First Supplement Dated 10 June 2022 to the Securities Note for Retail Non-Equity Securities dated 9 May 2022 of

Backed Assets GmbH
(Backed Assets LLC)

with its registered seat in Baar, Switzerland

("Issuer")

This supplement ("**Supplement**") is supplemental to the securities note for retail non-equity securities for the issuance of tokenized securities of Backed Assets GmbH dated 9 May 2022 (**"Securities Note"**) and must be read in conjunction with (i) the Securities Note and any other supplements thereto, (ii) the information document on the Issuer dated 9 May 2022 ("**Registration Document**") and any supplement thereto (Securities Note, Registration Document and any supplements thereto "**Base Prospectus**") and (iii) the respective specification of the detailed terms applicable to each Product ("**Final Terms**") for the specific securities in order to obtain all the relevant information.

This Supplement constitutes a supplement according to Article 23 of the Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended ("**Prospectus Regulation**"). Terms defined in the Securities Note have the same meaning when used in this Supplement. In case of discrepancies between this Supplement and the Securities Note, this Supplement shall prevail.

This Supplement has been approved by the Financial Market Authority Liechtenstein ("**FMA**"), as competent authority under the Prospectus Regulation. The FMA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the securities that is/are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplement will be available on the website of the Issuer at www.backedassets.fi during 10 years after its publication and is also available (together with the other parts of documents of the Base Prospectus) free of charge at the offices of the Issuer at c/o Treforma AG, Grabenstrasse 25, 6340 Baar, Switzerland. Any website mentioned in this Supplement does not form part of this Supplement or the Base Prospectus itself.

1. RIGHT OF WITHDRAWAL:

Investors who have already agreed to purchase or subscribe for the Products issued pursuant to Final Terms under the Base Prospectus before this Supplement is published shall according to Article 23 paragraph 2 Prospectus Regulation have the right, exercisable within three Business Days after the publication of this Supplement to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in this Supplement arose or was noted before the closing of the offer period or the delivery of the Products, whichever occurs first.

Any withdrawal may be exercised without stating any reason and shall be sent to the Issuer (Backed Assets GmbH, c/o Treforma AG, Grabenstrasse 25, 6340 Baar, Switzerland) in written form.

2. PURPOSE / REASON OF THIS SUPPLEMENT:

This Supplement has been prepared in order to extend the selection of possible Underlying / Underlying Components with exchange traded funds (**ETFs**).

3. INFORMATION BEING SUPPLEMENTED:

a. Amendments in section "A. Definitions"

aa. The definition "**ETF**" on page 11 shall be replaced in its entirety by:

"Exchange traded fund, which is an open ended collective investment scheme that trades throughout the day like a stock on the secondary market (i.e., through an exchange)"

ab. The definition "**Market Disruption Event**" on page 13 shall be replaced in its entirety by:

"As defined in section 2.3.1.5"

ac. The definition "**Underlying / Underlying Components**" on page 24 shall be replaced in its entirety by:

"Shares, ETFs or indices, as specified in the relevant Final Terms"

b. Amendment in section "2.4.2 Risks relating to the Underlying and Collateral"

ba. Section 2.4.2 titled "**Risks relating to the Underlying and Collateral**" shall be extended on page 38 by a new sub-section **2.4.2.5 titled "Risks relating to Products linked to ETFs"** with the following wording:

"The Products may be linked to ETFs which are open-ended or other funds traded like a share on an exchange. The ETFs track the performance of a portfolio of assets, and therefore is dependent upon the macroeconomic factors affecting the performance of such assets, such as price and interest levels on the capital markets, currency developments, commodity prices, political factors and, in the case of shares, company specific factors, such as distribution policy, market or earnings position, risk situation and shareholder structure. These performance-related factors may adversely affect the market value of, and the return (if any) on, the Products linked to the ETF.

