Letter of Credit with a Substitute Credit provided by it or a Substitute Credit Provider, provided that such substitute is an Affiliate of Shell Trading Switzerland and meets the criteria set out below (and subject to the satisfaction of certain further conditions precedent):

- (a) such company has a credit rating (long-term foreign currency) with Standard & Poor's or with Moody's which is at least equal or equivalent to the credit rating (long-term foreign currency) applied by Standard & Poor's or Moody's (as the case may be) to the Ultimate Shell Parent Company, as at the date of substitution by the Credit Provider to such company pursuant to the terms of the Letter of Credit; or
- (b) the obligations of such company in respect of the Substitute Credit are guaranteed by a company meeting the requirements in (a) above or by the Credit Provider; or
- (c) such entity is the successor, surviving or transferee entity of Credit Provider as a result of a Designated Event; or
- (d) such company (i) is solvent and able to meet in full the obligations of the Credit Provider as and when they may arise under the relevant Letter of Credit (each to be conclusively certified to the Issuer and the Trustee in writing by any two directors of such company) and (ii) will not, as a result of such substitution, cause a suspension or cessation of the listing of the Energy Securities to which such Letter of Credit relates on the Official List.

### *Business Development Agreement*

Shell Trading Switzerland, the Issuer, ETFSL and Shell Treasury have entered into the Business Development Agreement, pursuant to which if at any time there is more than one Oil Major Company appointed in respect of any Pool, the Issuer may not, at any time during the term of the Business Development Agreement, purchase Energy Contracts from such other Oil Major Company unless at that time Shell Trading Switzerland's Commitment (as defined therein) is exceeded. Nor may the Issuer redeem any Energy Contract sold to it by Shell Trading Switzerland if at that time there remains outstanding any Energy Contract sold to it by any such other Oil Major Company.

The Business Development Agreement will last for a term at least as long as the Energy Purchase Agreement, though is subject to earlier termination in the event that (amongst other things) the Energy Purchase Agreement entered into by Shell Trading Switzerland and the Issuer is terminated.

### *Other Oil Major Companies*

The Issuer hopes to be able to enter into Energy Purchase Agreements with other Oil Major Companies in the future to support the issuance of Energy Securities. A Pool may only include Energy Contracts provided by an Oil Major Company.

An Oil Major Company is a company which is any of:

- (a) a member of the Shell Group;
- (b) any of Exxon Mobil Corporation, BP p.l.c., Total S.A., Chevron Corporation, Eni S.p.A., or any subsidiary of any of them; and
- (c) any other company which (i) owns oil, the rights to oil or has assets linked to the oil price; and (ii) has a long-term senior debt credit rating of at least BBB- from Standard & Poor's and of at least Baa3 from Moody's provided (in the case of the relevant Pool) that the aggregate amount of Energy Contracts from such companies is, at the time of a creation, less than half the aggregate number of Energy Contracts in any Pool.

If the Issuer enters into a new Energy Purchase Agreement, the details of the agreement and information on the Oil Major Company will be published by the Issuer in a supplementary prospectus. Thereafter, the Issuer will disclose, in each Final Terms, the number and class of Energy Contracts outstanding from each Oil Major Company with which the Issuer has an Energy Purchase Agreement in effect.

Neither the Issuer nor the Trustee will be liable to the Security Holders for any loss arising from the appointment (or non-appointment) of an Oil Major Company.

### **Energy Contracts**

Nine classes of Energy Contracts in the form of eight classes of Oil Contracts and one class of Emissions Contract may be purchased by the Issuer — with each Energy Contract corresponding to the terms of the relevant Energy Security for example, the Brent 1mth Oil Contracts which correspond to the terms of Brent 1mth Oil Securities.

If an Authorised Participant is able to agree with Shell or another Oil Major Company the pricing for the issue or redemption of Energy Securities and the creation or cancellation of the corresponding Energy Contracts ("**Agreed Pricing**") the Issuer will create or cancel Energy Contracts at that pricing, but otherwise the creation or cancellation price per Energy Contract will be the Price of the corresponding Energy Security on the applicable Pricing Day ("**Settlement Pricing**").

Whenever Settlement Pricing is used

- upon receipt by the Issuer of a valid Application, the Issuer will send to the relevant Oil Major Company a Creation Notice (together with a copy of the applicable Application) requesting that such Oil Major Company create Energy Contracts corresponding to the Energy Securities which are the subject of the Application. If a valid Creation Notice is lodged with an Oil Major Company after 8.00 a.m. and before 1.30 p.m. (London time) in respect of the Carbon Contracts or before 3.00 p.m. (London time) in respect of Oil Contracts (or, if earlier, before the applicable Notice Deadline) on a Pricing Day, and unless any creation limits set out in the relevant Energy Purchase Agreement relating to such Oil Major Company and such class has been and continue to be exceeded or such Creation Notice would have the effect of causing any such creation limit to be exceeded, a number of Energy Contracts shall be created by the Oil Major Company equal to:
  - (a) if the Creation Notice requires that the Oil Major Company create a whole number of Energy Contracts, that whole number; and
  - (b) if the Creation Notice requires that the Oil Major Company create such whole number of Energy Contracts as would correspond as close as possible to, but not more than, an amount in the Relevant Currency specified in the notice, such whole number.
- within 30 minutes of the Notice Deadline (or, if later, within 30 minutes of any Creation Notice having been sent by the Issuer to an Oil Major Company), the Issuer must try to contact the Oil Major Company by telephone to seek confirmation by the Oil Major Company of such Creation

Notice. Such Oil Major Company will confirm such Creation Notice except (a) where such Creation Notice does not attach a copy of the corresponding Application; (b) where such Creation Notice is not received by such Oil Major Company between 8.00 a.m. and the Notice Deadline; or (c) where any of the limits on creations of Energy Contracts of the relevant class set out in the Energy Purchase Agreement relating to such Oil Major Company have been and continue to be exceeded or to the extent that such Creation Notice would have the effect of causing any such creation limit to be exceeded.

As referred to under the heading “Authorised Participants – The System” in Part 5 (*Description of the Energy Securities*), the Issuer has implemented the System for enabling Authorised Participants to make Applications and request Redemptions by means of a secure website and has agreed provisions with the Oil Major Company and the Authorised Participants to enable use of such system in substitution for the lodging on the terms otherwise required by the Energy Purchase Agreement, the Authorised Participant Agreements and the Conditions for the purpose of such Applications and Redemptions. It is expected that all Applications will be made and all Redemptions will be requested using the System.

### **Separate Pools**

All Energy Securities of the same class will have recourse only to the Secured Property of the Pool attributable to that class and not to the Secured Property of any Pool attributable to any other class. The principal assets to be included in each Pool are the Energy Contracts of the applicable class purchased from one or more Oil Major Companies. The Issuer may create other classes of securities, based on different reference prices or having some other different characteristics, but any such securities will have recourse only to the property of the Pool attributable to such class and not to the assets attributable to any other class.

### **Corresponding Terms of Energy Contracts with Energy Securities**

Unless Agreed Pricing is used, the Creation Amount and Redemption Amount (each as defined in the Energy Purchase Agreement) of each class of Energy Contracts will be identical to the Creation Price and Redemption Price of the Energy Securities of the same class. Furthermore, the Pricing Day, the Creation Day and the Redemption Day (each as defined in the Energy Purchase Agreement) for Energy Contracts will be determined so as to match the Pricing Day, the Creation Day and the Redemption Day, respectively, for Energy Securities of the corresponding class. Under the Energy Purchase Agreement with Shell Trading Switzerland, a Market Disruption Day is determined in a substantially similar manner to the determination of a Market Disruption Day under the Programme. Accordingly, the Issuer will ensure that any day that is a Market Disruption Day in respect of any class of Energy Contracts for the purposes of the Energy Purchase Agreement with Shell Trading Switzerland is also a Market Disruption Day in respect of that class of Energy Securities for the purposes of the Programme.

If Agreed Pricing is used to determine the amount payable upon creation or termination of Energy Contracts, the same Agreed Pricing applies to the corresponding Energy Securities which are applied for or redeemed.

Payment for the creation of an Energy Security will be made by an Authorised Participant directly to the Oil Major Company from whom the corresponding Energy Contracts are being purchased by the Issuer into a designated CREST settlement bank account.

Payment on the redemption of an Energy Security will be made by the Oil Major Company, in respect of its redemption of the corresponding Energy Contract from the Issuer, directly to the relevant Authorised Participant redeeming the Energy Security, via CREST.

The number of Energy Contracts of each class purchased will generally match the number of Energy Securities in issue of that class. As discussed in Part 5 (*Description of the Energy Securities*) under “Consolidation and Division of Energy Securities”, the Issuer has the right at any time to consolidate or divide a particular class or classes of Energy Securities.

## PART 7

### THE PROGRAMME

#### Overview of the Programme

The rights attached to the Energy Securities are summarised in Parts 5 (*Description of the Energy Securities*), 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*), 7 (*The Programme*) and 8 (*Particulars of the Energy Securities*) of this document.

The Energy Securities are being made available by the Issuer for subscription only to Authorised Participants. Only Authorised Participants may require the Issuer to create and/or redeem Energy Securities. A Security Holder who is not also an Authorised Participant may only request redemption of those Energy Securities which they hold in the event that on any given Trading Day there are no Authorised Participants, and such Security Holder submits a valid Redemption Notice on such day.

The Energy Securities are available to be issued in Certificated Form or in Uncertificated Form in the CREST System. Persons who apply for Energy Securities and wish to hold their Energy Securities in Uncertificated Form should so signify on the Application Form and complete the relevant sections of that form in accordance with the instructions thereon.

#### Passporting

The purpose of passporting is to allow for the Energy Securities to be offered publically in accordance with local law in the European countries listed below.

The Issuer has requested the FCA to provide the *Autoriteit Financiële Markten* (Netherlands Authority for the Financial Markets), the *Bundesanstalt für Finanzdienstleistungsaufsicht* (German Federal Financial Supervisory Authority), the *Autorité des Marchés Financiers* (French Authority for the Financial Markets), the *Commissione Nazionale per le Società e la Borsa* (Italian CONSOB) the *Finanstilsynet* (Danish Financial Supervisory Authority), the *Finanssivalvonta* (Finnish Financial Supervisory Authority), the *Kredittilsynet* (Norwegian Financial Supervisory Authority), the *Comisión Nacional del Mercado de Valores* (Spanish Securities Market Commission), and the *Finansinspektionen* (Swedish Financial Supervisory Authority) with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Prospectus Directive. The Issuer may request the FCA to provide competent authorities in other European Economic Area member states with such certificates, whether for the purposes of making a public offer in such member states or for admission to trading of all or any Energy Securities or a Regulated Market therein or both.

#### Transparency Directive

The Issuer announced on 26 February 2016 by RIS announcement that it had elected the United Kingdom as its Home Member State for the purposes of the Transparency Directive.

#### Listing and Trading

The Brent 1mth Oil Securities have been admitted to the Official List and to trading on the Main Market of the London Stock Exchange since 28 July 2005. The WTI 2mth Oil Securities have been admitted to the Official List and to trading on the Main Market of the London Stock Exchange since 11 May 2006. The Brent 1mth, WTI 2mth, Brent 1yr, Brent 3yr, WTI 1yr, WTI 2yr and WTI 3yr Oil Securities have been admitted to the Official List and to trading on the Main Market of the London Stock Exchange since 15 August 2007. The Carbon Securities have been admitted to the Official List and to trading on the Main Market of the London Stock Exchange since 30 October 2008.

Brent 1mth Oil Securities and WTI 2mth Oil Securities have been admitted to listing on Euronext Amsterdam since 28 July 2006, on the Regulated Market (General Standard) (*Regulierter Markt [General Standard]*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) since 30 October 2006, on NYSE Euronext Paris since 12 February 2007 and on the ETFplus market of Borsa Italiana S.p.A. since 20 April 2007.

## **Procedure for Application**

Only Authorised Participants may make an Application. An Authorised Participant who wishes to apply for Energy Securities should complete the Application Form in accordance with the instructions thereon and the terms of the relevant Authorised Participant Agreement and send it to the Issuer in accordance with such terms.

As described under the heading “Authorised Participants – The System” in Part 5 (*Description of the Energy Securities*), the Issuer has implemented the System for enabling Authorised Participants to make Applications and request Redemptions by means of a secure website in substitution for the lodging of the forms otherwise required by the Energy Purchase Agreement, the Authorised Participant Agreements and the Conditions for the purposes of such Applications and Redemptions. It is expected that all Applications will be made and all Redemptions will be requested using the System.

For those Applicants who wish to hold their Energy Securities in Certificated Form, certificates in respect of the Energy Securities will be dispatched within ten Business Days of the Energy Securities being issued. For those Applicants who desire to hold their Energy Securities in Uncertificated Form, the relevant CREST account will be credited on the day on which the Energy Securities are issued against payment. The Issuer considers it preferable that Energy Securities be held in Uncertificated Form. Notwithstanding any other provision in this document, the Issuer reserves the right to issue any Energy Securities in Certificated Form. In normal circumstances this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by the Registrar in connection with CREST. This right may also be exercised if the correct details (such as participant ID and member account details) are not provided as requested on the Application Form. No temporary documents of title will be issued and, pending despatch of security certificates, transfers will be certified against the register.

By completing and delivering an Application Form or lodging an Application order through the System the Applicant confirms that in making the application:

- (a) it is not relying on any information or representation other than such as may be contained in this document;
- (b) that no person responsible solely or jointly for this document or any part of it shall have any liability for any information or representation not contained in this document;
- (c) it is an Authorised Person, an Exempt Person or an Overseas Person;
- (d) it understands that the Energy Securities are direct, limited recourse obligations of the Issuer alone; and
- (e) it understands that the obligations of the Issuer under the Energy Securities are not guaranteed by Shell Trading Switzerland, Shell Treasury or any member of the Shell Group.

Further details on new issues are set out in Part 5 (*Description of the Energy Securities*).

## **Subscription for Energy Securities**

All Application Moneys for Energy Securities must be paid through CREST in accordance with the procedures set out in the Application Form and the terms of the relevant Authorised Participant Agreement.

The Energy Securities in respect of which the Application has been made will not be issued until the Issuer has purchased the Energy Contracts required to be purchased with the Application Moneys for that Application.

## **Register**

The Registrar will maintain the Register in Jersey.

## Settlement

### CREST

The Issuer is a participating issuer in CREST, a paperless multi-currency electronic settlement procedure enabling securities (including debt securities) to be evidenced otherwise than by written instrument, and transferring such securities electronically with effective delivery versus payment and the Oil Securities are participating securities. Accordingly, to the extent that the Energy Securities are issued in Uncertificated Form, settlement of transactions in the Energy Securities will take place within the CREST system.

### Settlement and Delivery on the Euronext Amsterdam

All Energy Securities traded on Euronext Amsterdam are eligible for settlement in the systems of Euroclear Bank Brussels and Euroclear NIEC (Euroclear Nederlands Interprofessioneel Effecten Centrum), the Euroclear Dutch Interprofessional Securities Centre.

For the purposes of discharging any obligations under the Energy Securities, the Issuer will treat the persons or entities registered in the Register as the sole Security Holders. In so far as any Energy Securities are held through them, Euroclear Bank Brussels or Euroclear NIEC (or their nominee) will be registered in the Register as the Security Holder and consequently will be treated by the Issuer as sole Security Holder in respect of such Energy Securities. Account holders recorded in the systems of Euroclear Bank Brussels or Euroclear NIEC as the holders of Energy Securities must look to Euroclear Bank Brussels or Euroclear NIEC (respectively) to receive any and all entitlements under such Energy Securities.

### Settlement and Delivery on the Frankfurt Stock Exchange

For the purpose of good delivery of the Energy Securities on the Frankfurt Stock Exchange, Clearstream Banking Aktiengesellschaft ("**Clearstream**") will issue, for each series and the relevant number of Energy Securities, a Global Bearer Certificate (each a "**Global Bearer Certificate**") in the German language created under German law ("**Collective Safe Custody**"). Global Bearer Certificates have been issued in respect of the Brent 1mth and WTI 2mth Oil Securities. The Global Bearer Certificates have the following German ISIN Codes:

Class of Oil Security	ISIN
Brent 1mth	DE000A0KRKM5
WTI 2mth	DE000A0KRKN3

A non-binding English language translation of the conditions of the Global Bearer Certificates is set out in Part 9 (*Global Bearer Certificates*) and the definitive German language text is annexed hereto in Annexes 1 and 2.

For each Global Bearer Certificate, the relevant number and class of Energy Securities will be registered in the name of Vidacos Nominees Limited, London, England (the "**Nominee**") in the relevant Register of Security Holders and credited to a separate safe custody account of Clearstream with Citibank N.A., London, England (the "**Custodian**"). The safe custody accounts assigned to the Energy Securities (the "**Safe Custody Account**") will be designated "Clearstream Banking Aktiengesellschaft (Clearstream) — Special Safe Custody Account for Oil Securities Global Bearer Certificate Brent Oil" and "Clearstream Banking Aktiengesellschaft (Clearstream) — Special Safe Custody Account for Oil Securities Global Bearer Certificate WTI Oil" respectively.

In accordance with the conditions governing each Global Bearer Certificate:

- each co-owner thereof will be entitled, at his expense, to demand at any time that Clearstream arrange for the registration of the co-owner or a third party designated by him, in the relevant Register of Security Holders of the number and class of Energy Securities corresponding to his co-ownership share or any portion thereof in the Global Bearer Certificate of the same class; and
- any registered holder of Energy Securities of any class will be entitled, at his expense, to have his Energy Securities delivered to the Custodian for crediting to the Safe Custody Account against a corresponding co-ownership share in the Global Bearer Certificate of the relevant class.

Whenever the number of Energy Securities represented by the Global Bearer Certificate of either class changes (as a result, for example, of deliveries to the Safe Custody Account, withdrawals from the Safe Custody Account or issues or redemptions of Energy Securities), Clearstream will amend the relevant Global Bearer Certificate accordingly.

Unless otherwise agreed, the Issuer will treat the Nominee as one single security holder so far as fractional rights and entitlements are concerned.

#### *Cash Payments and Exercise of Subscription Rights and Other Rights*

Cash payments are credited to Clearstream's cash account with the Custodian and paid by Clearstream to the respective co-owners. Any subscription rights or other rights and any fractional rights relating to the Energy Securities in the Safe Custody Account will be held by Clearstream at the disposal of HSBC Trinkaus & Burkhardt AG (the "**Bank**") of Königsallee 21/23, 40212 Düsseldorf, Federal Republic of Germany. Upon the request of the Bank, Clearstream will give instructions to the Custodian for the exercise, purchase or sale of such subscription rights, other rights or fractional rights. In case of any flow of cash amounts resulting out of such transactions, Clearstream will without delay inform the Bank by fax of the net proceeds or the net costs, respectively, and the related value date. The net proceeds or the net costs, respectively, must be credited or debited to the Bank's cash account with Clearstream or as otherwise agreed between Clearstream and the Bank.

#### *Clearstream Banking AG*

Clearstream is a company that was incorporated on 12 July 1949 in Frankfurt under the laws of the Federal Republic of Germany.

Clearstream is a regulated credit institution under the German Banking Act and licensed as the German Central Securities Depository pursuant to the German Securities Deposit Act, i.e. a professional depository that holds securities for its customers and facilitates the clearance and settlement of securities transactions among them through electronic book-entry transfers between their accounts, thereby eliminating the need for physical movement of the securities. Clearstream also provides other services to its customers, including safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Clearstream's customers are worldwide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations.

Clearstream conducts its business in the legal form of a German stock corporation (Aktiengesellschaft), registered in the commercial register at the local court in Frankfurt under number HRB 7500, and with registered office at Neue Borsenstraße 1, D60487 Frankfurt am Main, Federal Republic of Germany.

#### *Supply and Inspection of Documents in Germany*

For the duration of the Programme or so long as any Energy Securities remain outstanding, copies of this Prospectus (or any replacement prospectus), the German translation of the summary hereto and all financial information as well as the contracts required to be disclosed by the Issuer pursuant to the applicable rules will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Bank, and a copy of the documents referred above may be requested by contacting the Bank.

#### *Settlement and Delivery on NYSE Euronext Paris*

All Energy Securities traded on NYSE Euronext Paris will be recorded in the Register in the name of Euroclear France or another Euroclear company and held beneficially for persons who have bought through NYSE Euronext Paris. For those persons Euroclear will maintain its own record of holders ("**French sub-register**"). All Energy Securities traded on NYSE Euronext Paris will be settled and cleared through the normal Euroclear systems. Market-makers and other account holders at Euroclear will be permitted to transfer securities between the Register and the French sub-register and any other sub-registers applicable to other markets which the Energy Securities may be admitted to trading, and thereby be able to move securities between the London Stock Exchange, such other markets and NYSE Euronext Paris.

For the purposes of discharging any obligations under the Energy Securities held through Euroclear France, the Issuer will treat Euroclear France (or such other Euroclear company) as the single security

holder of such Energy Securities and the holders recorded in the French sub-register must look to Euroclear France to receive any and all entitlements under such Energy Securities.

#### *Settlement and Delivery on the ETFplus market of Borsa Italiana S.p.A.*

All Energy Securities traded on the Borsa Italiana S.p.A. will be recorded in the Register in the name of Monte Titoli S.p.A. and held beneficially for persons who have bought through the Borsa Italiana S.p.A. For those persons Monte Titoli S.p.A. will maintain its own record of holders ("**Italian sub-register**"). All Energy Securities traded on the Borsa Italiana S.p.A. are eligible for settlement through the normal Monte Titoli S.p.A. settlement systems on the deposit accounts opened with Monte Titoli s.p.a. Market-makers and other account holders at Monte Titoli S.p.A. will be permitted to transfer securities between the Register and the Italian sub-register and any other sub-registers applicable to other markets to which the Energy Securities may be admitted to trading, and thereby be able to move securities between the London Stock Exchange, such other markets and Borsa Italiana S.p.A.

For the purposes of discharging any obligations under the Energy Securities held through Monte Titoli S.p.A., the Issuer will treat Monte Titoli S.p.A. as the single security holder of such Energy Securities and the holders recorded in the Italian sub-register must look to Monte Titoli S.p.A. to receive any and all entitlements under such Energy Securities.

#### **UCITS and CIS**

The Issuer has been advised that the Brent 1mth Oil Securities and WTI 2mth Oil Securities do not constitute units in a collective investment scheme and will constitute transferable securities. The Issuer has also been advised that, as transferable securities, the Brent 1mth Oil Securities and WTI 2mth Oil Securities are permitted investments for UCITS Schemes, although whether or not an investment in these classes of Oil Securities is an appropriate or permitted investment for any particular UCITS Scheme will depend on a number of factors, including the UCITS Scheme's own constitution, investment objectives and risk profile. Given that all Energy Securities have the same structure, the Issuer believes that the analysis provided for the Brent 1mth Oil Securities and WTI 2mth Oil Securities is also applicable to the Forward Oil Securities and the Carbon Securities.

#### **Money Laundering Regulations**

The verification of identity requirements of Jersey's anti-money laundering laws and regulations and/or any subsequent equivalent legislation will apply to the Programme and verification of the identity of the Authorised Participants for Energy Securities may be required. The anti-money laundering laws and regulations of other jurisdictions may also apply to the Programme and verification of the identity of the Authorised Participants.

By lodging an Application Form or lodging an Application order through the System, each Authorised Participant confirms that it is subject to the Money Laundering (Jersey) Order 2008 (as amended from time to time) (in relation to Jersey), the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (in relation to the UK) and/or any other applicable anti-money laundering laws and regulations and/or undertakes to provide such other evidence of identity as is required by the Issuer at the time of lodging the Application Form or order, or, at the absolute discretion of the Issuer, at such specified time thereafter as may be requested to ensure compliance with the Money Laundering (Jersey) Order 2008, the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 and/or any other applicable legislation.

The Issuer is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any Authorised Participant and whether such requirements have been satisfied. The Issuer shall not be responsible or liable to any person for any loss or damage suffered as a result of the exercise of their discretion hereunder.

No Application will be accepted by the Issuer unless evidence of such Authorised Participant's identity satisfactory to the Issuer and its agents is provided.

## PART 8

### PARTICULARS OF THE ENERGY SECURITIES

The issue of up to 1,000,000,000 in aggregate of Brent 1mth Oil Securities (each having a Principal Amount of US\$5.00) and WTI 2mth Oil Securities (each having a Principal Amount of US\$5.00) of the Issuer were authorised pursuant to a resolution of the Board passed on 8 July 2005, and the Brent 1mth Oil Securities and the WTI 2mth Oil Securities are constituted by a trust instrument (the “**Trust Instrument**”, which expression includes any further deeds or documents supplemental thereto from time to time) governed by English law dated 13 July 2005 between the Issuer and The Law Debenture Trust Corporation p.l.c. (the “**Trustee**”) (as amended) and in each case secured by a security deed governed by English law dated 13 July 2005 between the Issuer and the Trustee.

The issue of up to 1,000,000,000 Forward Oil Securities of each class (each having a Principal Amount of US\$5.00) was authorised pursuant to a resolution of the Board passed on 16 July 2007 and the Forward Oil Securities of each class are constituted by the Trust Instrument and in each case are secured by a security deed governed by English law dated 20 July 2007 between the Issuer and the Trustee.

The issue of up to 1,000,000,000 Carbon Securities (each having a Principal Amount of EUR 2.50) was authorised pursuant to a resolution of the Board passed on 27 August 2008 and the Carbon Securities are constituted by the Trust Instrument and are secured by a security deed governed by English law dated 24 September 2008 between the Issuer and the Trustee.

The Trustee acts as trustee for the Security Holders.

The summaries below are drafted in legal language, however, details on how each of the documents impacts on Security Holders are contained throughout this Prospectus, including in Part 1 (*General*) and Part 5 (*Description of the Energy Securities*).

The Trust Instrument and the Security Deeds are governed by English law. Under the terms of the Trust Instrument the Trustee may (subject to certain conditions) delegate all or any of its trusts, rights, powers, authorities, duties and discretions in respect of the Energy Securities upon such terms and subject to such conditions and regulations as the Trustee may in the interests of Security Holders think fit.

The Trustee, The Law Debenture Trust Corporation p.l.c., is a public limited company registered in England with number 1675231, whose registered office is at Fifth Floor, 100 Wood Street, London EC2V 7EX and which was incorporated on 2 November 1982.

The following are the conditions applicable to all types of Energy Securities:

#### A. THE CONDITIONS

The following are the conditions applicable to the Energy Securities:

“The Energy Securities are undated, limited recourse, secured securities of ETFS Oil Securities Limited (the “**Issuer**”) and are constituted by, are subject to and have the benefit of, a trust instrument (the “**Trust Instrument**”) dated 13 July 2005, a supplemental trust instrument dated 24 April 2006 and a second supplemental trust instrument dated 20 July 2007, a third supplemental trust instrument dated 24 September 2008, a fourth supplemental trust instrument dated 30 January 2013, a fifth supplemental trust instrument dated 26 March 2013 and a sixth supplemental trust instrument dated 2 September 2013, each made between the Issuer and The Law Debenture Trust Corporation p.l.c. as trustee (the “**Trustee**”) for the holders of Energy Securities (the “**Security Holders**”) and are governed by English law.

The Security Holders are entitled to the benefit of, are bound by and are deemed to have notice of, all the provisions of the Trust Instrument and the Security Deeds (as defined below) and the following Conditions:

## 1. DEFINITIONS

1.1 In these Conditions, the following expressions have the following meanings:

**"Affiliate"** means with respect to any person, entity or organisation, any other person, entity or organisation which directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such person, entity or organisation; and for this purpose, "control" means the direct or indirect ownership of fifty per cent. or more in aggregate of voting capital";

**"Aggregate Redemption Amount"** shall have the meaning given in Condition 6.4;

**"Authorised Participant"** means a person which has entered into an Authorised Participant Agreement with the Issuer in relation to Energy Securities;

**"Authorised Participant Agreement"** means a written agreement between the Issuer and another person under which such person is appointed to act as an "Authorised Participant", market maker, distribution agent or in a substantially similar function in relation to Energy Securities and if such agreement is subject to conditions precedent, provided that such conditions have been satisfied;

**"Available Pricing Day"** means, in respect of a Month, a Pricing Day falling after any Deferred Roll Days in that Month;

**"Brent Contract"** means a futures contract for Brent blend crude oil which is a "Contract" for the purpose of the Regulations of ICE Futures;

**"Brent 1mth Oil Securities"** means Brent class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**"Brent 1yr Oil Securities"** means Brent 1yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**"Brent 2yr Oil Securities"** means Brent 2yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**"Brent 3yr Oil Securities"** means Brent 3yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument

**"Brent 1mth Pool"** means the separate fund or pool created by the Issuer to which the Brent 1mth Oil Securities are attributable;

**"Brent 1yr Pool"** means the separate fund or pool created by the Issuer to which the Brent 1yr Oil Securities are attributable;

**"Brent 2yr Pool"** means the separate fund or pool created by the Issuer to which the Brent 2yr Oil Securities are attributable;

**"Brent 3yr Pool"** means the separate fund or pool created by the Issuer to which the Brent 3yr Oil Securities are attributable;

**"Brent-referenced Oil Securities"** means Brent 1mth Oil Securities, Brent 1yr Oil Securities, Brent 2yr Oil Securities and Brent 3yr Oil Securities;

**"Business Day"** means a Day (other than a Saturday or a Sunday) on which banks are open for the transaction of general business in London;

**"Carbon Pool"** means the separate fund or pool created by the Issuer to which the Carbon Securities are attributable;

**“Carbon Securities”** means Carbon class undated limited recourse secured carbon securities of EUR 0.30 each of the Issuer issued or to be issued pursuant to, and constituted by, the Third Supplemental Trust Instrument;

**“Certified Emission Reduction”** or **“CER”** means a unit issued pursuant to article 12 of the Kyoto Protocol as well as all other relevant Rules and is equal to one metric ton of carbon dioxide equivalent, calculated in accordance with the Rules;

**“CFTC”** means the US Commodity Futures Trading Commission;

**“class”** means in respect of Oil Contracts or Oil Securities, a class of Oil Contracts or a class of Oil Securities, as applicable, which at the date hereof comprise the following eight classes, each of which is denominated in US Dollars: Brent 1mth, WTI 2mth, Brent 1yr, Brent 3yr, WTI 1yr, WTI 2yr and WTI 3yr, and, in respect of Emissions Contracts or Emissions Securities, a class of Emissions Contracts or a class of Emissions Securities, as applicable, which at the date hereof comprise of one class: Carbon, which is denominated in Euros;

**“Closing Range”** means in respect of a Relevant Month Contract for a WTI Oil Contract on a Trading Day, the final two minutes of trading during the Regular Trading Hours trading session on the floor of NYMEX in New York in that Relevant Month Contract;

**“Controller”** means, in relation to any company, a person who;

- (a) holds 10 per cent. or more of the shares in such company
- (b) is able to exercise significant influence over the management of such company by virtue of his shareholdings in such company;
- (c) holds 10 per cent. or more of the shares in a parent undertaking of such company;
- (d) is able to exercise significant influence over the management of the parent undertaking of such company;
- (e) is entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power in such company;
- (f) is able to exercise significant influence over the management of such company by virtue of his voting power in such company;
- (g) is entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power in the parent undertaking of such company; or
- (h) is able to exercise significant influence over the management of the parent undertaking of such company by virtue of his voting rights;

**“CREST”** means the system of paperless settlement of transfers and the holding of securities in Uncertificated Form administered by Euroclear UK & Ireland Limited;

**“Daily Adjustment”** means, for a class of Energy Securities  $i$  on Trading Day  $t$ ,  $A(i,t)$  calculated in accordance with Condition 5;

**“Daily Adjustment Day”** means, in respect of all classes of Energy Securities, for any calendar year, a Trading Day as notified by ICE Futures to participants on the ICE Oil Futures Market as at 1 January in that year;

**“Day”** means calendar day;

**“Defaulted Obligation”** means the failure of the Issuer to make or procure any payment in respect of the Redemption of any Energy Securities when due, and such failure is not remedied within 48 hours of receipt of notice requiring remedy of the same;

**“Deferred Roll Day”** means, in respect of a Month, a Roll Day which has been deferred to such Pricing Day by operation of Condition 7 from any previous Month in the same Roll Year;

**“Effective Date”** means 3 October 2013;

**“Emissions Contract”** means an agreement purchased or to be purchased by the Issuer from an Oil Major Company under an Energy Purchase Agreement entitling the Issuer on redemption thereof or resale back to the Oil Major Company to payment of an amount calculated by reference to the relevant Price on the relevant Pricing Day and to which the obligations in respect of the redemption of Emissions Securities correspond and **“Carbon Contract”** shall be construed accordingly;

**“Emissions Securities”** means undated limited recourse secured emissions securities of any class of the Principal Amount of the Issuer to be issued pursuant to and constituted by the Trust Instrument where the Redemption Amount is linked to EU Emissions Allowances or other tradeable permits, allowances or units of account representing a right to emit carbon dioxide or carbon dioxide equivalent, the price of any such or of futures, options, strips or spread transactions in or in relation to any of them and includes Carbon Securities;

**“Energy”** means coal, electricity, gas, oil or any bi-product or any form of them, crude oil, refined petroleum products, capacity or transmission rights for any of them, greenhouse gas emissions allowances, tradable renewable energy credits, freight derivatives, weather derivatives and any right or interest in relation to them;

**“Energy Contract”** means an Oil Contract or an Emissions Contract;

**“Energy Future”** means a Brent Contract, a WTI Contract or a EUA Emissions Future;

**“Energy Purchase Agreement”** means an agreement entered into by the Issuer and an Oil Major Company, pursuant to which Energy Contracts may be purchased and sold;

**“Energy Security”** means an Oil Security or an Emissions Security;

**“Entitlement”** means, in respect of any Energy Security of class i on Pricing Day t, the sum of the Near Entitlement and the Next Entitlement for such class on such day;

**“Entitlement Determination Day”** means a Trading Day on which at 8 a.m. it is the case that:

- (a) under Conditions 7.2 or 7.4 the Near Entitlement or Next Entitlement for a previous Pricing Day is required to be determined by an Expert; and
- (b) such Near Entitlement or Next Entitlement has not been determined;

**“EU Emissions Allowance”** or **“EUA”** means an "allowance" as defined in Directive 2003/87/EC of the European Parliament and of the Council of 13 October 2003 as amended from time to time that has been issued by a competent authority pursuant to Article 11(4) of such Directive;

**“EUA Emissions Future”** means a futures contract denominated in Euros for EU Emissions Allowances designated **“ICE Futures ECX CFI EUA”** which is a **“Contract”** for the purpose of the ICE Futures Regulations;

**“Euros”** or **“EUR”** means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community (signed in Rome on March 25, 1957), as amended by the Treaty on European Union (signed in Maastricht on February 7, 1992), the Treaty of Amsterdam (signed in Amsterdam on October 2, 1997) and the Treaty of Nice (signed in Nice on February 26, 2001);

**“Expert”** has the meaning given to it in Condition 7.2;

**“Extraordinary Resolution”** means in respect of the any one or more classes of Energy Securities, a resolution passed at a meeting of the holders of such class or classes duly convened and held in accordance with the provisions contained in the Trust Instrument and carried by a majority consisting of not less than three fourths of the persons voting on it upon a show of hands or, if a poll is duly demanded, by a majority consisting of not less than three fourths of the votes given on such poll;

**“First Adjusted Roll Day”** has the meaning given to it in Condition 7.1 (with respect to a Brent 1mth or WTI 2mth Oil Security) or Condition 7.6 (with respect to an Emissions Security);

**“General Notice”** means any notice given in accordance with these Conditions other than a Redemption Notice;

**“ICE Futures”** means ICE Futures Europe or its successor;

**“ICE Futures Emissions Market”** means the market for EUA Emissions Futures operated by ICE Futures;

**“ICE Futures Oil Market”** means the market for Brent crude oil futures operated by ICE Futures;

**“Insolvency Event”** means any proceedings being commenced or order being made by any competent court for, or any resolution being passed by the Issuer to apply for, a winding-up or dissolution of the Issuer (other than an amalgamation, merger, consolidation, reorganisation or other similar arrangement on terms previously approved in writing by the Trustee or proceedings for winding-up or dissolution which are being contested in good faith and are discharged within 20 Business Days) or any application being made or other steps being taken for the appointment of an administrator or similar or analogous official in relation to the Issuer, or any appointment being made of a receiver, administrative receiver, administrator or similar official in relation to the Issuer or its assets or any distress or execution being levied or enforced upon or sued out against, or any encumbrance (other than the Trustee) taking possession of all, or substantially all, of the assets of the Issuer and any other analogous or similar proceedings or events occurring in any jurisdiction or the Issuer ceasing or threatening to cease to carry on its business or being, or being deemed to be, unable to pay its debts as they become due;

**“Kyoto Protocol”** means the protocol to the UNFCCC adopted at the Third Conference of the Parties to the UNFCCC in Kyoto, Japan on December 11, 1997 as may be amended;

**“Last Remaining Trading Day”** means:

- (a) for Brent 1mth, WTI 2mth Oil Securities and Carbon Securities, in respect of any Roll Period, the last Trading Day when the contract which was the Near Contract as at the first Trading Day of that Roll Period is permitted to be traded on the Relevant Market; and
- (b) for all other classes of Oil Security, in respect of any Roll Year, the last Trading Day when the contract which was the Near Contract as at the first Trading Day of that Roll Year is permitted to be traded on the Relevant Market;

**“Last Scheduled Roll Day”** means for Oil Securities of any class other than Brent 1mth and WTI 2mth, as of any Trading Day in a Roll Year, the Day which would be the last Roll Day in that Roll Year for such class if there were no Market Disruption Days after such Trading Day;

**“Letter of Credit”** means (a) a standby letter of credit issued by a Letter of Credit Provider in favour of the Issuer in respect of any of an Oil Major Company's obligations to the Issuer under an Energy Purchase Agreement; and (b) any Substitute Credit;

**“Letter of Credit Provider”** means a provider of credit under any Letter of Credit or Substitute Credit;

**“Listing”** means the admission of the Energy Securities to the Official List becoming effective in accordance with the Listing Rules and admission of such securities to trading on the London Stock Exchange’s market for listed securities (or any of such markets if the London Stock Exchange has at any time more than one such market);

**“Listing Rules”** means the listing rules of the UK Listing Authority from time to time, made under section 73A of the Financial Services and Markets Act 2000;

**“London Day”** means a calendar day in London, England;

**“London Stock Exchange”** means London Stock Exchange plc or its market for listed securities (or any of such markets if the London Stock Exchange has at any time more than one such market), as the context may require;

**“Management Expenses”** means the management fee payable by an Oil Major Company to the Issuer pursuant to the relevant Energy Purchase Agreement;

**“Market Disruption Day”** means a Trading Day in respect of which a Market Disruption Event occurs;

**“Market Disruption Event”** means, in respect of any Trading Day, any of the following:

- (a) for Brent-referenced Oil Securities of any class and Carbon Securities:
  - (i) ICE Futures’ failing to determine, announce or publish the Settlement Price with respect to a Relevant Month Contract in respect of that class (or announcing that it will or expects to fail to do so) by midnight on that Trading Day; or
  - (ii) there being no Pricing Window for any such Relevant Month Contract during that Trading Day; and
- (b) for WTI-referenced Oil Securities of any class:
  - (i) NYMEX’s failing to determine, announce or publish the Settlement Price with respect to a Relevant Month Contract (or announcing that it will or expects to fail to do so) by midnight on that Trading Day;
  - (ii) NYMEX’s failing to announce or publish the time at which the Closing Range takes place before the occurrence of such Closing Range; and
- (c) for WTI 2mth Oil Securities only, NYMEX announcing or publishing on a Trading Day that the Settlement Price in respect of that Trading Day shall not be determined in accordance with or pursuant to NYMEX Rule 6.52(A);

**“Month”** means calendar month;

**“Moody’s”** means Moody’s Investors Service, Inc.;

**“Multiplier”** means the number determined in accordance with Condition 5.2;

**“Near Contract”** means:

- (a) for Brent 1 mth Oil Securities, in respect of any Trading Day in a Month:
  - (i) up to and including the end of the Roll Period in that Month, the Brent Contract in which trading ceases in that Month, **provided that** in January 2016 it shall mean the February 2016 Brent Contract; and

- (ii) after such Roll Period, the Brent Contract in which trading ceases in the immediately following Month, **provided that** in December 2015 it shall mean the February 2016 Brent Contract;
- (b) for WTI 2 mth Oil Securities, in respect of any Trading Day in a Month:
  - (i) up to and including the end of the Roll Period in that Month, the WTI Contract in which trading ceases in the immediately following Month (the “**Second Month**”), and
  - (ii) after such Roll Period, the WTI Contract in which trading ceases in the Month immediately following the Second Month; and
- (c) for Brent 1yr Oil Securities and WTI 1yr Oil Securities on any Trading Day, up to and including the end of the Roll Year in which that Trading Day falls, the shortest dated December Brent Contract or, as the case may be, WTI Contract;
- (d) for Brent 2yr Oil Securities and WTI 2yr Oil Securities on any Trading Day up to and including the end of the Roll Year in which that Trading Day falls, the second shortest-dated December Brent Contract or, as the case may be, WTI Contract; and
- (e) for Brent 3yr Oil Securities and WTI 3yr Oil Securities on any Trading Day up to and including the end of the Roll Year in which that Trading Day falls, the third shortest-dated December Brent Contract or, as the case may be, WTI Contract;
- (f) for Carbon Securities on any Trading Day:
  - (i) in the period from the First Effective Date up to and including the end of the first Roll Period for Carbon Securities, the December 2009 EUA Emissions Future; and
  - (ii) thereafter, in any calendar year:
    - (A) up to and including the end of the Roll Period for Carbon Securities in that calendar year, the December EUA Emissions Future in which trading ceases in that calendar year; and
    - (B) after the end of the Roll Period for Carbon Securities in any calendar year, the December EUA Emissions Future in which trading ceases in the immediately following calendar year;

“**Near Contract Price**” means, for Energy Securities of any class, the Settlement Price of the Near Contract for that class;

“**Near Entitlement**” means, for each Energy Security of class  $i$  on a Pricing Day  $t$ ,  $E_{1(i,t)}$  calculated in accordance with Condition 5.5, for Brent 1mth and WTI 2mth Oil Securities, Condition 5.6 for all other classes of Oil Securities and Condition 5.7 for Carbon Securities, subject in each case to the provisions of Condition 7;

“**New Pool**” has the meaning given to it in Condition 10;

“**New Split Securities**” has the meaning given in Condition 10;

“**Next Contract**” means:

- (a) for Brent 1 mth and WTI 2 mth Oil Securities at any time the Brent Contract or, as the case may be, WTI Contract in which trading ceases in the Month immediately following that in which the corresponding Near Contract ceases trading, **provided that** in the case of Brent 1mth Oil Securities when the corresponding Near Contract is the January 2016 Brent Contract, the Next Contract shall be the February 2016 Brent Contract;

- (b) for Oil Securities of any other class, the December Brent Contract or December WTI Contract specified by the Relevant Exchange as maturing in the December immediately following that in which the corresponding Near Contract matures; and
- (c) for Carbon Securities, the December EUA Emissions Future specified by the Relevant Exchange as maturing in the December immediately following that in which the corresponding Near Contract matures;

**“Next Contract Price”** means, for an Energy Security of any class the Settlement Price of the Next Contract for that class;

**“Next Entitlement”** means, for each Energy Security of class i on a Pricing Day t,  $E2(i,r)$  calculated in accordance with Condition 5.5, for Brent 1mth and WTI 1mth Oil Securities, Condition 5.6 for all other classes of Oil Securities and Condition 5.7 for Carbon Securities, subject in each case to the provisions of Condition 7;

