



Dated 21 October 2024

**EdR Certified Origin Physical Gold Public Limited Company**  
(as Issuer)

**Waystone Corporate Services (IE) Limited**  
(as Trustee)

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**SUPPLEMENTAL TRUST DEED**

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THIS SUPPLEMENTAL TRUST DEED is dated 21 October 2024 and made between:

- (1) **EDR CERTIFIED ORIGIN PHYSICAL GOLD PUBLIC LIMITED COMPANY** a public limited company incorporated under the Companies Act 2014 with registration number 716946 and having its registered office at Fourth Floor, 35, Shelbourne Road, Ballsbridge, Dublin 4, Ireland (the **Issuer**);
- (2) **WAYSTONE CORPORATE SERVICES (IE) LIMITED**, a company duly incorporated under the laws of Ireland with registered company number 478046, having its registered office at Unit 10 & 11 Cahir Road, Cashel, Co. Tipperary, Ireland (the **Trustee**).

Each a **Party** and together the **Parties**.

#### RECITALS:

- (A) The Issuer from time to time issues Gold Securities under its Gold Securities Programme (the **Programme**).
- (B) In connection with the Programme, the Parties entered into a master trust deed dated 4 July 2022 (the **Master Trust Deed**).
- (C) In connection with the Programme, the Issuer, Edmond De Rothschild (Suisse) S.A. (as EdR and Metal Agent) and Svelland Capital (UK) Limited (as Svelland) entered into an investment management agreement dated 4 July 2022 (the **Investment management Agreement**).
- (D) In connection with the Programme, the Parties entered into a supplemental trust deed dated 8 December 2022 to constitute the Gold Securities specified in the final terms dated 8 December 2022 set in the schedule thereto (the **2022 Final Terms**).
- (E) In connection with the Programme, the Parties entered into a supplemental trust deed dated 22 March 2024 to constitute the Gold Securities specified in the final terms dated 22 March 2024 set in the schedule thereto (the **2024 Final Terms**).
- (F) On or about the date hereof the parties to the Investment Management Agreement have entered into a deed of amendment in respect of the Investment Management Agreement to make certain changes to the Management Fee (as defined in the Investment Management Agreement) (the **Deed of Amendment**).
- (G) The Parties have agreed to enter into this Supplemental Trust Deed to make certain amendments to the 2022 Final Terms and the 2024 Final Terms to reflect the changes to the Management Fee set out in the Deed of Amendment.

**IT IS AGREED PURSUANT TO THIS SUPPLEMENTAL TRUST DEED** as follows:

#### 1 DEFINITIONS AND INTERPRETATION

- 1.1 Capitalised terms used in this Supplemental Trust Deed (including the Recital) but not otherwise defined shall have the meaning given to them in the Master Trust Deed.

#### 2 AMENDMENT AND RE-STATEMENT

- 2.1 Each of the parties to this Supplemental Trust Deed hereby agrees that, with effect from the date of this Supplemental Trust Deed:
  - 2.1.1 the 2022 Final Terms shall be amended and re-stated as set out in the form set out in Schedule 1:  
and
  - 2.1.2 the 2024 Final Terms shall be amended and re-stated as set out in the form set out in Schedule 2

3 **COUNTERPARTS**

This Supplemental Trust Deed may be executed in any number counterparts, all of which taken shall constitute one and the same instrument.

4 **MISCELLANEOUS**

- 4.1 Each of the Parties hereto agrees that the provisions of clause 11 (*Remuneration and Indemnification of the Trustee*), 12 (*Provisions Supplemental to the Irish Trustee Act*), 13 (*Trustee Liable for Negligence*), 14 (*Trustee not precluded from entering into contracts*), 21 (*Communications*), 22 (*Limited Recourse and Non-Petition*), 23 (*Governing Law and Submission to Jurisdiction*) and 24 (*Counterparts*) of the Master Trust Deed will apply to this Deed as if such provisions were set out in full herein mutatis mutandis, with such amendments as are necessary or required to fit the context.

**SCHEDULE 1**

**AMENDED AND RE-STATED 2022 FINAL TERMS**

**Final Terms dated 08 December 2022****As amended and re-stated on \_\_\_\_\_ 2024****Programme for the Issue of Gold Securities****EdR Certified Origin Physical Gold Public Limited Company (the Issuer)**

4th Floor, 35, Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland

Issue of 248,005 (two hundred and forty-eight thousand, and five) Class A (USD) Gold Securities issued under the Programme (the **Tranche**)

These Final Terms (as referred to in the base prospectus (the **Prospectus**) dated 04 July 2022 in relation to the above Programme) relates to the issue of the Gold Securities referred to above. Terms used in these Final Terms have the same meaning as in the Prospectus.