Further, market prices of ETF units depend on specific factors: The market price of ETF interests may diverge from their net asset value, due to the forces of supply and demand, as well as liquidity and scale of trading spread in the secondary market. This could result in the market price per ETF interest being higher (premium) or lower than its net asset value (discount), and will fluctuate during the trading day. Therefore, these price related factors may have a negative effect on the market value and payments on the Products linked to the ETF; a partial or total loss of the capital invested is possible.

A change in the composition or discontinuance of the ETFs could adversely affect the market value of, and return (if any) on, Products linked to the ETF. In principle, the Issuer and the calculation agent have no influence on the performance or composition of any ETF or any underlying index. The fund manager, fund administrator or the licensor/index sponsor, as applicable, of the underlying index can (i) add, delete or substitute the assets included in such index, or (ii) make methodological changes that could affect the value of such ETF and of such underlying index. The ETF value may be affected if an asset in its portfolio or in an underlying index would be substituted: A newly added asset may perform significantly worse or better than the asset it replaces, which in turn may affect the market value of, or payments (or other benefits to be received) under, the Products. The fund manager, fund administrator or licensor/index sponsor of any underlying index may also alter, discontinue or suspend calculation or dissemination of such ETF or such underlying index, respectively. The fund manager, fund administrator and licensor/index sponsor of such underlying index are not involved in the offer and sale of the Products and have no obligation to invest therein. The fund manager, fund administrator and licensor/index sponsor of such underlying index may take any actions in respect of such ETF or such underlying index, respectively, without regard to the interests of the investors in Products, and any of these actions could adversely affect the market value of (or amount payable under) such Products.

Investors in Products linked to ETFs with a portfolio of assets that are concentrated in the shares or other financial instruments of a particular industry or group of industries, in a specific sector, region, market or country, should be aware that the performance of such ETFs could be more volatile than the performance of funds with portfolios of more diverse assets. The concentration may potentially result in increased losses under the Products linked to such ETFs.

An investor's return on Products linked to ETFs may not reflect the return such investor would realise if he or she actually owned the relevant assets included in the portfolio(s) of the ETFs: E.g., if the portfolio of the ETFs includes bonds or a bond index, investors in the Products linked to such ETF will not receive any interests paid on such bonds or the bonds included in such bond index and will not benefit from those interest payments unless such ETF takes such interest payments into account for purposes of calculating the value of such ETF. Similarly, investors in Products linked to ETFs will not have any voting rights in the shares or other assets that are included in the portfolio(s) of the ETFs. Therefore, an investor in Products linked to ETFs may receive a lower payment (if any) upon redemption of such Products than such investor would have received, if he or she had directly invested in the assets included in the portfolio of such ETFs.

ETFs used as Underlying of the Products are not actively but passively managed and track an index or a single asset or a portfolio of several assets, e.g. a share, bond, money market, real estate, hedge fund, currency or commodity index. Therefore, ETF investments fully follow the fluctuation in the value of the index. ETFs offer the advantage of being easy to trade, being liquid and prices can be constantly kept track of. ETFs have less expensive administrative and distribution costs than traditional funds because ETFs significantly reduce management costs. However, since ETFs are traded on the stock exchange, stock exchange fees, stamp duties and brokerage fees may accrue.

The transparency of the underlying index typically results in a high degree of transparency in the ETF's underlying holdings. In certain cases, it may not be possible for an ETF to own every stock of an index (e.g., due to transactions costs, because the index is too large, or some of its components are very illiquid, or where an index's market capitalization weighting would result in the ETF violating regulatory requirements for fund diversification). Where owning every stock of an index is not possible, a physical index-based ETF may rely on sampling techniques. The physical index-based ETF implements the sampling strategy by acquiring a subset of the component securities of the underlying index, and possibly some securities that are not included in the corresponding index designed to improve the ETF's index-tracking.

ETFs investing in derivatives as (part of) their investment strategy face counterparty and collateral risks. Further, some ETFs may also conduct securities lending exposing them to counterparty credit risk.