**“Notice Deadline”** means on a Trading Day, the earlier of:

- (a) (in respect of Oil Securities) 3.00 p.m. and (in respect of Carbon Securities) 1.30 p.m.; and
- (b) if in respect of that Trading Day the Relevant Exchange has notified market participants that trading will close early on the Relevant Market three (3) hours before the commencement of the period by reference to which the Settlement Prices are to be calculated;

**“Number of Allowances”** means, in relation to a number of Emissions Securities of any class on any Trading Day, that number multiplied by the Entitlement for that class as at that Trading Day;

**“Number of Barrels”** means, in relation to a class of Oil Securities on any Trading Day, the number of Oil Securities of that class multiplied by the Entitlement for that class as at that Trading Day;

**“NYMEX”** means The New York Mercantile Exchange, Inc. of World Financial Center, One North End Avenue, New York, NY 10282-1101 or its successor;

**“NYMEX Market”** means the market for WTI Contracts operated by NYMEX;

**“Official List”** means the official list of the UK Listing Authority;

**“Oil Company Default”** means:

- (a) the occurrence of an Oil Company Insolvency Event;
- (b) an Oil Major Company failing to make any payment when due under an Energy Purchase Agreement, where such failure is not rectified within five Business Days following the Day on which the Oil Major Company receives notice of the failure from the Issuer in accordance with the terms of the relevant Energy Purchase Agreement; or
- (c) the expiration or termination of a Letter of Credit (other than where the Letter of Credit is replaced by a Substitute Credit) or the failing or ceasing of a Letter of Credit to be in full force and effect in each case other than in accordance with its terms (other than where the Letter of Credit is replaced by a Substitute Credit in full force and effect for such purpose) prior to the satisfaction by the relevant Oil Major Company of all its obligations under the Energy Purchase Agreement to which such Letter of Credit relates, without the written consent of the Issuer;

**“Oil Company Insolvency Event”** means, in respect of any Oil Major Company with which an Energy Purchase Agreement has been entered into by the Issuer and Energy Contracts are outstanding, any proceedings being commenced or order being made by any competent court for, or any resolution being passed by such Oil Major Company to apply for, a winding-up or dissolution

of that Oil Major Company (other than an amalgamation, merger, consolidation, reorganisation or other similar arrangement or proceedings for winding-up or dissolution which are being contested in good faith and are discharged within 20 Business Days) or any application being made or other steps being taken for the appointment of an administrator in relation to that Oil Major Company, or any appointment being made of a receiver, administrative receiver, administrator or similar official in relation to that Oil Major Company or all, or substantially all, of its assets or any distress or execution being levied or enforced upon or sued out against, or any encumbrancer taking possession of, the assets of that Oil Major Company and any other analogous or similar proceedings or events occurring in any jurisdiction or that Oil Major Company ceasing or threatening to cease to carry on business or being or being deemed to be, unable to pay its debts as they become due;

**“Oil Contract”** means an agreement purchased or to be purchased by the Issuer from an Oil Major Company under an Energy Purchase Agreement entitling the Issuer on redemption or resale back of the Oil Contract to the Oil Major Company to payment of an amount calculated by reference to the relevant Price of the relevant class of Oil Security on the relevant Pricing Day and to which obligations in respect of the redemption of Oil Securities correspond, and **“Brent 1mth Oil Contract”, “Brent 1yr Oil Contract”, “Brent 2yr Oil Contract”, “Brent 3yr Oil Contract”, “WTI 2mth Oil Contract”, “WTI 1yr Oil Contract”, “WTI 2yr Oil Contract” and “WTI 3yr Oil Contract”** shall be construed accordingly;

**“Oil Major Company”** means a company which is any of:

- (a) a member of the Shell Group;
- (b) any of Exxon Mobil Corporation, BP p.l.c., Total S.A., Chevron Corporation, Eni S.p.A., or any subsidiary of any of them; and
- (c) any other company which (i) owns oil, the rights to oil or has assets linked to the oil price and (ii) has a long term senior debt credit rating of at least BBB- from Standard & Poor's and of at least Baa3 from Moody's, provided in the case of the Brent 1mth Pool, Brent 1yr Pool, Brent 2yr Pool, Brent 3yr Pool, WTI 2mth Pool, WTI 1yr Pool, WTI 2yr Pool; WTI 3yr Pool and the Carbon Pool that the aggregate amount of Energy Contracts from such companies at the time of entering into an Energy Purchase Agreement is less than half the aggregate amount of Energy Contracts in any Pool;

**“Oil Securities”** means undated limited recourse secured oil securities of any class of the Principal Amount of the Issuer to be issued pursuant to, and constituted by, the Trust Instrument where the Redemption Amount is linked to any kind of oil or oil products (including without limitation gas oil, heating oil and refined petroleum products), the price of any such or of futures, options, strips or spread transactions in or in relation to any of them and includes the Brent 1mth Oil Securities, WTI 2mth Oil Securities, Brent 1yr Oil Securities, WTI 1yr Oil Securities, Brent 2yr Oil Securities, WTI 2yr Oil Securities, Brent 3yr Oil Securities and the WTI 3yr Oil Securities;

**“Other Adjustment”** means any other adjustment specified by the Issuer in respect of Energy Securities;

**“outstanding”** means in relation to the Energy Securities, all the Energy Securities issued and in respect of which there is for the time being an entry in the Register other than:

- (a) an Energy Security which has been redeemed and cancelled pursuant to the Trust Instrument; and
- (b) an Energy Security which has been purchased and cancelled pursuant to the Trust Instrument;

PROVIDED THAT for the purpose of the right to attend and vote at any meeting of the Security Holders or any of them and certain other purposes of the Trust Instrument, Energy Securities (if any) which are for the time being held by, for the benefit of, or on behalf of, (A) the Issuer, (B) any Oil Major Company, (C) any holding company of the Issuer or an Oil Major Company, (D) any

subsidiary of the Issuer or an Oil Major Company, (E) any individual Controller of the Issuer or an Oil Major Company or (F) any person controlled by any such persons listed in (A) or (E) above shall (unless and until ceasing to be so held) be deemed not to remain outstanding and accordingly the holders of such Energy Securities shall be deemed not to be Security Holders;

**“Payment Business Day”** means:

- (a) in relation to a payment denominated in US Dollars, a Day (other than a Saturday or a Sunday) on which banks are open for the transaction of general business in London and New York; and
- (b) in relation to a payment denominated in Euros, a Day (other than a Saturday or a Sunday) on which banks are open for the transaction of general business in London and on which TARGET (the Trans-European Automated Real-time Gross Settlement Express Transfer payment system) is open;

**“Pool”** means a separate fund or pool created by the Issuer to which Energy Securities are attributable and in relation to Energy Securities of any class means the Pool to which Energy Securities of that class are attributable;

**“Price”** means in relation to an Energy Security of class *i* on Pricing Day *t*,  $PC(i,t)$  calculated in accordance with Condition 5;

**“Pricing Day”** means, for an Energy Security of any class, a Trading Day for that class which is not a Market Disruption Day;

**“Pricing Parameter”** means in relation to Energy Securities of any class and the corresponding Energy Contracts:

- (a) in respect of Brent 1mth Oil Securities or WTI 2mth Oil Securities, the relevant delivery months for the Near Contract and Next Contract for that class (up to the fourth available delivery month);
- (b) in respect of Energy Securities of any other class, the relevant delivery months for the Near Contract and Next Contract in respect of that class;
- (c) in respect of Emissions Securities of any class, the identity of the futures contract by reference to which the Price of such Emissions Security is calculated, including whether it is a futures contract for EU Emissions Allowances or Certified Emission Reductions or any other unit of account representing a right to emit carbon dioxide or carbon dioxide equivalent, the identity of the Relevant Market in respect of such class, including changing the pricing mechanism to track an index of one or more such futures contracts;
- (d) the relevant Near Contract Price or Next Contract Price for that class;
- (e) the timing and duration of the Roll Period for that class or, if applicable, Roll Year;
- (f) where necessary or appropriate as a consequence of a change to any of the Pricing Parameters set out in (a), (b) or (c) above, any terms, formulae or calculation methods to be applied for determining the Price, Redemption Amount, any Near Entitlement or Next Entitlement, or any Daily Adjustment or Multiplier;
- (g) the procedure or timetable for sending Pricing Notices;

**“Pricing Window”** means an uninterrupted period of at least 3 minutes’ trading in a Relevant Month Contract on the (in relation to Brent-referenced Oil Securities) ICE Futures Oil Market or (in relation to Carbon Securities) the ICE Futures Emissions Market published or announced by

ICE Futures to participants on the ICE Futures Oil Market or ICE Futures Emissions Market (as the case may be):

- (a) as the official “designated settlement period” for the purposes of the ICE Futures’ settlement price procedures for such Relevant Month Contract from time to time; or
- (b) in advance, as an extraordinary replacement for such official “designated settlement period” on any Trading Day;

**“Principal Amount”** means U.S.\$5.00 for each class of Oil Securities and EUR 0.30 for the Carbon Securities;

**“Programme”** means the programme for the issue of Energy Securities;

**“properly authenticated dematerialised instruction”** shall bear the meaning given to it in the Uncertificated Securities Regulations 2001;

**“Redemption”** means the redemption of an Energy Security in accordance with Condition 6 (and “Redeem” or “Redeemed” shall be constructed accordingly);

**“Redemption Amount”** means, in respect of a Redemption Day, and a class of Energy Security, in relation to a Redemption Notice the Price determined in accordance with Condition 5.1 multiplied by the number of Energy Securities being Redeemed and in relation to an Agreed Redemption Notice the amount specified as the Redemption Amount in such notice, in either case for that class of Energy Security on that Redemption Day;

**“Redemption Day”** means, in respect of an Energy Security, in relation to a Redemption Notice the Pricing Day on which such Redemption Notice was given or, in respect of a Redemption following the Termination Redemption Date, the Pricing Day on which such Redemption is effected;

**“Redemption Fee”** means the fee payable by a Security Holder on the Redemption of Energy Securities;

**“Redemption Instructions”** means the instructions provided by a Security Holder redeeming an Energy Security to the Issuer in a form approved by the Issuer;

**“Redemption Notice”** means a notice by a Security Holder, the Trustee or the Issuer exercising its right to require the Redemption of all or (in the case of a notice by a Security Holder) any of the Energy Securities held by such Security Holder pursuant to these Conditions, which in the case of such notice by a Security Holder shall contain its Redemption Instructions (provided that a Security Holder who is not an Authorised Participant will only be permitted to submit a Redemption Notice if, on the relevant Pricing Day, there are no Authorised Participants);

**“Redemption Obligations”** means the obligation of the Issuer to Redeem an Energy Security and make payment to the relevant Security Holder in accordance with these Conditions (provided that a Security Holder who is not an Authorised Participant will only be able to require Redemption of the Energy Securities held by such Security Holder if, on the Redemption Day, there are no Authorised Participants);

**“Register”** means in respect of Energy Securities of each class the register of Security Holders kept and maintained by the Registrar;

**“Registrar”** means Computershare Investor Services (Jersey) Limited (formerly known as Computershare Investor Services (Channel Islands) Limited) or such other person as may be appointed by the Issuer from time to time to maintain the Register;

**“Regulations”** means the Jersey Companies (Uncertificated Securities) (Jersey) Order 1999;

**“Relevant Currency”** means in relation to Energy Contracts or Energy Securities of any class, the currency in which such Energy Contracts or Energy Securities, as the case may be, of that class are denominated;

**“Relevant Exchange”** means, for each class of Energy Security, the futures exchange on which the Near Contract and Next Contract for that class of Energy Security is admitted to trading (and for any Energy Future, the futures exchange on which such future is admitted to trading) being either ICE Futures or NYMEX;

**“Relevant Market”** means, for each class of Energy Security, the market for the Near Contract and Next Contract operated by the Relevant Exchange being one of the ICE Futures Emissions Market, the ICE Futures Oil Market and the NYMEX Market;

**“Relevant Month Contract”** means, for each class of Energy Security on any Trading Day, the Near Contract and, unless the Next Entitlement is zero on that Trading Day, the Next Contract for that class;

**“Remaining Trading Days”** means, in respect of any Trading Day on that Trading Day for a class of Energy Securities, the Trading Days following that Trading Day up to and including the Last Remaining Trading Day for such class;

**“RIS”** means a Regulatory Information Service (as defined for the purposes of the Listing Rules) from time to time chosen by the Issuer;

**“Roll Day”** means any Pricing Day during a Roll Period;

**“Roll Period”** means, subject to the provisions of Condition 7:

- (a) for Brent 1mth Oil Securities and WTI 2mth Oil Securities, the first, second, third, fourth and fifth Pricing Days of each Month concluding on the earlier of the fifth Roll Day and the Last Remaining Trading Day;
- (b) for all other classes of Oil Securities, the first and second Available Pricing Days in respect of the relevant Month; and
- (c) for Carbon Securities, all Pricing Days in the period commencing on 15 October of a year (excluding 2008) or, if such 15 October is not a Pricing Day, commencing on the first Pricing Day immediately following such 15 October, and concluding on the earlier of the last Roll Day determined in accordance with Condition 5.8 and the Last Remaining Trading Day;

**“Roll Year”** means:

- (a) in the case of Brent Oil Securities of any class other than Brent 1mth Oil Securities, the period beginning on the first Roll Day in November of any year for such class until the Last Remaining Trading Day for such Oil Securities of such class; and
- (b) in the case of WTI Oil Securities of any class other than WTI 2mth Oil Securities, the period beginning on the first Roll Day in December of any year for such class until the Last Remaining Trading Day for such Oil Securities of such class;

**“Rules”** means collectively and/or individually the UNFCCC, the Kyoto Protocol, the Marrakech Accords, Directive 2003/87/EC, the Commission Regulation (EC) No 2216/2004 of 21 December 2004 for a standardised and secured system of registries pursuant to Directive 2003/87/EC and Decision No 280/2004/EC of the European Parliament and of the Council, together with any relevant decisions, guidelines, modalities and procedures made pursuant to them, as amended from time to time;

**“Secured Property”** means in respect of Energy Securities of any class, all rights of the Issuer under the corresponding Energy Purchase Agreement(s), Energy Contracts, the Authorised

Participant Agreement(s) and Letter(s) of Credit, and which are subject to the security created in favour of the Trustee pursuant to the Security Deed applicable to that class;

**“Security Deed”** means in respect of each Pool, the security deed pertaining to that Pool entered into between the Issuer and the Trustee;

**“Settlement Price”** means, in respect of a Pricing Day and an Energy Future, the official settlement price established and calculated by the Relevant Exchange in respect of that Pricing Day in respect of such Energy Future;

**“Shell Group”** means the group of companies comprising the Affiliates of Shell Trading and Shell Treasury collectively;

**“Shell Trading”** means Shell Trading Switzerland A.G.;

**“Shell Treasury”** means Shell Treasury Dollar Company Limited;

**“Standard & Poor’s”** means Standard & Poor’s, a division of McGraw-Hill Companies, Inc.;

**“Substitute Credit”** has the meaning given to it in the corresponding Letter of Credit;

**“Substitute Credit Provider”** has the meaning given to it in the corresponding Letter of Credit;

**“T+2 Implementation Date”** means the date specified as such in, or determined as such in accordance with, a notice given to the Security Holders not less than five days prior thereto;

**“Termination Redemption Date”** has the meaning given in Condition 6.4;

**“Trading Day”** means any Day on which trading is permitted in the Relevant Market on the Relevant Exchange excluding, in the case of Carbon Securities, any Day which is a public holiday in the United Kingdom or Germany;

**“UK Listing Authority”** means the United Kingdom Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000;

**“Uncertificated Form”** means recorded on the Register as being held in uncertificated form, title to which, by virtue of the Jersey Companies (Uncertificated Securities) (Jersey) Order 1999, may be transferred by means of CREST;

**“Uncertificated Notice of Meeting”** means a properly authenticated dematerialised instruction, and/ or other instruction or notification, which is sent by means of CREST;

**“US Dollars”** means the lawful currency of the United States of America and references to **US\$** shall be similarly construed;

**“WTI Contract”** means a futures contract for the purchase or sale of light “sweet” crude oil for future delivery in Cushing, Oklahoma and which is subject to the Rules of NYMEX;

**“WTI 1yr Oil Securities”** means WTI class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**“WTI 2mth Oil Securities”** means WTI class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**“WTI 2mth Oil Securities”** means WTI class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**“WTI 2yr Oil Securities”** means WTI 2yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument;

**“WTI 2mth Pool”** means the separate fund or pool created by the Issuer to which the WTI 2mth Oil Securities are attributable;

**“WTI 1yr Pool”** means the separate fund or pool created by the Issuer to which the WTI Oil 1yr Securities are attributable;

**“WTI 2yr Pool”** means the separate fund or pool created by the Issuer to which the WTI 2yr Oil Securities are attributable;

**“WTI 3yr Pool”** means the separate fund or pool created by the Issuer to which the WTI 3yr Oil Securities are attributable; and

**“WTI-referenced Oil Securities”** means WTI 2mth Oil Securities, WTI 1yr Oil Securities, WTI 2yr Oil Securities and WTI 3yr Oil Securities.

1.2 The following rules shall apply to the interpretation of these Conditions unless the context otherwise requires:

- (a) Words denoting the singular shall include the plural and vice versa.
- (b) Words denoting one gender only shall include the other genders.
- (c) Any reference to a person or persons includes reference to any individual, corporation, partnership, joint venture, association, public body, governmental authority or other entity.
- (d) All references to any statute or any provision of any statute shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made thereunder or under any such modification or re-enactment.
- (e) Table of contents and headings to Conditions, paragraphs, and other provisions are included for ease of reference only and shall not affect the construction of these Conditions.
- (f) Any reference to these Conditions or to any agreement or document includes a reference to these Conditions, or, as the case may be, such other agreement or document, as amended, varied, novated, supplemented or replaced from time to time.
- (g) Any reference to a time is a reference to local time in London, England.
- (h) No failure or delay by any party in exercising any right or remedy provided by law under or pursuant to these Conditions shall impair such right or remedy or operate or be construed as a waiver or variation of such right or remedy or preclude its exercise at any subsequent time and no single or partial exercise of any such right or remedy shall preclude any other or further exercise of it or the exercise of any other right or remedy.

## 2. STATUS OF ENERGY SECURITIES

Energy Securities constitute direct and unconditional payment obligations of the Issuer, secured as set out in Condition 3 below, recourse in respect of which is limited in the manner described in Condition 3 below and which rank *pari passu* among themselves.

## 3. SECURITY AND LIMITED RECOURSE

3.1 The obligations of the Issuer in respect of Energy Securities of each class are secured by a separate Security Deed in favour of the Trustee for the Security Holders by an assignment by way of security of the contractual rights of the Issuer under the Energy Purchase Agreement (to the extent applicable to that class) and a first ranking floating charge over all the Issuer's rights in relation to the Secured Property of that class.

- 3.2 The Trustee and the Security Holders of any class of Energy Securities shall have recourse only to sums derived from the Secured Property relating to the relevant Pool. If, the Trustee (or any other secured party), having realised the same, the net proceeds are insufficient for the Issuer to make all payments which, but for the effect of this Condition, would then be due, the obligations of the Issuer will be limited to such net proceeds of realisation, neither the Trustee nor any person acting on its behalf shall be entitled to take further steps against the Issuer or any of its officers, agents or directors to recover any further sums and no debt shall be owed by the Issuer to any such person in respect of any such further sum. In particular, neither the Trustee nor any Security Holder shall be entitled to institute nor join with any other person in bringing, instituting or joining, insolvency proceedings (whether court based or otherwise) in relation to the Issuer, nor shall they have any claim in respect of any sum arising in respect of the Secured Property for any other Pool or any other assets of the Issuer.

#### 4. FORM AND TRANSFER

- 4.1 Energy Securities are in registered form and are individually transferable.
- 4.2 Energy Securities may be held and transferred in Uncertificated Form by means of CREST in accordance with the Regulations. The Trustee may, without the consent of Security Holders, concur with the Issuer in making modifications to the provisions of the Trust Instrument in order to reflect changes in the Regulations or in the applicable law and practice relating to the holding or transfer of Energy Securities in Uncertificated Form.
- 4.3 The Issuer shall cause to be kept at its registered office, or at such other place outside the United Kingdom as the Trustee may agree, the Register for each class of Energy Securities showing the Principal Amount of the Energy Securities and the date of issue and any subsequent transfers and changes of ownership and the names and addresses of the Security Holders and the persons deriving title under them.

#### 5. PRICING OF ENERGY SECURITIES

##### Price of Oil Securities

- 5.1 The Price for each class of Energy Security, on each Pricing Day for that class, shall be an amount in the Relevant Currency calculated in accordance with the following formula:

$$PC_{(i,t)} = \{ P_{1(i,t)} \times E_{1(i,t)} + P_{2(i,t)} \times E_{2(i,t)} \} \times M_{(i,t)}$$

where:

- i* refers to the relevant class of Energy Security;
- t* refers to the applicable Pricing Day;
- $PC_{(i,t)}$  is the Price of an Energy Security of class *i* on Pricing Day *t*;
- $P_{1(i,t)}$  is the Near Contract Price, applicable to an Energy Security for class *i* on Pricing Day *t* expressed (in the case of an Oil Security of class *i*) in US Dollars per barrel of oil or (in the case of an Emissions Security of class *i*) in Euros per EUA;
- $E_{1(i,t)}$  is the Near Entitlement applicable to an Energy Security of class *i* on Pricing Day *t*;
- $P_{2(i,t)}$  is the Next Contract Price, applicable to an Energy Security for class *i* on Pricing Day *t* expressed (in the case of an Oil Security of class *i*) in US Dollars per barrel of oil or (in the case of an Emissions Security of class *i*) in Euros per EUA;
- $E_{2(i,t)}$  is the Next Entitlement applicable to an Energy Security for class *i* on Pricing Day *t*;  
and
- $M_{(i,t)}$  is the Multiplier for Trading Day *t* for Energy Securities of class *i*.

### Multiplier and Daily Adjustment

- 5.2 The Multiplier for Oil Securities of each class is the same and was calculated starting at precisely 1.0 on and from the Pricing Day on which the first Oil Contract of any class other than Brent 1mth or WTI 2mth was created. The Multiplier for Carbon Securities shall be precisely 1.0 on and from the Pricing Day on which the first Carbon Contract is created. The Multiplier for Energy Securities of each class shall be adjusted on each Daily Adjustment Day in accordance with the formula set out below:

$$M_{(i,t)} = M_{(i,t-1)} \times A_{(i,t)}$$

where:

t refers to the applicable Daily Adjustment Day for class i;

$M_{(t,i)}$  is the Multiplier for Daily Adjustment Day t for class i; and

$A_{(t,i)}$  is the Daily Adjustment on Daily Adjustment Day t for class i.

- 5.3 The Daily Adjustment shall be calculated on each Daily Adjustment Day for each class of Energy Security in accordance with the following formula:

$$A_{(i,t)} = (1 + F_{(i,t)})^{1/T}$$

where:

t refers to the applicable Daily Adjustment Day for class i:

$A_{(i,t)}$  is the Daily Adjustment on Daily Adjustment Day t, expressed as a number, for class i;

$F_{(i,t)}$  is the Other Adjustment for class i less the Management Expenses for class i (whether or not any amount in respect of which is otherwise payable to the Issuer), expressed as a percentage per annum on Daily Adjustment Day t; and

T is the number of Daily Adjustment Days in the calendar year in which the Trading Day t falls.

### Entitlement

- 5.4 For:
- (a) Oil Securities of each class, the Near Entitlement and the Next Entitlement on the Second Effective Date shall be the same they would have been on such date had the Third Supplemental Trust Instrument not been effective on that date in relation to the Oil Securities; and
  - (b) Carbon Securities, the Near Entitlement on the First Effective Date shall be 1.0 and the Next Entitlement on the First Effective Date shall be zero.
- 5.5 For Brent 1mth and WTI 2mth class Oil Securities, on each Roll Day during a Roll Period the Near Entitlement and the Next Entitlement shall be adjusted in accordance with the following formula from the Second Effective Date:

$$E_{1(i,r)} = E_{1(i,r-1)} - 1/5 \times E_{1(i,0)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + 1/5 \times E_{1(i,0)} \times P_{1(i,r)} / P_{2(i,r)}$$

where:

i refers to the relevant class of Oil Security;

- r is the number representing the position of the Roll Day in the ordered sequence of Roll Days in such Roll Period (so that for the third Roll Day, for example, r = 3);
- $E_{1(i,r)}$  is the Near Entitlement for class i on Roll Day r;
- $E_{1(i,0)}$  is the Near Entitlement for class i on the day prior to such Roll Period commencing;
- $E_{2(i,r)}$  is the Next Entitlement for class i on Roll Day r (and  $E_{2(i,r-1)}$  on Roll Day 1 equals zero);
- $P_{1(i,r)}$  is the Near Contract Price for class i on Roll Day r; and
- $P_{2(i,r)}$  is the Next Contract Price for class i on Roll Day r.

5.6 For:

- (i) all other classes of Brent Oil Securities, on each Roll Day during a Roll Period other than the Roll Period in October 2014, and
- (ii) for all other classes of WTI Oil Securities on each Roll Day during a Roll Period,

the Near Entitlement and Next Entitlement shall be adjusted in accordance with the following formulae:

$$E_{1(i,r)} = E_{1(i,r-1)} - \frac{1}{24} \times E_{1(i,RM)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + \frac{1}{24} \times E_{1(i,RM)} \times P_{1(i,r)} / P_{2(i,r)}$$

and during the Roll Period in October 2014 for all classes of Brent Oil Securities other than Brent 1mt Oil Securities the Near Entitlement and Next Entitlement shall be adjusted in accordance with the following formulae:

$$E_{1(i,r)} = E_{1(i,r-1)} - \frac{1}{12} \times E_{1(i,RM)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + \frac{1}{12} \times E_{1(i,RM)} \times P_{1(i,r)} / P_{2(i,r)}$$

save that:

- (a) on the Last Scheduled Roll Day of the Roll Year:

$$E_{1(i,r)} = 0,$$

$$E_{2(i,r)} = E_{2(i,r-1)} + E_{1(i,r-1)} \times P_{1(i,r)} / P_{2(i,r)}; \text{ and}$$

- (b) on the Roll Day immediately before the Last Scheduled Roll Day,  $E_{1(i,r)}$  is the difference between  $E_{1(i,RM)}$  and the aggregate of the Near Entitlements for each preceding Roll Day in that Roll Year;

where:

- r is the number representing the position of the Roll Day in the ordered sequence of Roll Days in such Roll Year (so that for the third Roll Day, for example, r = 3);
- $E_{1(i,r)}$  is the Near Entitlement on Roll Day r for class i;
- $E_{1(i,r-1)}$  is the Near Entitlement for class i on the Roll Day immediately before Roll Day r;
- $E_{1(i,RM)}$  is the Near Entitlement on the first Pricing Day after the last Roll Day of the most recent Relevant Month Roll Period for class i, where "**Relevant Month Roll Period**" means for Brent Oil Securities of any class other than Brent 1mth Oil Securities a Roll Period falling in October of any year and for WTI Oil Securities of any class other than WTI 2mth Oil Securities a Roll Period falling in November of any year

- $E_{2(i,r)}$  is the Next Entitlement on Roll Day r for class i;
- $E_{2(i,r-1)}$  is the Next Entitlement for class i on the Roll Day immediately before Roll Day r;
- $P_{1(i,r)}$  is the Near Contract Price on Roll Day r for class i; and
- $P_{2(i,r)}$  is the Next Contract Price on Roll Day r for class i.

5.7 For the Carbon Securities, on each Roll Day during a Roll Period the Near Entitlement and Next Entitlement shall be adjusted in accordance with the following formula:

$$E_{1(i,r)} = E_{1(i,r-1)} - 1/R \times E_{1(i,0)}$$

$$E_{2(i,r)} = E_{2(i,r-1)} + 1/R \times E_{1(i,0)} \times P_{1(i,r)}/P_{2(i,r)}$$

save that on the Last Scheduled Roll Day of the Roll Year:

$$E_{1(i,r)} = 0,$$

$$E_{2(i,r)} = E_{2(i,r-1)} + E_{1(i,r-1)} \times P_{1(i,r)}/P_{2(i,r)}$$

where:

r is the number representing the position on the Roll Day in the ordered sequence of Roll Days in such Roll Year (so that for the third Roll Day, for example, r = 3);

$E_{1(i,r)}$  is the Near Entitlement on Roll Day r for class i;

$E_{1(i,r-1)}$  is the Near Entitlement for class i on the Roll Day immediately before Roll Day r;

$E_{1(i,0)}$  is the Near Entitlement for class i on the day prior to such Roll Period commencing;

$E_{2(i,r)}$  is the Next Entitlement on Roll Day r for class i;

$E_{2(i,r-1)}$  is the Next Entitlement for class i on the Roll Day immediately before Roll Day r;

$P_{1(i,r)}$  is the Near Contract Price on Roll Day r for class i;

$P_{2(i,r)}$  is the Next Contract Price on Roll Day r for class i; and

R is the number of Roll Days as determined pursuant to Condition 5.8.

5.8 For the purpose of the formulae in Condition 5.7, the number of Roll Days will be 5 unless the "Liquidity Screen" (NR) (as defined below) exceeds 5 (five) in which case the number of Roll Days shall be equal to NR provided that where NR exceeds 15 (fifteen), the number of Roll Days shall be equal to 15 (fifteen).

$$NR = A / (X \times C) \text{ (rounded to the nearest whole number (with 0.5 rounded upwards))}$$

where:

A is the Number of Allowances of class i on the last Trading Day immediately before the first Roll Day of the Roll Period;

X is 10 per cent.;

C is the average daily trading volume for the Next Contract on the Relevant Exchange calculated in respect of the first 5 (five) Trading Days in October expressed as the number of contracts traded.

### **Rounding of Calculations**

5.9 Each Price, Multiplier, Daily Adjustment, Near Entitlement and Next Entitlement shall be calculated to seven places of decimals with 0.00000005 rounded upwards.

## **6. REDEMPTION OF ENERGY SECURITIES**

### **6.1 Redemption**

6.1.1 Each Energy Security carries the right on Redemption to payment of the higher of (i) the Principal Amount for that class, and (ii) the Price of that class of Security on the applicable Pricing Day determined in accordance with Condition 5.1.

6.1.2 If an Authorised Participant wishes to Redeem Energy Securities at a fixed price rather than by reference to the Settlement Price on the Pricing Day, the Issuer may agree a Redemption Amount with the Authorised Participant provided it can sell the corresponding Energy Contracts back to the relevant Oil Major Company at an equivalent price.

6.1.3 A Security Holder who is also an Authorised Participant may (subject as provided herein) on any Trading Day require the Redemption of all or part of its holding of Energy Securities by lodging with the Issuer a Redemption Notice in the form prescribed by the Issuer and in accordance with these Conditions. A Security Holder which is not also an Authorised Participant may only require the Issuer to Redeem all or any part of its holdings of Energy Securities if, on any Trading Day, there are no Authorised Participants, and the Security Holder submits a valid Redemption Notice on such day.

6.1.4 A Redemption Notice shall apply only in respect of the Pricing Day on which it is sent.

6.1.5 A Redemption Notice shall be invalid in respect of a given class of Energy Security:

- (a) if it is given (or deemed to have been given) in respect of a Market Disruption Day for that class;
- (b) if it is given in respect of an Entitlement Determination Day for that class; or
- (c) if it relates to a Pricing Day for that class after a Termination Redemption Date has been declared under the corresponding Energy Purchase Agreement;
- (d) if it is given in respect of more than one class of Energy Security,

and no Energy Security shall be Redeemed in respect of or under any such Redemption Notice.

6.1.6 Where a valid Redemption Notice is duly given and received by the Issuer, the Issuer shall redeem a number of Energy Securities of the relevant class equal to:

- (a) if the Redemption Notice requires that the Issuer redeem a whole number of Energy Securities of that class, that whole number; and
- (b) if the Redemption Notice requires that the Issuer redeem such whole number of Energy Securities of that class as would have an aggregate Redemption Amount as close as possible to, but not more than an amount in the Relevant Currency specified in such Redemption Notice, such whole number.

6.1.7 The Issuer is not, however, required to Redeem more than such number of Energy Contracts as equals the aggregate Entitlement of 20,000,000 in respect of each of Brent 1mth Oil Securities and WTI 2mth Oil Securities, 10,000,000 in respect of each of Brent 1yr Oil Securities and WTI 1yr Oil Securities, 7,500,000 in respect of each of Brent 2yr Oil Securities and WTI 2yr Oil Securities, 2,000,000 in respect of each of Brent 3yr Oil Securities and WTI 3yr Oil Securities and 8,000,000 in respect of Carbon Securities (or such other amount as may be determined by the Issuer and published through a RIS) on any one Redemption Date. If valid Redemption Notices are lodged in respect of a greater number of Energy Securities of any class, the Issuer may elect either to satisfy such Redemption Notices in full or otherwise to treat them as invalid to the extent of the excess. For the purposes of the above-mentioned Redemption limits, Redemption Notices will be dealt with in a strict time priority by reference to the date and time of their receipt by the Issuer.

6.1.8 The Issuer shall not be obliged to Redeem any Energy Securities where the relevant Oil Major Company has not confirmed a Redemption Notice in accordance with the relevant provisions of the relevant Energy Purchase Agreement.

6.1.9 A Redemption Notice:

- (a) must specify an account of such Security Holder into which the Issuer may make payment of the Redemption Price, inclusive of VAT (if any);
- (b) must, unless otherwise agreed with the Issuer, be accompanied by the Redemption Fee referred to in Condition 6.3); and
- (c) must provide (if such information and evidence has not already been so provided) such information and evidence as the Issuer and its Registrars may require to comply with the Money Laundering (Jersey) Order 2008, the Money Laundering Regulations 2007 and/or any other applicable anti-money laundering laws and regulations; and
- (d) is irrevocable once it has been delivered to the Issuer.

In order for a Redemption Notice to be valid, the Security Holder must deposit the Energy Securities to be Redeemed into an appropriate CREST account and give correct delivery versus payment instructions in accordance with the Redemption Notice or must otherwise deliver the Energy Securities to be redeemed to the Issuer in such manner as the Issuer may agree.

6.1.10 Redemption Notices lodged before 8.00 a.m. (London time) or after the Notice Deadline on a Pricing Day, or on a day which is not a Pricing Day shall be treated as void, save to the extent that the relevant Oil Major Company confirms to the Issuer that such Oil Major Company will Redeem such Energy Contracts corresponding to the Energy Securities which are the subject of such Redemption Notice, notwithstanding the time of submission of the Redemption Notice.

6.1.11 Upon receipt by the Issuer of a valid Redemption Notice from a Security Holder in relation to any Energy Securities, the Issuer shall do all things within its power to give effect to the Redemption Instructions as required by these Conditions.

#### **6.1A Suspension of Redemptions**

If the Price of a class of Energy Security falls below its Principal Amount, the Issuer may at any time and from time to time while the Price in relation to such class is below such Principal Amount determine to suspend the right to Redeem the Energy Securities of that class pursuant to Condition 6.1.3 and, subject as provided in this Condition 6.1A, may terminate any such suspension. The following provisions shall apply where the Issuer determines to exercise its powers under this Condition:

- (a) the Issuer shall give notice of such suspension and of the termination of any such suspension via an RIS as soon as practicable, but failure to give such notices shall not prevent the exercise of such powers;
- (b) any such suspension may continue in the discretion of the Issuer for a period of up to 30 days, and may continue thereafter provided that notice of a meeting has been issued convening a meeting for a date not more than 30 days after the date of the notice for the purpose of considering an Extraordinary Resolution which will have the effect of reducing the Principal Amount to a level less than the Price, in which event the suspension will cease when the meeting (or any adjournment thereof) concludes or, if the Extraordinary Resolution is passed and makes alternative provision, in accordance with the Extraordinary Resolution; and
- (c) any suspension shall not affect any Redemption the Pricing Day for which had passed before the suspension commenced, but any Redemption Notice lodged or deemed received on a Pricing Day when the right to Redeem Energy Securities of that class pursuant to Condition 6.1.3 is suspended pursuant to this Condition shall be invalid.

## 6.2 Payment of Redemption Amount

The Issuer will:

- (a) in respect of the Redemption of any Energy Security the Redemption Day for which is prior to the T+2 Implementation Date, by 4.00 p.m. on the third Payment Business Day following such Redemption Day; and
- (b) in respect of the Redemption of any Energy Security the Redemption Day for which is on or after the T+2 Implementation Date, by 4.00 p.m. on the second Payment Business Day following such Redemption Day,

pay the Redemption Amount for that Energy Security as specified in the applicable Redemption Notice in full cleared and immediately available funds in the Relevant Currency.

## 6.3 Redemption Fee

6.3.1 Subject as provided below, it is a condition to the performance by the Issuer of the Redemption Obligations in respect of the Redemption of any Energy Securities, that the Security Holder of such Energy Securities pays to the Issuer the Redemption Fee in respect of such Redemption in accordance with this Condition 6.3.

6.3.2 On a Redemption of Energy Securities at the request of the Security Holder, a Redemption Fee shall be payable by such Security Holder to the Issuer of £500 (including any applicable VAT), regardless of the number of Energy Securities being Redeemed. In the event that there are no Authorised Participants on a Redemption of Energy Securities at the request of a Security Holder which is not also an Authorised Participant, the fee payable by such Security Holder to the Issuer will be reduced to an amount equal to the cost to the Issuer of satisfying such redemption request. No such fee is payable in the case of a compulsory Redemption of Energy Securities by the Issuer or the Trustee.

6.3.3 The Issuer shall be entitled to vary the amount of the Redemption Fee from time to time by giving not less than 30 days' notice of such variation to Authorised Participants. Such notice shall be given by publication through a RIS.

6.3.4 The Issuer may set off any amount payable to the Issuer in accordance with this Condition 6.3 by the holder of Energy Securities in respect of the Redemption Fee against the Redemption Amount payable by the Issuer to such holder.

## 6.4 Redemption following Termination

(a) If an Energy Purchase Agreement is terminated by reason of an Oil Company Default, all outstanding Energy Securities of the corresponding class or classes shall be Redeemed on such date (the "**Termination Redemption Date**"), not being less than seven days following the Issuer giving notice of its intention to require such Redemption to each Security Holder. If, prior to the Termination Redemption Date, the Issuer has determined to divide the Pool or any Pools by allocating the Energy Purchase Agreement and all Energy Contracts of the relevant class purchased thereunder to the New Pool or New Pools in accordance with Condition 10, the redemption pursuant to this Condition shall not apply to the Energy Securities of the relevant class but shall apply (*mutatis mutandis*) to the New Split Securities on the basis of this Condition 6.4.

(b) Energy Securities redeemed pursuant to this Condition 6.4 shall be redeemed on the Termination Redemption Date, but the aggregate amount payable (the "**Aggregate Redemption Amount**") on all such Energy Securities shall be the amount which would have been payable if on each Pricing Day from and including the date on which the Energy Purchase Agreement is terminated in accordance with its terms, the maximum number of Energy Securities which may be required to be Redeemed on that Pricing Day pursuant to Condition 6.1.5 has been so Redeemed until all Energy Contracts of the relevant class in existence had been so Redeemed, and the Redemption Amount of each Energy Security of a class shall be its pro rata share of such Aggregate Redemption Amount.

- (c) Notwithstanding any other provision of these Conditions, the Issuer shall not be under any obligation to make payment on a Redemption under this Condition 6.4 until the Aggregate Redemption Amount shall have been determined.
- (d) If an Energy Purchase Agreement has been terminated by reason of an Oil Company Default, then no further Redemption Notices given on or after the date of such termination shall be effective unless and until the Issuer has determined to divide the relevant Pool as referred to in paragraph (a) of this Condition 6.4 and such division has become effective.

## **6.5 Compulsory Redemption by the Issuer**

- (a) The Issuer may in its absolute discretion Redeem all (but not some only) of the Energy Securities of any class at the applicable Redemption Price and will be entitled to determine the Redemption Day for that purpose which shall be a date not less than 30 days (or seven days in the event of termination of any Energy Purchase Agreement or termination of an Energy Purchase Agreement as it applies to a class or classes of Energy Contract(s)) following the Issuer giving notice of its intention to require such Redemption to each Security Holder. The Issuer may Redeem one class of Energy Securities without Redeeming the other(s).
- (b) For the purposes of calculating the Redemption Price on a compulsory Redemption only, the Near Contract Price and Next Contract Price of Energy Securities shall be the average Near Contract Price and Next Contract Price over five Pricing Days following the Redemption Day (or such other period as the Issuer may in its discretion determine).
- (c) The Redemption Amount will be settled and paid to the relevant Security Holders within (if the applicable Redemption Day is prior to the T+2 Implementation Date) three Business Days or (if the applicable Redemption Day is on or after the T+2 Implementation Date) two Business Days, in each case following the later of (i) determination of the Redemption Price on compulsory Redemption and (ii) the Issuer having been provided with appropriate instructions by the relevant Security Holder.
- (d) A Redemption Notice given in accordance with this Condition 6.5 shall specify the manner in which payment instructions may be given by such Security Holder.

### **6.5A Compulsory Redemption on a fall in the Price relative to the Principal Amount**

If on any Pricing Day the Price of any class of Energy Security falls to 2.5 times the Principal Amount of such Energy Security or below, the Issuer may at any time, for so long as the Price continues to be less than 2.5 times the Principal Amount of such Energy Security and during the period 60 days thereafter, upon not less than 2 days' notice by RIS announcement determine to Redeem all (but not some only) of the Energy Securities of that class and will be entitled to determine the Redemption Day for that purpose. Paragraphs (b) to (d) inclusive of Condition 6.5 applies to a compulsory Redemption under this Condition 6.5A as it does to compulsory Redemption under Condition 6.5.

The right to redeem Energy Securities of a class pursuant to this Condition 6.5A shall cease if an Extraordinary Resolution is passed which has the effect of reducing the Principal Amount to a level less than two-fifths of the Price, but this is without prejudice to any subsequent determination pursuant to this Condition if on any Pricing Day the Price of that class of Energy Security falls to 2.5 times the Principal Amount (as so reduced) of such Energy Security or below.

## **6.6 Compulsory Redemption by the Trustee**

If an Insolvency Event or (subject to Condition 6.4) Oil Company Default has occurred and is continuing, the Trustee may at any time, at its discretion, and shall if so directed in writing by Security Holders holding not less than 25 per cent. of the Energy Securities of the corresponding class or classes then outstanding or, pursuant to an Extraordinary Resolution, the Trustee having first been indemnified and/or secured to its satisfaction, give notice to the Issuer that the Energy Securities of the corresponding class or classes are required to be Redeemed on the date falling

20 Business Days from the giving of such notice, whereupon (subject to Condition 6.4) the Issuer shall be obliged to Redeem the Energy Securities of the corresponding class or classes on such date at the Redemption Price.

## 6.7 Satisfaction of Redemption Notices by Transfer

The Issuer may in its absolute discretion elect to satisfy Redemption Notices by transfer of the appropriate number of Energy Securities to one or more Authorised Participant from Security Holder(s) seeking Redemption, and for that purpose the Issuer may authorise any person on behalf of the Security Holder to execute one or more instruments of transfer in respect of the relevant number(s) of Energy Securities provided that the amount payable by the Authorised Participant shall still be an amount equal to the relevant Redemption Price (less the Redemption Fee) and the relevant Redemption Day will be the date of the transfer(s).

## 7. MARKET DISRUPTION

7.1 Subject to Condition 7.2 with respect to a Brent 1mth or a WTI 2mth Oil Security, if on a Roll Day during a Roll Period there are not enough Remaining Trading Days to enable that Roll Period to consist of 5 (five) Roll Days, then, on the first such Roll Day in that Roll Period (the “**First Adjusted Roll Day**”) and on each remaining Roll Day during that Roll Period, for the relevant class of Oil Security, the formulae in Condition 5.5 shall be amended on each such remaining Roll Day by:

replacing the term “ $\frac{1}{5} \times E_{1(i,0)}$ ” wherever it occurs in those formulae

with the term “ $\frac{1}{N_{(i,r)}} \times E_{1(i,0)}$ ”

where:

$N_{(i,r)}$  is the number of Remaining Trading Days in the Roll Period for Oil Securities of class i on and including Roll Day r,

**Provided that** for the avoidance of doubt, this Condition 7.1 shall not apply retrospectively and, accordingly, shall not affect the Prices or the Entitlements in respect of any Roll Day prior to the First Adjusted Roll Day.