The Gold Securities have the terms provided for in the Conditions.

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the establishment of the Programme. The establishment of the Programme was authorised by a resolution of the board of the Issuer passed on 01 July 2022.

**These Final Terms have been prepared for the purpose of the Prospectus Regulation and for filing with the relevant competent authority for the purposes of Article 8(4) thereof.**

**These Final Terms must be read in conjunction with the Prospectus and any supplement thereto, which are published on the Issuer's Website at [www.certifiedoriginphysicalgold.com](http://www.certifiedoriginphysicalgold.com) pursuant to Article 21 of the Prospectus Regulation. An investor will only have full information on the Issuer and the offer of Gold Securities if it reads these Final Terms and the Prospectus are read together.**

All provisions in the Conditions corresponding to items in these Final Terms which are indicated as not applicable, not completed or deleted shall be deemed to be deleted from the Conditions.

<b>Issuer (and LEI)</b>	EdR Certified Origin Physical Gold Public Limited Company LEI: 635400PGVHBIRWVOPD40
<b>Class</b>	Class A (USD)
<b>ISIN</b>	<b>XS2497911219</b>
<b>Principal Amount</b>	0.18 USD
<b>Trading Method</b>	Units
<b>Relevant Currency</b>	USD
<b>Aggregate number of the Class of Gold Securities to which these Final Terms apply:</b>	248,005 (two hundred and forty-eight thousand, and five).
<b>(a) Comprising the Tranche (A)</b>	248,005 (two hundred and forty-eight thousand, and five).
<b>(b) Prior to the issue of this Tranche</b>	0

<b>(c) Immediately following the issue of this Tranche</b>	248,005 (two hundred and forty-eight thousand, and five).
<b>Issue Date</b>	12 December 2022
<b>Trade Date</b>	08 December 2022
<b>Metal Entitlement per Security pertaining to this Tranche on the Trade Date (B)</b>	0.05413151 fine troy ounce of gold
<b>Metal Entitlement (AxB)</b>	13,466.50 fine troy ounce of gold
<b>Daily Adjustment</b>	0.39 per cent per annum
<b>Subscription Minimum</b>	100,000 (one hundred thousand) Gold Securities
<b>Subscription Maximum</b>	Not applicable.
<b>Terms and Conditions of the Offer:</b>	
<b>Issue Price</b>	100 per cent. of the Metal Entitlement per Security in respect of the Trade Date for a Subscription.
<b>Conditions to which the offer is subject:</b>	In the event of an offer being made by an Authorised Offeror, the Authorised Offeror will provide information to investors in accordance with, and subject to, the terms and conditions as outlined in more detail in Section 11 (Terms and Conditions of the Gold Securities) (the " <b>Conditions</b> ").
<b>Description of the time period, including any possible amendments during which the offer will be open and a description of the application process:</b>	In respect of any Gold Securities, offers may be made at any time during the period from and including the date of the Base Prospectus to (but excluding) the date falling 12 months after the date of the Base Prospectus. There is no application process for potential purchasers. Instead, each Authorised Offeror may offer to investors in agreed transactions.
<b>Specified Denominations</b>	The Gold Securities may be traded in integral multiples of one.
<b>Interest Type</b>	Zero coupon.
<b>Default Interest</b>	Not applicable.
<b>Intended to be held in a manner which would allow Eurosystem eligibility</b>	Yes. Note that the designation "Yes" simply means that the securities are intended upon issue to be deposited with a common safekeeper (and registered in the name of a nominee of the common safekeeper, and does not necessarily mean that the securities will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. If such recognition is given, then one of the ICSDs will subsequently act as common safekeeper.

<b>Form</b>	Bearer Notes: New Global Note exchangeable for Definitive Notes in the limited circumstances specified in the New Global Note.
<b>Details of the method and time limits for paying up and delivering the Gold Securities</b>	As individually agreed between a purchaser and the relevant Authorised Purchaser.
<b>Scheduled Maturity Date</b>	08 December 2052
<b>Redemption Date</b>	Not applicable.
<b>Expenses or taxes charged to the subscriber or purchaser of this Tranche</b>	USD 74,402 (seventy four thousand, four hundred and two US dollars) (premium)
<b>Countries where the Prospectus has been notified</b>	The Central Bank has provided the competent authorities of Norway, Germany and the Netherlands with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.
<b>Process for notifying applicants of the amount allotted and whether dealing may begin before notification is made</b>	Any prospective Securityholder will be notified by the relevant Authorised Participant in accordance with the arrangements in place between such Authorised Participant and its customers. Dealing in the Notes may commence on the Issue Date
<b>Method of distribution</b>	Non-Syndicated
<b>Delivery</b>	Against Payment
<b>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</b>	n/a