Risk rating: medium"

bb. Section 2.4.2 titled "**Risks relating to the Underlying and Collateral**" shall be extended on page 38 by a new sub-section **2.4.2.6 titled "Risks relating to Products linked to an Underlying using benchmarks**" with the following wording:

"Any regulations applicable to the benchmark(s) used in an Underlying may introduce changes with regards to benchmark(s) that could have a material adverse impact on any Underlying linked to such benchmark(s) and therefore the Products linked to such Underlying, including in any of the following circumstances:

a. If the benchmark administrator has not obtained all necessary authorisations and/or registrations, its authorisation or registration is subsequently withdrawn or suspended or, the administrator is not deemed equivalent or otherwise recognised or endorsed (or a recognition is subsequently suspended or withdrawn) according to any applicable regulation in connection with the used benchmark(s), such benchmark could not be used by issuing or regulated entities;

b. The methodology or other terms of the benchmark could be changed in order to comply with the terms of any applicable regulation in connection with the used benchmark(s), if applicable, and such changes could (amongst other things) have the effect of reducing or increasing the rate or level of the benchmark, causing such benchmark to perform differently than in the past, affecting the volatility of the published rate or level of the benchmark, or have other consequences which cannot be predicted; and

c. A benchmark could be discontinued or substituted through another benchmark in order to comply with the terms of any applicable regulation in connection with the used benchmark(s), if applicable.

Risk rating: medium"

c. Amendment in section 4.5 "Information concerning the Underlying"

ca. The last part-sentence of the second paragraph of section 4.5.2 "**Indexes as Underlying**" on page 51 is being deleted so that the second paragraph will be worded as follows:

"The portfolio consists of certain financial instruments. The reference value for the Index or Indexes is based on the respective market price of each financial instrument and its respective weighting."

cb. Section 4.5 titled "Information concerning the Underlying" shall be extended on page 51 by adding a new sub-section 4.5.3 titled as "**ETFs as Underlying**" before the existing sub-section 4.5.3 titled "**Reference Sources**" with the following wording:

"An exchange-traded fund ("**ETF**") is an open ended collective investment scheme that trades throughout the day like a stock on the secondary market (i.e., through an exchange) (see definition above). ETFs may be (i) passively managed either by being index-based or based on a single asset or a portfolio of several assets, or (ii) actively managed but must pursue their investment objectives using a physical or synthetic investment strategy.

ETFs may seek to obtain their performance either by holding physical securities and other assets, or entering into one or more derivative contracts with a counterparty.

Physical ETFs seek to meet their investment objective by holding physical securities and other assets. E.g. physical ETFs that are index-based obtain returns that correspond typically to those of an underlying index or benchmark by replicating or sampling the component securities of the index or benchmark. A physical index-based ETF that uses this replicating strategy generally invests in the component securities of the underlying index or benchmark in the same approximate proportions as in the underlying index or benchmark.

Synthetic ETFs seek to meet their investment objective by entering into a derivative contract (typically through a total return swap) with a selected counterparty. The swap contracts can take two forms, either (i) a so-called unfunded structure; and (ii) a so-called funded or prepaid swap structure.

In the type of synthetic ETF structure, the ETF provider/manager invests the cash proceeds from investors in a so-called substitute or reference basket of securities (which is typically bought from a bank). The basket's return is swapped via a derivative contract with an eligible counterparty (frequently, the derivatives desk of the same bank) in exchange for the return of the index referenced in the ETF's investment objective. In the funded or prepaid model type, a synthetic ETF seeks to obtain a return in line with the performance of its reference index by engaging in a swap in exchange for cash (or for the entire ETF portfolio) without the creation of a substitute basket. In both models, derivative exposure is collateralized or reduced through a collateral or portfolio management process that may involve the services of a third party as collateral agent (in the funded model) or is covered by the substitute basket as assets of the ETF (in the unfunded model).

The reference value for the ETF is based on the market price of the selected ETF which bases on an Index. The ETF itself will be described in the Final Terms. Whether dividend and/or interest payments are included or not in the calculation of the reference value will be indicated in the Final Terms.