7.2 If with respect to a Brent 1mth or a WTI 2mth Oil Security a Roll Period contains so many Market Disruption Days that by the Last Remaining Trading Day there have not been 5 (five) Roll Days in that Roll Period and that Last Remaining Trading Day is also a Market Disruption Day, unless the Issuer agrees otherwise, for the relevant class of Oil Securities, the Near Entitlement on the next Pricing Day shall be as determined by an independent expert (“**Expert**”) appointed by the President of the Energy Institute as that most closely reflecting the commercial intention of Condition 5 and Condition 7.1, and such Expert shall act as an expert not as an arbitrator and shall be requested to give his determination in writing by 7.00 a.m. on the seventh Day following such Pricing Day and the determination of such Expert shall be final and binding on the Issuer, the Trustee and the Security Holders.

7.3 Subject to Condition 7.4, with respect to a Brent 1yr, WTI 1yr, Brent 2yr, WTI 2yr, Brent 3yr or a WTI 3yr Oil Security, if on a Roll Day during a Roll Year there are not enough Remaining Trading Days to enable that current Roll Year to consist of a total of 24 (twenty four) Roll Days then, on the first such Roll Day in that Roll Year (the “**First Adjusted Constant Maturity Roll Day**”) and on each remaining Roll Day during that Roll Year, for the relevant class of Oil Security, the formula in Condition 5.6 shall be amended on each such remaining Roll Day by:

replacing the term “ $\frac{1}{24} \times E_{1(i,RM)}$ ” wherever it occurs in those formulae

with the term “ $\frac{1}{N_{(i,r)}} \times E_{1(i,RM)}$ ”:

where:

$N_{(i,r)}$  is the number of Remaining Trading Days in the Roll Year for Oil Contracts of class i on and including Roll Day r

**Provided that** for the avoidance of doubt, this Condition 7.3 shall not apply retrospectively and, accordingly, shall not affect the Prices or the Entitlements in respect of any Roll Day prior to the First Adjusted Constant Maturity Roll Day.

- 7.4 If for a Brent 1yr, WTI 1yr, Brent 2yr, WTI 2yr, Brent 3yr or a WTI 3yr Oil Security, a Roll Year contains so many Market Disruption Days that by the Last Remaining Trading Day there have not been 24 (twenty four) Roll Days in that Roll Year and that Last Remaining Trading Day is also a Market Disruption Day, unless the Issuer agrees otherwise, for the relevant class of Oil Security, the Near Entitlement on the next Pricing Day shall be as determined by an Expert as that most closely reflecting the commercial intention of Conditions 5 and 7.3, and such Expert shall act as an expert not as an arbitrator and shall be requested to give his determination in writing by 7.00 a.m. on the seventh Day following such Pricing Day and the determination of such Expert shall be final and binding on the Parties. The costs of such Expert shall be shared equally by the Parties.
- 7.5 With respect to a Brent 1yr, WTI 1yr, Brent 2yr, WTI 2yr, Brent 3yr or a WTI 3yr Oil Security, if on a Roll Day there are not enough Available Pricing Days during a Month to enable there to be two Roll Days in that month, then the first and (as required) second Available Pricing Days of the earliest month in which they occur shall be treated as Deferred Roll Days in substitution therefor.
- 7.6 Subject to Condition 7.7, with respect to a Carbon Security, if on a Roll Day during a Roll Period there are not enough Remaining Trading Days to enable that Roll Period to consist of the number of Roll Days specified with respect to it pursuant to Condition 5.8, then, on the first such Roll Day in that Roll Period (the “**First Adjusted Roll Day**”) and on each remaining Roll Day during that Roll Period, for the relevant class of Emissions Security, the formulae in Condition 5.7 shall be amended on each such remaining Roll Day by:

replacing the term “ $1/R \times E_{1(i,0)}$ ” wherever it occurs in those formulae

with the term “ $1/N_{(i,r)} \times E_{1(i,0)}$ ”:

where:

$N_{(i,r)}$  is the number of Remaining Trading Days in the Roll Period for Emissions Securities of class i on and including Roll Day r

**Provided that** for the avoidance of doubt, this Clause 7.6 shall not apply retrospectively and, accordingly, shall not affect the Prices or the Entitlements in respect of any Roll Day prior to the First Adjusted Roll Day.

- 7.7 If with respect to a Carbon Security a Roll Period contains so many Market Disruption Days that by the Last Remaining Trading Day there have not been the number of Roll Days specified with respect to that Roll Period pursuant to Condition 5.8 and that Last Remaining Trading Day is also a Market Disruption Day, unless the Issuer and the relevant Oil Major Company agree otherwise, for the relevant class of Emissions Security the Near Entitlement on the next Pricing Day shall be as determined by an independent expert (“**Expert**”) appointed by the President of the Energy Institute as that most closely reflecting the commercial intention of Condition 5 and Condition 7.6, and such Expert shall act as an expert not as an arbitrator and shall be requested to give his determination in writing by 7.00 am on the seventh Day following such Pricing Day and the determination of such Expert shall be final and binding on the Issuer, the Trustee and the Security Holders.

## **8. CHANGES TO PRICING PARAMETERS**

- 8.1 The Issuer may change any Pricing Parameter if:

- (a) in the opinion of the Issuer, the proposal would not change the Redemption Amount which would be payable in respect of any Energy Security, if such Energy Security were Redeemed on the Day such proposal is implemented; and

- (b) in relation to any proposal to change the delivery months, it believes in good faith that the proposed replacement futures contract or delivery months are attracting a level of liquidity (in the underlying markets, including, but not limited to the market on the relevant exchange in which such replacement contract or delivery months are admitted to trading) which is sufficient to enable exposures in respect of Energy Securities to be hedged on an efficient and commercial basis.

8.2 A change to the Pricing Parameters under Condition 8.1 shall take effect no earlier than 30 Days following the determination and will be published through a RIS.

## **9. ENFORCEMENT**

9.1 The Trustee may, at any time after the occurrence of a Defaulted Obligation, at its discretion, and shall, if so directed in writing by the Security Holder to whom such Defaulted Obligation is owed, the Trustee having first been indemnified and/or secured to its satisfaction, take such proceedings and/or other action as it may think fit against or in relation to the Issuer to enforce any such obligation of the Issuer under the Trust Instrument and the security constituted by the Security Deed in respect of the Energy Securities to which such Defaulted Obligation relates.

9.2 The Trustee may at any time, if:

- (a) an Oil Company Default; and/or
- (b) an Insolvency Event

has occurred and is continuing, at its discretion, and shall if so directed in writing by Security Holders holding not less than 25 per cent. of the Energy Securities of the relevant class of Energy Securities then outstanding or an Extraordinary Resolution of the Security Holders of the Energy Securities of that class, the Trustee having first been indemnified and/or secured to its satisfaction, take such proceedings and/or other action as it may think fit against or in relation to the Issuer to enforce any obligations of the Issuer under the Trust Instrument and the security constituted by the Security Deed in respect of all outstanding Energy Securities of the relevant class.

9.3 Where an Oil Company Default and/or Insolvency Event is occurring at the same time as a Defaulted Obligation, a Holder of Energy Securities to whom a Defaulted Obligation is owed will not be entitled to require the Trustee to take action in accordance with Condition 9.1 until the expiry of 30 days from the occurrence of the Oil Company Default and/or Insolvency Event, nor shall he be so entitled if, during such period of 30 days, the Trustee has elected, or been required, to take action in accordance with Condition 9.2.

9.4 If, in the case of an Oil Company Default, prior to the expiry of the period of 30 days referred to in Condition 9.3, the Issuer has determined to divide the relevant Pool by allocating the Energy Contract(s) to which the relevant Oil Major Company is a party and all Energy Contracts purchased thereunder to the New Pool in accordance with Condition 10, the right of the Trustee to take action in accordance with Condition 9.2 shall not apply to the Energy Securities of that class but shall apply (mutatis mutandis) to the New Split Securities of that class.

9.5 Only the Trustee may enforce the provisions of the Trust Instrument or the Security Deeds. Where the Trustee has elected or been directed to enforce the Issuer's obligations under the Trust Instrument and the security constituted by the Security Deed applicable to a particular class, the right of Security Holders to lodge a Redemption Notice in respect of Energy Securities of that class with the Issuer shall cease. Valid Redemption Notices lodged before the date the Trustee announces its intention to enforce the security (the Election Date) will be Redeemed at the Redemption Price on the Redemption Day. The Redemption Price for all Energy Securities of any class outstanding at the Election Date will be the average Redemption Price of the remaining Energy Securities of that class.

9.6 No Security Holder will be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails to do so within a reasonable period and such failure is

continuing, in which case any such Security Holder will have only such rights against the Issuer as those which the Trustee is entitled to exercise against or in relation to the Issuer.

9.7 Application of Moneys

All moneys received by the Trustee pursuant to the Trust Instrument shall be held by the Trustee upon trust, to apply them:

- (a) FIRST in payment or satisfaction of all amounts then due and unpaid to the Trustee (including its attorneys, managers, agents, delegates or other person appointed by the Trustee) under terms of the Trust Instrument, and to payment of any remuneration and expenses of any receiver and the costs of realisation of the security constituted by the Security Deeds;
- (b) SECONDLY in or towards payment or performance *pari passu* and rateably of all amounts then due and unpaid and all obligations due to be performed and unperformed in respect of the Energy Securities of the relevant class; and
- (c) THIRDLY in payment of the balance (if any) to the Issuer (without prejudice to, or liability in respect of, any question as to how such payment to the Issuer shall be dealt with as between the Issuer and any other person).

**10. TRANSFER OF POOL PROPERTY TO NEW POOL; CONSOLIDATION AND DIVISION OF ENERGY SECURITIES**

10.1 The Issuer may at any time (without the consent of the Security Holders) determine to divide any Pool (the “**Existing Pool**”) by allocating some of the Secured Property attributable to the Existing Pool to a new Pool (the “**New Pool**”). If it determines to do so, the following shall apply:

- (a) the Issuer may only transfer from the Existing Pool to the New Pool all (and not merely some) of the Energy Contracts purchased from any one Oil Major Company;
- (b) prior to or on the transfer becoming effective, the Issuer shall create undated limited recourse secured oil or emissions securities (“**New Split Securities**”) having a principal amount determined in accordance with Condition 10.1(c) constituted by an instrument or deed on the same terms (*mutatis mutandis*) as the Trust Instrument (save that there shall be no obligation to procure Listing of the New Split Securities) and on terms that such New Split Securities shall have recourse only to the assets attributable to the New Pool, and shall issue such New Split Securities to the Security Holders of the Energy Securities attributable to the Existing Pool (“**Current Securities**”) outstanding immediately prior to the transfer becoming effective on the basis of one New Split Security for each Current Security then held. For this purpose any Energy Security in respect of which a Defaulted Obligation has occurred and is continuing shall be treated as outstanding;
- (c) the principal amount and Multiplier, of each New Split Security shall be the proportion of the principal amount and Multiplier respectively, of each Current Security outstanding immediately prior to the transfer becoming effective that the aggregate Price of the Energy Contracts to be transferred bears to the aggregate Price of the Energy Contracts attributable to the Existing Pool, and on the creation and issue of the New Split Securities becoming effective the principal amount and Multiplier of each Current Security shall be reduced accordingly; and
- (d) the Issuer shall enter into a Security Deed with the Trustee in relation to the assets attributable to the New Pool to secure the New Split Securities, which shall be on the same terms (*mutatis mutandis*) as the Security Deed (the “**Existing Security Deed**”) securing the Current Securities, and the Trustee shall release the property to be transferred from the Existing Security Deed.

10.2 Without prejudice to the foregoing, the Issuer may consolidate or divide all of the Energy Securities of any class into Energy Securities with a proportionately larger or smaller principal amount and Multiplier. Such consolidation or division shall be effected by deed or instrument supplemental to the Trust Instrument.

- 10.3 Whenever as a result of consolidation of Energy Securities a Security Holder would become entitled to a fraction of an Energy Security, the Company will Redeem such fraction of the relevant Energy Security.

## 11. RESTRICTIONS

So long as any of the Energy Securities of any class are outstanding, the Issuer covenants in the Trust Instrument, *inter alia*:

- (a) not to incur or permit to subsist in respect of the relevant Pool any indebtedness for borrowed money other than Energy Securities or Further Energy Securities (as defined below), not to incur or permit to subsist other than in respect of the relevant Pool any indebtedness for borrowed money other than a separate class of undated limited recourse secured Energy securities in accordance with the provisions of the Trust Instrument and not to give any guarantee or indemnity in respect of indebtedness of any person, save in each case with the prior written consent of the Trustee;
- (b) other than as permitted under the applicable Security Deed, not to dispose of any of the applicable Secured Property or any interest therein, or to create any mortgage, pledge, charge, lien, or other form of encumbrance or security interest or right of recourse in respect thereof in favour of any person;
- (c) not to undertake any business in relation to the relevant Pool save for the issue and Redemption of Energy Securities of the relevant class, the acquisition and disposal of Energy Contracts of the relevant class and entering into the necessary documents and performing its obligations and exercising its rights thereunder insofar as applicable to the relevant Pool and not otherwise to undertake any business other than the creation of additional Pools for the purposes of creating securities ("**Energy-Related Securities**") based on different reference prices or having some other different characteristics or being based on some other Energy or Energy-related product or otherwise substantially similar to the Energy Securities;
- (d) to use reasonable endeavours to ensure that at all times there are at least two Authorised Participants;
- (e) not to issue any Energy Securities of the relevant class unless it has purchased or purchases at the same time Energy Contracts with corresponding terms and in aggregate matching Near Entitlement Next Entitlement and Multiplier;
- (f) not to maintain tax residence inside the UK nor to establish any permanent establishment in the UK;
- (g) to undertake any business in relation to the relevant Pool so as to minimise the impact of taxation thereon; and
- (h) to procure that the relevant Pool is at all times maintained in a manner such that it is readily distinguishable from other Pools.

## 12. FURTHER ENERGY SECURITIES

- 12.1 Power is reserved to the Issuer (without the consent of the Security Holders) to create and issue further Brent-referenced Oil Securities of any class, WTI-referenced Oil Securities of any class, Emissions Securities of any class or other classes of undated limited recourse secured energy securities (being "**Further Energy Securities**") constituted by an instrument or deed supplemental to the Trust Instrument and ranking *pari passu* with the Energy Securities of any class and all (if any) other Further Energy Securities of the relevant class and either forming a single series with the Energy Securities of any class and such other Further Energy Securities or a single series therewith save for carrying such rights (including, without limitation, rights as to interest, Redemption and otherwise) as the Issuer may think fit.

12.2 Any additional class of securities may have recourse only to the Pool attributable to that class and not to the assets attributable to the any other Pool. In the event that the Issuer desires to create and issue any separate class of limited recourse secured oil or emissions securities (whether New Split Securities (as referred to in Condition 10) or Energy-Related Securities (as referred to in Condition 11(c)), the Trustee may (without the consent of the Security Holders) enter into a deed of priorities with the trustee for the holders of such separate class of limited recourse secured oil securities so that the proceeds of enforcement of the security granted to the Trustee under the Security Deeds would be available only to meet claims of the Security Holders of the relevant class and so that the Security Holders would not share in the proceeds of enforcement of any security granted to secure the obligations of the Issuer in respect of such separate class.

### **13. THE ISSUER'S ABILITY TO REPURCHASE ENERGY SECURITIES**

There is no restriction on the ability of the Issuer or any of its Affiliates to purchase or repurchase Energy Securities, New Split Securities or Energy-Related Securities.

### **14. LISTING**

The Issuer covenants in the Trust Instrument to use its best endeavours to obtain and, so long as any of the Energy Securities remain outstanding, maintain a listing for the Energy Securities on the official list of the UK Listing Authority and to obtain and maintain a trading facility for the Energy Securities on the London Stock Exchange or, if it is unable to do so having used such best endeavours or if the maintenance of such listing or facility is agreed by the Trustee to be unduly onerous, use its best endeavours to obtain and maintain the quotation or listing of the Energy Securities on such other stock exchange as it may (with the prior written approval of the Trustee) decide.

### **15. WAIVER, AUTHORISATION AND DETERMINATION**

The Trustee may, without prejudice to its rights in respect of any subsequent breach, but only if and in so far as, in the opinion of the Trustee, the interests of the Security Holders will not be materially prejudiced thereby, waive or authorise any breach or proposed breach by the Issuer of any of the covenants or provisions of the Trust Instrument or the Security Deeds, or determine that any Defaulted Obligation, Insolvency Event or Oil Company Default under the Trust Instrument or any Security Deed, as the case may be, shall not be treated as such, provided however that the Trustee shall not exercise such powers (a) with respect to a Defaulted Obligation, in contravention of any express direction given by the Security Holder to whom a Defaulted Obligation is owed, or (b) with respect to an Insolvency Event or any Oil Company Default or any other breach or proposed breach by the Issuer of any of the covenants or provisions of the Trust Instrument, in contravention of any express direction given by an Extraordinary Resolution, but so that no such direction shall affect any waiver, authorisation or determination previously given or made.

### **16. EXERCISE OF DISCRETIONS**

The Trustee may exercise its discretions under the Trust Instrument separately in respect of the Energy Securities of each class, any class of New Split Securities or any class of Energy-Related Securities in issue from time to time, and shall incur no liability for so doing.

### **17. PRESCRIPTION**

The Trust Instrument does not provide for any prescription periods.

### **18. REMOVAL, RETIREMENT AND REPLACEMENT OF TRUSTEE**

The Trustee may retire at any time without assigning any reason upon giving not less than three months' prior written notice to the Issuer. The Security Holders may by Extraordinary Resolution remove any trustee or trustees for the time being of the Trust Instrument.

The Issuer will use its reasonable endeavours to appoint a new Trustee as soon as reasonably practicable after the Trustee retires or is removed.

## 19. GOVERNING LAW AND JURISDICTION

The Energy Securities, the Trust Instrument and the Security Deeds are governed by the laws of England. Notwithstanding the submission to the jurisdiction of the English courts contained in the Security Deeds, nothing prevents the Trustee from commencing proceedings in any other competent jurisdiction.

## 20. TRUSTEE'S LIABILITY

Save in the case of fraud, wilful misconduct or negligence, the Trustee shall have no liability under the Trust Instrument for a breach of trust and save in such circumstances, no Trustee in execution of the trusts and powers under the Trust Instrument, shall be liable for any loss arising by reason of any mistake or omission by him or by reason of any other matter or thing including fraud, negligence or default of another director, officer or employee or Trustee.

## 21. AMENDMENTS TO DOCUMENTS

21.1 Pursuant to the Trust Instrument, the Issuer covenants that subject as referred to in Condition 8 and Condition 21.2 it will not amend, vary, modify or supplement any of the following documents without the prior written consent of the Trustee:

- (a) any Energy Purchase Agreement;
- (b) Energy Contracts; and
- (c) any Letter of Credit (together the "**Trustee Consent Documents**").

21.2 The Issuer may by supplemental agreement or supplemental deed as applicable, amend the Trust Instrument, the Security Deeds or (without the consent of the Trustee) any of the Trustee Consent Documents if one or more of the following applies:

- (a) in the opinion of the Issuer and the Trustee, the amendment is necessary or desirable and is not materially prejudicial to the rights of Security Holders;
- (b) in the opinion of the Issuer and the Trustee, the amendment is necessary or desirable to enable the Energy Purchase Agreement to provide for the sale to the Issuer of Energy and in the opinion of the Issuer such amendments and/or any related documents provide for adequate custody and settlement arrangements and will not materially prejudice the rights of Security Holders;
- (c) if the amendment is to substitute as debtor under the Letter of Credit a Substitute Credit Provider;
- (d) the terms of the amendment are (i) if the amendment affects only Energy Securities of one or more particular class or the Issuer or the Trustee determines in its discretion that the amendment would affect the holders of different classes of Energy Securities differently, authorised by separate Extraordinary Resolutions of the holders of the class or classes of Energy Security affected passed in accordance with the Trust Instrument or a separate resolution in writing of holders of not less than 75 per cent. of the Energy Securities of that class outstanding; or (ii) if paragraph (i) does not apply, authorised by an Extraordinary Resolution of the Security Holders passed in accordance with the Trust Instrument or a resolution in writing of holders of not less than 75 per cent. of the Energy Securities;
- (e) the terms of the amendment are necessary or desirable in the opinion of the Issuer and the Trustee to comply with any statutory or other requirement of law (including as modified or applied in any respect to the Energy Securities) or any rules applicable to the listing or trading of the Energy Securities or to rectify any inconsistency, technical defect, manifest error or ambiguity in the terms of such Document; and
- (f) in the opinion of the Trustee, the amendment is of a formal, minor or technical nature or to correct a manifest or proven error.

- 21.3 The Issuer shall notify all Security Holders of any proposed amendment as referred to in Condition 21.2(a) by publishing a notice on a RIS at least 30 days prior to such amendment becoming effective. The Issuer shall notify all Security Holders of a proposed amendment as referred to in Condition 21.2(b) by publishing a notice on a RIS at least 30 days prior to such amendment becoming effective and by publishing a supplementary prospectus and/or supplementary listing particulars in accordance with section 81 or section 87G of FSMA. The Issuer shall notify all Security Holders of a proposed amendment as referred to in Condition 21.2 (c), (d) and (e) by publishing a notice on a RIS as soon as practicable after such amendment is proposed and, in any event, upon such amendment becoming effective.
- 21.4 Notwithstanding any provision of the Trust Instrument to the contrary, the power to assent to any modification or amendment to the provision of any Trustee Consent Document which modifies the power to amend such Trustee Consent Document shall in relation to the Energy Securities of each class require a unanimous resolution in writing of holders of the Energy Securities of that class then outstanding.

## **22. NOTICES**

- 22.1 All notices required or permitted to be given to a Security Holder under the Trust Instrument or pursuant to any other Trustee Consent Document shall be made by publication through a RIS.
- 22.2 All notices required to be given by the Issuer to Security Holders under the Trust Instrument or otherwise shall be made in writing, except to the extent that the notice relates to a meeting of Security Holders where, in relation to any shares which are held in Uncertificated Form, the directors may from time to time permit notices of Security Holder meetings to be made by means of an electronic communication in the form of an Uncertificated Notice of Meeting in such form and subject to such terms and conditions as may, from time to time, be prescribed by the directors (subject always to facilities and requirements of CREST) and may in a similar manner permit supplements, or amendments, to any such Uncertificated Notice of Meeting to be made by like means.
- 22.3 All notices required or permitted to be given by Security Holders to the Issuer under the Trust Instrument or pursuant to any other Document must be in writing in English.
- 22.4 Any Redemption Notice shall be sent by fax to the Issuer's primary fax number, as follows:

Fax: +44 1534 825 335

or such other fax number as may be published on the Issuer's Website, and confirmed by email to the following email address:

Email: [info@etfsecurities.com](mailto:info@etfsecurities.com)

- 22.5 Any Redemption Notice shall be deemed to have been received upon sending, subject to confirmation of uninterrupted and error-free transmission by a transmission report.
- 22.6 Any General Notice to be given to the Issuer shall be sent to the Issuer's primary fax number set out above or delivered by hand, sent by prepaid recorded delivery or registered post (or registered airmail in the case of an address outside the United Kingdom), to the following address:

Name: ETFS Oil Securities Limited

Address: Ordnance House, 31 Pier Road  
St. Helier, Jersey JE4 8PW  
Channel Islands

Attention: Graeme Ross/Craig Stewart

Fax number: +44 1534 825 335

or such other address as may be published for the Issuer on the Issuer's Website.

- 22.7 Any General Notice shall, in the absence of earlier receipt, be deemed to have been received as follows:
- (a) if delivered by hand, at the time of actual delivery; or
  - (b) if sent by prepaid recorded delivery or registered post (or registered airmail in the case of an address outside the United Kingdom), on the date it is delivered or its delivery is attempted.

## **23. PAYMENT PROVISIONS**

### **23.1 Currency**

All monies payable by the Issuer on the Energy Securities shall be paid in full cleared and immediately available funds in the currency specified with respect to the relevant payment and if no such currency is specified:

- (a) if the payment relates to Dollar Securities, in US Dollars; and
- (b) if the payment relates to Euro Securities, in Euros.

### **23.2 No deduction or withholding**

All monies payable by the Issuer on the Redemption of any Energy Securities shall be paid in full, free and clear of and without any withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of any relevant jurisdiction or any political subdivision thereof or any authority thereof having power to tax, unless such deduction or withholding is required by law to which the person making the payment is subject.

### **23.3 Payments due on Days other than Payment Business Days**

Where a Day on which a payment would otherwise be due and payable is not a Payment Business Day, such payment shall be due and payable by the payer on the next following Payment Business Day.”

## **B. THE SECURITY DEEDS**

The Security Deeds contain, *inter alia*, provisions to the following effect:

### **1. Charge**

- (a) **Charge:** As continuing security for the payment or discharge of all sums and other liabilities owing by the Issuer to the Trustee as Trustee for the Security Holders or the Security Holders from time to time under each class of Energy Securities, the relevant Trust Instrument or Security Deed, including, without limitation, the Redemption Obligations (“the Secured Liabilities”), the Issuer with full title guarantee has agreed to charges by way of first floating charge to the Trustee for the benefit of the Trustee and the Security Holders all the Issuer’s rights, title and interest, present and future, in and to the relevant Secured Property, provided that if the Secured Liabilities shall be irrevocably and unconditionally paid to and received by the Trustee in full, the Trustee shall at the request and cost of the Issuer release or discharge the relevant Secured Property from the Security.
- (b) **Assignment by way of Security:** The Issuer as further security for the Secured Liabilities has agreed to assign to the Trustee all its present and future rights, title and interest in each Energy Purchase Agreement, provided that unless and until the Security is exercised in accordance with the provisions of the Security Deed, the Issuer may continue to exercise all its powers under the relevant Energy Purchase Agreement in relation to the following matters:
  - (i) operational matters expressed in the Energy Purchase Agreement to be at the option, or subject to the discretion, of the Issuer and the relevant Oil Major Company; and

- (ii) operational matters relating to the day to day management of the creation or redemption of Energy Contracts under the Energy Purchase Agreement that require the agreement of the Oil Major Company and the Issuer, but which do not relate to the payment obligations of either party under the Energy Purchase Agreement,

save that, to the extent that the Trustee's consent is required, it shall be the responsibility of the Issuer to ensure that such consent is received prior to undertaking the matter in question.

## **2. Enforcement**

- (a) The whole of the Security shall become enforceable if (a) a Defaulted Obligation, (b) an Oil Company Default; or (c) an Insolvency Event has occurred and is continuing.
- (b) In addition to any of the powers conferred on the Trustee pursuant to the Trust Instrument with respect to the Secured Property, the Trustee may at any time:
  - (i) after the occurrence of a Defaulted Obligation at its discretion, and shall if so directed in writing by a Security Holder to whom such Defaulted Obligation is owed, the Trustee having first been indemnified and/or secured to its satisfaction, take such proceedings and/ or other action as it may think fit against or in relation to the Issuer to enforce any such obligation of the Issuer under the Trust Instrument and the Security constituted by the relevant Security Deed in respect of the Energy Securities to which the Defaulted Obligation relates;
  - (ii) if an (a) Insolvency Event and/or (b) an Oil Company Default has occurred and is continuing, at its discretion, and shall if so directed in writing by Security Holders holding not less than 25 per cent. of the relevant class of Energy Securities then outstanding or an Extraordinary Resolution of the Security Holders of the Energy Securities of that class, the Trustee having first been indemnified and/or secured to its satisfaction, take such proceedings and/or other action as it may think fit against or in relation to the Issuer to enforce any obligations of the Issuer under the Trust Instrument and the Security constituted by the relevant Security Deed in respect of all outstanding Energy Securities of the relevant class; and
  - (iii) where an Insolvency Event and/or an Energy Company Insolvency is occurring at the same time as a Defaulted Obligation, a holder of Energy Securities to whom a Defaulted Obligation is owed will not be entitled to require the Trustee to take action as described in paragraph 2(b)(i) above until the expiry of 30 days from the occurrence of the Insolvency Event and/or Oil Company Insolvency Event, nor shall he be so entitled if, during such period of 30 days, the Trustee has elected, or been required, to take action as described in paragraph 2(b)(ii) above.

## PART 9

### GLOBAL BEARER CERTIFICATES

The following is a non-binding English language translation of the form of Global Bearer Certificates. The definitive German language text, of which the following is a direct and accurate translation, of the form of the Global Bearer Certificates and the Conditions of the Global Bearer Certificates is set out in Annexes 1 and 2 of this document. In the event of an inconsistency between the definitive German language text of the form of the Global Bearer Certificates and the English translation, the former shall prevail.

#### Model Form of Global Bearer Certificate

(non-binding translation)

##### Global Bearer Certificate

for

- registered [see Annex 1] [class of] Securities

of

ETFS Oil Securities Limited Ordnance House, 31 Pier Road, St Helier,

Jersey, Channel Islands, JE4 8PW

divided into securities with a principal amount of USD 5.00 each

As underlying stock for this Global Bearer Certificate the Clearstream Banking Aktiengesellschaft, Frankfurt am Main, Federal Republic of Germany (hereinafter referred to as "Clearstream"), is holding • registered [see Annex 1] [class of] Securities (hereinafter referred to as "Notes"), of ETFS Oil Securities Limited, Jersey, Channel Islands, (hereinafter referred to as the "Company") constituted by a Trust Instrument dated 13 July 2005 between the Company and The Law Debenture Trust Corporation p.l.c. as amended (hereinafter referred to as the "Trust Instrument") and secured as described therein and divided into securities with a principal amount of USD 5.00 each, registered in the name of Vidacos Nominees Limited, London, England and held in a special Safe Custody Account with Citibank N.A., London, England. Each co-owner of this Global Bearer Certificate is entitled to demand at any time from Clearstream, to arrange for the delivery and registration in the relevant Register of Security Holders, in his name or in the name of a third party designated by him of such number of Notes as corresponds to his share in this Global Bearer Certificate.

In respect of all further matters, the Conditions attached to this Global Bearer Certificate and forming an essential part thereof shall apply.

Frankfurt am Main,

CLEARSTREAM BANKING  
AKTIENGESELLSCHAFT

## TEXT OF THE CONDITIONS OF THE GLOBAL BEARER CERTIFICATES

### Conditions of the Certificate

#### (non-binding translation)

1. This Global Bearer Certificate bears the signature of two managing directors, or one managing director and one holder of procuration, of the Clearstream Banking Aktiengesellschaft, Frankfurt am Main, Federal Republic of Germany, (hereinafter referred to as "Clearstream").
2. Each co-owner of this Global Bearer Certificate is entitled to demand at any time from Clearstream the delivery and the registration in the relevant Register of Security Holders in his name or in the name of a third party designated by him of such number of registered • [see Annex 1] [class of] Securities (hereinafter referred to as "Notes") of ETFs Oil Securities Limited, Jersey, Channel Islands, (hereinafter referred as the "Company") constituted by a Trust Instrument dated 13 July 2005 between the Company and The Law Debenture Trust Corporation p.l.c. as amended (hereinafter referred to as the "Trust Instrument") and secured as described therein and divided into securities with a principal amount of USD 5.00 each as corresponds to his co-ownership share in this Global Bearer Certificate. Such demand shall be made by the co-owner through his depositary bank to Clearstream, stating to whom the Notes shall be delivered, respectively, the address to which the certificate evidencing the registration shall be mailed by the Registrar.

In addition to the delivery, respectively, transfer fee determined by Clearstream pursuant to § 315 of German Civil Code, the co-owner shall bear any expenses, taxes, fees or duties arising from such delivery resp. transfer and registration.

The co-owners of this Global Bearer Certificate are not entitled to demand delivery of individual bearer certificates out of this Global Bearer Certificate.

3. As a rule, Clearstream shall convey to the co-owner, through his depositary bank and in proportion to his share in the Global Bearer Certificate, all rights arising from the Notes under the laws of England and Jersey Channel Islands.

Payments of capital, interests and/or other amounts due will be passed on by Clearstream to the co-owner. Furthermore, any terms and conditions announced by Clearstream shall apply.

All payments to the co-owner shall be made in EURO, in accordance with the foreign exchange control regulations prevailing at the time, unless the co-owner has in time before the due date demanded payment in USD (United States Dollars).

4. As a rule, Clearstream shall not exercise voting rights arising in a noteholder meeting. On demand, it shall cause a voting proxy to be issued to the co-owner or a third party indicated by him.

The Company has undertaken to publish the agenda of any noteholder meeting as well as the conditions for participating in the meeting and exercising the voting rights before each meeting.

5. Should the issuance of the Global Bearer Certificate be subject at any time to any taxes, fees or duties in the Federal Republic of Germany or in Jersey, Channel Islands, the co-owners shall bear such taxes, fees or duties in proportion to their shares in the Global Bearer Certificate.

Clearstream is entitled to divide among all co-owners in proportion to their co-ownership shares in the Global Bearer Certificate all taxes, fees and duties to which it may at any time be subject in the Federal Republic of Germany or in Jersey, Channel Islands, by the mere fact that it is holding the Notes.

6. If for any reason the Notes should be replaced by other notes or some other valuable, the co-owner's right to the Notes shall convert into a right to the relevant substitutes. In such event these Conditions shall apply mutatis mutandis.

7. Clearstream is entitled to substitute another entity for Citibank N.A., London, England, (hereinafter referred to as "Custodian") in its function as Custodian or Vidacos Nominees Limited, London, England, (hereinafter referred to as "Nominee") in its function as Nominee. In such event, Clearstream shall not be responsible for more than careful selection. This does not affect Clearstream's right to assume itself the functions of the Custodian or the Nominee. In the case where the Custodian or the Nominee are replaced, any reference to the Custodian or the Nominee in these Conditions shall be deemed to refer to the new Custodian or Nominee.
8. Should the Notes become good delivery on German stock exchanges in a way which would not require Clearstream's assistance in the present form or should the admission of the Notes in the form of (co-ownership) shares in the Global Bearer Certificate to trading and official quotation on German stock exchanges be withdrawn, Clearstream shall request from the co-owners instructions, as provided for in Clause 2. paragraph 1 above. Should such instructions not be given within 3 months from the publication of the relevant request, Clearstream shall be entitled, at its discretion, to arrange for registration of the Notes in the name of the co-owner or a third party designated in its request and to deposit the relevant Notes at the co-owner's risk and expense with a depository designated in its request. All obligations of Clearstream arising from the Global Bearer Certificate shall cease therewith.
9. All notices concerning the Global Bearer Certificate shall be published in at least one supranational newspaper designated by the German stock exchanges to publish obligatory notices of each German stock exchange on which the Notes in form of co-ownership shares in the Global Bearer Certificate are traded and officially quoted.
10. The co-owners shall bear proportionately any prejudice or damage, whether economic or legal, which may affect the Notes held as underlying stock for the Global Bearer Certificate in consequence of force majeure, governmental decrees, war, riots, official action at home or abroad or any other circumstances beyond Clearstream's or the Custodian's control.

Clearstream shall perform all its obligations arising from the Global Bearer Certificate with the due care of a proper merchant. If by reason of force majeure, governmental decrees, war, riots, official action at home or abroad or by any other circumstances beyond its control it is prevented from performing its obligations, it shall not be responsible.

The Custodian and the Nominee are responsible towards Clearstream for the due performance of their functions. Any claims against the Custodian or the Nominee shall be pursued by Clearstream on the co-owners' behalf. Beyond that, Clearstream shall only be responsible for careful selection of the Custodian and the Nominee.

11. Should any of these conditions be or become fully or partly invalid or impracticable, the other conditions shall remain unaffected. Any such invalid or impracticable condition shall be replaced in accordance with the intent and purpose of this contractual agreement.
12. All legal relations between the co-owner and Clearstream shall be governed by the laws of the Federal Republic of Germany. The exclusive court of venue shall be Frankfurt am Main.
13. Except where required by law, an alteration of these Conditions shall be permitted only insofar as it does not impair the rights of the co-owners.

**Annex 1**

Annex 1 may be amended from time to time if additional classes of Notes are issued by ETFS Oil Securities Limited under its multi-class Programme.

<b>Class</b>	<b>Original ISIN (of the Note)</b>	<b>Principal Amount</b>
Brent 1mth Oil	GB00B0CTWC01	USD 5.00
WTI 2mth Oil	GB00B0CTWK84	USD 5.00

**Global Bearer Certificates and Text of their Conditions**

Annex 1 to this document contains the model form of the Global Bearer Certificates and Annex 2 to this document contains the text of the Conditions of the Global Bearer Certificates which apply to each Global Bearer Certificate, in each case in the German language. The English version of the model form of the Global Bearer Certificates and the text of the Conditions of the Global Bearer Certificates set out above are direct translations of the German versions contained in Annexes 1 and 2 to this document.

## PART 10

### PARTICULARS OF SHELL TRADING SWITZERLAND AND SHELL TREASURY

*The Energy Securities are secured on assets which constitute obligations of five or fewer obligors. The Issuer is, therefore, required under the Prospectus Rules to include in this Prospectus certain information relating to Shell Trading Switzerland and Shell Treasury that the Issuer is aware of or is able to ascertain from information published by Shell Trading Switzerland or Shell Treasury. Such information relating to Shell Trading Switzerland and Shell Treasury as is required by Annex VIII of the Prospectus Regulation (Regulation Number 809/2004/EC) is contained in this Part 10 (Particulars of Shell Trading Switzerland and Shell Treasury) and Annex 5 of the 2017 Prospectus, Annexes 5 and 6 of the 2018 Prospectus and Annex 5 of this Prospectus (which together contain the financial statements of Shell Trading Switzerland and Shell Treasury).*

*The information on Shell Trading Switzerland and Shell Treasury contained in this Prospectus is based upon information made available to the Issuer by Shell Trading Switzerland and Shell Treasury. The Issuer confirms that such information has been accurately reproduced and that, as far as the Issuer is aware and is able to ascertain from information published by Shell Treasury or Shell Trading Switzerland (as the case may be), no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer has not made any independent verification of information contained in this Prospectus relating to the business and financial standing of Shell Trading Switzerland, Shell Treasury, or any other member of the Shell Group.*

*The arrangements entered into by Shell Trading Switzerland and Shell Treasury with the Issuer in relation to the Energy Contracts do not preclude or restrict the ability of Shell Trading Switzerland, Shell Treasury or any member of the Shell Group from entering into any contracts or entering into any transactions with the Issuer, any Authorised Participant or any other person in the ordinary course of its business or otherwise. In addition, members of the Shell Group trade in oil markets and the markets in CERs and EUAs and in related markets and may do so whether or not such trading could have an adverse effect on the creation, redemption or market price of Energy Securities.*

#### **Shell Trading Switzerland**

Shell Trading Switzerland was incorporated in Switzerland with the name Shell Trading Switzerland AG in accordance with the provisions of the Swiss Code of Obligations on 11 April 2005 (with company number CH-170.3.028.260-0) and is a wholly-owned subsidiary of Shell Overseas Holdings Limited which is itself a wholly-owned member of the Shell Group. Shell Trading Switzerland's registered office is at Baarermatte, 6340 Baar, Switzerland (Tel: +41 41 769 4444) and it has a paid up share capital of 100,000 Swiss Francs. It currently has no holdings or interest in any other companies and carries on no activities other than the entering into of Energy Contracts with the Issuer and ancillary finance and hedging arrangements with other members of the Shell Group to facilitate the performance of its obligations under the Energy Purchase Agreement.

The directors of Shell Trading Switzerland are:

<b>Name and business address:</b>	<b>Function:</b>
Michael Wort Baarermatte 6340 Baar Switzerland	President
Andrea Laanio Baarermatte 6340 Baar Switzerland	Director
Oliver Bishop Baarermatte 6340 Baar Switzerland	Director

There has been no significant change in the financial or trading position or material adverse change in the prospects of Shell Trading Switzerland since 31 December 2017.

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Shell Trading Switzerland is aware) which may have, or have had, during the 12 months preceding the date of this document, a significant effect on Shell Trading Switzerland's financial position or profitability. Shell Trading Switzerland has no subsidiaries.

The following contracts (not being contracts entered into in the ordinary course of its business) have been entered into by Shell Trading Switzerland which could result in Shell Trading Switzerland being under an obligation or entitlement that is material to Shell Trading Switzerland's ability to meet its obligations to the Issuer:

- (a) the Energy Purchase Agreement dated 13 July 2005, as amended by agreements dated 24 April 2006, 19 July 2007, 24 September 2008, 2 September 2013 and 2 September 2014 each between the Issuer and Shell Trading Switzerland;
- (b) a deed of undertaking dated 13 July 2005 as amended and restated by agreements dated 24 April 2006 and 14 August 2007 between Shell Trading Switzerland, Shell Treasury and Citigroup Global Markets Limited;
- (c) a deed of undertaking dated 13 July 2005 as amended and restated by agreements dated 24 April 2006 and August 2007 between Shell Trading Switzerland, Shell Treasury and UBS AG, London Branch;
- (d) a deed of undertaking dated 18 May 2006 as amended and restated by an agreement dated 9 August 2007 between Shell Trading Switzerland, Shell Treasury and ABN AMRO Clearing Bank N.V.;
- (e) a deed of undertaking dated 14 July 2006 as amended and restated by an agreement dated 13 August 2007 between Shell Trading Switzerland, Shell Treasury and Morgan Stanley & Co. International plc;
- (f) a deed of undertaking dated 15 January 2007 as amended and restated by an agreement dated 20 August 2007 between Shell Trading Switzerland, Shell Treasury and Barclays Capital Securities Limited;
- (g) a deed of undertaking dated 9 February 2007 as amended and restated by an agreement dated 21 August 2007 between Shell Trading Switzerland, Shell Treasury and The Royal Bank of Scotland N.V., London Branch and subsequently novated to The Royal Bank of Scotland plc by a deed of novation dated 14 November 2011;
- (h) a deed of undertaking dated 3 April 2007 as amended and restated by an agreement dated 30 August 2007 between Shell Trading Switzerland, Shell Treasury and UniCredit Bank AG;
- (i) a deed of undertaking dated 7 April 2008 between Shell Trading Switzerland, Shell Treasury and Merrill Lynch International;
- (j) a deed of undertaking dated 21 August 2009 between Shell Trading Switzerland, Shell Treasury and Knight Capital Europe Limited (now known as KCG Europe Limited);
- (k) a deed of undertaking dated 29 June 2015 between Shell Trading Switzerland, Shell Treasury and Jane Street Financial Limited;
- (l) a deed of undertaking dated 17 December 2015 between Shell Trading Switzerland, Shell Treasury and Bluefin Europe LLP;
- (m) A deed of undertaking dated 18 June 2018 between Shell Trading Switzerland, Shell Treasury and Optiver VOF; and

- (n) an “Other Adjustment Agreement” between the Issuer and Shell Trading Switzerland dated 24 April 2006 described under the heading “Material Contracts” in Part 12 (*Additional Information*) as amended by an Amendment and Restatement Agreement dated 20 July 2007, a Second Amendment and Restatement Agreement dated 24 September 2008 and a letter agreement dated 4 December 2013.

In addition, Shell Trading Switzerland has entered into arrangements with other members of the Shell Group to assist with its financial liquidity and its exposure to the oil or carbon emissions allowances market through the Energy Contracts. Amounts payable to Shell Trading Switzerland in respect of the creation of Energy Contracts are treated as liabilities of Shell Trading Switzerland to the Issuer on Shell Trading Switzerland’s balance sheet, but the cash is deposited by way of short term loans with Shell Finance Netherlands BV, and further lent by that entity to Shell Treasury. Upon each creation of an Energy Contract, Shell Trading Switzerland enters into a contract for differences with one or other of: (i) Shell International Trading and Shipping Company Limited acting on behalf of Shell Trading International Limited; or (ii) Shell Trading (US) Company, in respect of the entire price risk generated by an Energy Contract.