**Additional Information**

<b>Listing</b>	Application will be made to Euronext Amsterdam Stock Exchange for the Gold Securities to be admitted to trading Euronext Amsterdam Stock Exchange.
<b>Estimate of total expenses related to admission to trading for the relevant Tranche:</b>	USD 0.0
<b>Relevant Stock Exchange(s)</b>	Euronext Amsterdam Stock Exchange
<b>Reasons for the Offer</b>	The net proceeds from the issue of each Class of Gold Securities will be an amount of Gold which will ultimately be held in the Secured Accounts in respect of such Class. Such Gold shall be used to meet the Issuer's obligations under such Class of Gold Securities.
<b>Relevant Clearing System</b>	Euroclear Clearstream
<b>Registrar</b>	The Bank of New York Mellon SA/NV, Luxembourg Branch
<b>Transfer Agent</b>	The Bank of New York Mellon SA/NV, Luxembourg Branch
<b>Issuing and Paying Agent</b>	The Bank of New York Mellon, London Branch
<b>Authorised Participants</b>	<p>As at the Issue Date of the Tranche of Gold Securities to which these Final Terms relate:</p> <p><b>Arctic Securities AS</b> a company incorporated in Norway with registered number 991 125 175 whose registered office is at Haakon VII's Gate 5, 0161 Oslo, Norway</p> <p><b>DNB Bank ASA</b> a company incorporated in Norway with registered number 984 851 006 whose registered office is at Dronning Eufemias Gate 30, 0191 Oslo, Norway</p> <p><b>Pareto Securities AS</b> a company incorporated in Norway with registered number 95 632 374 whose registered office is at Dronning Mauds 3, 0250 Oslo, Norway</p> <p>The full list of Authorised Participants in respect of the Class from time to time will be published at <a href="http://www.certifiedoriginphysicalgold.com">www.certifiedoriginphysicalgold.com</a> (or such other website as may be notified to Securityholders).</p>



<b>Calculation Agent</b>	Waystone Corporate Services (IE) Limited
<b>Administrator</b>	Waystone Corporate Services (IE) Limited
<b>Trustee</b>	Waystone Corporate Services (IE) Limited
<b>Account Bank</b>	The Bank of New York Mellon, London Branch
<b>Jurisdiction</b>	<p>The courts of Ireland have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Gold Securities and, accordingly, any legal action or proceedings arising out of or in connection with any Gold Securities (the <b>Proceedings</b>) may be brought in such courts. The Issuer irrevocably submits to the jurisdiction of such courts and waives any objections to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is for the benefit of each of the Trustee and the Securityholders and shall not limit the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).</p>

## **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the Tranche of Gold Securities described herein pursuant to the Programme.

The Issuer may, from time to time (without the consent of the Trustee or any Securityholder), in accordance with the Trust Deed, the Conditions and the Authorised Participant Agreement(s), create and issue further securities either having the same terms and conditions as this Tranche in all respects or upon such terms as the Issuer may determine at the time of their issue and/or incur further obligations relating to such securities.

So far as the Issuer is aware, no person involved in the offer of the Gold Securities has an interest material to the offer.

Signed on behalf of the Issuer:

By: .....

**Duly authorised**

**SCHEDULE 2**

**AMENDED AND RE-STATED 2024 FINAL TERMS**

## Final Terms dated 22 March 2024

As amended and re-stated on \_\_\_\_\_ 2024

## Programme for the Issue of Gold Securities

## EdR Certified Origin Physical Gold Public Limited Company (the Issuer)

4th Floor, 35, Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland

Issue of 21,000 (twenty-one thousand) Class A (USD) Gold Securities issued under the Programme (the **Tranche**)

These Final Terms (as referred to in the base prospectus (the **Prospectus**) dated 04 July 2022 in relation to the above Programme) relates to the issue of the Gold Securities referred to above. Terms used in these Final Terms have the same meaning as in the Prospectus.

The Gold Securities have the terms provided for in the Conditions.

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the establishment of the Programme. The establishment of the Programme was authorised by a resolution of the board of the Issuer passed on 01 July 2022.

