

**Certificate of Approval of a Prospectus¹
pursuant to Prospectus Regulation (EU) 2017/1129 of European Parliament and
of the Council**

To:

AGENCIJA ZA TRG VREDNOSTNIH PAPIRJEV, Slovenia
Autoriteit Financiële Markten, The Netherlands
Autorité des marchés financiers (AMF), France
CONSOB -Commissione Nazionale per la Società e la Borsa-, Italy
Central Bank of Ireland, Ireland
Česká národní banka, a.s., Czech Republic
Comisión Nacional del Mercado de Valores, Spain
Comissao do Mercado de Valores Mobiliários - CMVM, Portugal
Commission de Surveillance du Secteur Financier, Luxembourg
Cyprus Securities and Exchange Commission (CSEC), Cyprus
Financial Services and Markets Authority, Belgium
Financial Supervision Authority, Estonia
Finansinspektionen (FI), Sweden
Finanssivalvonta (Fiva), Finland
Finanstilsynet, Norway
Finanstilsynet (Danish FSA), Denmark
Finanzmarktaufsicht (FMA), Austria
Finanzmarktaufsicht Liechtenstein, Liechtenstein
Hellenic Republic Capital Market Commission, Greece
Komisja Nadzoru Finansowego, Poland
Malta Financial Services Authority (MFSA), Malta
Národná banka Slovenska, Slovakia

From:

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)
Federal Financial Supervisory Authority, Germany

¹ This Certificate of Approval relates to a Prospectus which does not consist of separate parts, as referred to in Article 10 of Prospectus Regulation (EU) 2017/1129.

We hereby certify that the Prospectus detailed below has been drawn up pursuant to Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council and was approved by us on 2022-05-11.

Name of Issuer(s):

Iconic Funds BTC ETN GmbH

LEI:

391200YI9NA1BYDBUW16

Registered Office(s):

Frankfurt am Main

Type of Securities (if applicable):

Up to 9,000,000,000 Perpetual Bitcoin Backed Notes [Prospectus Identifier: 43347567]

References to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up:

Annex 6, Annex 14, Annex 17, Annex 22, Annex 29

Name of the Guarantor(s) (if any):

n.a.

We have authorised, in accordance with Article 18 of Prospectus Regulation (EU) 2017/1129, the omission of the information required under the above mentioned Annex/Annexes on the following grounds:

No

Yours faithfully,

Kalantzis

This CoA is valid without signature

For and on behalf of the:

Division WA 53_A / Directorate Prospectuses, Supervision of Financial Analysts
Federal Financial Supervisory Authority
Securities Supervision / Asset Management

Date:

11.05.2022

Attachments:

(1) Prospectus

(2) Translation of Summary into Czech, Danish, English, Estonian, Finnish, French, German, Greek, Italian, Polish, Portuguese, Slovak, Slovene, Spanish and Swedish.