Upon redemption of an Energy Contract, Shell Trading Switzerland will source the necessary funds to meet its redemption payments from a combination of: (i) a working capital overdraft facility presently from Shell Treasury Centre Limited; and (ii) settlement of the corresponding contract for differences with Shell International Trading and Shipping Company Limited or Shell Trading (US) Company, as the case may be.

Each of these arrangements is subject to variation and/or replacement from time to time at the instigation of Shell Trading Switzerland and Shell Treasury.

#### *Conflicts of Interest*

There are no potential conflicts of interest between the duties which the directors and/or members of the administrative, management and supervisory bodies of Shell Trading Switzerland owe to Shell Trading Switzerland, and their private interests and/or other duties which they have.

#### **Shell Treasury**

Shell Treasury was incorporated and registered in England and Wales pursuant to the Companies Act 1985 on 17 November 1997 with company number 3469401 and is a wholly-owned subsidiary of The Shell Petroleum Company Limited which is itself a wholly-owned member of the Shell Group. Shell Treasury’s registered office is at Shell Centre, London, SE1 7NA (Tel: 020 7934 1234), and it has an authorised share capital of US\$1,600,001,000 of which US\$1,000,001,000 is paid up.

The directors of Shell Treasury are:

<b>Name and business address:</b>	<b>Function:</b>	<b>Other principal activities:</b>
M Pearman	Director	Tax Lead Treasury Operations
D Warrilow	Director	Treasurer, Holdings and Treasury Companies
D Gardner	Director	Senior Treasury Controller

The business address for each of which is:

Shell Centre  
London SE1 7NA  
England.

Shell Treasury provides long term financing to companies in the Shell Group principally in the form of loans or the purchase of such members’ debt securities; such loans may include a short-term element. Shell Treasury has agreed to provide credit support to Shell Trading Switzerland in respect of its rights and obligations under the Energy Purchase Agreement (see Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*)) under the heading “Letters of Credit” for further details).

There are a number of entities in the Shell Group which perform treasury functions on behalf of the Shell Group as a whole. These treasury companies effectively act as an in-house bank for entities in the Shell Group and pursuant to this function have access to the Shell Group's committed banking facilities and to the Shell Group's external debt issuance programmes. Money raised by the relevant treasury companies through these programmes may then be on-lent to other entities in the Shell Group including the entities referred to above. Owing to the nature of Shell Treasury's role within the Shell Group, as mentioned above, it has a number of relationships with other companies in the Shell Group, including through loans or deposits from such companies, but does not have a dependence on any of them.

There has been no significant change in the financial or trading position or material adverse change in the prospects of Shell Treasury since 31 December 2017.

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Shell Treasury is aware) which may have or have had during the 12 months preceding the date of this document a significant effect on Shell Treasury's financial position or profitability.

Shell Treasury has no subsidiaries.

The following contracts (not being contracts entered into in the ordinary course of its business) have been entered into by Shell Treasury which could result in Shell Treasury being under an obligation or entitlement that is material to Shell Treasury's ability to meet its obligations to the Issuer:

- (a) Dollar Letter of Credit dated 13 July 2005 issued in favour of the Issuer in support of Shell Trading Switzerland's obligations in respect of Dollar Contracts under the Energy Purchase Agreement as confirmed by deeds of confirmation executed by Shell Treasury dated 24 April 2006, 19 July 2007, 24 September 2008, 2 September 2013 and 2 September 2014;
- (b) Euro Letter of Credit dated 24 September 2008 in favour of the Issuer in support of the Shell Trading Switzerland's obligations in respect of Euro Contracts under the Energy Purchase Agreement as confirmed by a deed of confirmation executed by Shell Treasury dated 2 September 2013 and a deed of confirmation dated 2 September 2014;
- (c) a deed of undertaking dated 13 July 2005 as amended and restated by agreements dated 24 April 2006 and 14 August 2007 between Shell Trading Switzerland, Shell Treasury and Citigroup Global Markets Limited;
- (d) a deed of undertaking dated 13 July 2005 as amended and restated by agreements dated 24 April 2006 and August 2007 between Shell Trading Switzerland, Shell Treasury and UBS AG, London Branch;
- (e) a deed of undertaking dated 18 May 2006 as amended and restated by an agreement dated 9 August 2007 between Shell Trading Switzerland, Shell Treasury and ABN AMRO Clearing Bank N.V.;
- (f) a deed of undertaking dated 14 July 2006 as amended and restated by an agreement dated 13 August 2007 between Shell Trading Switzerland, Shell Treasury and Morgan Stanley & Co. International plc;
- (g) a deed of undertaking dated 15 January 2007 as amended and restated by an agreement dated 20 August 2007 between Shell Trading Switzerland, Shell Treasury and Barclays Capital Securities Limited;
- (h) a deed of undertaking dated 7 February 2007 as amended and restated by an agreement dated 21 August 2007 between Shell Trading Switzerland, Shell Treasury and The Royal Bank of Scotland N.V., London Branch and subsequently novated to The Royal Bank of Scotland plc by a deed of novation dated 14 November 2011;
- (i) a deed of undertaking dated 3 April 2007 as amended and restated by an agreement dated 30 August 2007 between Shell Trading Switzerland, Shell Treasury and UniCredit Bank AG;

- (j) a deed of undertaking dated 21 August 2009 between Shell Trading Switzerland, Shell Treasury and Knight Capital Europe Limited (now known as KCG Europe Limited);
- (k) a deed of undertaking dated 29 June 2015 between Shell Trading Switzerland, Shell Treasury and Jane Street Financial Limited;
- (l) a deed of undertaking dated 7 April 2008 between Shell Trading Switzerland, Shell Treasury and Merrill Lynch International Limited; and
- (m) a deed of undertaking dated 17 December 2015 between Shell Trading Switzerland, Shell Treasury and Bluefin Europe LLP.
- (n) a deed of undertaking dated 18 June 2018 between Shell Trading Switzerland, Shell Treasury and Optiver VOF.

#### *Conflicts of Interest*

All of the directors of Shell Treasury have directorships in other companies wholly-owned by the Shell Group. It is possible that the fiduciary duties which these directors owe to Shell Treasury may potentially conflict with their fiduciary duties owed to other companies within the Shell Group where the best interests of one company and its shareholders may be different than such interests of another company. In respect of potential conflicts of interest that may arise in the future, it is not expected that any actual conflict of interest would arise in practice. Other than as described above, there is no conflict of interest between any duties which the members of the board of directors of Shell Treasury owe to Shell Treasury, and their private interests or other duties.

#### **Shell Group**

Royal Dutch Shell plc (“**RDS**”) became the single parent company of N.V. Koninklijke Nederlandsche Petroleum Maatschappij (Royal Dutch Petroleum Company) (“**Royal Dutch**”) and The “Shell” Transport and Trading Company plc (“**Shell Transport**”) as a result of the unification transaction described below. Since 1907, Royal Dutch and Shell Transport have been the parent companies of a group of companies known collectively as the Royal Dutch/Shell Group (now known as the Shell Group). The companies of the Shell Group are engaged worldwide in all the principal aspects of the oil and natural gas industry.

On 20 July 2005 RDS became the parent company of Royal Dutch and Shell Transport upon the consummation of (i) an exchange offer under Dutch law by RDS for the outstanding shares of Royal Dutch and (ii) a scheme of arrangement under English law involving Shell Transport and its shareholders.

RDS was incorporated in England and Wales under the Companies Act 1985 on 5 February 2002 as a private company limited by shares. On 27 October 2004 it re-registered as a public company limited by shares and changed its name to Royal Dutch Shell plc.

#### **The Shell Group and the Issuer**

The Shell Group have decided to consolidate the Issuer within the accounts for the Shell Group. In reaching such a decision, the Shell Group will rely solely on the circumstances of the relationship between members of the Shell Group and the Issuer as described in this Prospectus and upon no other fact or circumstance. Notwithstanding the previous statement, neither Shell Trading Switzerland nor any other member of the Shell Group exercises any form of control over the Issuer nor does any one of them hold any direct or indirect ownership interest in the Issuer.

#### **Financial Information on Shell Treasury**

##### *Basis of financial information*

Ernst and Young LLP, Statutory Auditor of 1 More London Riverside, London SE1 2AF, UK has issued unqualified audit opinions of the financial statements of Shell Treasury which have been sent for filing to the registrar of companies for the years ended 31 December 2016 and 31 December 2017.

The annual report of Shell Treasury for the year ended 31 December 2017, including the financial statements of Shell Treasury and the directors' and auditors' reports thereon, is reproduced at Annex 5 (*Financial Information on Shell Treasury*).

The annual report of Shell Treasury for the year ended 31 December 2016, including the financial statements of Shell Treasury and the directors' and auditors' reports thereon, as set out in Annex 6 of the 2018 Prospectus, is incorporated in this document by reference.

## **Financial Information on Shell Trading Switzerland**

### *Basis of financial information*

Ernst and Young LLP has issued an unqualified audit opinion on the financial statements of Shell Trading Switzerland for each of the periods ended 31 December 2016 and 31 December 2017.

The annual reports of Shell Trading Switzerland for the year ended 31 December 2017, including the financial statements of Shell Trading Switzerland and the reports of the statutory auditors thereon, as set out in Annex 5 (*Financial Information on Shell Trading Switzerland*) of the 2018 Prospectus, are incorporated in this document by reference.

The annual report of Shell Trading Switzerland for the year ended 31 December 2016, including the financial statements of Shell Trading Switzerland and the reports of the statutory auditors thereon as set out in Annex 5 of the 2017 Prospectus, are incorporated in this document by reference.

The financial statements of Shell Trading Switzerland are prepared in accordance with Swiss statutory accounting law as prescribed by the Swiss Code of Obligations (the "**Swiss Statutory Accounting Rules**").

These accounting rules differ in significant respects from International Financial Reporting Standards (IFRS), which are the standards that are applied in the consolidated financial statements prepared by Royal Dutch Shell PLC, the parent company of the Shell Group of which Shell Trading Switzerland is a wholly-owned subsidiary. Shell Trading Switzerland itself is not required to and does not produce its own consolidated financial statements. It should therefore be recognised that there are significant differences between the financial information contained in the financial statements of Shell Trading Switzerland and the consolidated financial statements of the Shell Group, which differences may be attributable to differences between the applicable Swiss Statutory Accounting Rules and IFRS, the effects of consolidation on the financial statements of the Shell Group or other factors. For a discussion of significant differences between the Swiss Statutory Accounting Rules and IFRS, see "Summary of Significant Differences between Swiss Statutory Accounting Rules and International Financial Reporting Standards (IFRS)" on pages 169 to 171 (inclusive) of the 2007 Prospectus, which is incorporated herein by reference. Investors should, however, be particularly aware that the Swiss Statutory Accounting Rules do not contain an equivalent requirement to the IFRS obligation for financial statements to provide a true and fair view of the relevant company's financial position. Consequently, the financial statements should not be read in isolation without awareness of the particular requirements of the Swiss Statutory Accounting Rules.

## PART 11

### TAXATION

#### 1. UK TAXATION

##### (a) General

The following paragraphs summarise certain limited aspects of the UK taxation treatment of holding Energy Securities. They are based on current UK law and HM Revenue & Customs practice, both of which are subject to change, possibly with retrospective effect. The following paragraphs relate only to Security Holders who are the absolute beneficial owners of their Energy Securities and within the charge to UK corporation tax, are UK resident individuals (and are domiciled in the UK for tax purposes and not carrying on a financial trade) or which are UK open-ended investment companies or authorised unit trust schemes. The statements in this summary are intended only as a general guide, and should be treated with appropriate caution. Any person who is contemplating acquiring one or more Energy Securities (whether or not pursuant to the Programme), particularly if that person is subject to taxation in any jurisdiction other than the UK, is strongly recommended to consult their independent professional advisers immediately.

##### (b) The Issuer

The Directors intend that the affairs of the Issuer will be managed and conducted so that it is and will remain resident in Jersey at all times and that it will not become resident in the UK for UK taxation purposes. Accordingly, provided that the Issuer is so resident and provided that the Issuer does not carry on a trade in the UK through a permanent establishment situated therein for UK corporation tax purposes, or through a branch or agency situated in the UK which would bring the Issuer within the charge to UK income tax, the Issuer will not be subject to UK corporation tax or income tax on income and capital gains arising to it. The Directors intend that the affairs of the Issuer are conducted so that no such permanent establishment, branch or agency will arise insofar as this is within their control, but it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment, branch or agency coming into being will at all times be satisfied.

##### (c) Withholding Tax

No redemption payments made by the Issuer to Security Holders in respect of the Energy Securities are required to be made under deduction or withholding for or on account of UK tax.

##### (d) Corporation Tax on income and gains

In general, a Security Holder which is subject to UK corporation tax will be treated for tax purposes as realising profits, gains or losses in respect of the Energy Securities on a basis reflecting the treatment in its statutory accounts, calculated in accordance with generally accepted accounting practice. These profits or losses (which will include any profits or losses on a disposal or redemption of Energy Securities and which may include fluctuations in value relating to foreign exchange gains and losses) will be treated as income profits or losses for the purposes of a Security Holder's corporation tax computation.

##### (e) Capital Gains Tax (Individuals)

###### *Subscriptions made before 1 December 2009*

Provided the Energy Securities are not treated as "deeply discounted securities" for UK tax purposes, any transfer or redemption of an Energy Security by a Security Holder who is a UK individual will be a disposal of that Energy Security for UK capital gains tax purposes which may, subject to any available exemption or relief, give rise to a chargeable gain or allowable loss for those purposes.

The Issuer has received a non-statutory confirmation from HM Revenue & Customs that, in its view, the Energy Securities are not deeply discounted securities. However, since this confirmation is addressed to the Issuer and is not binding on HM Revenue & Customs in its dealings with Security Holders, investors may wish to consult their own tax advisors in this respect.

The tax treatment of subscriptions made prior to 1 December 2009 will not be affected by the amended definition of “offshore fund” discussed below.

#### *Subscriptions made on or after 1 December 2009*

The Issuer was not regarded as an “offshore fund” for UK tax purposes for periods before 1 December 2009. However, on 1 December 2009, a new definition of “offshore fund” took effect which resulted in the Issuer being treated as an “offshore fund”. Accordingly, subscriptions made on or after this date may be treated as investments in an “offshore fund” for UK tax purposes.

If this is the case, and the Energy Securities are not treated as “deeply discounted securities” and no other exemption applies, any gain accruing to an investor upon the sale, redemption or other disposal of Energy Securities acquired on or after 1 December 2009 will be taxed as income and not as a capital gain, unless the Issuer achieves certification as a “reporting fund”. The Issuer has obtained notification from HM Revenue & Customs that all classes of the Energy Securities have been accepted for entry into the “reporting fund” regime with effect from the accounting period which commenced 1 January 2009. Investors are referred to HM Revenue & Customs website for a full list of classes accepted into the reporting fund regime. Whilst it is expected that certification as a “reporting fund” will be maintained for all periods this cannot be guaranteed.

Note that under the reporting fund rules the Issuer is required to report to investors 100 per cent. of the net income attributable to the relevant class of Energy Securities. It is not expected that any such reportable income will arise in respect of any of the Energy Securities.

A copy of the annual report required to be made to investors under the reporting fund rules will be provided by the Issuer on the following website at <https://www.wisdomtree.eu/en-gb/resource-library/prospectus-and-regulatory-reports#tab-2A942D42-5AA1-4008-9080-3C2DADB050A7> under the ‘ETF Securities Financial and Tax Information’ tab.

#### **(f) Income Tax (Individuals)**

If the Energy Securities are treated as “deeply discounted securities” for UK tax purposes, and do not qualify as “excluded indexed securities” for those purposes, any profit arising to a Security Holder who is a UK individual on transfer or redemption of Energy Securities will be subject to UK income tax and not to UK capital gains tax. As noted in “Capital Gains Tax (Individuals)” above, the Issuer has received a non-statutory confirmation from HM Revenue & Customs that the Energy Securities are not deeply discounted securities.

#### **(g) UK Open-Ended Investment Companies and Authorised Unit Trust Schemes**

Whilst UK open-ended investment companies and authorised unit trust schemes are generally subject to UK corporation tax (currently at the basic income tax rate of 20 per cent.) they are exempt from tax on capital gains. Part 2 of The Authorised Investment Funds (Tax) Regulations 2006 (S.I. No. 2006/964) (the “**Regulations**”) provides an exemption for capital profits, gains or losses accruing to UK open-ended investment companies and authorised unit trust schemes on creditor loan relationships and derivative contracts. In this respect capital profits, gains or losses are those which, in accordance with UK generally accepted accounting practice, fall to be dealt with in the statement of total return (under the heading of “net capital gains/losses”) in accordance with the relevant Statement of Recommended Practice. These provisions do not however apply to a qualified investor scheme which does not meet the genuine diversity of ownership condition. In addition, Part 2B of the Regulations treats all capital profits, gains and losses (determined in accordance with UK generally accepted accounting practice, as described above) arising to a UK open-ended investment company or authorised unit trust, which meets the genuine diversity of ownership condition, from an “investment transaction” (which includes loan relationships and derivative contracts) as a non-trading transaction and thus not taxable as income. These Parts of the Regulations will determine whether any profits, gains or losses arising to a Security Holder which is a UK open-ended investment company or authorised unit trust scheme in respect of Energy Securities will be exempt from tax.

#### **(h) Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)**

Provided the Register is not kept by or on behalf of the Issuer in the UK, neither UK stamp duty nor UK SDRT will be payable on the issue or the subsequent transfer of, or agreement to transfer, an Energy Security in Uncertificated Form.

In the case of Energy Securities held in Certificated Form, provided (i) the Register is not kept by or on behalf of the Issuer in the UK; (ii) any instrument of transfer is not executed in the UK; and (iii) any instrument of transfer does not relate to anything to be done in the UK, neither UK stamp duty nor UK SDRT will be payable on the redemption or transfer of an Energy Security.

The redemption of an Energy Security will not give rise to UK stamp duty or UK SDRT.

#### **(i) Inheritance Tax (Individuals)**

For the purposes of inheritance tax, an Energy Security may form part of the estate of a Security Holder who is an individual and inheritance tax may (subject to certain exemptions and reliefs) become payable in respect of the value of an Energy Security on a gift of that Energy Security by, or on the death of, a Security Holder who is an individual. Such a tax charge may be subject to appropriate provisions in any applicable double tax treaty.

#### **(j) Organisation for Economic Co-Operation and Development (“OECD”) Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“**CRS**”) to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with other participating tax authorities in which the investors of the reporting financial institutions are tax resident on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. Jersey has implemented the CRS. As a result, the Issuer will be required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey. Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject the Issuer to penalties and/or other sanctions under the implementing regulations in Jersey and/or an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Energy Securities.

## **2. JERSEY TAXATION**

The following paragraphs summarise certain aspects of Jersey taxation treatment of holding Energy Securities. The statements are intended only as a general guide.

Under the Income Tax (Jersey) Law 1961 (the “**Jersey Income Tax Law**”), the Issuer will be regarded as resident in Jersey but (being neither a financial services company, nor a specified utility company, a large corporate retailer nor in the trade of importing into Jersey and/or supplying in Jersey hydrocarbon oil under the Jersey Income Tax Law at the date hereof) will (except as noted below) be subject to Jersey income tax at a rate of 0 per cent.

Holders of the Energy Securities (other than residents of Jersey) should not be subject to any tax in Jersey in respect of the holding, sale, redemption or other disposition of its Energy Securities. Redemption payments (other than to residents of Jersey) will not be subject to withholding for or on account of Jersey tax.

#### **(a) Stamp Duty**

Under current Jersey law, there are no death or estate duties, capital gains, gift, wealth, inheritance or capital transfer taxes. No stamp duty is levied in Jersey on the issue, transfer, acquisition, ownership, redemption, sale or other disposal of Energy Securities. In the event of the death of an individual sole holder of Energy Securities, duty at rates of up to 0.75 per cent. of the value of the Energy Securities held (subject to a cap of £100,000) may be payable in Jersey on a grant of probate or letters of

administration which may be required in order to transfer or otherwise deal with Energy Securities held by the deceased individual sole holder thereof.

**(b) Goods and services tax**

The Issuer is an “international services entity” for the purposes of the Goods and Services Tax (Jersey) Law 2007 (the “**GST Law**”). Consequently, the Issuer is not required to:

- (a) register as a taxable person pursuant to the GST Law;
- (b) charge goods and services tax in Jersey in respect of any supply made by it; or
- (c) (subject to limited exceptions that are not expected to apply to the Issuer) pay goods and services tax in Jersey in respect of any supply made to it.

**(c) Intergovernmental Agreement between Jersey and the United States**

The USA Hiring Incentives to Restore Employment Act resulted in the introduction of legislation in the USA known as the Foreign Account Tax Compliance Act (“**FATCA**”). Under FATCA, a 30 per cent. withholding tax may be imposed on payments of USA source income and certain payments of proceeds from the sale of property that could give rise to USA source income, unless the Issuer complies with requirements to report on an annual basis the identity of, and certain other information about, direct and indirect USA holders of Energy Securities issued by the Issuer to the USA Internal Revenue Service (“**IRS**”) or to the relevant Jersey authority for onward transmission to the IRS. A holder of Energy Securities issued by the Issuer that fails to provide the required information to the Issuer may be subject to the 30 per cent. withholding tax with respect to any payments directly or indirectly attributable to USA sources and the Issuer might be required to redeem any Energy Securities held by such holder.

On 13 December 2013 an intergovernmental agreement was entered into between Jersey and the US in respect of FATCA which agreement was enacted into Jersey law as of 18 June 2014 by the Taxation (Implementation) (International Tax Compliance) (United States of America) (Jersey) Regulations 2014.

Although the Issuer will attempt to satisfy any obligations imposed on it to avoid the imposition of such withholding tax, no assurance can be given that the Issuer will be able to satisfy such obligations. If the Issuer becomes subject to a withholding tax as a result of FATCA, the return on some or all Energy Securities issued by the Issuer may be materially and adversely affected. In certain circumstances, the Issuer may compulsorily redeem some or all of the Energy Securities held by one or more holders and/or may reduce the redemption proceeds payable to any holder of Energy Securities.

**(d) Organisation for Economic Co-operation and Development (“OECD”) Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“**CRS**”) to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures.

Jersey has implemented the CRS by the Taxation (Implementation) (International Tax Compliance) (Common Reporting Standard) (Jersey) Regulations 2015. As a result, the Issuer is required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey. Jersey has committed to a common implementation timetable which has seen the first exchange of information in 2017 in respect of accounts open at the end of 2015, with further countries committed to implement the new global standard.

Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Energy Securities.

### **(e) Base Erosion and Profit Shifting**

The law and any other rules or customary practice relating to tax, or its interpretation in relation to the Issuer, its assets and any investment of the Issuer may change during its life. In particular, both the level and basis of taxation may change. In particular, the outcome of the on-going global Base Erosion and Profit Shifting (BEPS) project could substantially affect the tax treatment of the Issuer. Additionally, the interpretation and application of tax rules and customary practice to the Issuer, its assets and investors by any taxation authority or court may differ from that anticipated by the Issuer. Both could significantly affect returns to investors.

## **3. TAXATION IN DENMARK**

### **(a) Introduction**

This is a brief summary of relevant principles in Danish tax legislation intended for Danish holders of Energy Securities.

The purpose of this summary is not to include all Danish tax issues that may be relevant in connection with an acquisition of Energy Securities. It does not deal with the tax consequences applicable to all categories of investors, i.e. for professional dealers in securities special rules may apply.

The summary is based on Danish tax legislation effective on 15 March 2019. Taxation in other countries is not included.

It should be noted, that Danish tax legislation may change at any time as a result of new legislation, new court practices or decrees issued by the Danish Tax authorities, potentially with retroactive effect.

Investors should consult their own tax advisors with regard to any tax consequences that may be relevant when acquiring, holding, redeeming, selling or other transferring of Energy Securities.

### **(b) The general rule**

Financial instruments, including Energy Securities, are deemed debt instruments governed by special provisions on financial contracts in the Danish Act on Taxation of Debt, Debt Claims and Financial Contracts (in Danish: "*Kursgevinstloven*"). This means that the taxable base of Energy Securities is taxed separately from the underlying assets applying a mark-to-market principle, i.e. on an unrealised basis.

Any profit or loss for tax purposes only is calculated at the end of each tax period (usually a period of 12 months).

Any increase of value or gain during the period is subject to taxation and any decrease of value or loss during the period is deductible (certain exceptions may apply).

### **(c) Security Holders liable to corporate tax**

The general rule mentioned in section (b) applies to security holders liable to corporate tax.

Calculated profit is subject to taxation at a flat rate of 22 per cent and calculated loss is generally deductible (certain exceptions apply).

### **(d) Individuals holding Energy Securities**

The general rule mentioned in section (b) applies to individuals holding Energy Securities

Calculated profit is subject to taxation as capital income at a tax rate of 42 per cent.

Opposite to security holders liable to corporate tax, individuals can only deduct such losses against taxable profit from other financial instruments in the same tax period. Utilisation of any additional loss requires that the individual has had profit from financial instruments which has been taxed in previous years from 2002 and onwards. Any further losses can be carried forward and deducted against profit from financial instruments in future income years.

In addition hereto, certain exceptions apply regarding deduction of losses.

Other rules apply if an individual is deemed a professional investor (in Danish referred to as a "*Pengenæringsdrivende*").

**(e) Investors holding Energy Securities via a pension scheme**

The investor shall generally be subject to taxation on the same base as individuals holding Energy Securities directly, cf. section (d).

A Danish individual investor is subject to taxation at a flat rate of 15.3 per cent. of the profit pursuant to section 2 of The Pension Investment Returns Tax Act (in Danish: "*Pensionsafkastbeskatningsloven*").

**(f) Individuals covered by the business tax scheme**

It is possible for an individual to hold Energy Securities through the business tax scheme (in Danish: "*Virksomhedsskatteordningen*").

**(g) Withholding taxes**

As the Issuer is not established in Denmark, there is no deduction or withholding of Danish tax on payments from the Issuer to the investor upon redemption of Energy Securities.

**(h) VAT**

A transfer of Energy Securities is not subject to Danish value added tax.

**(i) Inheritance/gift tax**

Upon inheritance, a specific tax shall be paid if the deceased is resident within Denmark. The tax is calculated on the basis of a total value of inheritance exceeding (in 2019 DKK 295,300 corresponding to approximately EUR 39,600).

The tax rate for close relatives is 15 per cent.

For other beneficiaries the tax rate is 36.25 per cent.

A non-separated spouse is not subject to taxation upon inheritance or gifts.

Gifts exceeding DKK 65,700 (2019) per year (corresponding to approximately EUR 8,819) to close relatives are taxed at a rate of 15 per cent.

**(j) Common Reporting Standard**

In Denmark, the Common Reporting Standard ("**CRS**") applies (in Danish: "*CRS-Aftalen*").

The agreement was implemented 29 October 2014 and addresses the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing costs for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information.

Security holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information can cause the investor to become liable for any penalties or other expenses and/or be required to redeem his or her Energy Securities.

## **4. TAXATION IN FINLAND**

**(a) General**

The following is a brief summary of some important principles of Finnish tax law that may be of relevance for Finnish resident investors acquiring, holding, redeeming or selling Energy Securities. The summary

does not fully cover all aspects of Finnish tax law that may be of relevance to the Energy Securities. The summary is based on Finnish tax law as of the date of this Prospectus (rates as at 14 March 2019). It should also be noted that the taxation of investors may change at any time as a result of new legislation, court practice or decrees issued by the relevant taxation authorities, potentially with retroactive effect.

Investors interested in acquiring the Energy Securities should consult their tax advisors with regard to any tax consequences that may be involved in acquiring, holding, redeeming, selling or gratuitously transferring the Energy Securities. Only a tax advisor is able to adequately assess the individual tax situation of a specific investor.

## **(b) Tax on income and capital gains**

### *Resident individuals*

Individuals and death estates, who sell their Energy Securities, are subject to capital gains taxation at a rate of 30 per cent., or 34 per cent. for taxable capital income exceeding EUR 30,000. The taxable capital gain on disposal of Energy Securities is calculated by deducting the acquisition costs and sales costs from the sales price. Alternatively, the taxable capital gain can be calculated by deducting from the sales price as a deemed acquisition cost 20 per cent. of the sales price (40 per cent. for Energy Securities held for at least 10 years). According to the Finnish Income Tax Act, capital losses that arise after 1 January 2016 can be deducted from capital gains as well as from other capital income arising during the year of disposal and the five following years. Capital losses from prior to 2016 are deductible only from capital gains (but not from other capital income). A capital gain is tax exempt if the aggregate income derived from disposals of assets during the tax year is less than EUR 1,000.

### *Resident companies*

Resident companies are taxable on their worldwide income at the general corporate income tax rate of 20 per cent. This applies to both business income and other income.

Any capital gain or income on the Energy Securities relating to the business operations is regarded as taxable business income and the tax assessment is made according to the Business Income Tax Act. Generally, expenses incurred in acquiring or maintaining taxable business income are deductible. Tax losses can generally be carried forward for ten years.

Where the investment in the Energy Securities does not form part of business assets, tax assessment is made according to the Income Tax Act. Capital gains and income on the Energy Securities are then taxed as other income of the company. Capital losses from the disposal and/or redemption of the Energy Securities can be deducted from capital gains arising during the year of disposal and the following five years. Losses in the company's business income source cannot be deducted from the company's other income source or vice versa.

The Parliament of Finland has recently approved legislation abolishing the division of companies' income sources into business income and other income. New legislation enters into force on 1 July 2019 and it is first applied to tax year 2020. As a result of the new legislation, companies' income is under main rule calculated solely based on the Business Tax Act as described above. However, where the investment in the Energy Securities forms part of the asset category of other assets, the capital loss arising from the disposal and/or redemption of the Energy Securities may only be deducted from capital gains arising within other assets asset category during the year of disposal and the following five years.

Capital losses from the disposal and/or redemption of the Energy Securities previously assessed under the Income Tax Act may be deducted from capital gains from other assets asset category and certain fixed assets during the remaining deduction period. Other loss previously assessed under the Income Tax Act may be deducted from company's business income source during the remaining deduction period.

## **(c) Withholding tax**

No deduction or withholding for or on account of Finnish tax is required to be made on payments directly from the Issuer to Security Holders on Redemption of Energy Securities.

**(d) Inheritance and gift taxes**

A transfer of the Energy Securities by way of gift or on death will be subject to Finnish inheritance or gift tax if the Security Holder, or heir, donee or other beneficiary, is a Finnish tax resident.

**(e) Value added tax**

No Finnish value added tax will be payable by a Security Holder in consideration for the issue of Energy Securities.

**(f) Other taxes or duties**

No Finnish registration tax, customs duty, transfer tax, stamp duty or any other similar tax or duty will be payable in Finland by a holder of Energy Securities.

**(g) Organization for Economic Co-operation and Development (“OECD”) Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“**CRS**”) to address the issue of offshore tax evasion on a global basis. Aimed at maximizing efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges began in 2017.

Jersey has implemented the CRS. As a result, the Issuer is required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey. Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Energy Securities.

Finland has implemented the CRS obligations as well and participates in the automatic exchange of information in accordance with the CRS. Finnish authorities receive information on assets and profits owned by Finnish residents outside Finland. The legislative changes entered into force on 15 April 2016. The first information exchanges began in 2017 regarding information of year 2016.

## **5. TAXATION IN FRANCE**

**(a) General**

**The following summary describes the main French taxes applicable to the holding of the Energy Securities by a French investor residing in France for tax purposes following an offer of the Energy Securities in France.**

**This information is of a general nature and does not purport to be a comprehensive description of all French tax considerations that may be relevant to a decision to acquire, to hold and to dispose of the Energy Securities. In some cases, different rules can be applicable. Furthermore, the tax rules can be amended in the future (and possibly implemented with retroactive effect).**

**This summary is based on the French tax laws in force as of the date of this Prospectus and on the legal qualification of the Energy Securities as bond instruments, without prejudice to any amendments introduced at a later date, even if implemented with retroactive effect.**

**Any persons interested in acquiring the Energy Securities should consult their tax advisers with regard to any tax consequences that may be involved in acquiring, holding, redeeming, selling or gratuitously transferring the Energy Securities. Only a tax adviser is able to adequately assess the individual tax situation of a specific investor.**

## **(b) Investors residing in France**

### ***Taxation of individuals***

#### *Taxation of capital gains (applicable at the time of disposal of the Energy Securities)*

Capital gains derived from the disposal of the Energy Securities should be subject to a flat tax rate of 30 per cent. (i.e. 12.8 per cent. of personal income tax plus 17.2 per cent. of social security contributions). By option, investors could elect for the personal income tax at the standard progressive rate whose maximum applicable rate is currently 45 per cent. (plus 17.2 per cent. of social security contributions).

An additional contribution on high revenues may also be applicable, at a progressive rate (3 per cent., or 4 per cent., for revenues over EUR 250,000, EUR 500,000 and EUR 1 million).

If a French investor disposes of the Energy Securities at a loss, such loss may be offset against capital gains of the same nature made during the year of the loss or the ten following years, subject to filing obligations.

#### *Taxation of bond redemption premium "Prime de remboursement" (in case of redemption of the Energy Securities by the Issuer)*

Bond redemption income received by an individual having its tax residence in France should be treated for tax purposes as interest payments subject to a flat tax rate of 30 per cent. (i.e. 12.8 per cent. of personal income tax plus 17.2 per cent. of social security contributions). By option, investors could opt for the personal income tax at the standard progressive rate whose maximum applicable rate is currently 45 per cent. (plus 17.2 per cent. of social security contributions). An additional contribution on high revenues may also be applicable, at a progressive rate (3 per cent., or 4 per cent., for revenues over EUR 250,000, EUR 500,000 and EUR 1 million).

Personal income tax is payable in two steps. 12.8 per cent. tax is withheld when the income is received, such withholding being made by the paying agent if the paying agent is established in France. Then, the withholding tax is deductible from the personal income tax liability in respect of the year in which the payment has been made. The excess tax credit, if any, may be refunded.

French investors who are French tax resident individuals are urged to consult with their usual tax advisor on the way the 12.8 per cent. levy and the 17.2 per cent. social security contributions are collected where the paying agent is not located in France.

### ***Taxation of companies subject to French corporate income tax***

#### *Taxation of capital gains (applicable at the time of disposal of the Energy Securities)*

Capital gains from the disposal of the Energy Securities should be subject to corporate income tax at the following standard rates:

- 28 per cent. for the first EUR 500 000 of benefits and 31 per cent. beyond (and to 15 per cent. rate applicable to small companies where the relevant conditions are met) for fiscal years beginning in 2019;
- 28 per cent. (and to 15 per cent. rate applicable to small companies where the relevant conditions are met) for fiscal years beginning in 2020;
- 26.5 per cent. (and to 15 per cent. rate applicable to small companies where the relevant conditions are met) for fiscal years beginning in 2021;
- 25 per cent. (and to 15 per cent. rate applicable to small companies where the relevant conditions are met) for fiscal years beginning in 2022.

An additional contribution at a 3.3 per cent. rate may be applicable if the amount of corporate income tax due is higher than EUR 763,000.00. Capital losses are, in principle, treated as ordinary losses which may be set off against operational profits and any remaining balance carried forward in accordance with standard rules (i.e., unlimited carry forward, it being noted that carry forward losses can only be offset

against profits of a given year up to an amount of EUR 1,000,000 plus 50 per cent. of the taxable profit of that year).

*Taxation of bond redemption premium (Prime de remboursement) (in case of redemption of Energy Securities by the Issuer)*

Bond redemption premiums are taxed at the above-mentioned standard corporate income tax rate (or to a reduced rate applicable to small companies where the relevant conditions are met). Furthermore, Article 238 septies E of the French general tax code may possibly apply. According to the provisions of Article 238 septies E, if the estimated value of the redemption premium exceeds the purchase value by 10 per cent. and the issue price is less than 90 per cent. of the estimated redemption value, such premium due to indexation of the principal is partially taxed before maturity on an annual basis, even though this premium is only collected on disposal or redemption on maturity.

**(c) Investors residing outside of France**

***Taxation of capital gains***

In principle, capital gains realised by investors residing outside of France upon the sale or disposal of Energy Securities are not subject to capital gains tax in France. The same applies to companies, provided that the Energy Securities are not recorded in a permanent establishment or in a fixed base in France.

**(d) Organisation for Economic co-operation and Development (“OECD”) Common Reporting Standard (“CRS”)**

The French Parliament has accepted the local legislative changes required to implement the CRS obligations in France. The changes provide that France may participate in the automatic exchange of information in accordance with the CRS. As a result of the changes, French authorities would receive information on assets and profits owned by French residents outside France. The legislative changes entered into force on 1 January 2016. The first information exchanges were expected to begin 30 September 2017 regarding information of year 2016 (please refer to Jersey Taxation for additional information on this regulation).

**6. TAXATION IN GERMANY**

The following is a general discussion of certain tax consequences under the tax law of Germany that may be of relevance for German tax resident investors acquiring, holding or selling Energy Securities. This discussion does not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase Energy Securities. In particular, this discussion does not consider any specific facts or circumstances that may apply to a particular purchaser. The discussion is based on German tax law as of the date of this Prospectus, which is subject to change, potentially with retroactive effect.

Investors interested in acquiring the Energy Securities are advised to consult their own tax advisors as to any tax consequences that may result from the acquisition, holding or disposition of the Energy Securities according to German tax law or to the tax law of each country of which they are residents of which tax laws may be applicable for other reasons. Only a tax advisor is able to adequately assess the individual tax situation of a specific investor.

**(a) Taxation of capital gains**

Non-business income derived from capital investments (*Einkünfte aus Kapitalvermögen*) is subject to the flat tax regime (*Abgeltungsteuer*). Such income from capital investments includes, *inter alia*, capital gains from the disposal, redemption, repayment or assignment of Energy Securities irrespective of a holding period. The taxable capital gain is the difference between the proceeds from the disposition, redemption, repayment or assignment on the one hand and the acquisition costs and directly related disposal costs on the other hand. If Energy Securities which are kept or administered in the same custodial account, have been acquired at different points in time, the securities first acquired will be deemed to have been sold first for the purposes of determining the capital gains. Where Energy Securities are acquired and/or sold in a currency other than Euro, the disposal proceeds and the acquisition costs each will be converted into Euro using the exchange rates as at the relevant dates, so that currency gains and losses will also be taken into account in determining taxable capital gains.

Losses from a disposal of Energy Securities held as private assets which cannot be offset against investment income received in a given year are carried forward to future years and may only be deducted from positive income from capital investments. However, pursuant to disputed administrative guidance, losses incurred by a Security Holder from bad debt (*Forderungsausfall*) or a waiver of receivables (*Forderungsverzicht*) are generally not tax-deductible. The same should apply if the instruments expire worthless or if the proceeds from the sale of Energy Securities do not exceed the usual transaction costs. Furthermore, related expenses other than transaction costs are not tax deductible, but an annual tax allowance (*Sparer-Pauschbetrag*) of up to Euro 801 is granted in relation to all private income from capital investments in a given year (up to Euro 1,602 for married couples and registered partners filing a joint tax return).

Income from private capital investments is generally subject to German income tax at a special tax rate of 25% (plus the solidarity surcharge (*Solidaritätszuschlag*) at a rate of 5.5% thereon, so that the total tax rate is 26.375%; in addition church tax at a rate of 8 or 9% of the income tax may apply).

As a rule, the flat tax is generally imposed by way of withholding (*Kapitalertragsteuer*) as described below. The tax withheld generally settles the income tax liability of a private Security Holder. To the extent that no withholding tax has been withheld (for example in cases where the Energy Securities were kept and administered in custody abroad), the relevant income has to be declared in the tax return of the Security Holder and income tax is generally assessed on the gross income from capital investments at the special tax rate of 25% (plus solidarity surcharge of 5.5% thereon and, if applicable, church tax). An assessment may also be applied for to set off losses or to take advantage of the annual tax allowance if this has not been taken into account within the withholding process. An assessment may further be applied for, if a taxation of all income from capital investments in a given year at the progressive rates applicable for the relevant Security Holder would lead to a lower tax liability as under the flat tax regime with the result that any amounts over-withheld will be refunded (*Günstigerprüfung*). However, a deduction of related costs on an itemized basis is not permitted.

It is currently discussed in Germany whether the currently applicable flat tax regime should be abolished so that investment income would be taxed at regular rates. However, it is still unclear whether, how and when this discussion may result in legislative changes.

Where Energy Securities are held as business assets, any capital gains derived therefrom is taxed as business income. The flat tax regime is not applicable. Any withholding tax is credited against the assessed income tax or corporate income tax liability, as the case may be.

Capital gains from Energy Securities held by an individual person as business assets are subject to income tax at the progressive tax rates of up to 45% (plus the solidarity surcharge of 5.5% thereon and plus, if applicable, church tax). In addition, the income – to the extent it is income from a trade or business – is subject to trade tax (trade tax rates ranging from 7 to approx. 19% depending on the trade tax multiplier of the municipalities in which the business is located). Trade tax may in principle be (partially) credited against the personal income tax liability of the Security Holder by way of a lump sum procedure. If the Security Holder is a corporation, the income derived therefrom is subject to corporate income tax of 15% plus solidarity surcharge of 5.5% thereon and trade tax at the above mentioned rates.

#### **(b) Withholding tax**

Withholding tax, if applicable, is levied at a rate of 25% (plus solidarity surcharge of 5.5% thereon). A German branch of a German or non-German bank or financial services institution, a German securities trading bank and a German securities trading company (each a “German Disbursing Agent”) is, in principle, obliged to withhold withholding tax and pay it to the German tax authorities for the account of the holder of Energy Securities, provided that the instruments are kept or administered in a custodial account with the German Disbursing Agent.

For individual Security Holders who are subject to church tax an electronic information system for church withholding tax purposes applies in relation to income derived from capital investments, with the effect that church tax will also be collected by the German Disbursing Agent by way of withholding unless the Security Holder has filed a blocking notice (*Sperrvermerk*) with the German Federal Central Tax Office (*Bundeszentralamt für Steuern*) in which case the holder will be assessed to church tax.

Withholding tax will be levied on the gross income from capital investments. To the extent the Energy Securities have not been kept in a custodial account with the German Disbursing Agent since the time of acquisition, upon the disposal the withholding tax rate is applied to 30% of the disposal proceeds (*Ersatzbemessungsgrundlage*), unless the Security Holder provides evidence of the actual acquisition costs by submitting a certificate of the previous German Disbursing Agent or by a statement of a bank or financial services institution from another member state of the European Union or the European Economic Area or from certain other countries (e.g. Switzerland or Andorra).

For non-business Security Holders the German Disbursing Agent, when computing the withholding tax, will take into account losses from the disposal of capital investments (other than stocks (*Aktien*)) entered into through or with the same German Disbursing Agent. If, in this context, losses cannot be offset in full against positive income from capital investments, the German Disbursing Agent, will upon request, issue a certificate stating the losses in order for them to be offset or carried forward in the assessment procedure. The request must reach the German Disbursing Agent by December 15 of a given year and is irrevocable.

In general, no withholding tax will be levied if a non-business Security Holder files an exemption certificate (*Freistellungsauftrag*) with the German Disbursing Agent, but only to the extent the income derived from the Energy Securities together with other income from capital investment does not exceed the exemption amount shown on the withholding exemption certificate. Similarly, no withholding tax will be deducted if a Security Holder has submitted to the German Disbursing Agent a certificate of non-assessment (*Nichtveranlagung-Bescheinigung*) issued by the relevant local tax office.

Capital gains from the disposal of Energy Securities derived by a corporation that is subject to resident taxation in Germany and which is not exempt from corporate income tax are not subject to German withholding tax. The same applies for capital gains derived in the course of a trade or business subject to the filing of the officially required standard form with the German Disbursing Agent.