Only ETFs meeting the following requirements shall be used as Underlying (cumulatively):

a. Swiss collective investment schemes must have an authorisation from FINMA, in accordance with the CISA and non-Swiss collective investment schemes must be approved by FINMA for sale in Switzerland, in accordance with the CISA;

b. The ETF must be passively managed, i.e. not actively managed; and

c. The ETF can follow physical or synthetic investment strategies."

cc. The number of section 4.5.3 "**Reference Sources**" on page 51 shall be renumbered to section 4.5.4 "**Reference Sources**".

cd. The number of section 4.5.4 "**Description of any Market Disruption Event that Affect the Underlying**" on page 51 shall be renumbered to section 4.5.5 "**Description of any Market Disruption Event that Affect the Underlying**".

ce. The number of section 4.5.5 "**Adjustment Rules**" on page 52 shall be renumbered to section 4.5.6 "**Adjustment Rules**".

d. Amendment in section 5 "Terms and Conditions of the Offer of Securities to the Public"

The first sentence in the first paragraph of clause **X.** "**Adjustments for Products related to an Index**" on page 70 shall be replaced in its entirety by:

"This clause X. "*Adjustments for Products related to an Index*" of the Terms and Conditions applies only to Products linked to an Index and Products linked to Index-based ETFs."

e. Amendment in section 6 "Form of Final Terms"

In Section 6 titled "**Form of Final Terms**", subsection A.1.2 titled "**Information Concerning the Underlying**" on page 85 the table shall be replaced in its entirety by the following table:

Issuer of the Underlying	The issuer of the Underlying is [name and address, LEI]
Security Codes of the Underlying	[[The ISIN is [•].] / [Not applicable.] [/ [The Underlying has no ISIN [•]]] [/ Swiss Sec. No.: [•]] [/ Bloomberg Ticker]
Underlying Currency	The Underlying is denominated in [currency].
Description of the Underlying	[The Underlying [is/are] [shares/ETF/interests/an index] of [•].] [Information on the past and future performance of the Underlying as well as regarding its volatility is generally available, e.g. on the website [•]. This information is available free of charge on this homepage.] [•]
[ETF name]	[The ETF is [name of ETF]. / [Not applicable.]]
	[name of ETF] constitutes [a Swiss collective investment scheme authorized by FINMA in accordance with the CISA] [a

	non-Swiss collective investment scheme approved by FINMA for sale in Switzerland in accordance with the CISA]] [•]
[Information on the ETF]	[[Information on [•] is generally available, e.g. on the website [•].] [Exchange where the ETF is listed: [•]] [Fund Administrator of the ETF: [•]] [Fund Manager of the ETF: [•]] [Management Company: [•]] / [Not applicable.]] [•]
	[Any dividend and/or interest payments [and/or any other income or payments] [and/or [•]] shall not be included in the calculation of the reference value of the ETF.] [Any dividend and/or interest payments [and/or any other income or payments] [and/or [•]] shall be included in the calculation of the reference value of the ETF.] [•]
[Index name]	[The index is [name of index]. / [Not applicable.]] [•]
[Information on the index]	[[Information on [•] is generally available, e.g. on the website [•].] [•] / [Not applicable.]] [•]
	[Any dividend and/or interest payments [and/or any other income or payments] [and/or [•]] shall not be included in the calculation of the reference value of the Index] [Any dividend and/or interest payments [and/or any other income or payments] [and/or [•]] shall be included in the calculation of the reference value of the Index.] [•]

Signed on behalf of Backed Assets GmbH, as duly authorized representative:

Baar, 8 June 2022

Roy Matas, Managing Director

End of this Supplement

* * * * *

Start of the consolidated version of the Securities Note

[Warning: the following consolidated version of the Securities Note is only for simple illustration reasons and is neither part of this Supplement nor of the Base Prospectus and therefore was not approved by the FMA]