#### **(c) No applicability of the Investment Tax Act (*Investmentsteuergesetz*)**

The Issuer believes that good arguments exist that holders of Energy Securities will not be considered as holding an unit in an Alternative Investment Fund (“AIF”) and therefore not be subject to the German Investment Tax Act (*Investmentsteuergesetz*). In principle, under the German Investment Tax Act, only such vehicles are considered an investment fund (*Investmentfonds*) if such vehicle is a collective investment vehicle within the meaning of the AIFMD. As the Issuer believes that the criteria of “principle of risk diversification” and certain other criteria of a collective investment vehicle in the form of an AIF are not fulfilled, Energy Securities should not be treated as units of an investment fund (*Investmentfonds*) pursuant to the provisions of the German Investment Tax Act.

In this context it has to be noted that according to a circular published by the German regulator BaFin also “performance tracking debt instruments” may qualify as units in an Alternative Investment Fund (“AIF”). This may also be relevant in the context of its application of the German Investment Tax Act. Further, the German Investment Tax Act in its version as of 1 January 2018 extends the scope of its application with respect to instruments issued by certain tax exempt investment vehicles (even if such vehicle does not qualify as an AIF). Investors should therefore carefully analyze any changes to the application or interpretation of the German Investment Tax Act.

If the competent German tax authorities were to take a different view to that of the Issuer and would treat Energy Securities as units in an investment fund (*Investmentfonds*) pursuant to the German Investment Tax Act, German tax resident Security Holders may become subject to a taxation regime which is different from the German taxation described above (in particular including the allocation of phantom income during the holding period of the Energy Securities)

#### **(d) Inheritance and gift tax**

A transfer of the Energy Securities the case of an inheritance mortis causa or by way of gift will be subject to German inheritance or gift tax if the decedent or its heir or the donor or the donee is a German resident for German inheritance or gift tax purposes according to the specific rules of the German Gift and Inheritance Tax Act. This may in particular be the case if one of the involved persons is:

- (i) an individual having at the time of the donation or death his or her residence or habitual abode in Germany or if the individual is a German citizen who has not been living abroad for more than 5 years without having a residence in Germany; or
- (ii) a corporation having its seat or central place of management in Germany; or
- (iii) the Energy Securities constitute business assets attributable to a permanent establishment or a permanent representative in Germany.

**(e) Other taxes**

No stamp, issue, registration or similar direct or indirect taxes or duties will be payable in Germany in connection with the issue, delivery or execution of the Energy Securities, the Global Bearer Certificates or any interest therein. No net asset tax (Vermögensteuer) is currently levied in Germany.

The European Commission and certain Member States (including Germany) are currently intending to introduce a financial transactions tax (“FTT”) (presumably on secondary market transactions involving at least one financial intermediary). It is currently uncertain when the proposed FTT will be enacted by the participating Member States and when the FTT will enter into force with regard to dealings with Energy Securities.

**(f) OECD Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“CRS”) to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions and automatically exchange with exchange partners on an annual basis financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures.

Germany has enacted a law implementing the CRS, which has entered into force on 1 January 2016 and provides for the exchange of information in relation to the calendar year 2016 and later.

In the event that Security Holders hold the Energy Securities through a German financial institution (as meant in the (German implementation of the) CRS), Security Holders may be required to provide additional information to such financial institution to enable it to satisfy its obligations under the (German implementation of the) CRS.

## **7. Taxation in Ireland**

**(a) General**

The following summary outlines certain aspects of Irish tax law and practice regarding the ownership and disposition of Energy Securities. This summary deals only with Energy Securities held beneficially as capital assets and does not address special classes of Security Holders such as dealers in securities. This summary is not exhaustive and Security Holders are advised to consult their own tax advisors with respect to the taxation consequences of their ownership or disposition. The comments are made on the assumption that the Issuer is not resident in Ireland for Irish tax purposes. The summary is based on current Irish taxation legislation and practice of the Irish Revenue Commissioners.

**(b) Irish Withholding Tax**

Under Irish tax law there is no obligation on the Issuer to operate any withholding tax on a payment in respect of the Energy Securities except where such payment has an Irish source. The payment is only likely to be considered to have an Irish source, if, for example, the payment constitutes yearly interest and such interest was paid out of funds maintained in Ireland or where the Energy Securities were secured on Irish situated assets which it is understood will not be the case. The mere offering of the Energy Securities to Irish investors will not cause such a payment to have an Irish source.

In certain circumstances collection agents and other persons receiving interest on the Energy Securities in Ireland on behalf of a Security Holder, will be obliged to operate a withholding tax.

**(c) Taxation of Income**

Unless exempted, an Irish resident or ordinarily resident Security Holder and a non-resident Security Holder holding Energy Securities through an Irish branch or agency will be liable to Irish tax on the amount of any interest or other income, including potentially any premium on redemption, received from the Issuer. Individual Security Holders would also potentially be liable to Pay Related Social Insurance and the universal social charge. Credit against Irish tax on the interest received may be available in respect of any foreign withholding tax deducted by the Issuer.

**(d) Taxation of Capital Gains**

Irish resident or ordinarily resident Security Holders and non-resident Security Holders holding Energy Securities through an Irish branch or agency would potentially be liable to Irish tax on capital gains on any gains arising on a disposal of Energy Securities. Reliefs and allowances may be available in computing the Security Holder's liability.

**(e) Stamp Duty**

Transfers of Energy Securities should not be subject to Irish stamp duty, provided the transfers do not relate to Irish land or buildings or securities of an Irish registered company.

**(f) Capital Acquisitions Tax**

A gift or inheritance comprising of Energy Securities will be within the charge to capital acquisitions tax if either (i) the disponer or the donee/successor in relation to the gift or inheritance is resident or ordinarily resident in Ireland (or, in certain circumstances, if the disponer is domiciled in Ireland irrespective of his residence or that of the donee/successor) or (ii) if the Energy Securities are regarded as property situated in Ireland. The Energy Securities could only be considered property situated in Ireland if the register of Metal Security Holders was maintained in Ireland or, to the extent that certificates are issued in bearer form, the bearer certificates were located in Ireland.

**(g) Offshore Fund taxation**

While a holding of Energy Securities could potentially be treated as a material interest in an offshore fund and subject to the more onerous tax provisions applicable to offshore funds, the Irish Revenue Commissioners have released guidance indicating that exchange traded commodities structured as debt instruments will not come within the tax regime for offshore funds but instead will come within general tax principles (as to which we refer to paragraphs (c) and (d) above). As recommended above, Security Holders should obtain independent tax advice in relation to the tax implications of holding and disposing of Energy Securities.

**(h) Provision of Information**

***Generally***

Security Holders should be aware that where any interest or other payment on Energy Securities is paid to them by or through an Irish paying agent or collection agent then the relevant person may be required to supply the Irish Revenue Commissioners with details of the payment and certain details relating to the Security Holder. Where the Security Holder is not Irish resident, the details provided to the Irish Revenue Commissioners may, in certain cases, be passed by them to the tax authorities of the jurisdiction in which the Security Holder is resident for taxation purposes.

***Common Reporting Standard (CRS)***

On 21 July 2014, the Standard for Automatic Exchange of Financial Account Information in Tax Matters (the "Standard") was published by the OECD and this includes the CRS

The goal of the Standard is to provide for the annual automatic exchange between governments of financial account information reported to them by local financial institutions relating to account holders tax resident in other participating countries to assist in the efficient collection of tax. The OECD used

FATCA concepts in developing the CRS and as such the Standard is broadly similar to the FATCA requirements, albeit with numerous alterations. There are a significantly higher number of reportable persons due to the increased instances of potentially in-scope accounts and the inclusion of multiple jurisdictions to which accounts must be reported.

Regulations giving effect to the OECD's Standard and Directive 2014/107/EU in Ireland from 1 January 2016 were enacted on 31 December 2015

To the extent that the Issuer is required to comply with the CRS due diligence and reporting requirements, Security Holders resident in Ireland may be required to provide additional information to the Issuer which may ultimately be shared by the Jersey tax authorities with their counterparts in Ireland.

## **8. TAXATION IN ITALY**

### **(a) General**

The information set out below is a summary of certain limited aspects of the Italian tax consequences of the acquisition, ownership and disposition of Energy Securities and it does not purport to be a comprehensive description of all the tax issues that may be relevant to a decision to purchase Energy Securities. This summary does not describe any tax consequences arising under the laws of any state, locality or taxing jurisdiction other than Italy. This summary is based on the tax laws of Italy as in effect on the date of this Prospectus, as well as regulations, rulings and decisions of its taxing and other authorities available on or before such date and now in effect. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary. Because it is a general summary, holders of Energy Securities should consult their own tax advisors as to the Italian or other tax consequences of the purchase, holding and disposition of Energy Securities including, in particular, the application to their specific situations of the tax aspects discussed below, as well as the application of state, local, foreign or other tax laws. This summary assumes that the Issuer is not a tax resident nor deemed to be a tax resident of Italy according to Article 73(3) of Presidential Decree no. 917 of 22 December 1986 and that the Issuer does not have (and will not have at any time) a permanent establishment in Italy as defined under Article 162 of Presidential Decree no. 917 of 22 December 1986.

### **(b) Tax on income and capital gains**

Provided the Energy Securities qualify broadly as derivative instruments for the purposes of Italian tax law, which they are expected to do, then the following consequences apply to a holder of Energy Securities in respect of the net proceeds received from a redemption or sale of the Energy Securities over the sum paid by such a holder on their subscription or purchase:

- (i) proceeds from the sale or redemption of the Energy Securities received by a holder which is (a) an Italian resident corporation or similar commercial entity, (b) an Italian individual engaged in entrepreneurial activities to which the Energy Securities are effectively connected, or (c) a permanent establishment in Italy of a non-Italian resident to which the Energy Securities are effectively connected, as well as unrealised gains reported in the statutory financial statements, may have to be included in the relevant holder's taxable income subject to corporate income tax (IRES, currently applicable at a rate of 24 per cent.) or to personal income taxation (as business income), as the case may be, according to the ordinary rules. In certain cases, depending on the status of the holder, proceeds from the sale or redemption of the Energy Securities may also have to be included in its taxable base for regional income tax purposes (IRAP, currently applicable at a rate of 3.9 per cent. IRAP rate may be increased in certain Italian regions; IRAP rate has also been increased to 4.65 per cent. and 5.9 per cent. by article 23(5) of Law Decree no. 98 of 6 July 2011 for the categories of companies indicated, respectively, under article 6 and article 7 of Legislative Decree no. 446 of 15 December 1997);
- (ii) according to article 5 of Legislative Decree No. 461 of 21 November 1997, capital gains realised by Italian resident individuals, not engaged in entrepreneurial activities to which the Energy Securities are effectively connected, and by certain other non-commercial entities upon the sale for consideration or redemption of the Energy Securities are subject to a substitute tax (*imposta sostitutiva*) currently at the rate of 26 per cent. Under the tax return regime (*regime della dichiarazione*), which is the standard regime for taxation of capital gains realised by Italian resident

individuals not engaged in an entrepreneurial activity, *imposta sostitutiva* on capital gains is applicable, on a cumulative basis, on all capital gains, net of any incurred capital loss, realised in a fiscal year pursuant to all disposals of Energy Securities and other financial instruments triggering a capital gain that is subject to the same tax regime, carried out during any given fiscal year. These individuals and non-commercial entities must report the overall capital gains realised in any tax year, net of any relevant incurred capital loss, in the annual income tax return to be filed with the Italian tax authorities for such year and pay *imposta sostitutiva* on such gains. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding tax years;

- (iii) as an alternative to the tax return regime, according to article 6 of Legislative Decree No. 461 of 21 November 1997, Italian resident individuals not engaged in entrepreneurial activities to which the Energy Securities are effectively connected and certain other non-commercial entities may elect to pay the *imposta sostitutiva* separately on the capital gains realised upon each sale or redemption of the Energy Securities (under a so-called *Risparmio Amministrato* regime, which is managed through the provision of non discretionary asset management services to a taxpayer). Such a separate taxation of each capital gain is allowed subject to: (a) the Energy Securities being deposited with an Italian bank, a *Società di Intermediazione Mobiliare* (SIM) or with certain authorised financial intermediaries, (b) each relevant capital gain being realised through such Intermediary, and (c) an express election for the *Risparmio Amministrato* regime being timely made in writing by the relevant Energy Securities holder. The financial intermediary, on the basis of the information provided by the taxpayer, accounts for *imposta sostitutiva* in respect of capital gains realised on each sale or redemption of Energy Securities (as well as in respect of capital gains realised at revocation of its mandate and in other specific circumstances deemed to trigger an assignment under this regime), net of any incurred capital loss, and is required to pay the relevant amount of tax to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from proceeds to be credited to the Energy Securities holder. Under the *Risparmio Amministrato* regime, where a sale or redemption of Energy Securities results in a capital loss, such loss may be used to reduce the subsequent capital gains realised in the same tax year and up to the following fourth. All gains that have been subject to the *Risparmio Amministrato* regime do not have to be included in the yearly income tax return of the holder of Energy Securities;
- (iv) also as an alternative to the tax return regime, according to article 7 of Legislative Decree No. 461 of 21 November 1997, the increase or decrease in the fair market value of the Energy Securities, as well as the gains or losses realised upon the sale for consideration or redemption of the same securities by Italian resident individuals not engaged in entrepreneurial activities to which the Energy Securities are effectively connected, and by certain other non-commercial entities, who have elected for the so called *Risparmio Gestito* regime (namely, a regime managed by an intermediary providing discretionary management services), will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, which is subject to a 26 per cent. *imposta sostitutiva*, applied directly by the authorised asset manager. Under the *Risparmio Gestito* regime, any depreciation of the managed assets accrued at year end may be carried forward and deducted against future increase in value of the managed assets in the four succeeding years. All gains that have been subject to the *Risparmio Gestito* regime do not have to be included in the yearly income tax return of the holder of Energy Securities;
- (v) the increase or decrease in the fair market value of the Energy Securities, as well as the gains or losses realised upon the sale for consideration or redemption of the same securities by Italian resident collective investment funds and hedge funds, with the exception of Italian real estate investment funds, are not subject to taxation at the fund's level;
- (vi) the increase or decrease in the fair market value of the Energy Securities, as well as the gains or losses realised upon the sale for consideration or redemption of the same securities by Italian resident pension funds (subject to the regime provided for by article 17 of Legislative Decree no. 252 of 5 December 2005) are included in the determination of the yearly NAV accrued appreciation or depreciation of the managed assets that is subject to a substitute tax (*imposta sostitutiva*) currently at a rate of 20 per cent.;

- (vii) non-Italian resident holders of Energy Securities without a permanent establishment in Italy to which the Energy Securities are effectively connected are not subject to income tax in Italy on the proceeds realised on the sale of the Energy Securities, provided that:
- the Energy Securities have not been deposited in Italy; or
  - the Energy Securities have been deposited in Italy and are traded on a regulated market; or
  - the Energy Securities have been deposited in Italy but are not traded on a regulated market and the beneficial owner of proceeds from the relevant Energy Securities (i) complies with certain filing requirements; and (ii) is a resident of a country is included in the list of jurisdictions allowing exchange of information with the Italian tax authorities as provided under the relevant list which is contained in a specific Ministerial Decree and in the following periodical updating.

The tax treatment of the Energy Securities described above has been confirmed by the Italian Tax Authority decision No. 72/E of 12 July 2010 dealing with the Italian tax treatment of investment in secured exchange traded commodities (“ETC”). Nevertheless, should the Italian Tax Authority and/or tax courts take the view that, regardless of the previous position taken by the Italian Tax Authority in its decision No. 72/E quoted, the Energy Securities are to be characterised as debt instruments representing so called “atypical securities” pursuant to Article 8 of Law Decree No. 512 of 30 September 1983 (as subsequently amended), a different tax treatment would apply. In fact, interest and other proceeds deriving from “atypical securities” issued by non-Italian resident issuers are subject to a 26 per cent. withholding tax applied by the Italian resident intermediary intervening in the payment save where held by a commercial partnership, a commercial private and public institution resident in Italy for tax purposes or by an Italian permanent establishment of a non-Italian resident entity. Instead these entities must include the proceeds in their taxable business income, under the same terms as described under paragraph (b)(i) above.

**(c) Inheritance and Gift taxes**

Law no. 286 of 24 November 2006, which has converted into law, with amendments, Law Decree no. 262 of 3 October 2006, has introduced inheritance and gift tax to be paid at the transfer of assets (such as the Energy Securities) and rights by reason of death or gift.

As regards the inheritance and gift tax to be paid at the transfer of the Energy Securities by reason of death or gift, the following rates apply:

- (1) transfers in favour of spouses and direct descendants or direct relatives are subject to an inheritance and gift tax of 4 per cent. on the value of the inheritance or the gift exceeding Euro 1,000,000.00 for each beneficiary;
- (2) transfers in favour of brothers and sisters are subject to an inheritance and gift tax of 6 per cent. on the value of the inheritance or the gift exceeding Euro 100,000.00 for each beneficiary;
- (3) transfers in favour of relatives up to the fourth degree or relatives-in-law to the third degree, are subject to an inheritance and gift tax of 6 per cent. on the entire value of the inheritance or the gift;
- (4) any other transfer is subject to an inheritance and gift tax of 8 per cent. on the entire value of the inheritance or the gift; and
- (5) transfers in favour of seriously disabled persons are subject to an inheritance and gift tax at the relevant rate as described above on the value of the inheritance or the gift exceeding Euro 1,500,000.00 for each beneficiary.

Moreover, an anti-avoidance rule is provided by Law No. 383 of 18 October 2001 for any gift of assets (such as the Energy Securities) which, if sold for consideration, would give rise to capital gains subject to the *imposta sostitutiva* provided for by Legislative Decree No. 461 of 21 November 1997. In particular, if the donee sells the Energy Securities for consideration within five years from the receipt thereof as a gift, the donee is required to pay the relevant *imposta sostitutiva* on capital gains as if the gift had never taken place.

**(d) Value Added Tax**

No Italian Value Added Tax will be payable by a holder of Energy Securities in consideration for the issue or transfer of Energy Securities.

**(e) Securities Transfer and Registration Tax**

According to Article 37 of Legislative Decree No. 248 of 31 December 2007, as converted with amendments into Law No. 31 of 28 February 2008, the transfer of the Energy Securities is not subject to Italian transfer tax.

Contracts relating to the transfer of Energy Securities are subject to the following registration tax: (i) public deeds and notarised deeds are subject to a fixed registration tax at a rate of €200.00; (ii) private deeds are subject to registration tax at a rate of €200.00 only if they are voluntary registered or if the so-called “caso d’uso” or “enunciazione” occurs.

**(f) Stamp duty**

Pursuant to Article 19(1) of Decree No. 201 of 6 December 2011 (“**Decree 201**”), a proportional stamp duty applies on an annual basis to the periodic reporting communications sent by financial intermediaries, carrying out their business activity within the Italian territory, to their clients for the Energy Securities deposited therewith. The stamp duty applies at the current rate of 0.2 per cent.; this stamp duty is determined on the basis of the market value or – if no market value figure is available – the nominal value or redemption amount of the Energy Securities held. The stamp duty can be no lower than €34.20. If the client is not an individual, the stamp duty cannot exceed €14,000.00.

**(g) Wealth Tax on securities deposited abroad**

Pursuant to Article 19(18) of Decree 201, Italian resident individuals holding the Energy Securities outside the Italian territory are required to pay an additional tax at the current rate of 0.2 per cent. This tax is calculated on the market value of the Energy Securities at the end of the relevant year or – if no market value figure is available – the nominal value or the redemption value of such financial assets held outside the Italian territory. Taxpayers are entitled to an Italian tax credit equivalent to the amount of wealth taxes paid in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due).

**(h) OECD Common Reporting Standards**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“**CRS**”) to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges began in 2017.

Italy has enacted Law No. 95 of 18 June 2015 (“**Law 95/2015**”), implementing the CRS (and the amended EU Directive on Administrative Cooperation), which has entered into force on 1 January 2016 and provides for the exchange of information in relation to the calendar year 2016 and later.

In the event that holders of Energy Securities hold the Energy Securities through an Italian financial institution (as meant in the Ministerial Decree of 28 December 2015 implementing Law 95/2015), they may be required to provide additional information to such financial institution to enable it to satisfy its obligations under the Italian implementation of the CRS.

## 9. NETHERLANDS TAXATION

### (a) General

The information set out below is a general summary of certain material Netherlands tax consequences of the acquisition, ownership and transfer of Energy Securities, and it does not purport to be a comprehensive description of all the Netherlands tax considerations that may be relevant to a decision to purchase Energy Securities. This summary does not describe any tax consequences arising under the laws of any state, locality or taxing jurisdiction other than the Netherlands.

This summary is based on the tax laws of the Netherlands as in effect on the date of this Prospectus, as well as regulations, rulings and decisions of the Netherlands or of its taxing and other authorities available in printed form on or before such date and now in effect, and as applied and interpreted by Netherlands courts, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary.

All references in this summary to the Netherlands and Netherlands law are to the European part of the Kingdom of the Netherlands and its law, respectively, only. In addition, any reference hereafter made to a treaty for the avoidance of double taxation concluded by the Netherlands includes the Tax Regulation for the Kingdom of the Netherlands (*Belastingregeling voor het Koninkrijk*), the Tax Regulation for the country of the Netherlands (*Belastingregeling voor het land Nederland*), the Tax Regulation Netherlands-Curacao (*Belastingregeling Nederland-Curacao*) and the Tax Regulation Netherlands – St. Maarten (*Belastingregeling Nederland-Sint Maarten*).

Because it is a general summary, prospective holders of Energy Securities should consult their own tax advisors as to the Netherlands or other tax consequences of the acquisition, ownership and transfer of Energy Securities including, in particular, the application to their particular situations of the tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

For Netherlands tax purposes, a holder of Energy Securities may include an individual who or an entity that does not have the legal title to the Energy Securities, but to whom nevertheless the Energy Securities are attributed based either on such individual or entity holding a beneficial interest in the Energy Securities or based on specific statutory provisions.

The Issuer believes that it is not a resident nor that it is deemed to be a resident of the Netherlands nor that it has a presence in the Netherlands for Netherlands tax purposes, and the following general summary assumes that the Issuer is not, nor will be, treated as a resident or deemed resident of the Netherlands nor that it is, nor will be, treated as having a presence in the Netherlands for Netherlands tax purposes.

### (b) Withholding tax

Payments of the Issuer with regard to the Energy Securities will be free from withholding or deduction for any taxes of whatsoever nature imposed, levied, withheld or assessed by the Netherlands or any political subdivision or taxing authority thereof or therein.

### (c) Tax on income and capital gains

#### *General*

The description of taxation set out in this section of the Prospectus is not intended for any holder of Energy Securities, who:

- (i) is an individual and for whom the income or capital gains derived from Energy Securities are attributable to employment activities the income from which is taxable in the Netherlands;
- (ii) is an entity that is a resident or deemed to be a resident of the Netherlands and that is, in whole or in part, not subject to or exempt from Netherlands corporate income tax;

- (iii) is an exempt investment institution (*vrijgestelde beleggingsinstelling*) or a fiscal investment institution (*fiscale beleggingsinstelling*) as meant in articles 6a and 28 of the Netherlands Corporate Income Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*), respectively; or
- (iv) has directly or indirectly, a substantial interest (*aanmerkelijk belang*) or a deemed substantial interest as defined in the Netherlands Income Tax Act 2001 (*Wet inkomstenbelasting 2001*) in the Issuer.

### **Residents of the Netherlands**

#### *Individuals*

A holder of Energy Securities who is an individual resident or deemed to be a resident of the Netherlands for Netherlands tax purposes (a **"Dutch Resident Individual"**) will generally be subject to Netherlands income tax on income and/or capital gains derived from Energy Securities at progressive rates (up to 51.75 per cent.; rate for 2019) if:

- (i) the holder derives profits from an enterprise or deemed enterprise, whether as an entrepreneur (*ondernemer*) or pursuant to a co-entitlement to the net worth of such enterprise (other than as an entrepreneur or a shareholder), to which enterprise the Energy Securities are attributable or deemed attributable; or
- (ii) the holder derives income or capital gains from the Energy Securities, as the case may be, that are taxable as benefits from "miscellaneous activities" (*resultaat uit overige werkzaamheden*, as defined in the Netherlands Income Tax Act 2001), which include the performance of activities with respect to the Energy Securities that exceed regular, active portfolio management (*normaal, actief vermogensbeheer*).

If neither condition (i) nor condition (ii) mentioned above applies, a holder of Energy Securities who is a Dutch Resident Individual will generally be subject to Netherlands income tax on a deemed return, regardless of the actual income or capital gains derived from the Energy Securities. This deemed return is calculated by applying the applicable deemed return percentage(s) to the individual's yield basis (*rendementsgrondslag*), insofar this exceeds a certain threshold (*heffingvrij vermogen*). The individual's yield basis is determined as the fair market value of certain qualifying assets (including, as the case may be, the Energy Securities) held by the Dutch Resident Individual less the fair market value of certain qualifying liabilities, both determined on 1 January of the relevant year. The deemed return percentage to be applied to the yield basis increases progressively from 1.94 per cent. to 5.60 per cent. (2019 deemed return percentages), depending on such individual's yield basis. The deemed return percentages will be adjusted annually. The deemed return will be taxed at a rate of 30 per cent. (rate for 2019).

#### *Entities*

A holder of Energy Securities that is an entity resident or deemed to be resident in the Netherlands (a **"Dutch Resident Entity"**) will generally be subject to Netherlands corporate income tax with respect to income and capital gains derived from the Energy Securities. The Netherlands corporate income tax rate is 19 per cent. for the first €200,000 of the taxable amount, and 25 per cent. for the excess of the taxable amount over €200,000 (rates applicable for 2019).

### **Non-residents of the Netherlands**

A holder of Energy Securities who is neither a Dutch Resident Individual nor a Dutch Resident Entity (a **"Non-Dutch Resident"**) is generally not subject to Netherlands income tax or corporate income tax on income and capital gains derived from the Energy Securities, provided that:

- (i) such Non-Dutch Resident does not derive profits from an enterprise or deemed enterprise, whether as an entrepreneur (*ondernemer*) or pursuant to a co-entitlement to the net worth of such enterprise (other than as an entrepreneur or a shareholder) which enterprise is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise, as the case may be, the Energy Securities are attributable or deemed attributable;

- (ii) in the case of a Non-Dutch Resident who is an individual, such individual does not derive income or capital gains from the Energy Securities that are taxable as benefits from “miscellaneous activities” performed or deemed to be performed in the Netherlands (*resultaat uit overige werkzaamheden in Nederland*, as defined in the Netherlands Income Tax Act 2001), which include the performance of activities with respect to the Energy Securities that exceed regular, active portfolio management (*normaal, actief vermogensbeheer*);
- (iii) in the case of a Non-Dutch Resident who is not an individual, such Non-Dutch Resident is neither entitled to a share in the profits of an enterprise effectively managed in the Netherlands nor co-entitled to the net worth of such enterprise, other than by way of the holding of securities, to which enterprise the Energy Securities or payments in respect of the Energy Securities are attributable; and
- (iv) in the case of a Non-Dutch Resident who is an individual, such individual is not entitled to a share in the profits of an enterprise effectively managed in the Netherlands, other than by way of the holding of securities or through an employment relationship, to which enterprise the Energy Securities or payments in respect of the Energy Securities are attributable.

A Non-Dutch Resident that falls under any of the exclusions (i) through (iv) mentioned above, may be subject to Netherlands income tax or Netherlands corporate income tax on the income and capital gains derived from the Energy Securities. In case such holder of an Energy Security is considered to be a resident of a country other than the Netherlands under the provisions of a treaty for the avoidance of double taxation the Netherlands has concluded with such country, the following may apply. Such holder of an Energy Security may, depending on the terms of and subject to compliance with the procedures for claiming benefits under such treaty for the avoidance of double taxation, be eligible for a full or partial exemption from, reduction or refund of Netherlands taxes (if any) on the (deemed) income or capital gains in respect of an Energy Security, provided such holder is entitled to the benefits of such treaty for the avoidance of double taxation.

**(d) Gift or Inheritance tax**

No Netherlands gift or inheritance tax will be levied on the transfer of Energy Securities by way of gift by or on the death of a holder, who is neither a resident nor deemed to be a resident of the Netherlands for the purpose of the relevant provisions, unless:

- (i) the transfer is construed as an inheritance or bequest or as a gift made by or on behalf of a person who, at the time of the gift or death, is or is deemed to be a resident of the Netherlands for the purpose of the relevant provisions;
- (ii) such holder dies while being a resident or deemed resident of the Netherlands within 180 days after the date of a gift of Energy Securities; or
- (iii) the gift is made under a condition precedent and such holder is or is deemed to be a resident of the Netherlands at the time the condition is fulfilled.

For purposes of Netherlands gift and inheritance tax, an individual who is of Dutch nationality will be deemed to be a resident of the Netherlands if he/she has been a resident of the Netherlands at any time during the ten years preceding the date of the gift or his/her death.

For purposes of Netherlands gift tax, an individual will, irrespective of his/her nationality, be deemed to be a resident of the Netherlands if he/she has been a resident of the Netherlands at any time during the 12 months preceding the date of the gift. An applicable tax treaty may override deemed residency.

**(e) Value added tax**

No Netherlands value added tax will be payable by a holder of Energy Securities in consideration for the issue and transfer of Energy Securities, except to the extent that this constitutes or entails transactions in documents establishing title to goods (*documenten welke goederen vertegenwoordigen*). In addition, value added taxes will be payable on fees payable in respect of services not exempt from Netherlands value added tax.

**(f) Other taxes or duties**

No Netherlands registration tax, custom duty, transfer tax, stamp duty or any other similar tax or duty, other than court fees, will be payable in the Netherlands by a holder of Energy Securities in respect of or in connection with the acquisition, ownership or transfer of the Energy Securities.

**(g) OECD Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the Common Reporting Standard (“**CRS**”) to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures and automatically exchange this information with exchange partners on an annual basis.

The Netherlands has enacted a law implementing the CRS (and the EU Council Directive on Administrative Cooperation 2011/16 as amended by EU Council Directive 2014/107 and as amended further by EU Council Directive 2015/2376), which has entered into force on 1 January 2016 and provides for the exchange of information in relation to the calendar year 2016 and later. The information is to be exchanged within nine months following the end of the calendar year.

In the event that Security Holders hold the Energy Securities through a Dutch financial institution (as meant in the (Dutch implementation of the) CRS), Security Holders may be required to provide additional information to such financial institution to enable it to satisfy its obligations under the (Dutch implementation of the) CRS.

**(h) Miscellaneous**

On 28 December 2018 the Netherlands has published a list of low tax jurisdictions. Jersey is included on this list. It cannot be excluded that this may possibly result in extra (reporting) obligations for the Security Holders.

**10. TAXATION IN NORWAY**

**(a) General**

The following summary of certain Norwegian tax issues that may arise as a result of acquiring, holding and redeeming Energy Securities is based on the Norwegian tax legislation, rules and regulations in force as of the date of this Prospectus, which may be subject to change, possibly on retroactive basis. The description below is based on the assumption that the Energy Securities are considered as debt instruments for Norwegian tax purposes. The following summary is intended only as general information for holders of securities who are resident or domiciled in Norway for tax purposes. The summary does not purport to be a comprehensive description of all the tax considerations that may be of relevance for the Norwegian holders of Energy Securities, nor does it cover the specific rules where Energy Securities are held by a partnership or are held as current assets in a business operation.

Special tax consequences that are not described below also may apply for certain categories of taxpayers, including investment companies, mutual funds and persons who are not resident or domiciled in Norway.

Prospective applicants for Energy Securities should consult their own tax advisors for information with respect to the concrete tax consequences that may arise as a result of acquiring, holding and redeeming, Energy Securities, including the applicability and effect of foreign income tax rules, provisions contained in double taxation treaties and other rules which may be applicable.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian holder refers to the tax residency rather than the nationality of the holder.

**(b) Taxation on realisation**

Holders of Energy Securities who are Norwegian resident corporations or individuals, and who sell or redeem their Energy Securities are subject to capital gains taxation in Norway. Correspondingly, losses may be deducted.

The tax liability applies irrespective of how long the Energy Securities have been owned and the number of Energy Securities realised or redeemed. Gains are taxable as general income in the year of realisation, and losses can be deducted from income from other sources in the year of realisation. The tax rate of general income is 22 per cent. as of 2019.

The capital gain or loss is calculated per Energy Security and equals the remuneration received in respect of the Energy Security less the purchase price and acquisition and realisation costs for the Energy Security.

Income taxes or capital gains taxes payable in other jurisdictions, by Norwegian corporate or individual holders, or withholding tax payable on redemption amounts in respect of the Energy Securities, may be deductible against Norwegian tax payable on the same income. The deduction is generally limited, however, to the corresponding amount of Norwegian tax applicable. The right for both Norway and other jurisdictions to tax Norwegian holders directly or through the application of withholding taxes may be limited by applicable tax treaty.

Where Securities are issued by an Issuer which is not a Norwegian tax resident entity and does not have a taxable presence in Norway with which the issue of the Energy Securities is connected, the Issuer will not be obliged to deduct Norwegian withholding tax.

**(c) Withholding tax**

No deduction or withholding for or on account of Norwegian tax is required to be made on payments from the Issuer to the Security Holders on Redemption of Energy Securities.

**(d) Net Wealth Tax**

Corporate holders are not subject to net wealth taxation in Norway.

Norwegian personal holders are subject to net wealth taxation in Norway. Securities are included as part of the taxable base for this purpose. The value for assessment purposes for the Energy Securities will be the market value on 1 January in the year of assessment (i.e. the year following the relevant fiscal year). The marginal net wealth tax rate is 0.85 per cent. of the value assessed.

**(e) Stamp duty**

There is currently no stamp duty or other charges in Norway on the purchase, sale or realisation of Energy Securities.

**(f) Inheritance tax**

Norway does not impose inheritance tax on inheritance or gifts. However, the heir acquires the donor's tax input value of the Energy Securities based on principles of continuity. Thus, the heir will be taxable for any increase in value in the donor's ownership, at the time of the heir's realisation of the Energy Securities.

**(g) Value Added Tax**

Transactions regarding Energy Securities are exempt from Norwegian value added tax.

**(h) Common Reporting Standard**

OECD's Common Reporting Standard ("CRS") provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with other

participating tax authorities in which the investors of the reporting financial institution are tax resident on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. Both Jersey and Norway has committed to implement the CRS. As a result, the Issuer will be required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey. Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Securities.

## **11. TAXATION IN SPAIN**

### **(a) General**

A brief summary is provided below of the Spanish tax regime applicable to the investments arising in respect of the Energy Securities, for which purpose only current legislation and general factors which may affect investors have been taken into account. No regional legislation which may be of application to a particular investor is considered.

The Energy Securities are not expressly dealt with in the Spanish legislation and no express opinion has been issued by the Spanish tax authorities or courts as to their status for tax purposes. The Issuer believes that the Energy Securities would be considered interest generating debt securities for the purposes of Personal Income Tax and Corporate Income Tax and that the special tax regime applicable to participants in tax haven Collective Investment Institutions should not apply to the Energy Securities.

Nevertheless, the Spanish tax authorities and courts could adopt a different approach, since it is an uncertain matter and there is no guarantee, therefore, that such Courts or Tax Authorities will adopt the position of the Issuer. A different position from that of the Issuer, if adopted by the Tax Authorities or Courts (for instance, but not only, as regards the application of the tax regime of participants in tax haven Collective Investment Institutions), could lead to the application of a tax treatment radically different from that described herein.

Holders of and potential investors in Energy Securities should consult their own tax advisors as to the Spanish or other tax consequences of the purchase, holding and disposition of Energy Securities including, in particular, the application to their particular situation of the tax considerations discussed below, as well as the application of state, local, foreign or other tax laws taking into account the tax uncertainties arising.

This summary assumes that all Energy Securities issued as at the date of this Prospectus or to be issued will be admitted to trading on the Main Market of the London Stock Exchange.

The tax regime in Spain applicable to the Energy Securities may change from time to time.

Finally, it should be pointed out that the tax treatment described here is of a general nature and, therefore, among other aspects, does not describe the tax consequences for certain categories of taxpayers including, but not limited to entities falling under the attribution of income regime, financial institutions, Collective Investment Institutions, Cooperatives, etc. which may be subject to specific rules.

### **(b) Taxation of income from the Energy Securities**

#### *i. Natural or legal persons resident in Spain*

Personal Income Tax: Natural persons

The income obtained by individuals holders of the Energy Securities who have the status of taxpayers for the purposes of Spanish Personal Income Tax, due to the purchase, holding and disposition of such Energy Securities, will be considered income from movable capital obtained due to the supply of funds to third parties upon the terms of Article 25.2 of Law 35/2006, of November 28, on the Personal Income Tax ("**PIT Act**"). Such income would be included in the savings tax base and, in cases of losses, their integration on the savings tax base and their offsetting will be subject to the rules foreseen in that respect in the Personal Income Tax legislation.

For tax period 2019, pursuant to article 101.4 of the PIT Act, any income derived from the purchase, holding and disposition of the Energy Securities will be subject to a withholding tax of 19 per cent. on account of the Personal Income Tax of the holder, in case there is any person or entity obliged to levy said withholding tax in accordance with the general rules of the levying of withholding taxes.

Also by application of the PIT Act for the same reason, for tax period 2019, income included in the savings income taxable base will be taxed at 19 per cent. (applicable to the first 6,000 Euros), 21 per cent. (applicable to the following 44,000 Euros) and 23 per cent. (applicable to the remainder amounts).

#### Corporate Income Tax: Entities

The tax regime for Spanish-resident entities holders of Energy Securities is included in Law 27/2014, of November 27, on the Corporate Income Tax ("**Law 27/2014**") and the Royal Decree 634/2015, of July 10, that approves the Corporate Income Tax Ruling ("**RD 634/2015**").

According to article 10.3 of Law 27/2014, the taxable income will be calculated in accordance with the accounting treatment of such income by the relevant entity. The tax adjustments to the accounting treatment which may be of application should be taken into account when calculating the taxable base.

The income obtained from the purchase, holding and disposition of the Energy Securities by entities which are considered taxable persons for Corporate Income Tax purposes will not be subject to withholding tax on account of Corporate Income Tax, in accordance with the provisions of Article 61.s) of RD 634/2015.

#### ii. *Natural or legal persons not resident in Spain*

The income obtained from the purchase, holding and disposition by holders of Energy Securities who are taxpayers pursuant to the Spanish Non-Residents Income Tax will be taxed pursuant to the Refunded Text of the Non-Residents Income Tax Law, passed by Royal Legislative Decree 5/2004, of March 5 (hereinafter "**Non-Residents Income Tax Law**").

#### Income obtained through a permanent establishment

The income from the Energy Securities obtained through a permanent establishment in Spain will be taxed in accordance with the rules of Chapter III of the Non-Residents Income Tax Law, subject to the provisions of any relevant double tax treaties. Such income will not be subject to withholding tax on account of Non-Residents Income Tax upon the same terms set out above for taxable persons under Spanish Corporate Income Tax (entities resident in Spain).

#### Income obtained without a permanent establishment

The Issuer believes that income realized by investors residing outside Spain and without a permanent establishment within the Spanish territory (individuals and legal entities) would not be considered as Spanish income and, therefore, would not be subject to taxation and withholding tax in Spain under the Non-Residents Income Tax Law.

#### (c) **Value Added Tax**

The general rules foreseen in the Spanish Value Added Tax legislation would apply to the purchase, holding and disposition of the Energy Securities.

#### (d) **Transfer Tax**

The purchase, holding and disposition of the Energy Securities would not be taxed under the Spanish Transfer Tax.

**(e) Inheritance and Gift Tax**

The transfer of the Energy Securities as a result of an inheritance or gift situation would be subject to the general rules of the Spanish Inheritance and Gift Tax, subject to the application of any relevant double tax treaties.

If the beneficiary of any inheritance or gift were a Spanish legal entity or a non resident entity with a permanent establishment in Spain, income obtained would be subject to taxation under the Spanish Corporate Income Tax or the Non-resident Income Tax, subject to the application of any relevant double tax treaties.

However, in principle, non-Spanish resident individuals would not be subject to the Spanish Inheritance and Gift tax on the acquisition of the Energy Securities. No taxation would arise in Spain on the acquisition of the Energy Securities by non-Spanish entities without a permanent establishment in the Spanish territory.

**(f) Net Wealth Tax**

The ownership of Energy Securities would be subject to the Spanish Net Wealth Tax (“**NWT**”) pursuant to the Royal Decree 13/2011, of September 16 that has restored temporarily for years 2011 and 2012 the Spanish Net Wealth Tax regulated by Law 19/1991, of June 6 (hereinafter “**Net Wealth Tax Law**”), subject to the application of any relevant double tax treaty. Pursuant to Royal Decree-law 27/2018, of December 28, this restoration has been extended to tax year 2019 and, therefore, Spanish individual holders will be subject to Net Wealth Tax (“**NWT**”) in such period.

*Only natural persons holders of Energy Securities would be subject to the NWT.*

i. *Ownership of Energy Securities by natural persons resident in Spain*

Under article 5 of the Net Wealth Tax Law, the relevant taxpayers will be all those natural persons who have their habitual residence in Spain regardless of the place where their assets or rights are located or could be exercised.

Consequently, the ownership of the Energy Securities by individuals resident for tax purposes in Spain will be subject to taxation under the NWT at a progressive rate scale from 0.2 per cent. to 2.5 per cent.

However, it is necessary to take into account that the power to implement the Net Wealth Tax (including certain tax benefits) has been transferred to the Spanish regions and, as a result, some territories have, in practice, eliminated the NWT under specific circumstances. Therefore, an analysis must be made in each specific case to determine to what extent any regional legislation might be applicable, since there might be differences in respect of taxation under NWT depending on the region in which an investor resides.

ii. *Ownership of Energy Securities by natural persons not resident in Spain*

Non-Spanish residents would not be subject to the NWT on the holding of the Energy Securities.

**(g) The European Savings Directive**

On November 10, 2015, the European Union issued the Council Directive 2015/2060, repealing Directive 2003/48/EC on taxation of savings income in the form of interest payments, with effect from January 1, 2016 (in Austria, from 2017).

This follows amendments to the Administration Cooperation Directive to introduce the new and enhanced standard of automatic information exchange, known as the Common Reporting Standard (as to which see further below).

## **(h) Organization for Economic Co-operation and Development (“OECD”) Common Reporting Standard (“CRS”)**

Drawing extensively on the intergovernmental approach to implementing the United States Foreign Account Tax Compliance Act, the OECD developed the CRS to address the issue of offshore tax evasion on a global basis.

Aimed at maximizing efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange on an annual basis, with other participating tax authorities in which the investors of the reporting institution are tax residents, financial information with respect to all reportable identified by financial institutions on the basis of common due diligence and reporting procedures.

Jersey has committed to implement the CRS. As a result, the Issuer will be required to comply with the CRS due diligence and reporting requirements, as adopted by Jersey.

Security Holders may be required to provide additional information to the Issuer to enable the Issuer to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory redemption of Energy Securities.

The Issuer would have the obligation to provide certain information about Security Holders to the Jersey tax authorities. This information may be subsequently provided by the Jersey tax authorities to the Spanish tax authorities.

## **12. TAXATION IN SWEDEN**

### **(a) General**

The following summary of certain tax issues that may arise as a result of holding Energy Securities is based on current Swedish tax legislation and is intended only as general information for Security Holders who are resident or domiciled in Sweden for tax purposes. This description does not deal comprehensively with all tax consequences that may occur for Security Holders, nor does it cover the specific rules where Energy Securities are held by a partnership or are held as current assets in a business operation. The description does not cover the special rules which apply if the Energy Securities are held on an investment savings account (*Sw. Investeringsparkonto*). Special tax consequences that are not described below may also apply for certain categories of taxpayers, including investment companies, life insurance companies and persons who are not resident or domiciled in Sweden. It is recommended that prospective applicants for Energy Securities consult their own tax advisers for information with respect to the special tax consequences that may arise as a result of holding Energy Securities, including the applicability and effect of foreign income tax rules, provisions contained in double taxation treaties and other rules which may be applicable. Moreover, this summary assumes that the Issuer is not a tax resident nor deemed to be a tax resident of Sweden.

### **(b) Taxation of individuals resident in Sweden**

#### *Capital gains and losses*

Individuals and the estates of deceased Swedish individuals who sell their Energy Securities are subject to capital gains taxation. The current tax rate is 30 per cent. of the gain. The capital gain or loss is equal to the difference between the sales proceeds after deduction of sales costs and the acquisition cost of the Energy Securities. The acquisition cost is calculated according to the so called average method. This means that the costs of acquiring all Energy Securities of the same type and class are added together and calculated collectively, with respect to changes to the holding.

As a general rule, 70 per cent. of a capital loss is deductible against any other taxable income derived from capital. However, if the Energy Securities should be treated as foreign listed receivables, any capital loss will be fully deductible in the capital income category.

Should the total of “income from capital” be negative, a reduction of the tax on income from employment and from business, as well as the tax on real estate, is allowed. The tax reduction allowed amounts to

30 per cent. of any deficit not exceeding SEK 100,000 and 21 per cent. of any deficit in excess of SEK 100,000. Any deficits may not be carried forward to a subsequent fiscal year.

Gains or losses on currency exchange rate fluctuations may arise in relation to Energy Securities where the sales proceeds received are in a foreign currency. However, no special calculations are required if the sales proceeds are exchanged into SEK within 30 days from the time of disposal. In such case, the exchange rate on the date of exchange shall be used when calculating the value of the sales proceeds. The exchange rate on the date of acquisition is generally used when determining the acquisition cost for tax purposes.

### **(c) Taxation of Swedish legal entities**

#### *Capital gains and losses*

Limited liability companies and other legal entities, except for the estates of deceased Swedish individuals, are taxed on all income (including income from the sale of Energy Securities) as income from business activities at a flat rate of 21.4 per cent. Regarding the calculation of a capital gain or loss and the acquisition cost, see "Taxation of individuals resident in Sweden" above.

Capital loss attributable to Energy Securities is fully deductible against any other taxable income from business activities. Capital losses that are not deducted against taxable income within a certain year may normally be carried forward and offset against taxable income the following fiscal year without any limitation in time.

### **(d) Withholding tax**

No deduction or withholding for or on account of Swedish tax is required to be made on payments from the Issuer to Security Holders on Redemption of Energy Securities.

### **(e) Inheritance and gift taxes**

No Swedish gift or inheritance tax will be levied on the transfer of Energy Securities by way of gift or in the event of death of a Security Holder.

### **(f) Value added tax**

No Swedish value added tax will be payable by a Security Holder in consideration for the issue of Energy Securities.

### **(g) Other taxes or duties**

No Swedish registration tax, custom duty, transfer tax, stamp duty or any other similar tax or duty will be payable in Sweden by a holder of Energy Securities.

### **(h) Organisation for Economic Co-operation and Development ("OECD") Common Reporting Standard**

The US regime, Foreign Account Tax Compliance Act ("**FATCA**"), was on April 1, 2015, implemented into Swedish domestic legislation through a new local Swedish FATCA legislation (Law (2015:62) of the identification of reportable accounts due to the FATCA agreement). Inspired by FATCA, OECD, agreed on a standard for the automatic exchange of information between countries, Common Reporting Standard ("**CRS**"). As Sweden was part of the so called "Early Adopters group", the Swedish CRS rules were implemented into domestic legislation on January 1, 2016, through a new local (Law (2015:911) of identification of reportable accounts for automatic exchange of information for financial accounts.

Under the FATCA and CRS regimes, reporting financial institutions (as defined in the FATCA and CRS regimes) are required to determine where their account holders are "tax resident" (this will usually be where the account holders are liable to pay income or corporate taxes). Financial institutions base this on information already available or may ask account holders for additional details.

If an account holder is tax resident outside the jurisdiction of the financial institution (for CRS purposes) or is tax resident in the United States of America (for FATCA purposes), the financial institution may be required to provide details, including information relating to the account holder's accounts, to the national tax authority in the jurisdiction where the account is held. The national tax authority may then share that

information with the tax authority of the jurisdiction (or jurisdictions) where the account holder is tax resident.

This summary does not serve as an assessment of whether a holder of Energy Securities will be reportable for FATCA and CRS purposes. Prospective investors should consult with their tax advisers regarding the possible implications of FATCA and CRS on their investment in Energy Securities.

## PART 12

### ADDITIONAL INFORMATION

#### 1. INCORPORATION AND SHARE CAPITAL

- (a) The Issuer was incorporated as a private limited company in Jersey on 20 August 2004 under the Companies (Jersey) Law 1991 (as amended) (the “Law”) and changed status to a public company on 8 July 2005 pursuant to a written resolution of the Issuer dated 8 July 2005. The Issuer changed its name from Oil Securities Limited to ETFS Oil Securities Limited by a special resolution dated 14 July 2006. The Issuer operates under the Law and secondary legislation made thereunder. The Issuer is registered in Jersey under number 88371.
- (b) The Issuer is authorised to issue an unlimited number of no par value shares of one class designated as Ordinary Shares of which 1,000 Ordinary Shares of no par value have been issued.
- (c) The Issuer does not have any subsidiary undertakings.
- (d) All of the Issuer’s issued ordinary shares are owned by HoldCo.

#### 2. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Issuer and are or may be material or have been entered into at any time by the Issuer and (not being contracts entered into in the ordinary course of business) contain provisions under which the Issuer has an obligation or entitlement which is or may be material to the Issuer as at the date of this document. The summaries below are drafted in legal language, however, details on how each of the agreements impacts on Security Holders are contained throughout this Prospectus, including in Part 1 (*General*) and Part 5 (*Description of the Energy Securities*):

- (a) the Trust Instrument dated 13 July 2005, the supplemental Trust Instrument dated 24 April 2006, the second supplemental Trust Instrument dated 20 July 2007, the third supplemental Trust Instrument dated 24 September 2008, the fourth supplemental trust instrument dated 30 January 2013, the fifth supplemental trust instrument dated 26 March 2013, the sixth supplemental trust instrument dated 2 September 2013 and the seventh supplemental trust instrument dated 2 September 2014, a summary of the principal terms of which is set out in Part 8 (*Particulars of the Energy Securities*);
- (b) the following Security Deeds, a summary of the principal terms of which are set out in Part 8 (*Particulars of the Energy Securities*);
  - the Brent 1mth Security Deed dated 13 July 2005;
  - the Brent 1yr Security Deed dated 20 July 2007;
  - the Brent 2yr Security Deed dated 20 July 2007;
  - the Brent 3yr Security Deed dated 20 July 2007;
  - the WTI 2mth Security Deed dated 13 July 2005;
  - the WTI 1yr Security Deed dated 20 July 2007;
  - the WTI 2yr Security Deed dated 20 July 2007;
  - the WTI 3yr Security Deed dated 20 July 2007; and
  - the EUA Security Deed dated 24 September 2008.

- (c) the Energy Purchase Agreement dated 13 July 2005 as amended by agreements dated 24 April 2006, 20 July 2007, 24 September 2008, 2 September 2013 and 2 September 2014 each between the Issuer and Shell Trading Switzerland, a summary of the principal terms of which are set out in Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*);
- (d) an “Other Adjustment Agreement” dated 24 April 2006 as amended by agreements dated 20 July 2007, 24 September 2008 and 4 December 2013 between the Issuer and Shell Trading Switzerland, pursuant to which the parties have agreed that the Other Adjustment (for the purposes of clause 3.3 of the Energy Purchase Agreement) shall be a negative amount equal to Weekly LIBOR (for Oil Contracts) and Weekly EURIBOR (for Emissions Contracts) minus an amount as mutually determined from time to time between the parties of not more than 1.00 per cent. per annum. The Other Adjustment is currently agreed as Weekly LIBOR less 1.0 per cent. per annum for Oil Contracts and Weekly EURIBOR less 1.0 per cent. per annum for Emissions Contracts;
- (e) eleven Authorised Participant Agreements made between (i) the Issuer, ManJer and Citigroup Global Markets Limited dated 24 April 2006; (ii) the Issuer, ManJer and ABN AMRO Clearing Bank N.V. dated 18 May 2006; (iii) the Issuer, ManJer and Morgan Stanley & Co. International plc dated 7 June 2006; (iv) the Issuer, ManJer and UBS AG, London Branch, dated 24 April 2006; (v) the Issuer, ETFSL and The Royal Bank of Scotland plc, dated 29 January 2007; (vi) the Issuer, ManJer and UniCredit Bank AG dated 19 February 2007; (vii) the Issuer, ManJer and Merrill Lynch International dated 1 February 2008; (viii) the Issuer, ETFSL and Knight Capital Europe Limited (now known as KCG Europe Limited) dated 21 August 2009; (ix) the Issuer, ManJer and Bluefin Europe LLP; (x) the Issuer, ManJer and Jane Street Financial dated 29 June 2015; and (xi) the Issuer, ManJer and Optiver VOF dated 6 July 2017, a summary of the principal terms of each of which is set out under the heading “Authorised Participants” in Part 5 (*Description of the Energy Securities*) and in paragraph 3 below. As at the date of this Prospectus, the Issuer and ETFSL are seeking the novation of the existing Authorised Participant Agreements at (v) and (viii) above to transfer the rights and obligations of ETFSL to ManJer;
- (f) the Business Development Agreement (as amended), a summary of the principal terms of which is set out in Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*);
- (g) a Dollar Letter of Credit relating to Shell Trading Switzerland’s obligations in respect of Dollar Contracts under the Energy Purchase Agreement dated 13 July 2005 and issued by Shell Treasury in favour of the Issuer, a summary of the principal terms of which are set out in Part 6 (*Description of the Energy Purchase Agreement and the Energy Contracts*). Shell Treasury executed deeds of confirmation dated 24 April 2006, 20 July 2007, 24 September 2008, 2 September 2013 and 2 September 2014 irrevocably confirming that the Letter of Credit remained in full force and effect notwithstanding amendments to other documents;
- (h) a Euro Letter of Credit relating to Shell Trading Switzerland’s obligations in respect of Euro Contracts under the Energy Purchase Agreement dated 24 September 2008. Shell Treasury executed deeds of confirmation dated 2 September 2013 and 2 September 2014 confirming that the Letter of Credit remained in full force and effect notwithstanding amendments to other documents;
- (i) the NYMEX Licence (as amended), a summary of the principal terms of which is set out in paragraph 4 below;
- (j) the Service Agreement dated 31 December 2012 whereby ManJer is responsible for supplying or procuring the supply of all management and administration services for the Issuer and for paying all the management and administration costs of the Issuer (including the fees and expenses of the Registrar and any administrator and the fees and expenses of the Trustee in relation to its role under the Trust Instrument) and the Issuer agrees to pay to ManJer the Management Expenses and a processing fee representing the Application Fees and Redemption Fees which the Issuer has received (including by way of set-off). ManJer may delegate to other entities certain of its duties and functions under the Services Agreement. ManJer has delegated to WisdomTree UK Limited (formerly ETF Securities (UK) Limited), an affiliate company registered in England and Wales with registered number 7443535 and whose registered office is at 4th Floor, 3 Lombard

Street, London EC3V 9QQ certain of its duties and functions under the Services Agreement including the provision of additional marketing and back-office support functions;

- (k) the Administration Agreement dated 31 December 2012 whereby R&H Fund Services (Jersey) Limited is responsible for supplying or procuring the supply of certain administrative, company secretarial and registrar services to the Issuer as set out in Schedule 1 of the Administration Agreement and for which the Issuer agrees to pay R&H Fund Services (Jersey) Limited a fee. R&H Fund Services (Jersey) Limited may, with the prior approval of the Issuer, delegate in whole or in part the discharge of any of its duties or functions and the exercise of any powers and discretion under the Administration Agreement.

R&H Fund Services (Jersey) Limited is not liable to the Issuer for any error of judgement or for any loss suffered by the Issuer in connection with the subject of the Administration Agreement unless such loss arises from fraud, bad faith, wilful default or negligence in the performance or non-performance by R&H Fund Services (Jersey) Limited or persons designated by it of its obligations or duties and in particular (but without limitation) will not be liable as a result of any loss, delay, mis-delivery or error in transmission of any cable or telegraphic communication or as a result of acting upon any forged transfer or request for redemption of any securities in the Issuer; and

- (l) the Registrar Agreement dated 31 December 2012 whereby Computershare Investor Services (Jersey) Limited is responsible for supplying or procuring the supply of certain registrar services, including the provision of a registration and transfer office, to the Issuer as set out in schedule 1 of the Registrar Agreement and for which the Issuer agrees to pay Computershare Investor Services (Jersey) Limited a fee. Computershare Investor Services (Jersey) Limited may, with the Issuer's approval, delegate certain of its duties or functions under the Registrar Agreement.

The Registrar and its officers and employees will not be liable to the Issuer for any direct damages, loss, costs, claims or expenses ("Loss") sustained by the Issuer or in respect of any matter relating to the Registers as a result of loss, delay, misdelivery or error in transmission of any cable, telex, telefax or telegraphic communication, or if any document accepted by the Registrar shall later be proved to be forged or otherwise defective or erroneous (except in respect of any Loss incurred by the Issuer as a result of the fraud, wilful default, bad faith or negligence of the Registrar).

The Registrar will not be liable to the Issuer in respect of any loss, liability, claim, cost, expense (including legal expenses) or damage suffered or incurred by the Issuer as a result of the discharge of its duties and obligations under the Registrar Agreement, save where such loss, liability, claim, cost, expense or damage is suffered or incurred as a result of its fraud, wilful default, bad faith or negligence.

The aggregate liability of the Registrar to the Issuer over any 12 month period, howsoever any such liability arises, shall in no circumstances whatsoever exceed twice the amount of the fees payable by the Issuer to the Registrar in any 12 month period.

The Registrar is not liable to the Issuer for any Loss suffered or incurred by the Issuer as a result of the operation, failure, interruption or suspension of or changes to all or any part of the CREST Service (as defined in the Registrar Agreement) by Euroclear UK & Ireland Limited or as a result of any timetable changes in connection with the provision of the CREST Service by Euroclear UK & Ireland Limited. The Registrar is not liable to the Issuer for any Loss suffered or incurred by the Issuer as a result of any acts or omissions of the Registrar that the Registrar reasonably considers are required in order for it to comply with the CREST Requirements (as defined in the Registrar Agreement).

### **3. AUTHORISED PARTICIPANT AGREEMENTS**

The Authorised Participants, as at the date of this document, are the persons who have entered into an Authorised Participant Agreement with the Issuer as described in paragraph 2(e) above.

As at the date of this prospectus, the Issuer and ETFSL are seeking the novation of those Authorised Participant Agreements that have not already been novated to transfer the rights and obligations of ETFSL thereunder to ManJer.

The summaries below are drafted in legal language, however, details on how each of the agreements impacts on Security Holders are contained throughout this Prospectus, including in Part 1 (*General*) and Part 5 (*Description of the Energy Securities*).

Pursuant to the terms of the Authorised Participant Agreements, each Authorised Participant has represented, warranted and undertaken to the Issuer that neither it nor any of its Affiliates (including any person acting on behalf of the Authorised Participant or any of its Affiliates):

- (a) has offered or sold and will not offer or sell Energy Securities within the United States or to US Persons, whether on or after the relevant Creation Date;
- (b) has engaged or will engage in any “directed selling efforts” (as defined by Regulation S under the United States Securities Act of 1933, as amended) with respect to Energy Securities; and
- (c) will permit Energy Securities to be offered to, sold to, or purchased by persons resident for income tax purposes in Jersey (other than financial institutions in the normal course of business).

Each Authorised Participant has further represented, warranted and undertaken that:

- (d) it will comply (and procure compliance) with all applicable laws and regulations in each country or jurisdiction in which it purchases, offers, sells or delivers Energy Securities or has in its possession or distributes offering material, in all cases at its own expense;
- (e) in relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) it has not made and will not make an offer of Energy Securities to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Energy Securities to the public in that Relevant Member State:
  - (i) if the final terms in relation to the Energy Securities specify that an offer of those Energy Securities may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Energy Securities which has been approved by the competent authority in that Relevant Member State in accordance with the Prospectus Directive or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State in accordance with the Prospectus Directive, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, during the period beginning and ending on the dates specified in such prospectus or final terms, as applicable and provided further that OSL has consented in writing to its use for the purpose of that Non-exempt Offer;
  - (ii) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
  - (iii) at any time to fewer than 100, or if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
  - (iv) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive;
- (f) it has only communicated or caused to be communicated, and will only communicate or cause to be communicated, any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received by it in connection with the issue or sale of any Energy

Securities in circumstances in which section 21(1) FSMA does not apply to the Issuer or any Affiliate of the Issuer;

- (g) it has complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to any Energy Securities in, from or otherwise involving the United Kingdom; (subparagraphs 3(a) to 3(g) together shall be referred to as the “**Selling Restrictions**”); and
- (h) it is an Authorised Person, an Exempt Person or an Overseas Person and is a participant of CREST and will maintain any such registrations, qualifications and membership in good standing and in full force and effect throughout the terms of the Authorised Participant Agreement.

Each Authorised Participant has agreed to indemnify and hold the Issuer harmless if the Issuer, or its direct or indirect Affiliates, or their respective directors, officers, employees and agents suffers any loss, liability, damages, costs or expenses (including legal fees) incurred by such party, as a result of or in connection with any breach by the Authorised Participant of any of the Selling Restrictions.

The Authorised Participant Agreement of the Authorised Participants may be terminated by either party at any time upon thirty days’ prior written notice to the other parties.

The Issuer may enter into agreements with institutions to act as Authorised Participants and/or market-makers which may include commitments to make markets on varying terms, but which may include commitments to maintain particular maximum spreads and minimum lot sizes.

#### **4. NYMEX LICENCE**

ManJer has entered into a licence agreement with Chicago Mercantile Exchange Inc. (the “Licence Agreement”) pursuant to which the Issuer and ManJer have been granted the right to use, reproduce and publish the settlement prices for the WTI Relevant Month Contracts. WisdomTree UK Limited (formerly ETF Securities (UK) Ltd) has entered into a market data agreement with Chicago Mercantile Exchange Inc. (the “Market Data Agreement”) pursuant to which it is permitted to post on the Issuer website delayed intra-day and settlement pricing for the WTI Contracts. A fee is payable by ManJer to Chicago Mercantile Exchange Inc. under the Licence Agreement. The Licence Agreement runs until 31 December of the current year and automatically extends for further one year periods unless terminated in accordance with the Licence Agreement. The Licence Agreement may be terminated earlier for non-payment of the fee or other breaches of the agreement by the Issuer or ManJer.

#### **5. ISIN of the Energy Securities**

Nine classes of Energy Securities are offered pursuant to this Prospectus. The ISINs and Principal Amounts of the Energy Securities are:

<b>Class of Energy Security</b>	<b>ISIN</b>	<b>Principal Amount</b>
Brent 1mth	GB00B0CTWC01	US\$5.00
Brent 1yr	JE00B1YN4R61	US\$5.00
Brent 2yr	JE00B1YNWG12	US\$5.00
Brent 3yr	JE00B1YP7409	US\$5.00
WTI 2mth	GB00B0CTWK84	US\$5.00
WTI 1yr	JE00B1YPB605	US\$5.00
WTI 2yr	JE00B1YPB712	US\$5.00
WTI 3yr	JE00B1YPB936	US\$5.00
Carbon	JE00B3CG6315	EUR0.30

As referred to in Part 5 (*Description of the Energy Securities*) and Condition 10 the Issuer has the right under the Trust Instrument at any time to consolidate or divide all of the Energy Securities of any class into Energy Securities of the same class but with a proportionately larger or smaller Principal Amount and Multiplier. Consolidated or divided Energy Securities may also be issued under this Prospectus and, to the extent that this Prospectus does not provide full details of such consolidated or divided Energy Securities, such additional details (including the name, ISIN number and Principal Amount thereof) will be specified in the applicable Final Terms or a supplementary prospectus supplemental hereto.

## 6. SOURCES

The statement that Asia has the highest global consumption of oil of over 34 Mbl/day, accounting for almost 35 per cent. of the 2017 production, is derived from the BP Statistical Review of World Energy, June 2018.

The statement under the heading “Crude Oil & Futures Markets — Oil Supply and Demand” in Part 3 (*Energy & Futures Markets*) that the largest OPEC producer is Saudi Arabia with production of close to 12 Mbl/day in 2017, has been sourced from the BP Statistical Review of World Energy, June 2018.

The table under the heading “Crude Oil & Futures Markets — Oil Supply and Demand” in Part 3 (*Energy & Futures Markets*) setting out global Oil production and Oil reserves between 2012 and 2017, has been sourced from the BP Statistical Review of World Energy June 2018.

The statements under the heading “Crude Oil & Futures Markets — Oil Supply and Demand” in Part 3 (*Energy & Futures Markets*) that new sources of energy aided by improved technology and productivity make a significant contribution to supply growth are derived from the BP Energy Outlook 2035, January 2017.

The table under the heading “Crude Oil & Futures Markets — Oil Supply and Demand” in Part 3 (*Energy & Futures Markets*) setting out global Oil consumption between 2012 and 2017, has been sourced from the BP Statistical Review of World Energy June 2018.

The graph under the heading “Crude Oil & Futures Markets — Oil Prices” in Part 3 (*Energy & Futures Markets*) setting out average annual Oil prices during the period 1976 to 2017, has been based on figures derived from the BP Statistical Review of World Energy, June 2018.

The statement under the heading “Crude Oil & Futures Markets — Oil Futures” in Part 3 (*Energy & Futures Markets*) that 220 million ICE Futures Brent oil futures contracts were traded in the 12 months to 12 March 2019, and that this was equivalent to 220 billion barrels of oil, or approximately 842 million barrels of oil per trading day, are based on figures derived from Bloomberg data.

The statement under the heading “Crude Oil & Futures Markets — Oil Futures” in Part 3 (*Energy & Futures Markets*) that 308 million NYMEX WTI crude oil futures contracts were traded in the 12 months to 12 March 2019, and that this was equivalent to 308 billion barrels of oil, or approximately 1.2 billion barrels per trading day, are based on figures derived from Bloomberg data.

The table under the heading “Crude Oil & Futures Markets — Oil Futures” in Part 3 (*Energy and Futures Markets*) setting out the average daily trading volume of Brent and WTI Futures (in US Dollars), is based on figures derived from market data published by Bloomberg.

The graph under the heading “Crude Oil & Futures Markets — Term Structure of Oil Futures” in Part 3 (*Energy & Futures Markets*) showing the shape of the Brent futures curve on 13 March 2018 and 12 March 2019, has been based on figures derived from market data published by Bloomberg.

The graph under the heading “Crude Oil & Futures Markets — Backwardation and Contango in Oil Futures Markets” in Part 3 (*Energy & Futures Markets*) highlighting daily backwardation/contango, has been created using figures derived from market data sourced from Bloomberg.

The statements under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Overview” in Part 3 (*Energy & Futures Markets*) that EU ETS is the world’s biggest emissions trading market, accounting for over 75 per cent. of international carbon trading is derived from the European Commission’s report on EU ETS.

The table under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Market Background” in Part 3 (*Energy & Futures Markets*) setting out the world CO<sub>2</sub> emissions from the consumption and flaring of fossil fuels, has been sourced from the BP Statistical Review of World Energy, June 2018.

The table under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Market Background” in Part 3 (*Energy & Futures Markets*) setting out the top ten emitters of carbon dioxide (by million metric tons of CO<sub>2</sub>), has been sourced from the BP Statistical Review of World Energy, June 2018.

The statement under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — The EU ETS” in Part 3 (*Energy & Futures Markets*) that the EU ETS covered more than 11,000 power stations and manufacturing plants in the 28 European Union member states as well as Iceland, Liechtenstein and Norway and that in total, around 45 per cent. of the total EU emissions are limited by EU ETS are derived from the European Commission’s report on EU ETS.

The statement under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Carbon Market Volume and Price Analysis” in Part 3 (*Energy & Futures Markets*) that the average daily EUA trading volume on the European Climate Exchange (ECX), Europe’s largest emissions exchange, was 32,188 EUA contracts in the 12 months to 12 March 2019 and that this is equivalent to 32.2 million tonnes of CO<sub>2</sub> emissions per day, (or EUR718.7 million worth of emissions per day) based on the December 2019 EUA Emissions Future as at 12 March 2019 is sourced from daily market Bloomberg data for EUA futures trading volume and the December 2018 EUA futures contract trading price.

The graph under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Carbon Market Volume and Price Analysis” in Part 3 (*Energy & Futures Markets*) setting out the EUA December 2019 Futures Prices is sourced from market data provided by Bloomberg.

The graph and statement under the heading “Carbon Emissions Allowance & Carbon Emissions Allowance Futures Markets — Backwardation and Contango in the Emissions Futures Market” in Part 3 (*Energy & Futures Markets*) setting out the EUA Futures Curve are sourced from market data provided by Bloomberg.

The Simulated Historical Investment Returns for Oil Securities included in the table under the heading “Simulated Historical Returns of Oil Securities” in Part 4 (*Simulated Historical Returns*) have been calculated by ManJer on the basis of market data provided by Bloomberg.

The information referred to in this paragraph 6 above has been accurately reproduced and, so far as the Issuer is aware and is able to ascertain from information published by the referenced third party source, no facts have been omitted which would render the reproduced information inaccurate or misleading.

## **7. GENERAL**

- (a) The Issuer’s auditors are KPMG Channel Islands Limited of 37 Esplanade, St Helier, Jersey, Channel Islands JE4 8WQ. KPMG Channel Islands Limited is a registered auditor with the Institute of Chartered Accountants in England and Wales. The annual reports of the Issuer for the years ended 31 December 2017 and 31 December 2018 as published by the Issuer through the Regulatory News Service of the London Stock Exchange on 27 April 2018 and 13 March 2019 respectively are incorporated in this document by reference and is available at the Issuer’s website at <https://www.wisdomtree.eu/en-gb/resource-library/prospectus-and-regulatory-reports#tab-2A942D42-5AA1-4008-9080-3C2DADB050A7> under the ‘ETF Securities Financial and Tax Information’ tab and at the registered office of the Issuer as set out in paragraph 8 of Part 12 (*Additional Information*). The financial statements of the Issuer are prepared in accordance with International Financial Reporting Standards. The annual audited accounts of the Issuer will generally be published within 4 months of year end, currently 31 December each year. Half-yearly unaudited accounts will generally be published within 4 months of the mid-year end, currently 30 June in each year. Each of the annual audited accounts and half-yearly unaudited accounts will be made available on the Issuer’s website at <https://www.wisdomtree.eu/en-gb/resource-library/prospectus-and-regulatory-reports#tab-2A942D42-5AA1-4008-9080-3C2DADB050A7> under the ‘ETF Securities Financial and Tax Information’ tab.
- (b) The Issuer’s financial statements are presented in US Dollars. The value of any assets and liabilities denominated in currencies other than US Dollars will be converted into US Dollars at rates quoted by independent sources.

The valuation of the assets and liabilities of the Issuer attributable to any Pool is determined under the supervision of the Board.

Profits, gains, losses, costs, income and expenditure will be attributed between the Pools to the extent that they are not specifically attributable to any Pool.

The Energy Contracts constitute an asset of the Issuer. For the purposes of the valuation of the Issuer's assets, the Energy Contracts will be valued at the Price as at the date of valuation converted, in the case of Carbon Contracts, into US Dollars.

- (c) There has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2018.
- (d) There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this document which may have or have had in the recent past a significant effect on the Issuer's financial position or profitability.
- (e) Applications have been made to the FCA for all Energy Securities issued within 12 months of the date of this document to be admitted to the Official List and to the London Stock Exchange, which operates a Regulated Market, for all such Energy Securities to be admitted to trading on the Main Market of the London Stock Exchange, which is part of its Regulated Market for listed securities.
- (f) Brent 1mth Oil Securities and WTI 2mth Oil Securities have been admitted to listing on Euronext Amsterdam since 28 July 2006, on the Regulated Market (General Standard) (*Regulierter Markt [General Standard]*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) since 30 October 2006, on NYSE Euronext Paris since 12 February 2007 and on the ETF plus market of Borsa Italiana S.p.A. since 20 April 2007.

No application has been or is currently being made for the Forward Oil Securities or the Emissions Securities to be admitted to listing or trading on any exchange or market outside the UK, but the Issuer may cause such application to be made in respect of the Energy Securities of any or all classes on any such exchange or market in its discretion.

- (g) The Issuer intends to publish annual financial statements each year and Final Terms as required by the Prospectus Directive, the Listing Rules, the Transparency Directive and the Transparency Rules. Each Business Day the Issuer will publish the Prices, Near Contract Price, Next Contract Price, Near Entitlement, Next Entitlement, Multiplier and Daily Adjustment for each class of Energy Securities and other information on its website, as described under the heading "Calculation and Publication of Prices" in Part 1 (*General*). Save as aforesaid, the Issuer does not intend to provide post-issuance information.
- (h) There are no restrictions on the category of potential investors to which Energy Securities may be offered by financial intermediaries. Only investors who are Authorised Persons may acquire Energy Securities from the Issuer.
- (i) The securitised assets backing the issue, being the Energy Contracts to be held by the Issuer have characteristics that demonstrate capacity to produce funds to service any payments due and payable on the Energy Securities.

## **8. DOCUMENTS AVAILABLE FOR INSPECTION**

For the duration of the Programme or so long as any Energy Securities remain outstanding, copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Issuer in printed form:

- (a) the Memorandum and Articles of Association of the Issuer;
- (b) the Service Agreement;

- (c) the Energy Purchase Agreement;
- (d) the Letters of Credit (and any agreement entered into with a Substitute Credit Provider);
- (e) the Business Development Agreement;
- (f) the Authorised Participant Agreements;
- (g) the Trust Instrument;
- (h) the Security Deeds;
- (i) the Registrar Agreement;
- (j) the Administration Agreement;
- (k) the Licence Agreement;
- (l) the Articles of Incorporation of Shell Trading Switzerland;
- (m) the Memorandum and Articles of Association of Shell Treasury;
- (n) the published audited reports and accounts of Shell Treasury for the two years ended 31 December 2016 and 31 December 2017;
- (o) the published audited reports and accounts of Shell Trading Switzerland for the periods ended 31 December 2016 and 31 December 2017;
- (p) the agreement between the Issuer, Clearstream Banking Aktiengesellschaft and HSBC Trinkaus & Burkhardt AG dated 20 October 2006, including the form of the Global Bearer Certificates and the text of the conditions of the Global Bearer Certificates;
- (q) the Other Adjustment Agreement;
- (r) the annual audited accounts and half-yearly unaudited accounts of the Issuer;
- (s) the 2017 Prospectus;
- (t) the 2018 Prospectus; and
- (u) the Prospectus.

Copies of the documents listed (a) – (u) above are available free of charge from ETFs Management Company (Jersey) Limited, Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW.

## 9. JERSEY LAW CONSENTS

This Prospectus is prepared, and a copy of it has been sent to the Jersey Financial Services Commission, in accordance with the Collective Investment Funds (Certified Funds Prospectuses) (Jersey) Order, 2012.

The Issuer has obtained a certificate under the Collective Investment Funds (Jersey) Law, 1988, as amended, (the “**CIF Law**”) to enable it to undertake its functions in relation to Energy Securities. The Jersey Financial Services Commission is protected by the CIF Law against liability arising from the discharge of its functions thereunder.

Each of ManJer, R&H Fund Services (Jersey) Limited and the Registrar is registered under the Financial Services (Jersey) Law 1998, as amended (the “**Financial Services Law**”) to enable it to undertake its functions in relation to Energy Securities. The Jersey Financial Services Commission is protected by the Financial Services Law against liability arising from the discharge of its functions thereunder.

The Jersey Financial Services Commission does not take any responsibility for the financial soundness of the Issuer or for the correctness of any statements made or expressed in this Prospectus.

### **Consent to use of Prospectus by Financial Intermediaries in certain Member States**

The Issuer has consented to the use of this Prospectus, and has accepted responsibility for the content of this Prospectus, with respect to subsequent resale or final placement by way of public offer of the Energy Securities in any of Denmark, Finland, France, Germany, Italy, Ireland the Netherlands, Norway, Spain, Sweden and the United Kingdom by any financial intermediary which is an investment firm within the meaning of the Markets in Financial Instruments Directive, as amended (“**MiFID II**”) and which is authorised in accordance with MiFID II in any member state. Such consent applies to any such resale or final placement by way of public offer during the period of 12 months from the date of this Prospectus unless such consent is withdrawn prior to that date by notice published on the Issuer’s website.

**In the event of an offer being made by a financial intermediary, this financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made. Any financial intermediary using this Prospectus for the purpose of any offering must state on its website that it uses this Prospectus in accordance with the consent given and the conditions attached thereto.**

It is a condition of this consent that, where the financial intermediary wishes to resell or make a final placement by way of public offer of the Energy Securities, such financial intermediary may not reuse this Prospectus for such purpose unless it is in those Public Offer Jurisdictions identified in the Final Terms, provided such offer is made during the Offer Period specified in the applicable Final Terms. The financial intermediary may not otherwise reuse this Prospectus to sell Energy Securities.

**In the event of a public offer in one or more Public Offer Jurisdictions, the Energy Securities may be offered and sold to persons in the relevant Public Offer Jurisdiction who are legally eligible to participate in a public offering of such securities in such jurisdiction under applicable laws and regulations.**

## **10. DATA PROTECTION**

### *Privacy notice*

Please refer to the **privacy notice** on the website of the Issuer at <https://www.wisdomtree.eu/>. The privacy notice sets out your individual rights; and identifies how personal data will be used, stored, transferred or otherwise processed is available on the website of the Issuer.

Personal data will typically include name, address, email address, telephone number and any other information an investor or his or her adviser may supply.

### *Use of information*

The information which is provided by or on behalf of a prospective individual investor in connection with its application for Energy Securities or which is subsequently provided by or on behalf of a prospective individual investor or individual investor (**personal data**) will be held and processed by the Issuer in compliance with the relevant data protection legislation (**Data Protection Legislation**).

The Issuer shall act as data controller for the purposes of the Data Protection Legislation.

Personal data will be held and processed by the Issuer and/or the Issuer’s service providers for the following purposes:

- (i) verifying the identity of prospective investors for the purpose of complying with the statutory and regulatory requirements of the Issuer and any service provider to the Issuer in relation to anti-money laundering in Jersey or elsewhere;
- (ii) evaluating and complying with any anti-money laundering, regulatory and tax requirements in respect of the Issuer;

- (iii) meeting the legal, regulatory, reporting and/or financial obligations of the Issuer or any service provider to the Issuer in Jersey or elsewhere including, without limitation, with respect to compliance with the US Foreign Account Tax Compliance Act and the OECD common reporting standard or any legislation, regulations or guidance enacted in any jurisdiction that seeks to implement a similar tax reporting or withholding tax regime;
- (iv) any purpose ancillary to the foregoing;
- (v) any purpose in connection with the issue, transfer, redemption and registration of Energy Securities and/or the management and operation of the Issuer.

In certain circumstances it may be necessary for the Issuer or the Issuer's service providers to:

- (i) disclose personal data to third party service providers or agents or advisers appointed to provide services for the purpose of operating the Issuer or in connection with the issuance, transfer, redemption and registration of ETFS Oil Securities Limited; and/or
- (ii) transfer personal data outside of the European Economic Area to countries or territories which do not offer the same level of protection for the rights and freedoms of investors as Jersey.

If such a disclosure or transfer of personal data is made, the Issuer will, where appropriate, ensure that contracts are in place to ensure that any third party service provider or agent to whom the personal data is disclosed or transferred is bound to provide an adequate level of protection in respect of such data.

#### *Third parties supplying personal data*

Persons who provide personal data relating to individuals other than themselves to the Issuer and / or its service providers are responsible for informing any such individual of the disclosure and use of such data as described above; and for drawing to the attention of such individuals the privacy notice referred to above.

#### *GDPR representative*

Pursuant to Article 27 of the General Data Protection Regulation, the Issuer has designated WisdomTree UK Limited as its representative in the EU.

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“2007 Prospectus”	means the base prospectus of the Issuer dated 20 July 2007
“2017 Prospectus”	means the base prospectus of the Issuer dated 22 June 2017
“2018 Prospectus”	means the base prospectus of the Issuer dated 19 June 2018
“Administration Agreement”	means the Administration Agreement dated 31 December 2012 between the Administrator and the Issuer providing for certain administration and company secretarial services to be provided by the company secretary to the Issuer
“Administrator”	R&H Fund Services (Jersey) Limited
“Affiliate”	means, with respect to any person, entity or organisation, any other person, entity or organisation which directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such person, entity or organisation; and for this purpose “control” means the direct or indirect ownership of fifty per cent. or more in aggregate of voting capital
“aggregate Entitlement”	means the sum of the Entitlement for each class of Energy Security multiplied by the number of Energy Securities of such class issued and outstanding
“Applicant”	means an Authorised Participant who makes an Application for Energy Securities
“Application”	means an offer by an Applicant to the Issuer to subscribe for Energy Securities, being an offer on terms referred to in an Application Form and this document and in accordance with the provisions of the relevant Authorised Participant Agreement
“Application Form”	means the application form to be used in connection with the Programme
“Application Moneys”	means, for an Application, all moneys paid or to be paid to or to the order of the Issuer by the Applicant in respect of the Application
“Authorised Participant”	means a person who has entered into an Authorised Participant Agreement with the Issuer in relation to Energy Securities and who is both (a) a securities house or other market professional approved by the Issuer and (b) an Authorised Person, an Exempt Person or an Overseas Person (c) and is not a UCITS Scheme
“Authorised Participant Agreement”	means an agreement between ( <i>inter alios</i> ) the Issuer and an Authorised Participant dealing with the creation of Energy Securities in connection with market making activities carried on by the Authorised Participant
“Authorised Person”	means a person authorised for the purposes of FSMA
“Board”	means the board of directors of the Issuer
“Brent 1mth Oil Securities”	means Brent class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument

“Brent 1yr Oil Securities”	means Brent 1yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“Brent 2yr Oil Securities”	means Brent 2yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“Brent 3yr Oil Securities”	means Brent 3yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“Brent Contract”	means a futures contract denominated in US Dollars for Brent blend crude oil which is a “Contract” for the purposes of the ICE Futures Regulations
“Brent 1mth Pool”	means the Pool created by the Issuer on the first issue of Brent 1mth Oil Securities and to which all the Brent 1mth Oil Securities are attributable
“Brent 1 yr Pool”	means the separate fund or pool created by the Issuer to which the Brent 1 yr Oil Securities are attributable
“Brent 2 yr Pool”	means the separate fund or pool created by the Issuer to which the Brent 2 yr Oil Securities are attributable
“Brent 3 yr Pool”	means the separate fund or pool created by the Issuer to which the Brent 3 yr Oil Securities are attributable
“Brent Oil Contract”	means an Oil Contract denominated in Dollars the Relevant Month Contracts for which are Brent Contracts
“Brent-referenced Oil Securities”	means Brent 1mth Oil Securities, Brent 1yr Oil Securities, Brent 2yr Oil Securities and Brent 3yr Oil Securities
“Business Day”	means a Day (other than a Saturday or a Sunday) on which banks are open for the transaction of general business in London
“Business Development Agreement”	means the business development agreement dated 13 July 2005 between Shell Trading Switzerland, the Issuer, ETFSL and Shell Treasury
“Carbon Pool”	means the separate fund or pool created by the Issuer to which the Carbon Securities are attributable
“Carbon Securities”	means Carbon class undated limited recourse secured carbon securities of EUR0.30 each of the Issuer issued or to be issued pursuant to, and constituted by, a third supplemental Trust Instrument to the Trust Instrument
“Certificated” or “Certificated Form”	means not in Uncertificated Form
“Certified Emission Reduction” or “CER”	means a unit issued pursuant to article 12 of the Kyoto Protocol as well as all other relevant Rules and is equal to one metric ton of carbon dioxide equivalent, calculated in accordance with the Rules
“class”	means in respect of Oil Contracts or Oil Securities, a class of Oil Contracts or a class of Oil Securities, as applicable, which at the

date hereof comprise the following eight classes, each of which is denominated in US Dollars: Brent 1mth, WTI 2mth, Brent 1yr, Brent 2yr, Brent 3yr, WTI 1yr, WTI 2yr and WTI 3yr and in respect of Emissions Contracts or Emissions Securities, a class of Emissions Contracts or a class of Emissions Securities, as applicable, which at the date hereof comprise of one class: Carbon, which is denominated in Euros

“Cleared Funds”	means immediately available funds
“Clearstream”	means Clearstream Banking Aktiengesellschaft
“Closing Range”	means, in respect of a Relevant Month Contract for a WTI Oil Contract on a Trading Day, the final two minutes of trading during the Regular Trading Hours trading session on the floor of NYMEX in New York in that Relevant Month Contract
“Conditions”	means the terms and conditions of the Energy Securities in the form set out in the Second Schedule ( <i>The Conditions</i> ) to the Trust Instrument and replicated in Part 8 ( <i>Particulars of the Energy Securities</i> )
“Controller”	means, in relation to any company, a person who: <ul style="list-style-type: none"><li>(a) holds 10 per cent. or more of the shares in such company;</li><li>(b) is able to exercise significant influence over the management of such company by virtue of his shareholdings in such company;</li><li>(c) holds 10 per cent. or more of the shares in a parent undertaking of such company;</li><li>(d) is able to exercise significant influence over the management of the parent undertaking of such company;</li><li>(e) is entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power in such company;</li><li>(f) is able to exercise significant influence over the management of such company by virtue of his voting power in such company;</li><li>(g) is entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power in the parent undertaking of such company; or</li><li>(h) is able to exercise significant influence over the management of the parent undertaking of such company by virtue of his voting rights</li></ul>
“Creation Date”	means, in respect of an Energy Contract, the Pricing Day on which the Issuer submits notice to an Oil Major Company, in accordance with the terms of the applicable Energy Purchase Agreement, for the creation of that Energy Contract
“Creation Day”	means, in respect of any Energy Contract, the Pricing Day on which the Creation Notice for that Energy Contract is given

“Creation Fee”	means the fee payable by an Applicant to the Issuer in respect of the creation of Energy Securities
“Creation Notice”	means a notice sent by the Issuer to an Oil Major Company which requests that such Oil Major Company create: <ul style="list-style-type: none"> <li>(i) a whole number of Energy Contracts of a given class, as specified in such notice; or</li> <li>(ii) such whole number of Energy Contracts of a given class as would correspond as close as possible to, but not more than, an amount in the Relevant Currency specified in such notice</li> </ul>
“Creation Price”	means, for each Energy Security, the relevant Price (or such other price as may be agreed on any occasion between the relevant Applicant and the Issuer) and the Creation Price for a number of Energy Securities of a particular class means the Creation Price for a single Energy Security of that class multiplied by that number
“Credit Provider”	means, (a) in respect of Shell Trading Switzerland’s obligations to make payments under the Energy Purchase Agreement, Shell Treasury or any Substitute Credit Provider, and (b) in respect of any other Oil Major Company, a provider of credit under any Letter of Credit or Substitute Credit
“CREST”	means the system of paperless settlement of transfers and the holding of securities in Uncertificated Form administered by Euroclear UK & Ireland Limited
“Daily Adjustment”	means the adjustment to the Entitlement to be made on each Daily Adjustment Day as described and calculated in Part 5 ( <i>Description of the Energy Securities</i> ) under the heading ‘Pricing of Energy Securities — Daily Adjustment and Multiplier’
“Daily Adjustment Day”	means, in respect of all classes of Energy Contracts, for any calendar year, a Trading Day as notified by ICE Futures to participants on the ICE Futures Oil Market as at 1 January in that year
“December Contract”	means any Brent Contract or WTI Contract specified as maturing in December by the Relevant Exchange (and “ <b>December Brent Contract</b> ” and “ <b>December WTI Contract</b> ” shall be construed accordingly)
“Defaulted Obligation”	means the failure of the Issuer to make or procure payment in respect of the redemption of any Energy Securities when due, and such failure is not remedied within 48 hours of receipt of notice requiring remedy of the same
“Designated Event”	means that Shell Treasury consolidates or amalgamates with, or merges with or into, or transfers all or substantially all of its assets (or substantially all of the assets comprising the business conducted by Shell Treasury as of the date of the Letter of Credit) to, or reorganises, reincorporates, or reconstitutes into or as, another entity
“Directors”	means the directors of the Issuer, being at the date of this document the persons whose names are listed as such in “Directors, Secretary and Advisers” below

“Documents”	means this document, the Trust Instrument (and any supplement thereto), the Security Deeds, all Authorised Participant Agreements, Energy Purchase Agreements, all contract confirmations evidencing Energy Contracts, the Registrar Agreement, the Service Agreement, the Administration Agreement, the Business Development Agreement, the Licence Agreement and Letters of Credit
“Dollar Contract”	means an Energy Contract denominated in US Dollars
“Dollar Security”	means an Energy Security denominated in US Dollars
“Effective Date”	means the date specified as such in or determined as such in accordance with a notice given by RIS announcement by the Issuer
“Emissions Contract”	means an agreement purchased or to be purchased by the Issuer from an Oil Major Company under an Energy Purchase Agreement entitling the Issuer on redemption thereof or resale back to the Oil Major Company to payment of an amount calculated by reference to the relevant Price on the relevant Pricing Day and to which obligations in respect of the redemption of Emissions Securities correspond and “ <b>Carbon Contract</b> ” shall be construed accordingly
“Emissions Securities”	means undated limited recourse secured carbon securities of any class of the Principal Amount of the Issuer to be issued pursuant to and constituted by the Trust Instrument where the Redemption Amount is linked to EU Emissions Allowances or other tradeable permits, allowances or units of account representing a right to emit carbon dioxide or carbon dioxide equivalent, the price of any such or of futures, options, strips or spread transactions in or in relation to any of them; and includes Carbon Securities (and any references to “ <b>Emissions Security</b> ” shall be construed accordingly)
“Energy Contract”	means an Oil Contract or an Emissions Contract
“Energy Future”	means a Brent Contract, a WTI Contract or an EUA Emissions Future
“Energy Purchase Agreement”	means an agreement entered into by the Issuer and an Oil Major Company, pursuant to which Energy Contracts may be purchased and sold
“Energy Security”	means an Oil Security or an Emissions Security
“Entitlement”	means, in respect of any Energy Security of class i on Pricing Day t, the sum of the Near Entitlement and the Next Entitlement for such class on such day
“ETFSL”	means ETFS Capital Limited (formerly ETF Securities Limited), a company incorporated and registered in Jersey, with registered number 88370
“EU Emissions Allowance” or “EUA”	means an “allowance” as defined in Directive 2003/87/EC of the European Parliament and of the Council of 13 October 2003 that has been issued by a competent authority pursuant to Article 11(4) of such Directive

“EUA Emissions Future”	means a futures contract denominated in Euros for EU Emissions Allowances designated “ICE Futures ECX CFI EUA” which is a “Contract” for the purpose of the ICE Futures Regulations
“EU Scheme” or “EU ETS”	means the scheme for transferring EU Emissions Allowances established pursuant to Directive 2003/87/EC of the European Parliament and of the Council of 13 October 2003 and EU Commission Regulation (EC) No.916/2007 of 31 July 2007 amending EU Commission Regulation (EC) No.2216/2004 of 21 December 2004, as implemented by the national laws of member states
“Euro Contract”	means an Energy Contract denominated in Euros
“Euros” or “EUR”	means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community (signed in Rome on March 25, 1957)
“Euro Security”	means an Energy Security denominated in Euros
“Exchange”	means ICE Futures or NYMEX, as the context may require
“Exempt Person”	means a person who, in entering into and performing the terms of an Authorised Participant Agreement, is acting in the course of a business comprising a regulated activity in relation to which it is exempt from the need to be an Authorised Person as a result of a provision of FSMA or associated secondary legislation
“Expert”	means an independent expert appointed by the President of the Energy Institute pursuant to the terms of an Energy Purchase Agreement
“Extraordinary Resolution”	means in respect of any one or more classes of Energy Securities of any class, a resolution passed at a meeting of the Security Holders of such class or classes duly convened and held in accordance with the provisions contained in the Trust Instrument and carried by a majority consisting of not less than three fourths of the persons voting on it upon a show of hands or, if a poll is duly demanded, by a majority consisting of not less than three fourths of the votes given on such poll
“FCA”	means the Financial Conduct Authority of the United Kingdom
“FCA Glossary”	means the glossary giving the meaning of the defined expressions used in the Handbook
“Final Terms”	means a document constituting “final terms” relating to an issue of Energy Securities, to be issued by the Issuer in or substantially in a form annexed hereto
“Forward Oil Securities”	means Brent 1yr Oil Securities, Brent 2yr Oil Securities, Brent 3yr Oil Securities, WTI 1yr Oil Securities, WTI 2yr Oil Securities and WTI 3yr Oil Securities
“FSMA”	means the Financial Services and Market Act 2000 of the United Kingdom

“Global Bearer Certificate”	means a Global Bearer Certificate issued by Clearstream as described under heading “Settlement — Settlement and Delivery on the Frankfurt Stock Exchange” in Part 7 ( <i>The Programme</i> )
“Handbook”	means the FCA’s Handbook of Rules and Guidance
“HoldCo”	means ETFS Holdings (Jersey) Limited, a company incorporated and registered in Jersey with registered number 106817
“holding company”	has the meaning given to that term in section 1159 of the Companies Act 2006 of the United Kingdom
“ICE Futures”	means ICE Futures Europe or its successor
“ICE Futures Emissions Market”	means the market for EUA Emissions Futures operated by ICE Futures
“ICE Futures Oil Market”	means the market for Brent crude oil futures operated by ICE Futures
“ICE Futures Regulations”	means the rules, regulations, contract terms and conditions adopted by the ICE Futures Market from time to time
“Insolvency Event”	means in respect of a person, any proceedings being commenced or order being made by any competent court for, or any resolution being passed by that person to apply for, a winding-up or dissolution of that person (other than an amalgamation, merger, consolidation, reorganisation or other similar arrangement or proceedings for winding-up or dissolution which are being contested in good faith and are discharged within 20 Business Days) or any application being made or other steps being taken by or on behalf of that person for the appointment of an administrator or similar or analogous official in relation to that person, or any appointment being made of a receiver, administrative receiver, administrator or similar or analogous official in relation to that person or all or substantially all of its assets or any distress or execution being levied or enforced upon or sued out against, or any encumbrancer taking possession of, all or substantially all of the assets of that person and any other analogous or similar proceedings or events occurring in any jurisdiction, or that person ceasing or threatening to cease to carry on its business or being unable to pay its debts as they become due
“Issuer”	means ETFS Oil Securities Limited, a company incorporated and registered in Jersey with registered number 88371
“Jersey”	means the Island of Jersey, Channel Islands
“Kyoto Protocol”	means the protocol to the UNFCCC adopted at the Third Conference of the Parties to the UNFCCC in Kyoto, Japan on December 11, 1997
“Last Remaining Trading Day”	means: <ul style="list-style-type: none"> <li>(a) for Brent 1mth and WTI 2mth Oil Securities and Carbon Securities, in respect of any Roll Period, the last Trading Day when the contract which was the Near Contract as at the first Trading Day of that Roll Period is permitted to be traded on the Relevant Market; and</li> </ul>

	(b) for all other classes of Oil Security, in respect of any Roll Year, the last Trading Day when the contract which was the Near Contract as at the first Trading Day of that Roll Year is permitted to be traded on the Relevant Market
“Last Scheduled Roll Day”	means for Energy Securities of any class other than Brent 1mth and WTI 2mth, as of any Trading Day in a Roll Year, the Day which would be the last Roll Day in that Roll Year for such class if there were no Market Disruption Days after such Trading Day
“Letters of Credit”	means (a) in respect of Shell Trading Switzerland, (i) the letter of credit payable in US Dollars dated 13 July 2005 issued by Shell Treasury in favour of the Issuer, as initially confirmed on 24 April 2006 and as further confirmed by deeds of confirmation, in respect of Shell Trading Switzerland’s obligations to make payments under the Energy Purchase Agreement (the “ <b>Dollar Letter of Credit</b> ”), (ii) the letter of credit payable in Euros dated 24 September 2008 issued by Shell Treasury in favour of the Issuer as confirmed by deeds of confirmation, in respect of Shell Trading Switzerland’s obligation to make payments under the Energy Purchase Agreement (the “Euro Letter of Credit”), and (iii) any Substitute Credit; and (b) in respect of any other Oil Major Company means (i) a standby letter of credit issued by a Credit Provider, in favour of the Issuer in respect of an Oil Major Company’s obligations to the Issuer under the Energy Purchase Agreement, and (ii) any Substitute Credit
“Licence Agreement”	means together (i) the licence agreement dated 17 March 2018 between the Chicago Mercantile Exchange Inc. and ManJer and (ii) the market data agreement, dated 21 March 2018 between Chicago Mercantile Exchange Inc. and WisdomTree UK Limited (formerly ETF Securities (UK) Ltd)
“Listing”	means the admission of Energy Securities to the Official List becoming effective in accordance with the Listing Rules and admission of such securities to trading on the London Stock Exchange’s market for listed securities (or any of such markets if the London Stock Exchange has at any time more than one such market)
“Listing Rules”	means the listing rules of the UK Listing Authority, made under section 73A of the Financial Services and Markets Act 2000
“London Stock Exchange”	means London Stock Exchange plc or its market for listed securities (or any of such markets if the London Stock Exchange has at any time more than one such market), as the context may require
“Main Market”	means the Main Market of the London Stock Exchange, which is part of its Regulated Market for listed securities (being securities admitted to the Official List)
“Management Expenses”	means the management fee payable by the Oil Major Companies to the Issuer pursuant to the relevant Energy Purchase Agreement, as described in Part 1 ( <i>General</i> ) under the heading “Management Expenses”
“ManJer”	means ETFS Management Company (Jersey) Limited, a company incorporated and registered in Jersey, with registered number 106921

“Market Disruption Day”	<p>means in respect of any Trading Day where any of the following occurs:</p> <ul style="list-style-type: none"> <li>(a) for Brent Oil Contracts of any class and for Carbon Contracts: <ul style="list-style-type: none"> <li>(i) ICE Futures’ failing to determine, announce or publish the Settlement Price with respect to a Relevant Month Contract in respect of that class (or announcing that it will or expects to fail to do so) by midnight on that Trading Day; or</li> <li>(ii) there being no Pricing Window for any such Relevant Month Contract during that Trading Day; and</li> </ul> </li> <li>(b) for WTI Oil Contracts of any class: <ul style="list-style-type: none"> <li>(i) NYMEX’s failing to determine, announce or publish the Settlement Price with respect to a Relevant Month Contract (or announcing that it will or expects to fail to do so) by midnight on that Trading Day;</li> <li>(ii) NYMEX’s failing to announce or to publish the time at which the Closing Range takes place before the occurrence of such Closing Range; and</li> </ul> </li> <li>(c) for WTI 2mth Oil Contracts only, NYMEX announcing or publishing on a Trading Day that the Settlement Price in respect of that Trading Day shall not be determined in accordance with or pursuant to NYMEX Rule 6.52(A)</li> </ul>
“MiFID II”	means EU Directive 2014/65/EU (the Markets in Financial Instruments Directive), as amended
“Moody’s”	means Moody’s Investors Service, Inc.
“Multiplier”	means the number calculated in accordance with Part 5 ( <i>Description of the Energy Securities</i> ) under the heading “Pricing of Energy Securities — Daily Adjustment and Multiplier”
“Near Contract”	<p>means:</p> <ul style="list-style-type: none"> <li>(a) for Brent 1mth Oil Securities, in respect of any Trading Day in a month: <ul style="list-style-type: none"> <li>(i) up to and including the end of the Roll Period in that month, the Brent Contract in which trading ceases in that month; and</li> <li>(ii) after such Roll Period, the Brent Contract in which trading ceases in the immediately following month</li> </ul> </li> <li>(b) for WTI 2mth Oil Securities, in respect of any Trading Day in a month: <ul style="list-style-type: none"> <li>(i) up to and including the end of the Roll Period in that month, the WTI Contract in which trading ceases in the immediately following month (Second Month); and</li> </ul> </li> </ul>

- (ii) after such Roll Period, the WTI Contract in which trading ceases in the month immediately following the Second Month
- (c) for Brent 1yr and WTI 1yr Oil Securities on any Trading Day, up to and including the end of the Roll Year in which that Trading Day falls, the shortest-dated December Brent Contract or, as the case may be, WTI Contract;
- (d) for Brent 2yr and WTI 2yr Oil Securities on any Trading Day, up to and including the end of the Roll Year in which that Trading Day falls, the second shortest-dated December Brent Contract or, as the case may be, WTI Contract;
- (e) for Brent 3yr and WTI 3yr Oil Securities on any Trading Day, up to and including the end of the Roll Year in which that Trading Day falls, the third shortest-dated December Brent Contract or, as the case may be, WTI Contract; and
- (f) for Carbon Securities on any Trading Day:
  - (i) in the period from the First Effective Date up to and including the end of the first Roll Period for Carbon Securities, the December 2009 EUA Emissions Future; and
  - (ii) thereafter, in any calendar year:
    - (A) up to and including the end of the Roll Period for Carbon Securities in that calendar year, the December EUA Emissions Future in which trading ceases in that calendar year; and
    - (B) after the end of the Roll Period for Carbon Securities in any calendar year, the December EUA Emissions Future in which trading ceases in the immediately following calendar year

“Near Contract Price” means for an Energy Security of any class the Settlement Price of the Near Contract for that class

“Near Entitlement” means, for each Energy Security of class  $i$  on Pricing Day  $t$ ,  $E1_{(i,r)}$  calculated as described under the heading “Pricing of Energy Securities — Entitlement” in Part 5 (*Description of the Energy Securities*) and in accordance with Condition 5.5 for Brent 1mth and WTI 2mth Oil Securities, Condition 5.6 for all other classes of Oil Securities and Condition 5.7 for Carbon Securities subject in each case to the provisions of Condition 7 as set out in Part 8 (*Particulars of the Energy Securities*)

“Next Contract” means:

- (a) for Brent 1mth Oil Securities and WTI 2mth Oil Securities, the Brent Contract or, as the case may be, WTI Contract in which trading ceases in the month immediately following the month in which the Near Contract ceases trading;

	<ul style="list-style-type: none"> <li>(b) for Oil Securities of any other class, the December Brent Contract or December WTI Contract specified by the relevant Exchange as maturing in December immediately following that in which the corresponding Near Contract matures; and</li> <li>(c) for Carbon Securities, the December EUA Emissions Future specified by the Relevant Exchange as maturing in the December immediately following that in which the corresponding Near Contract matures</li> </ul>
“Next Contract Price”	means for an Energy Security of any class the Settlement Price of the Next Contract for that class
“Next Entitlement”	means, for each Energy Contract of class <i>i</i> on Pricing Day <i>t</i> , $E2_{(i,r)}$ calculated as described under the heading “Pricing of Energy Securities — Entitlement” in Part 5 ( <i>Description of the Energy Securities</i> ) and in accordance with Condition 5.5 for Brent 1mth and WTI 2mth Oil Securities, Condition 5.6 for all other classes of Oil Securities and Condition 5.7 for Carbon Securities subject in each case to the provisions of Condition 7 as set out in Part 8 ( <i>Particulars of the Energy Securities</i> )
“Notice Deadline”	means on a Trading Day, the earlier of: <ul style="list-style-type: none"> <li>(a) (in respect of Oil Securities) 3.00 p.m. and (in respect of Carbon Securities) 1.30 p.m; and</li> <li>(b) if in respect of that Trading Day the Relevant Exchange has notified market participants that trading will close early on the Relevant Market three (3) hours before the commencement of the period by reference to which the Settlement Prices are to be calculated</li> </ul>
“Notice of Resumption”	means a notice that a specified Notice of Suspension shall cease to be effective
“Notice of Suspension”	means a notice that there has been a change to market conditions or market structure in relation to the trading of EUA Emissions Futures on ICE Futures which Shell Trading Switzerland (in its absolute discretion) considers would have the effect that such EUA Emissions Future does not constitute a sufficiently liquid futures contract to enable Shell Trading Switzerland adequately to hedge additional exposures in relation to Carbon Contracts
“NYMEX”	means the New York Mercantile Exchange, Inc. of 300 Vesey Street, New York, NY 10282 or its successor
“NYMEX Market”	means the market for WTI contracts operated by NYMEX
“NYMEX Rules”	means the Rules of NYMEX
“Official List”	means the official list of the UK Listing Authority maintained in accordance with section 74(1) of FSMA
“Oil Company Default”	means: <ul style="list-style-type: none"> <li>(a) the occurrence of an Oil Company Insolvency Event;</li> </ul>

- (b) an Oil Major Company failing to make any payment when due under an Energy Purchase Agreement, where such failure is not rectified within five Business Days following the day on which the Oil Major Company receives notice of the failure from the Issuer in accordance with the terms of the Energy Purchase Agreement; or
- (c) the expiration or termination of a Letter of Credit or Substitute Credit (other than where the Letter of Credit or Substitute Credit is replaced by a Substitute Credit) or the failing or ceasing of a Letter of Credit or Substitute Credit to be in full force and effect, in each case other than in accordance with its terms (other than where the Letter of Credit or Substitute Credit is replaced by another Substitute Credit in full force and effect for such purpose) prior to the satisfaction by the relevant Oil Major Company of all its obligations under the Energy Purchase Agreement to which such Letter of Credit or Substitute Credit relates, without the written consent of the Issuer

“Oil Company Insolvency Event”

means, in respect of any Oil Major Company with which the Energy Purchase Agreement has been entered into with the Issuer and Energy Contracts are outstanding, any proceedings being commenced or order being made by any competent court for, or any resolution being passed by such Oil Major Company to apply for, a winding-up or dissolution of that Oil Major Company (other than an amalgamation, merger, consolidation, reorganisation or other similar arrangement or proceedings for winding-up or dissolution which are being contested in good faith and are discharged within 20 Business Days) or any application being made or other steps being taken for the appointment of an administrator in relation to that Oil Major Company, or any appointment being made of a receiver, administrative receiver, administrator or similar official in relation to that Oil Major Company or its assets or any distress or execution being levied or enforced upon or sued out against, or any encumbrancer taking possession of, the assets of that Oil Major Company and any other analogous or similar proceedings or events occurring in any jurisdiction or that Oil Major Company ceasing or threatening to cease to carry on business or being or being deemed to be, unable to pay its debts as they become due

“Oil Contract”

means an agreement purchased or to be purchased by the Issuer from an Oil Major Company under an Energy Purchase Agreement entitling the Issuer on redemption thereof or resale back to the Oil Major Company to payment of an amount calculated by reference to the relevant Price of the relevant Oil Security on the relevant Pricing Day and to which the obligations in respect of the redemption of Oil Securities correspond and includes Brent 1mth Oil Contracts, Brent 1yr Oil Contracts, Brent 2yr Oil Contracts, Brent 3yr Oil Contracts, WTI 2mth Oil Contracts, WTI 1yr Oil Contracts, WTI 2yr Oil Contracts and WTI 3yr Oil Contracts and **“Brent 1mth Oil Contract”, “Brent 1yr Oil Contract”, “Brent 2yr Oil Contract”, “Brent 3yr Oil Contract”, “WTI 2mth Oil Contract”, “WTI 1yr Oil Contract”, “WTI 2yr Oil Contract”** and **“WTI 3yr Oil Contract”** shall be construed accordingly

“Oil Major Company”	<p>means a company which is any of:</p> <ul style="list-style-type: none"> <li>(a) a member of the Shell Group;</li> <li>(b) any of Exxon Mobil Corporation, BP p.l.c., Total S.A., Chevron Corporation, Eni S.p.A., or any subsidiary of any of them; and</li> <li>(c) any other company which (i) owns oil, the rights to oil or has assets linked to the oil price and (ii) has a long term senior debt credit rating of at least BBB- from Standard &amp; Poor’s and of at least Baa3 from Moody’s, provided in the case of the Brent 1mth Pool, Brent 1yr Pool, Brent 2yr Pool, Brent 3yr Pool, WTI 2mth Pool, WTI 1yr Pool, WTI 2yr Pool, WTI 3yr Pool and the Carbon Pool that the aggregate amount of Energy Contracts from such companies at the time of entering into an Energy Purchase Agreement is less than half the aggregate amount of Energy Contracts in any Pool</li> </ul>
“Oil Securities”	<p>means undated limited recourse secured oil securities of any class of the Issuer issued pursuant to, and constituted by, the Trust Instrument where the Redemption Amount is linked to any kind of oil or oil products (including, without limitation, gas oil, heating oil and refined petroleum products), the price of any such futures, options, strips or spread transactions in or in relation to any of them, and includes the Brent 1mth Oil Securities, Brent 1yr Oil Securities, Brent 2yr Oil Securities, Brent 3yr Oil Securities, WTI 2mth Oil Securities, WTI 1yr Oil Securities, WTI 2yr Oil Securities and WTI 3yr Oil Securities</p>
“Other Adjustment”	<p>has the meaning set out in Part 5 (<i>Description of the Energy Securities</i>) under the heading “Pricing of Energy Securities — Daily Adjustment and Multiplier”</p>
“Other Adjustment Agreement”	<p>means the Other Adjustment Agreement between the Issuer and Shell Trading Switzerland dated 24 April 2006 as amended by an Amendment and Restatement Agreement dated 20 July 2007, a Second Amendment and Restatement Agreement dated 24 September 2008 and a letter agreement dated 4 December 2013</p>
“outstanding”	<p>means in relation to the Energy Securities of any class, all the Energy Securities of that class issued and in respect of which there is for the time being an entry in the Register other than:</p> <ul style="list-style-type: none"> <li>(a) an Energy Security which has been redeemed and cancelled pursuant to the Trust Instrument; and</li> <li>(b) an Energy Security which has been purchased and cancelled pursuant to the Trust Instrument;</li> </ul> <p>PROVIDED THAT for the purpose of the right to attend and vote at any meeting of the Security Holders or any of them and certain other purposes of the Trust Instrument, Energy Securities (if any) which are for the time being held by, for the benefit of, or on behalf of, (A) the Issuer, (B) any Oil Major Company, (C) any holding company of the Issuer or an Oil Major Company, (D) any subsidiary of the Issuer or an Oil Major company, (E) any individual Controller of the Issuer or an Oil Major Company or (F) any person controlled by any such persons listed in (A) to</p>

(E) above, shall (unless and until ceasing to be so held) be deemed not to remain outstanding and accordingly the holders of such Energy Securities shall be deemed not to be Security Holders

“Overseas Person”

means a person whose activities are not subject to the prohibition in section 19 FSMA by virtue of its not carrying on such activities in the United Kingdom, whose head office is situated outside the United Kingdom and whose ordinary business involves carrying on activities of the kind specified by any of articles 14, 21, 25, 37, 40, 45, 51, 52 and 53 or, so far as relevant to any of those articles, article 64 of the RAO (or would do so apart from any exclusion from any of those articles made by the RAO)

“Pool”

means a separate fund or pool created by the Issuer in relation to the net proceeds of issue of any class of securities, of which the Brent 1mth Pool to which the Brent 1mth Oil Securities are attributable and the WTI 2mth Pool to which the WTI 2mth Oil Securities are attributable were the first two and includes the seven separate Pools to which each other class of Energy Security is attributable

“Price”

means the price calculated as set out under the heading “Pricing of Energy Securities” in Part 5 (*Description of the Energy Securities*)

“Pricing Day”

means, for each class of Energy Security, a Trading Day for that class of Energy Security which is not a Market Disruption Day

“Pricing Parameter”

means in respect of a class of Energy Contract:

- (a) in respect of Brent 1mth or WTI 2mth, the relevant delivery months for the Near Contract and Next Contract for that class (up to the fourth available delivery month);
- (b) in respect of Energy Contracts of any other class, the relevant delivery months for the Near Contract and Next Contract in respect of that class;
- (c) in respect of Emissions Contracts of any class, the identity of the futures contract by reference to which the Price of such Emissions Security is calculated, including whether it is a futures contract for EU Emissions Allowances or Certified Emission Reductions or any other unit of account representing a right to emit carbon dioxide or carbon dioxide equivalent, the identity of the Relevant Market in respect of such class, including changing the pricing mechanism to track an index of one or more such futures contracts;
- (d) the relevant Near Contract Price or Next Contract Price for that class;
- (e) the timing and duration of the Roll Period for that class or, if applicable, Roll Year;
- (f) where necessary or appropriate as a consequence of a change to any of the Pricing Parameters set out in subparagraph (a), (b) or (c) above, any terms, formulae or calculation methods to be applied for determining the

Creation Amount, Redemption Amount, any Near Entitlement or Next Entitlement, or any Daily Adjustment or Multiplier; and

(g) the procedure or timetable for sending Pricing Notices

“Pricing Window”

means an uninterrupted period of at least 3 minutes’ trading in a Relevant Month Contract on the (in relation to Brent-referenced Oil Securities) ICE Futures Oil Market or (in relation to Carbon Securities) the ICE Futures Emissions Market published or announced by ICE Futures to participants on the ICE Futures Oil Market or ICE Futures Emissions Market (as the case may be):

(a) as the official “designated settlement period” for the purposes of ICE Futures’ settlement price procedures for such Relevant Month Contract from time to time; or

(b) in advance, as an extraordinary replacement for such official “designated settlement period” on any Trading Day

“Principal Amount”

in respect of each Oil Security means initially the sum of US\$5.00 and in respect of each Carbon Security means initially the sum of EUR0.30, but this may be varied as provided for in Condition 10 as set out in Part 8 (*Particulars of the Energy Securities*)

“Programme”

means the programme for the issue of Energy Securities described in this document

“Prospectus”

means this base prospectus of the Issuer

“Prospectus Directive”

means EU Directive 2003/71/EC

“Prospectus Rules”

means the Prospectus Rules of the FCA made under section 73A of FSMA

“Prospectus Regulations”

means the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended)

“RAO”

means the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001

“Redemption”

means the redemption of Energy Securities by the Issuer in accordance with the Conditions (and “**Redeem**” and “**Redeemed**” shall be construed accordingly)

“Redemption Date”

means:

(a) in relation to a redemption of Energy Securities, at the request of a Security Holder, the date which is for a valid application lodged after 8.00 a.m. and before 1.30 p.m. (London time) in respect of Carbon Securities or 3.00 p.m. (London time) in respect of Oil Securities (or, if earlier, before the applicable Notice Deadline) on a Business Day, two Business Days after that date; provided that a Redemption Date shall only occur at the request of a Security Holder who is not an Authorised Participant, if, at the time of such request, there are no Authorised Participants;

- (b) in relation to a compulsory redemption of Energy Securities as required by the Issuer, the date on which the payment is required to be made by the Issuer in respect of such redemption, as specified in its notice of redemption to Security Holders, which shall be a date not less than 30 days (or seven days in the event of termination of any Energy Purchase Agreement) following the Issuer giving notice of its intention to require such redemption to each Security Holder; and
- (c) in relation to a redemption of Energy Securities as required by the Trustee following the occurrence of an Insolvency Event, the date falling 20 Business Days following the Trustee giving the Issuer notice requiring such redemption

“Redemption Day”	means, in respect of an Energy Security, in relation to a Redemption Notice the Pricing Day on which such Redemption Notice was given or, in respect of a Redemption following the Termination Redemption Date, the Pricing Day on which such Redemption is effected
“Redemption Fee”	means the fee payable by a Security Holder on the redemption of Energy Securities as described under the heading “Authorised Participants — Creation and Redemption Fees” in Part 5 ( <i>Description of the Energy Securities</i> )
“Redemption Form”	means the redemption form to be used in connection with the Programme
“Redemption Instructions”	means the instructions provided by a Security Holder redeeming an Energy Security to the Issuer in a form approved by the Issuer
“Redemption Notice”	means a notice by a Security Holder, the Trustee or the Issuer exercising its right to require the redemption of all or (in the case of a notice by a Security Holder) any of the Energy Securities held by such Security Holder pursuant to the Conditions, which in the case of such notice by a Security Holder shall contain its Redemption Instructions (provided that a Security Holder who is not an Authorised Participant will only be permitted to submit a Redemption Notice if, on the relevant Pricing Day there are no Authorised Participants)
“Redemption Obligations”	means the obligation of the Issuer to redeem an Energy Security and make payment to the relevant Security Holder in accordance with the Conditions (provided that a Security Holder, who is not an Authorised Participant, will only be able to require redemption of the Energy Securities held by such Security Holder if, on the Redemption Day, there are no Authorised Participants)
“Redemption Price”	means, for each Energy Security, the relevant Price (or such other price as may be agreed on any occasion between the relevant Security Holder giving the Redemption Notice and the Issuer) and the Redemption Price for a number of Energy Securities of a particular class means the Redemption Price for a single Energy Security of that class multiplied by that number
“Register”	means in respect of Energy Securities of each class the register of Security Holders kept and maintained by the Registrar

“Registered Address”	means, in relation to a Security Holder, the address recorded in the Register for that Security Holder or where there is more than one Security Holder registered in respect of that Energy Security, the address recorded in the Register for the first named Security Holder in respect of that Energy Security
“Registrar”	means Computershare Investor Services (Jersey) Limited of Queensway House, Hilgrove Street, St. Helier, Jersey, Channel Islands, JE1 1ES or such other person as may be appointed by the Issuer from time to time to maintain the Register
“Registrar Agreement”	means the registrar agreement dated 31 December 2012 between the Registrar, the Issuer and the Trustee
“Regulated Market”	means a regulated market for the purposes of MiFID II, as amended
“Relevant Currency”	means in relation to Energy Contracts or Energy Securities of any class, the currency in which such Energy Contracts or Energy Securities, as the case may be, of that class are denominated
“Relevant Exchange”	means, for each class of Energy Security, the futures exchange on which the Near Contract and Next Contract for that class of Energy Security is admitted to trading (and for any Energy Future, the futures exchange on which such future is admitted to trading), being either ICE Futures or NYMEX
“Relevant Market”	means, for each class of Energy Security, the market for the Near Contract and Next Contract operated by the Relevant Exchange being one of the ICE Futures Emissions Market, the ICE Futures Oil Market and the NYMEX Market
“Relevant Month Contract”	means, for each class of Energy Security, on any Trading Day, the Near Contract and, unless the Next Entitlement is zero on that Trading Day, the Next Contract for that class
“RIS”	means a Regulatory Information Service (as defined for the purposes of the Listing Rules) from time to time chosen by the Issuer
“Roll Day”	means a Pricing Day during a Roll Period
“Roll Period”	means, subject to the provisions of Condition 7 in Part 8 ( <i>Particulars of the Energy Securities</i> ) <ul style="list-style-type: none"> <li>(a) for Brent 1mth Oil Securities and WTI 2mth Oil Securities, the first, second, third, fourth and fifth Pricing Days of each Month concluding on the earlier of the fifth Roll Day and the Last Remaining Trading Day;</li> <li>(b) for all other classes of Oil Securities the first and second available Pricing Days of the relevant month; and</li> <li>(c) for Carbon Securities, all Pricing Days in the period commencing on 15 October of a year (excluding 2008) or, if such 15 October is not a Pricing Day, commencing on the first Pricing Day immediately following such 15 October, and concluding on the earlier of the last Roll Day determined in accordance with Condition 5.8 and the Last Remaining Trading Day</li> </ul>

“Roll Year”	<p>means</p> <p>(a) in the case of Brent Oil Securities of any class other than Brent 1mth Oil Securities, the period beginning on the first Roll Day in November of any year for such class until the Last Remaining Trading Day for such Oil Securities of such class; and</p> <p>(b) in the case of WTI Oil Securities of any class other than WTI 2mth Oil Securities, the period beginning on the first Roll Day in December of any year for such class until the Last Remaining Trading Day for such Oil Securities of such class</p>
“Secured Property”	means in respect of the Energy Securities of any class, all rights of the Issuer under the Energy Purchase Agreement, Energy Contracts, the Authorised Participant Agreements and the Letter of Credit, to the extent that they apply to payments due in respect of any Energy Contracts of that class and which is subject to the security created in favour of the Trustee pursuant to the Security Deed applicable to that class
“Security”	means, in respect of the Energy Securities of any class, the security constituted by the applicable Security Deed
“Security Deeds”	means in respect of any Pool, a security deed governed by English law between the Issuer and the Trustee assigning by way of security the contractual rights of the Issuer in relation to the Energy Purchase Agreement and creating a first-ranking floating charge over such other property of the Issuer as is attributable to such Pool, for the benefit of the Trustee and the holders of the securities attributable to such Pool
“Security Holder”	means the registered holder of an Energy Security
“sell” or “redeem”	in relation to an Energy Contract includes ‘terminate’ or ‘close out’ the position created by such Energy Contract
“Service Agreement”	means the Service Agreement dated 31 December 2012 between ManJer and the Issuer providing for certain services to be provided by ManJer to the Issuer in relation to the Energy Securities
“Settlement Price”	means, in respect of a Pricing Day and an Energy Future, the official settlement price established and calculated by the Relevant Exchange in respect of that Pricing Day in respect of such Energy Future
“Shell Group”	means the group of companies comprising the Affiliates of Shell Trading Switzerland and Shell Treasury collectively
“Shell Trading Switzerland”	means Shell Trading Switzerland AG, a company incorporated and registered in Switzerland and which is a wholly-owned member of the Shell Group
“Shell Treasury”	means Shell Treasury Dollar Company Limited, a company incorporated and registered in England and which is a wholly-owned member of the Shell Group

“Standard & Poor’s”	means Standard & Poor’s, a Division of the McGraw-Hill Companies, Inc.
“subsidiary”	has the meaning given to that term in section 1159 of the Companies Act 2006
“Substitute Credit”	means a valid and binding standby letter of credit issued by Shell Treasury or another Oil Major Company or a Substitute Credit Provider on substantially the same terms as the Letter of Credit (which it replaces), <i>mutatis mutandis</i>
“Substitute Credit Provider”	<p>(a) in respect of Shell Trading Switzerland, means any Affiliate of Shell Trading Switzerland provided that:</p> <ul style="list-style-type: none"> <li>(i) such company has a credit rating (long term, foreign currency) with Standard &amp; Poor’s or with Moody’s which is at least equal or equivalent to the credit rating (long term, foreign currency) applied by Standard &amp; Poor’s or Moody’s (as the case may be) to an Ultimate Shell Parent Company as at the date of the substitution of a Letter of Credit with such Substitute Credit;</li> <li>(ii) the obligations of such company in respect of the Substitute Credit are guaranteed pursuant to an instrument in favour of the Issuer by a company meeting the requirements in (i) above or by Shell Treasury;</li> <li>(iii) such company (i) is solvent and will be able to meet in full the obligations of Shell Treasury under the relevant Letter of Credit as and when they may arise (each to be conclusively certified to the Issuer and the Trustee in writing by any two directors of such company) and (ii) will not, as a result of such substitution, cause a suspension or cessation of the listing of the Oil Securities on the Official List of the UK Listing Authority; or</li> <li>(iv) such entity is the successor, surviving or transferee entity of Shell Treasury, as a result of a Designated Event</li> </ul> <p>(b) in respect of any other Oil Major Company, has the meaning given thereto in the corresponding Letter(s) of Credit</p>
“System”	means the system implemented by the Issuer for requesting the issue and redemption of Energy Securities and the creation and cancellation of Energy Contracts via the secure website maintained by the Issuer for such purpose as described under the heading “Authorised Participants – The System” in Part 5 ( <i>Description of the Energy Securities</i> )
“Tax”	means any VAT, tax, income tax, capital gains tax, corporation tax, goods and services tax, withholding tax, stamp, financial institutions, registration and other duties, bank accounts debits tax, import/export tax or tariff and any other taxes, levies, imposts, deductions, interest, penalties and charges imposed or levied by a government or government agency

“Termination Redemption Date”	means a date nominated in accordance with Condition 6.4 in Part 8 ( <i>Particulars of the Energy Securities</i> )
“Trading Day”	means a Day on which trading is permitted in the Relevant Market on the Relevant Exchange excluding, in the case of Carbon Securities, any day which is a public holiday in the United Kingdom or Germany
“Transparency Directive”	means Directive 2004/109/EC of the European Parliament and the European Council
“Transparency Rules”	means the disclosure rules and transparency rules of the UK Listing Authority from time to time, made under section 73A of the FSMA
“Trustee”	means The Law Debenture Trust Corporation p.l.c. as trustee for the Security Holders and includes any subsequent trustee appointed in accordance with the Trust Instrument
“Trust Instrument”	means the Trust Instrument governed by English law dated 13 July 2005 between the Issuer and the Trustee constituting the Energy Securities
“UCITS Scheme”	means a scheme that falls within the definition of a “UCITS Scheme” contained in the FCA Glossary
“UK Listing Authority”	means the FCA acting in its capacity as the competent authority for the purposes of Part VI of the FMSA
“Ultimate Shell Parent Company”	means Royal Dutch Shell plc
“Uncertificated Form”	means recorded on the Register as being held in uncertificated form, title to which may, by virtue of the Companies (Uncertificated Securities) (Jersey) Order 1999, be transferred by means of CREST
“United Kingdom” or “UK”	means the United Kingdom of Great Britain and Northern Ireland
“United States” or “USA”	means the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“US Dollars” or “US\$”	means United States dollars
“US Dollar Equivalent”	means, in respect of any amount denominated in US Dollars, such US Dollar amount and, in respect of any amount denominated in Euros, the amount of US Dollars which may be purchased by such amount of Euros at: <ul style="list-style-type: none"> <li>(a) the Euro / Dollar Exchange rate quoted by European Central Bank Reference rates at 14:15 GMT accessible on Reuters page ECB37 (or such other screen display or service as may replace it for the purpose of displaying such rates) or if such page is not available on the European Central Bank’s website (at present <a href="http://www.ecb.europa.eu">http://www.ecb.europa.eu</a>); or</li> <li>(b) if such rate is not available then the arithmetic mean of bid rates quoted by three major independent banks selected</li> </ul>

by the relevant Oil Major Company for purchasing US Dollars with Euros

“VAT”

means value added tax

“Weekly EURIBOR”

means, in respect of each Trading Day in a Week, the following rate per annum determined for the last Trading Day of the prior Week (rounded upwards, if necessary, to the nearest 1/100th of 1 per cent.):

- (a) the rate per annum which appears on Reuters Screen EURIBOR01 Page (or any successor page) for deposits in Euros for the period commencing on such date of determination and ending on a date one month (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) after such date of determination as of 11:00 a.m. on the Day that is two Business Days before such date of determination;
- (b) in the event of the unavailability of the Reuters Screen EURIBOR01 Page, the rate per annum which appears on the Bloomberg Screen BBAM Page for deposits in Euros for the period commencing on such date of determination and ending on a date one month (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) after such date of determination as of 11:00 a.m. on the Day that is two Business Days before such date of determination; or
- (c) in the event of the unavailability of both the Reuters Screen EURIBOR01 Page and the Bloomberg Screen BBAM Page, the one month “Euro Libor” rate per annum for Euros (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) as published in the Market Rates section of the Financial Times newspaper two Business Days before such date of determination

“Weekly LIBOR”

means, in respect of each Trading Day in a Week, the following rate per annum determined for the last Trading Day of the prior Week (rounded upwards, if necessary, to the nearest 1/100th of 1 per cent.):

- (a) the rate appearing on the Reuters Screen LIBOR01 Page (or any successor page) for deposits in US Dollars as the London Interbank Offered Rate for deposits of US Dollars as at 11.00 a.m. on such Trading Day for a value date two Business Days following such Trading Day, and for the period commencing on such value date and ending on a date one month (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) after such value date;
- (b) in the event of the unavailability of the Reuters Screen LIBOR01 Page, the rate per annum which appears on the Bloomberg Screen BTMM Page under the heading “LIBOR FIX BBAM<GO>” as the London Interbank Offered Rate for deposits in US Dollars as at 11.00 a.m. on such Trading Day for a value date two Business Days following such Trading Day, and for the period commencing on such value

date and ending on a date one month (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) after such value date; or

- (c) in the event of the unavailability of both the Reuters Screen LIBOR01 Page and the Bloomberg Screen BTMM Page, the one month “US\$ Libor” rate per annum for US Dollars, (or such other period as may be agreed between the Issuer and Shell Trading Switzerland from time to time) as published in the Market Rates section of the Financial Times newspaper two Business Days before such date of determination

“WTI 1yr Oil Securities”	means WTI 1yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“WTI 2mth Oil Securities”	means WTI class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“WTI 2yr Oil Securities”	means WTI 2yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“WTI 3yr Oil Securities”	means WTI 3yr class undated limited recourse secured oil securities of US\$5.00 each of the Issuer issued or to be issued pursuant to, and constituted by, the Trust Instrument
“WTI Contract”	means a futures contract denominated in US Dollars for the purchase or sale of light “sweet” crude oil for future delivery in Cushing, Oklahoma which is subject to the rules of NYMEX
“WTI 2mth Pool”	means the Pool created by the Issuer on the first issue of WTI 2mth Oil Securities and to which all the WTI 2mth Oil Securities will be attributable
“WTI 1 yr Pool”	means the separate fund or pool created by the Issuer to which the WTI 1 yr Oil Securities are attributable
“WTI 2 yr Pool”	means the separate fund or pool created by the Issuer to which the WTI 2 yr Oil Securities are attributable
“WTI 3 yr Pool”	means the separate fund or pool created by the Issuer to which the WTI 3 yr Oil Securities are attributable
“WTI-referenced Oil Securities”	means WTI 2mth Oil Securities, WTI 1yr Oil Securities, WTI 2yr Oil Securities and WTI 3yr Oil Securities

References in this document to a particular time are references to the time applicable in London, United Kingdom.

Unless the context otherwise requires, references in this document to any agreement or document includes a reference to such agreement or document, as amended, varied, novated, supplemented or replaced from time to time and unless otherwise stated or the context otherwise requires references in this document to any statute or any provision of any statute includes a reference to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made thereunder or under any such modification or re-enactment, in each case in force as at the date of this Prospectus.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors of the Issuer</b>	Hilary Jones Steven Ross Peter M Ziemba  All the Directors are non-executive.
<b>Secretary of the Issuer</b>	R&H Fund Services (Jersey) Limited
<b>Corporate administrator of the Issuer</b>	R&H Fund Services (Jersey) Limited
<b>Registered Office of the Issuer and address of directors and secretary of the Issuer</b>	The address of all the Directors and Secretary of the Issuer is the registered office of the Issuer, which is:  Ordnance House 31 Pier Road St. Helier Jersey JE4 8PW Channel Islands Tel: +44 1534 825 200 <a href="https://www.wisdomtree.eu/">https://www.wisdomtree.eu/</a>
<b>Trustee</b>	The Law Debenture Trust Corporation p.l.c. Fifth Floor 100 Wood Street London EC2V 7EX United Kingdom
<b>English Legal Advisers to the Issuer</b>	W Legal Limited 47 Red Lion Street London WC1R 4PF United Kingdom
<b>English Tax Legal Advisers to the Issuer</b>	Dechert LLP 160 Queen Victoria Street London EC4V 4QQ United Kingdom
<b>Jersey Legal Advisers to the Issuer</b>	Mourant Ozannes 22 Grenville Street St. Helier Jersey JE4 8PX Channel Islands
<b>Dutch Legal Advisers to the Issuer</b>	Stibbe Beethovenplein 10 1077 WM Amsterdam The Netherlands
<b>Dutch Listing and Paying Agents</b>	Fortis Bank (Nederland) N.V. Rokin 55 1012 KK Amsterdam The Netherlands

<b>Danish Legal Advisers to the Issuer</b>	DLA Piper Denmark Law Firm P/S Raadhuspladsen 4 DK-1550 Copenhagen V
<b>Finnish Legal Advisers to the Issuer</b>	Dittmar & Indrenius Pohjoisesplanadi 25 A FI-00100 Helsinki Finland
<b>French Legal Advisers to the Issuer</b>	Dechert LLP 32 Rue de Monceau 75008 Paris France
<b>French Listing and Paying Agent</b>	HSBC France 103 Avenue des Champs-Élysées 75008 Paris France
<b>German Legal Advisers to the Issuer</b>	Dechert LLP Skygarden Erika-Mann-Straße 5 80636 Munich Germany
<b>German Listing and Paying Agents</b>	HSBC Trinkaus & Burkhardt AG Königsallee 21/23 40212 Düsseldorf Germany
<b>Irish Legal Advisers to the Issuer</b>	A&L Goodbody IFSC North Wall Quay Dublin 1 Ireland
<b>Italian Legal Advisers to the Issuer</b>	CBA Studio Legale e Tributario Galleria San Carlo 6 20122 Milano Italy
<b>Norwegian Legal Advisers to the Issuer</b>	Wiersholm Dokkveien 1 – 6th floor 0250 Oslo Norway
<b>Spanish Legal Advisers to the Issuer</b>	Cuatrecasas, Gonçalves Pereira C/Almagro, 9-28010 Madrid Spain
<b>Swedish Legal Advisers to the Issuer</b>	Harvest Advokatbyrå AB Hamngatan 15 Box 7225 103 89 Stockholm

**English Legal Advisers to the Trustee**

Simmons & Simmons LLP  
CityPoint  
1 Ropemaker Street  
London EC2Y 9SS

**Jersey Legal Advisers to the Trustee**

Ogier  
Ogier House  
The Esplanade  
St. Helier  
Jersey JE4 9WG  
Channel Islands

**Auditors of the Issuer**

KPMG Channel Islands Limited  
37 Esplanade  
St Helier  
Jersey  
Channel Islands  
JE4 8WQ

KPMG Channel Islands Limited is authorised by the Jersey Financial Services Commission to be appointed as an auditor of a Jersey incorporated company under the Companies (Jersey) Law 1991 with Registration Number RA011. KPMG Channel Islands Limited is a registered auditor with the Institute of Chartered Accountants in England and Wales.

**Registrar**

Computershare Investor Services (Jersey) Limited  
Queensway House  
Hilgrove Street  
St. Helier  
Jersey JE1 1ES  
Channel Islands

## ANNEX 1

### FORM OF THE GLOBAL BEARER CERTIFICATES

#### **INHABER-SAMMELZERTIFIKAT**

für

- [siehe Anhang1] [Klasse der] Namensschuldverschreibungen

der

#### **ETFS Oil Securities Limited**

Ordinance House, 31 Pier Road, St Helier, Jersey, Channel Islands, JE4 8PW

eingeteilt in Teilschuldverschreibungen im Nennbetrag von je USD 5,00

Für dieses Inhaber-Sammelzertifikat hält die Clearstream Banking Aktiengesellschaft mit Sitz in Frankfurt am Main, Bundesrepublik Deutschland (im folgenden "Clearstream" genannt), als Deckung • [siehe Anhang 1] [Klasse der] Namensschuldverschreibungen (im folgenden "Schuldverschreibungen" genannt) der ETFS Oil Securities Limited, Jersey, Channel Islands (im folgenden "Gesellschaft" genannt). Die durch den Treuhandvertrag vom 13. Juli 2005 zwischen der Gesellschaft und der The Law Debenture Trust Corporation p.l.c., in seiner jeweiligen Fassung (im folgenden "Treuhandvertrag" genannt) begründeten Schuldverschreibungen sind, wie im Treuhandvertrag näher dargelegt, besichert und in Namensteilschuldverschreibungen mit einem Nennbetrag von je USD 5,00 eingeteilt. Die Schuldverschreibungen sind auf Vidacos Nominees Limited, London, England, eingetragen und einem bei der Citibank N.A., London, England, unterhaltenen Sonderdepot verwahrt. Jeder Miteigentümer dieses Sammelzertifikats ist berechtigt, jederzeit von der Clearstream die Auslieferung und Registrierung einer seinem Miteigentumsanteil entsprechenden Stückzahl von [Klasse der] Schuldverschreibungen der Gesellschaft auf seinen Namen oder den Namen eines von ihm benannten Dritten in das maßgebliche Schuldverschreibungsregister zu verlangen.

Im Übrigen gelten die diesem Inhaber-Sammelzertifikat beigelegten Zertifikatsbedingungen, die Bestandteil dieser Urkunde sind.

Frankfurt am Main, den

**CLEARSTREAM BANKING**  
AKTIENGESELLSCHAFT

## ANNEX 2

### TEXT OF THE CONDITIONS OF THE GLOBAL BEARER CERTIFICATES

#### Zertifikatsbedingungen

1. Dieses Inhaber-Sammelzertifikat trägt die Unterschriften zweier Vorstandsmitglieder oder eines Vorstandsmitgliedes und eines Prokuristen der Clearstream Banking Aktiengesellschaft, Frankfurt am Main, Bundesrepublik Deutschland, (im folgenden "Clearstream" genannt).
2. Jeder Miteigentümer dieses Inhaber-Sammelzertifikats ist berechtigt, jederzeit von der Clearstream die Auslieferung und Registrierung einer seinem Miteigentumsanteil entsprechenden Stückzahl von • [siehe Anhang 1] [Klasse der] Namensschuldverschreibungen (im folgenden "Schuldverschreibungen" genannt) der ETFS Oil Securities Limited, Jersey, Channel Islands (im folgenden "Gesellschaft" genannt) auf seinen Namen oder den Namen eines von ihm benannten Dritten in das maßgebliche Schuldverschreibungsregister zu verlangen. Die durch den Treuhandvertrag vom 13. Juli 2005 zwischen der Gesellschaft und der The Law Debenture Trust Corporation p.l.c., in seiner jeweiligen Fassung (im folgenden "Treuhandvertrag" genannt) begründeten Schuldverschreibungen sind, wie im Treuhandvertrag näher dargelegt, besichert und in Namensteilschuldverschreibungen mit einem Nennbetrag von je USD 5,00 eingeteilt. Einen entsprechenden Auftrag hat der Miteigentümer der Clearstream über seine Depotbank zu erteilen, wobei die Lieferadresse bzw. die Adresse an welche die Urkunde bezüglich der Eintragung in das Schuldverschreibungsregister durch den Registrar versandt werden soll, angegeben sein muss.

Außer der von der Clearstream im Rahmen des § 315 des Bürgerlichen Gesetzbuches bestimmten Gebühr für die Auslieferung bzw. Übertragung hat der Miteigentümer etwaige mit der Auslieferung bzw. Übertragung und Umschreibung entstehende sonstige Kosten, Steuern, Gebühren oder Abgaben zu tragen.

Die Auslieferung von Einzelstücken aus diesem Inhaber-Sammelzertifikat kann von den Miteigentümern nicht verlangt werden.

3. Die Clearstream vermittelt dem Miteigentümer über dessen Depotbank nach Maßgabe seines Anteils am Inhaber-Sammelzertifikat grundsätzlich alle Rechte aus den Schuldverschreibungen, soweit sie ihr nach Maßgabe des englischen Rechts bzw. des Rechts von Jersey, Channel Islands, zustehen.

Zinsen, Ausschüttungen, Kapital und etwaige sonstige Barzahlungen leitet die Clearstream an den Miteigentümer weiter.

Im Übrigen gelten die von der Clearstream gegebenenfalls bekannt zu gebenden Fristen und Bedingungen.

Sämtliche Zahlungen an den Miteigentümer erfolgen nach Maßgabe der jeweils geltenden Devisenvorschriften in EURO, es sei denn, dass der Miteigentümer rechtzeitig vor Fälligkeit Zahlung in USD (United States Dollars) verlangt hat.

4. **Ein etwaiges Stimmrecht anlässlich einer Gläubigerversammlung wird die Clearstream grundsätzlich nicht ausüben. Sie wird dem Miteigentümer oder einem von diesem benannten Dritten auf Verlangen eine Vollmacht zur Ausübung des Stimmrechts erteilen lassen.**

Die Gesellschaft hat sich verpflichtet, die Tagesordnung von Gläubigerversammlungen sowie die Voraussetzungen zur Teilnahme an der Gläubigerversammlung und zur Ausübung des Stimmrechts im Vorfeld einer solchen Gläubigerversammlung bekannt zu geben.

5. Sollte die Ausgabe des Inhaber-Sammelzertifikats zu irgendeinem Zeitpunkt in der Bundesrepublik Deutschland oder auf Jersey, Channel Islands, irgendwelchen Steuern, Gebühren oder Abgaben unterliegen, so haben die Miteigentümer diese Steuern, Gebühren oder Abgaben nach Maßgabe ihrer Anteile am Inhaber-Sammelzertifikat zu tragen

Die Clearstream ist berechtigt, Steuern, Gebühren oder Abgaben, denen sie zu irgendeinem Zeitpunkt in der Bundesrepublik Deutschland oder auf Jersey, Channel Islands, allein auf Grund der Tatsache unterworfen wird, dass sie die Schuldverschreibungen hält, auf alle Miteigentümer nach Maßgabe ihrer Anteile am Inhaber-Sammelzertifikat umzulegen.

6. Treten aus irgendeinem Grunde an die Stelle der Schuldverschreibungen andere Schuldverschreibungen oder ein sonstiger Vermögenswert, so wandelt sich das Recht der Miteigentümer auf die Schuldverschreibungen in ein Recht auf den Ersatzgegenstand. Die Zertifikatsbedingungen gelten dann sinngemäß.
7. Die Clearstream ist berechtigt, die Citibank N.A., London, England, (im folgenden "Verwahrer" genannt) in ihrer Funktion als Verwahrer oder die Vidacos Nominees Ltd., London, England, (im folgenden "Nominee" genannt) in ihrer Funktion als Nominee durch eine andere Person zu ersetzen. Die Haftung der Clearstream beschränkt sich hierbei auf die sorgfältige Auswahl. Unberührt bleibt die Befugnis der Clearstream, die Funktion des Verwahrers oder des Nominees selbst wahrzunehmen. Im Fall der Ersetzung des Verwahrers oder des Nominees gelten alle Bezugnahmen auf den Verwahrer bzw. den Nominee in diesen Bedingungen als Bezugnahmen auf den neuen Verwahrer bzw. Nominee.
8. Werden die Schuldverschreibungen in einer die Mitwirkung der Clearstream in dieser Form nicht mehr erfordernden Weise an deutschen Wertpapierbörsen lieferbar oder wird die Zulassung der Schuldverschreibungen in Form von Miteigentumsanteilen am Inhaber-Sammelzertifikat zum Handel und zur amtlichen Notierung an deutschen Wertpapierbörsen zurückgenommen, so wird die Clearstream die Miteigentümer auffordern, ihr einen Auftrag gemäß Ziffer 2. Abs. 1 zu erteilen. Wird dieser Auftrag nicht innerhalb einer Frist von 3 Monaten seit Veröffentlichung der Aufforderung erteilt, so ist die Clearstream nach ihrem Ermessen berechtigt, die Eintragung der Schuldverschreibungen auf den Namen des Miteigentümers oder eines in der Aufforderung benannten Dritten zu veranlassen und die Schuldverschreibungen bei einer in der Aufforderung angegebenen Stelle für den Miteigentümer auf dessen Kosten und Gefahr zu hinterlegen. Damit erlöschen sämtliche Pflichten der Clearstream aus dem Inhaber-Sammelzertifikat.
9. Alle das Inhaber-Sammelzertifikat betreffenden Bekanntmachungen werden in mindestens je einem überregionalen Börsenpflichtblatt der deutschen Wertpapierbörsen veröffentlicht werden, an denen die Schuldverschreibungen in Form von Miteigentumsanteilen am Inhaber-Sammelzertifikat gehandelt und amtlich notiert werden.
10. Die Miteigentümer tragen anteilig alle wirtschaftlichen und rechtlichen Nachteile und Schäden, die den für das Inhaber-Sammelzertifikat als Deckung gehaltenen Bestand an Schuldverschreibungen infolge höherer Gewalt, Regierungserlassen, Krieg, Aufruhr, Verfügungen von hoher Hand im In- oder Ausland oder anderer Umstände treffen sollten, die die Clearstream oder der Verwahrer nicht zu vertreten haben.

Die Clearstream wird alle Verpflichtungen aus dem Inhaber-Sammelzertifikat mit der Sorgfalt eines ordentlichen Kaufmannes erfüllen. Wird sie durch höhere Gewalt, Regierungserlasse, Krieg, Aufruhr, Verfügungen von hoher Hand im In- oder Ausland oder andere Umstände, die sie nicht zu vertreten hat, an der Erfüllung ihrer Verpflichtungen gehindert, so trifft sie keine Verantwortung.

Der Verwahrer und der Nominee sind der Clearstream gegenüber zur ordnungsgemäßen Wahrnehmung der ihnen obliegenden Aufgaben verpflichtet. Etwaige Ansprüche gegen den Verwahrer oder den Nominee wird die Clearstream zugunsten der Miteigentümer geltend machen. Darüber hinaus haftet die Clearstream nur für die sorgfältige Auswahl des Verwahrers und des Nominees.

11. Sollte irgendeine dieser Bestimmungen ganz oder teilweise rechtsunwirksam oder undurchführbar sein oder werden, so bleiben die übrigen Bestimmungen hiervon unberührt. Für unwirksame oder

undurchführbare Bestimmungen soll eine dem Sinn und Zweck dieses Vertragsverhältnisses entsprechende Regelung gelten.

12. Alle Rechtsbeziehungen zwischen dem Miteigentümer und der Clearstream unterliegen dem Recht der Bundesrepublik Deutschland. Ausschließlicher Gerichtsstand ist Frankfurt am Main.

13. Eine Änderung dieser Zertifikatsbedingungen ist nur zulässig, soweit durch sie die Rechte der Miteigentümer nicht beeinträchtigt werden, es sei denn, daß sie durch gesetzliche Vorschriften bedingt ist.

#### **Anhang 1**

Anhang 1 kann zu jeder Zeit ergänzt werden, sollten weitere Klassen von Schuldverschreibungen von ETFs Oil Securities Limited im Rahmen seines Multi-Klassen-Programms ausgegeben werden.

<b>ursprüngliche ISIN (der Klasse</b>	<b>Schuldverschreibung)</b>	<b>Nennbetrag</b>
Brent Oil	GB00B0CTWC01	USD 5.00
WTI Oil	GB00B0CTWK84	USD 5.00

## ANNEX 3

### FORM OF FINAL TERMS

Pro Forma Final Terms for an issue by ETFS Oil Securities Limited under the Programme for the Issue of Energy Securities. This form of Final Terms is used when Energy Securities are to be admitted to trading on a regulated market other than in conjunction with an offer thereof to the public in one or more member states, for example to Authorised Participants.

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#### FINAL TERMS

Dated [•] 20[•]

### ETFS Oil Securities Limited

*(Incorporated and registered in Jersey under  
the Companies (Jersey) Law 1991 (as amended) with registered number 88371)*

**(the “Issuer”)**

#### Programme for the Issue of Energy Securities

**Issue of  
[number] [class] Energy Securities  
(the “Energy Securities”)**

These Final Terms (as referred to in the base prospectus (the “Prospectus”) dated 20 May 2019 in relation to the above Programme) relates to the issue of the Energy Securities referred to above. The Energy Securities have the terms provided for in the Trust Instrument dated 13 July 2005 (as may be amended from time to time) between the Issuer and The Law Debenture Trust Corporation p.l.c. as Trustee constituting the Energy Securities. Words and expressions used in these Final Terms bear the same meaning as in the Prospectus.

These Final Terms have been prepared for the purpose of Article 5(4) of Directive 2003/71/EC and must be read in conjunction with the Prospectus and any supplement, which are published in accordance with Article 14 of Directive 2003/71/EC on the website of the Issuer: <https://www.wisdomtree.eu/>. In order to get the full information both the Prospectus (and any supplement) and these Final Terms must be read in conjunction. A summary of the individual issue is annexed to these Final Terms.

The particulars in relation to this issue of Energy Securities are as follows:

Issuer:	ETFS Oil Securities Limited
ISIN:	[•]
Issue Date:	[•]
Class:	[•]
Currency of the securities issue:	[•]
Oil Major Company:	Shell Trading Switzerland
Near Entitlement:	[•]
Next Entitlement:	[•]
Near Contract Price:	[•]
Next Contract Price:	[•]
Multiplier:	[•]

Creation Price: [•]

Aggregate Number of Energy Securities to which these Final Terms apply: [•]

Maximum number/amount of Energy Securities that may be issued of the class being issued pursuant to these Final Terms: [•]

Exchange[s] on which Energy Securities are admitted to trading: [London Stock Exchange]  
[Frankfurt Stock Exchange]  
[Borsa Italiana S.p.A]  
[Euronext Amsterdam]  
[NYSE Euronext Paris]

**Date:**

**Time:**

**Annex – Form of Issue Specific Summary**

*(Issuer to annex form of issue specific summary to the Final Terms)*

## ANNEX 4

### FORM OF FINAL TERMS – PUBLIC OFFERS

Pro Forma Final Terms for an offer of ETFS Oil Securities Limited to the public under the Programme for the Issue of Energy Securities.

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#### FINAL TERMS

Dated [•] 20[•]

### ETFS OIL SECURITIES LIMITED

*(Incorporated and registered in Jersey under the Companies (Jersey) Law 1991 (as amended) with registered number 88371)*

(the “Issuer”)

**Programme for the Issue of Energy Securities**

**Issue of**

**[number] [class] Energy Securities**

(the “Energy Securities”)

These Final Terms (as referred to in the base prospectus (the “**Prospectus**”) dated 20 May 2019 in relation to the above Programme) relates to the issue of the Energy Securities referred to above. The Energy Securities have the terms provided for in the trust instrument dated 13 July 2005 (as may be amended from time to time) between the Issuer and The Law Debenture Trust Corporation p.l.c. as trustee constituting the Energy Securities. Words and expressions used in these Final Terms bear the same meaning as in the Prospectus. The particulars in relation to this issue of Energy Securities are as follows:

These Final Terms have been prepared for the purpose of Article 5(4) of Directive 2003/71/EC and must be read in conjunction with the Prospectus and any supplement, which are published in accordance with Article 14 of Directive 2003/71/EC on the website of the Issuer: <https://www.wisdomtree.eu/>. In order to get the full information both the Prospectus (and any supplement) and these Final Terms must be read in conjunction. A summary of the individual issue is annexed to these Final Terms.

An offer of the Energy Securities may be made (other than pursuant to Article 3(2) of the Prospectus Directive) by the Issuer or by [•] (each a “**Permitted Offeror**”) in Denmark, Finland, France, Germany, Italy, Ireland, the Netherlands, Norway, Spain, Sweden and the United Kingdom (“**Public Offer Jurisdictions**”) during the period from [•] until [•] (the “**Offer Period**”).

The particulars in relation to this issue of Energy Securities are as follows:

Issuer:	ETFS Oil Securities Limited
ISIN:	[•]
Issue Date:	[•]
Class of Energy Securities to which these Final Terms Apply:	[•]
Currency of the Securities Issue:	[•]

Oil Major Company:	Shell Trading Switzerland
Near Entitlement:	[•]
Next Entitlement:	[•]
Near Contract Price:	[•]
Next Contract Price:	[•]
Multiplier:	[•]
Creation Price:	[•]
Aggregate Number of Energy Securities to which these Final Terms apply:	[•]
Maximum number/amount of Energy Securities that may be issued of the class being issued pursuant to these Final Terms:	[•]
Total amount of the offer; if the amount is not fixed, description of the arrangement and time for announcing to the public the amount of the offer:	[•]
<b>Terms and Conditions of the Offer</b>	
Offer Price:	[•]
Conditions to which the offer is subject:	[•]
The time period, including any possible amendments, during which the offer will be open and a description of the application process:	[•]
Details of the minimum and/or maximum amount of application:	[•]
Details of the method and time limits for paying up and delivering the Energy Securities:	[•]
Manner in and date on which results of the offer are to be made public:	[•]
Whether tranche(s) have been reserved for certain countries:	[•]
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	[•]

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: [•]

Name(s) and address(es), to the extent known to the Issuer, of the places in the various countries where the offer takes place: [•]

Name and address of any paying agents and depository agents in each country: [•]

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements. Where not all of the issue is underwritten, a statement of the portion not covered: [•]

When the underwriting agreement has been or will be reached: [•]

Exchange[s] on which Energy Securities are admitted to trading: [London Stock Exchange]  
[Frankfurt Stock Exchange]  
[Borsa Italiana S.p.A]  
[Euronext Amsterdam]  
[NYSE Euronext Paris]

**Date**

**Time**

**Annex – Form of Issue Specific Summary**

*(Issuer to annex form of issue specific summary to the Final Terms)*

**ANNEX 5**  
**FINANCIAL INFORMATION ON SHELL TREASURY**

Registration number: 03469401

# Shell Treasury Dollar Company Limited

Annual Report

and

Financial Statements

For the year ended 31 December 2017

THURSDAY



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02/08/2018  
COMPANIES HOUSE

## Shell Treasury Dollar Company Limited

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## **Shell Treasury Dollar Company Limited**

### **Strategic report for the year ended 31 December 2017**

The Directors present their strategic report on Shell Treasury Dollar Company Limited (also referred to as the "Company") for the year ended 31 December 2017.

The Company is one of the entities within the "Shell Group". In this context the term "Shell Group" and "Companies of the Shell Group" or "Group companies" means companies where Royal Dutch Shell plc, either directly or indirectly, is exposed to, or has rights to, variable returns from its involvement with the Company and has the ability to affect those returns through its power over the Company. Companies in which Group companies have significant influence but not control are classified as "Associated companies". Royal Dutch Shell plc, a company incorporated in England and Wales, is known as the "Parent Company" of the Shell Group. In this Report "Shell", "Shell Group" and "Royal Dutch Shell" are sometimes used for convenience where references are made to Royal Dutch Shell and its subsidiaries in general. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

#### **Business review**

The principal activities of Shell Treasury Dollar Company Limited are receiving of funds from, and provision of long-term loan facilities to other companies of the Shell Group. The Company will continue with these activities for the foreseeable future.

The Company's profit for the financial year decreased from US\$119.4 million to US\$99.8 million. This was principally due to a decrease in net interest income.

The Company is in a net current liability position at the balance sheet date. The accounts have been prepared under the going concern concept due to the Company having access to adequate central Group facilities. As the Company is part of the Shell Group Treasury function and treasury operations are managed centrally, the Directors consider that the Company's net current liability position does not represent a significant risk to the Company's ability to operate as a going concern.

The Directors consider that the year end financial position of the Company was satisfactory.

#### **Principal risks and uncertainties**

The Shell Group has a single risk based control framework – The Shell Control Framework – to identify and manage risks. The Shell Control Framework applies to all wholly owned Shell companies and to those ventures and other companies in which Royal Dutch Shell has directly or indirectly a controlling interest. From the perspective of the Company, the principal risks and uncertainties affecting the Company are considered to be those that affect the Shell Group. Accordingly, the principal risks and uncertainties of the Shell Group, which are discussed on pages 12 to 16 of Royal Dutch Shell's Annual Report and Form 20-F for the year ended 31 December 2017 (the "Group Report"), include those of the Company. (The Group Report does not form part of this report).

**Shell Treasury Dollar Company Limited**

**Strategic report for the year ended 31 December 2017 (continued)**

**Key Performance Indicators**

Companies of the Shell Group comprise the Upstream businesses of Exploration and Production, Integrated Gas and Oil Sands and the Downstream businesses of Oil Products and Chemicals. The Company's key performance indicators, that give an understanding of the development, performance and position of the business, are aligned with those of the Shell Group. The development, performance and position of the various businesses is discussed on pages 24 to 53 of the Group Report and the key performance indicators through which the Group's performance is measured are as set out on pages 22 to 23 of the Group Report.

The Group treasury operation is responsible for managing the overall cash position of the Group and in meeting its short-term and long-term funding requirements. The Company is one of several entities which are involved in treasury operations and these operations are managed by Group treasury. Because of this, there are no separate key performance indicators for the Company that are necessary or appropriate for an understanding of the development, performance or position of the business of the Company.

Approved by the Board on 26 July 2018 and signed on its behalf by:



.....  
D. Gardner  
Director

## **Shell Treasury Dollar Company Limited**

### **Directors' report for the year ended 31 December 2017**

The Directors present their report and the financial statements for the year ended 31 December 2017.

The Directors' report and audited accounts of the Company have been prepared in accordance with the Companies Act 2006.

#### **Dividends**

Interim dividends of US\$ 120.0 million were paid in the year (2016: US\$ 75.5 million) The Directors recommend no further dividend be paid for the year ended 31 December 2017 (2016: nil).

#### **Future Outlook**

No significant change in the business of the Company has taken place during the year or is expected in the immediately foreseeable future.

#### **Directors of the company**

The Directors, who held office during the year, and to the date of this report (except as noted) were as follows:

D. Gardner

M. Pearman (appointed 12 January 2017)

D.A. Warrilow

#### **Financial risk management**

The Company's Directors are required to follow the requirements of Shell Group risk management policies, which include specific guidelines on the management of market, credit and liquidity risk, and advice on the use of financial instruments to manage them. Shell Group risk management policies can be found in the Group Report (see pages 82 to 83 and note 19).

Financial risks that are specific to the Company are discussed in note 14 of the notes to financial statements.

#### **Events after the end of the reporting period**

Refer to note 15 "Events after the end of the reporting period".

#### **Statement of Directors' responsibilities**

The Directors acknowledge their responsibilities for preparing the Strategic Report, Directors' Report and the Company's accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

**Shell Treasury Dollar Company Limited**

**Directors' report for the year ended 31 December 2017 (continued)**

**Statement of Directors' responsibilities (continued)**

- Select suitable accounting policies and apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Disclosure of information to the auditor**

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 26 July 2018 and signed on its behalf by:

  
.....  
D. Gardner  
Director

## **Independent Auditor's Report to the Member of Shell Treasury Dollar Company Limited**

### **Opinion**

We have audited the financial statements of Shell Treasury Dollar Company Limited (the "Company") for the year ended 31 December 2017, which comprise the Profit and loss account, Balance sheet, Statement of changes in equity, and the related notes 1 to 15, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Independent Auditor's Report to the Member of Shell Treasury Dollar Company Limited  
(continued)**

**Other information**

The other information comprises the information included in the annual report set out on pages 1 to 4, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and the Directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Independent Auditor's Report to the Member of Shell Treasury Dollar Company Limited  
(continued)**

**Responsibilities of Directors**

As explained more fully in the Statement of Directors' responsibilities set out on pages 3 and 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

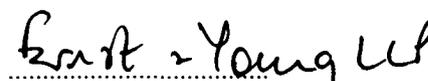
**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

**Use of our report**

This report is made solely to the Company's member, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's member as a body, for our audit work, for this report, or for the opinions we have formed.

  
.....  
William Testa (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP, Statutory Auditor  
London

Date: 30 July 2018

**Shell Treasury Dollar Company Limited**

**Profit and loss account for the year ended 31 December 2017**

**Continuing operations**

	<b>Note</b>	<b>2017</b> <b>US\$ 000</b>	<b>2016</b> <b>US\$ 000</b>
Interest receivable and similar income	4	548,919	303,432
Interest payable and similar charges	5	<u>(424,044)</u>	<u>(156,362)</u>
<b>PROFIT BEFORE TAXATION</b>		<b>124,875</b>	<b>147,070</b>
Tax on profit	8	<u>(25,069)</u>	<u>(27,681)</u>
<b>PROFIT FOR THE YEAR</b>		<b><u>99,806</u></b>	<b><u>119,389</u></b>

The profit for the current year and for the prior year are equal to the total comprehensive income and accordingly a statement of comprehensive income has not been presented.

**Shell Treasury Dollar Company Limited**

(Registration number: 03469401)  
**Balance sheet as at 31 December 2017**

	Note	2017 US\$ 000	2016 US\$ 000
<b>Current assets</b>			
Debtors: amounts due after one year	9	53,437,892	40,198,812
Debtors: amounts due within one year	9	696,062	313,517
<b>Creditors: Amounts falling due within one year</b>	10	<u>(52,982,197)</u>	<u>(39,340,378)</u>
<b>Net current liabilities</b>		<u>(52,286,135)</u>	<u>(39,026,861)</u>
<b>Net assets</b>		<u><u>1,151,757</u></u>	<u><u>1,171,951</u></u>
<b>Equity</b>			
Called up share capital	11	1,000,001	1,000,001
Profit and loss account		<u>151,756</u>	<u>171,950</u>
<b>Total equity</b>		<u><u>1,151,757</u></u>	<u><u>1,171,951</u></u>

The accounts on pages 8 to 21 were authorised for issue by the Board of Directors on 26 July 2018 and signed on its behalf by:

  
 .....  
 D. Gardner  
 Director

**Shell Treasury Dollar Company Limited**

**Statement of changes in equity for the year ended 31 December 2017**

	<b>Called up share capital US\$ 000</b>	<b>Profit and loss account US\$ 000</b>	<b>Total US\$ 000</b>
<b>Balance as at 01 January 2016</b>	<b>1,000,001</b>	<b>128,061</b>	<b>1,128,062</b>
Profit for the year	-	119,389	119,389
Dividends paid (refer note 12)	-	(75,500)	(75,500)
<b>Balance as at 31 December 2016</b>	<b><u>1,000,001</u></b>	<b><u>171,950</u></b>	<b><u>1,171,951</u></b>
<b>Balance as at 01 January 2017</b>	<b>1,000,001</b>	<b>171,950</b>	<b>1,171,951</b>
Profit for the year	-	99,806	99,806
Dividends paid (refer note 12)	-	(120,000)	(120,000)
<b>Balance as at 31 December 2017</b>	<b><u>1,000,001</u></b>	<b><u>151,756</u></b>	<b><u>1,151,757</u></b>

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017

#### General information

The Company is a private company limited by share capital incorporated in England and Wales.  
The address of its registered office is: Shell Centre, London, SE1 7NA, United Kingdom.

#### 1 Accounting policies

##### Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, which involves the application of International Financial Reporting Standards (“IFRS”) with a reduced level of disclosure. The financial statements have been prepared under the historical cost convention, except for certain items measured at fair value, and in accordance with the Companies Act 2006.

As applied to the Company, there are no material differences between EU endorsed IFRS and IFRS as issued by the International Accounting Standards Board.

The accounting policies have been consistently applied.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The following exemptions from the disclosure requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, ‘Financial Instruments: Disclosures’
- Paragraphs 91 to 99 of IFRS 13, ‘Fair value measurement’ (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, ‘Presentation of financial statements’ comparative information requirements in respect of paragraph 79(a)(iv) of IAS 1 ‘Presentation of financial statements’
- The following paragraphs of IAS 1, ‘Presentation of financial statements’:
  - (i) 10(d), (statement of cash flows);
  - (ii) 16 (statement of compliance with all IFRS);
  - (iii) 38A (requirement to present a minimum of two statements for each of the primary financial statements, including cash flow statements and related notes);
  - (iv) 38B-D (additional comparative information);
  - (v) 40A-D (requirements for a third balance sheet);
  - (vi) 111 (cash flow statement information); and
  - (vii) 134-136 (capital management disclosures)

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 1 Accounting policies (continued)

- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors'
- Paragraph 17 and 18A of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more wholly owned members of a group.

#### Consolidation

The immediate parent company is The Shell Petroleum Company Limited.

The ultimate parent company and controlling party is Royal Dutch Shell plc, which is incorporated in England and Wales. Royal Dutch Shell plc is the parent undertaking of the smallest and largest group to consolidate these accounts.

The consolidated accounts of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc  
Tel: +31 888 800 844  
email: [order@shell.com](mailto:order@shell.com)  
Registered office: Shell Centre, London, SE1 7NA

#### Fundamental accounting concept

The balance sheet at 31 December 2017 reports a net current liability of US\$ 52,286,135 thousand (2016: US\$ 39,026,861 thousand). The accounts have been prepared under the going concern concept on the basis of ongoing funding from the main Group treasury company, which will enable the Company to meet its liabilities as they fall due. The treasury operations of the Company are managed centrally by the Shell Group Treasury function. As a result, the liquidity of the Company is considered as part of the intra-group funding process rather than in isolation. The aim of this arrangement is to maximise efficiency of capital flows within the Group and to be flexible so as to allow individual Shell treasury companies like Shell Treasury Dollar Company Limited to meet their debts as they fall due.

#### Taxation

Tax is recognised in profit or loss, except that tax attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income or directly in equity.

#### Current tax

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date for tax payable to HM Revenue and Customs, or for group relief to surrender to or to be received from other Group undertakings, and for which payment may be requested.

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 1 Accounting policies (continued)

##### *Deferred tax*

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised when, on the basis of the most recent available evidence, it is regarded as probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset deferred tax assets against deferred tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Amounts relating to deferred tax are undiscounted.

##### **Foreign currency translation**

###### (i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in US Dollars (US\$), which is also the Company's functional currency.

###### (ii) Transaction and balances

Income and expense items denominated in foreign currencies are translated into US\$ at the rate ruling on their transaction date.

Monetary assets and liabilities recorded in foreign currencies have been expressed in US\$ at the rates of exchange ruling at the year end. Differences on translation are included in the profit and loss account. Non-monetary assets and liabilities denominated in a foreign currency are translated using exchange rates at the date of the transaction. No subsequent translations are made once this has occurred.

##### **Financial assets**

The Company classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 1 Accounting policies (continued)

##### *Cash at bank and in hand*

Cash at bank and in hand includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings.

##### *Loans and trade and other receivables*

Loans and trade and other receivables are initially recognised at fair value based on the amounts exchanged and are subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

##### **Financial liabilities**

The Company classifies its financial liabilities in the following categories: at fair value through profit or loss and amortised cost. The classification depends on the nature of the underlying liabilities, with management determining the classification of financial liabilities at initial recognition.

##### *Loans and trade and other creditors*

Loans and trade and other creditors are initially recognised at fair value based on amounts exchanged, net of transaction costs, and subsequently at amortised cost. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

##### *Derivative contracts*

Derivative contracts are held at fair value. Gains or losses arising from changes in fair value are recognised in the profit and loss account within interest income or expenses in the period in which they arise.

##### **Netting off policy**

Balances with other companies of the Shell Group are stated gross, unless both of the following conditions are met:

- Currently there is a legally enforceable right to set off the recognised amounts; and
- There is intent either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

##### **Interest receivable and interest payable**

Interest receivable and payable is recognised on an accrual basis as it is earned or incurred and recorded in the profit and loss account of the period to which it relates.

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 2 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### Impairment of debtors

The company makes an estimate of the recoverable value of debtors where there is reason to assume that the amount is not recoverable. When assessing impairment of debtors, management considers factors including: the credit rating of the debtor; the financial position of debtors; and historical experience. See note 9 for the net carrying amount of the debtors.

#### 3 Financial instruments

Derivative contracts are used principally as hedging instruments. However, movements in the carrying amounts of derivative contracts that are recognised in income are not always matched in the same period by the recognition of the income effects of the related hedged items. There are no instruments designated as part of a formal hedge relationship under IAS 39.

The Company has the following financial liability measured at fair value through profit or loss:

	2017	2016
	US\$ 000	US\$ 000
Foreign exchange swaps	249	-

At 31 December 2017, the outstanding contracts all mature within 3 months (2016: nil) of the year end.

The net carrying amounts of derivative contracts held at 31 December 2017 are categorised according to Level 2 - Other observable inputs.

The fair value of financial instruments at level 2 have been ascertained using discounted cash flow techniques, with a discount rate reflecting the market rate of interest applicable to the underlying arrangement.

## Shell Treasury Dollar Company Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

### 4 Interest receivable and similar income

	2017 US\$ 000	2016 US\$ 000
Interest from Group undertakings:		
Parent undertakings	166,020	95,355
Fellow subsidiary undertakings	366,150	197,015
Interest from third parties	6,145	-
Profit on currency translation - financial items	-	8,922
Other finance income	10,604	2,140
	<u>548,919</u>	<u>303,432</u>

### 5 Interest payable and similar charges

	2017 US\$ 000	2016 US\$ 000
Interest on loans from Group undertakings:		
Fellow subsidiary undertakings	419,359	156,362
Loss on currency translation - financial items	4,685	-
	<u>424,044</u>	<u>156,362</u>

### 6 Operating profit

The Company had no employees during 2017 (2016: none).

None of the Directors received any emoluments (2016: none) in respect of their services to the Company.

### 7 Auditor's remuneration

The Auditor's remuneration of US\$1,927 (2016: US\$22,453) in respect of the statutory audit was borne by another group company for both the current and preceding years.

No fees were paid by the company in respect of any other work (2016: nil).

**Shell Treasury Dollar Company Limited**

**Notes to the financial statements for the year ended 31 December 2017 (continued)**

**8 Tax on profit**

**Tax charge in the profit and loss account**

The tax charge for the year of \$25,069 thousand (2016: US\$27,681 thousand) is made up as follows:

	2017 US\$ 000	2016 US\$ 000
<b>Current taxation</b>		
UK corporation tax	24,947	27,642
UK corporation tax adjustment to prior periods	97	-
Double taxation relief	(5,207)	(3,606)
Foreign tax	5,207	3,606
<b>Total current tax charge</b>	<u>25,044</u>	<u>27,642</u>
<b>Deferred taxation</b>		
Arising from origination and reversal of temporary differences	25	25
Arising from changes in tax rates and laws	-	14
<b>Total deferred tax charge</b>	<u>25</u>	<u>39</u>
<b>Tax charge in the profit and loss account</b>	<u>25,069</u>	<u>27,681</u>

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 8 Tax on profit (continued)

##### Reconciliation of total tax charge

The tax on profit before tax for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016 : 20.0%).

The differences are reconciled below:

	2017 US\$ 000	2016 US\$ 000
Profit before tax	124,875	147,070
Tax on profit calculated at standard rate (2017: 19.25%) (2016: 20.00%)	24,038	29,414
<b>Effects of:</b>		
Income exempt from taxation	-	(1,742)
Expenses not deductible	937	-
Adjustments in respect of prior periods	97	-
Effect of change in corporation tax rates	(3)	9
Tax imposed outside the UK	5,207	3,606
Double taxation relief	<u>(5,207)</u>	<u>(3,606)</u>
<b>Total tax charge</b>	<b><u>25,069</u></b>	<b><u>27,681</u></b>

UK Finance Act (No 2) Act 2015 which introduced reductions in the UK corporation tax rate to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020 was enacted on 15 November 2015.

UK Finance Act 2016 which introduced further reductions in the UK corporation tax rate to 17% effective 1 April 2020 was enacted on 15 September 2016.

#### 9 Debtors

##### Debtors: amounts due within one year

	2017 US\$ 000	2016 US\$ 000
Amounts owed by Group undertakings:		
Parent undertakings	32,782	21,077
Fellow subsidiary undertakings	657,375	292,440
Other debtors	<u>5,905</u>	<u>-</u>
	<b><u>696,062</u></b>	<b><u>313,517</u></b>

**Shell Treasury Dollar Company Limited**

**Notes to the financial statements for the year ended 31 December 2017 (continued)**

**9 Debtors (continued)**

**Debtors: amounts due after one year**

	2017 US\$ 000	2016 US\$ 000
Amounts owed by Group undertakings:		
Parent undertakings	13,792,000	13,792,000
Fellow subsidiary undertakings	39,253,653	26,406,812
Other debtors	392,239	-
	<u>53,437,892</u>	<u>40,198,812</u>

Refer to note 14 for interest rates and maturity dates for amounts owed after one year. Amounts owed by Group undertakings after 1 year have varying maturity dates up to 21 September 2027.

**10 Creditors: amounts falling due within one year**

	2017 US\$ 000	2016 US\$ 000
Amounts owed to Group undertakings		
Fellow subsidiary undertakings	52,924,565	39,295,881
Tax liability	57,632	44,497
	<u>52,982,197</u>	<u>39,340,378</u>

Amounts owed to Group undertakings are repayable on demand. Interest is payable at the overnight LIBOR rate.

**11 Called up share capital**

**Allotted, called up and fully paid shares**

	No.	2017 US\$ 000	No.	2016 US\$ 000
Issued share capital of \$1 each	<u>1,000,001,000</u>	<u>1,000,001</u>	<u>1,000,001,000</u>	<u>1,000,001</u>

**12 Dividends**

Interim dividends of US\$ 120.0 million were paid in the year (2016: US\$ 75.5 million) The Directors recommend no further dividend be paid for the year ended 31 December 2017 (2016: US\$ nil ).

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 13 Commitments

The Company has entered into a number of guarantees on behalf of other companies within the Shell Group. At 31 December 2017, guarantees issued on behalf of Group companies amounted to approximately US\$1,339 million (2016: US\$1,338 million).

In the judgement of the Board, the likelihood of these contingent liabilities crystallising is considered remote.

#### 14 Financial risk management and impairment of financial assets

##### Credit risk and impairment

The Company is exposed to the risk that a counterparty will default on its contractual obligation to repay its debt. The level of the risk is mitigated to the extent that the Company's lending is primarily to 100% Shell companies. Each new loan is subject to a counterparty credit appraisal and support via an approved financing proposal.

The Company does not routinely enter into offsetting, master netting and similar arrangements with counterparties to manage credit risk and therefore the net carrying amounts of financial assets and financial liabilities presented are materially equal to the gross amounts.

##### Market risk

##### Foreign exchange risk

Exchange rate gains and losses arise in the normal course of business from the recognition of receivables and payables and other monetary items in currencies other than the Company's functional currency of USD. The Company's exposure to foreign exchange risk is deemed to be low as the majority of the Company's borrowing and lending is denominated in US Dollars and therefore is not exposed to significant foreign exchange risk. Any residual foreign exchange exposures are managed through the use of derivative contracts, being predominantly foreign exchange forwards and swaps.

##### *Sensitivity analysis*

Assuming other factors remained constant and that no further foreign exchange risk management action were taken, a 10% appreciation against the dollar at 31 December 2017 of the Pound Sterling, the main currency to which the Company is exposed would have decreased profit before tax and net assets by US\$5,763,000 (2016: US\$4,450,000).

## Shell Treasury Dollar Company Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 14 Financial risk management and impairment of financial assets (continued)

##### Interest rate risk

The Company is exposed to variations in cash flow arising from movements in interest rates, due to the floating rate nature of the Company's financial assets.

As at 31 December 2017 the Company had entered into lending relationships with a total value of US\$54.0 billion (2016: US\$40.2 billion). All of these loans are interest bearing and therefore the Company has a significant exposure to adverse interest rate movements. The majority of the Company's lending is in USD at floating rates and the exposure to interest rate fluctuations is offset by US\$52.9 billion floating rate USD borrowings (2016: US\$39.3 billion).

The Company has entered into numerous loan agreements with Group companies as at 31 December 2017 carrying interest rates from 0%-7.00% above LIBOR and with varying maturity dates up to 21 September 2027.

##### *Sensitivity analysis*

Assuming other factors remained constant and that no further interest rate risk management action were taken, a 10% increase for the year to 31 December 2017 LIBOR would have increased profit before tax and net assets by US\$13,907,000 (2016: US\$13,896,000).

##### Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's activities may not be available. Management believes that it has access to sufficient, liquid funding sources to meet currently foreseeable requirements.

#### 15 Events after the end of the reporting period

On 26 July 2018 the Directors declared an interim dividend of US\$ 0.10 per share totalling US\$99,000,000. This dividend has not been accounted for within the current year accounts.