**These Final Terms have been prepared for the purpose of the Prospectus Regulation and for filing with the relevant competent authority for the purposes of Article 8(4) thereof.**

**These Final Terms must be read in conjunction with the Prospectus and any supplement thereto, which are published on the Issuer's Website at [www.certifiedoriginphysicalgold.com](http://www.certifiedoriginphysicalgold.com) pursuant to Article 21 of the Prospectus Regulation. An investor will only have full information on the Issuer and the offer of Gold Securities if it reads these Final Terms and the Prospectus are read together.**

All provisions in the Conditions corresponding to items in these Final Terms which are indicated as not applicable, not completed or deleted shall be deemed to be deleted from the Conditions.

<b>Issuer (and LEI)</b>	EdR Certified Origin Physical Gold Public Limited Company LEI: 635400PGVHBIRWVOPD40
<b>Class</b>	Class A (USD)
<b>ISIN</b>	<b>XS2497911219</b>
<b>Principal Amount</b>	0.18 USD
<b>Trading Method</b>	Units
<b>Relevant Currency</b>	USD
<b>Aggregate number of the Class of Gold Securities to which these Final Terms apply:</b>	
(a) <b>Comprising the Tranche (A)</b>	21,000 (twenty-one thousand)
(b) <b>Prior to the issue of this Tranche</b>	248,005 (two hundred forty-eight thousand and five)

<b>(c) Immediately following the issue of this Tranche</b>	269,005 (two hundred sixty-nine thousand and five)
<b>Issue Date</b>	25 March 2024
<b>Trade Date</b>	21 March 2024
<b>Metal Entitlement per Security pertaining to this Tranche on the Trade Date (B)</b>	0.55050487 fine troy ounce of gold
<b>Metal Entitlement (AxB)</b>	1,156.061 fine troy ounce of gold
<b>Daily Adjustment</b>	0.39 per cent per annum
<b>Subscription Minimum</b>	100,000 (one hundred thousand) Gold Securities
<b>Subscription Maximum</b>	Not applicable.
<b>Terms and Conditions of the Offer:</b>	
<b>Issue Price</b>	100 per cent. of the Metal Entitlement per Security in respect of the Trade Date for a Subscription.
<b>Conditions to which the offer is subject:</b>	In the event of an offer being made by an Authorised Offeror, the Authorised Offeror will provide information to investors in accordance with, and subject to, the terms and conditions as outlined in more detail in Section 11 (Terms and Conditions of the Gold Securities) (the " <b>Conditions</b> ").
<b>Description of the time period, including any possible amendments during which the offer will be open and a description of the application process:</b>	In respect of any Gold Securities, offers may be made at any time during the period from and including the date of the Base Prospectus to (but excluding) the date falling 12 months after the date of the Base Prospectus. There is no application process for potential purchasers. Instead, each Authorised Offeror may offer to investors in agreed transactions.
<b>Specified Denominations</b>	The Gold Securities may be traded in integral multiples of one.
<b>Interest Type</b>	Zero coupon.
<b>Default Interest</b>	Not applicable.
<b>Intended to be held in a manner which would allow Eurosystem eligibility</b>	Yes. Note that the designation "Yes" simply means that the securities are intended upon issue to be deposited with a common safekeeper (and registered in the name of a nominee of the common safekeeper, and does not necessarily mean that the securities will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. If such recognition is given, then one of the ICSDs will subsequently act as common safekeeper.

<b>Form</b>	Bearer Notes: New Global Note exchangeable for Definitive Notes in the limited circumstances specified in the New Global Note.
<b>Details of the method and time limits for paying up and delivering the Gold Securities</b>	As individually agreed between a purchaser and the relevant Authorised Purchaser.
<b>Scheduled Maturity Date</b>	08 December 2052
<b>Redemption Date</b>	Not applicable.
<b>Expenses or taxes charged to the subscriber or purchaser of this Tranche</b>	USD 7,374.88 (seven thousand three hundred seventy-four dollars and eighty-eight cents) (premium)
<b>Countries where the Prospectus has been notified</b>	The Central Bank has provided the competent authorities of Norway, Germany and the Netherlands with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.
<b>Process for notifying applicants of the amount allotted and whether dealing may begin before notification is made</b>	Any prospective Securityholder will be notified by the relevant Authorised Participant in accordance with the arrangements in place between such Authorised Participant and its customers. Dealing in the Notes may commence on the Issue Date
<b>Method of distribution</b>	Non-Syndicated
<b>Delivery</b>	Against Payment
<b>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</b>	n/a

## Additional Information

<b>Listing</b>	Application will be made to Euronext Amsterdam Stock Exchange for the Gold Securities to be admitted to trading Euronext Amsterdam Stock Exchange.
<b>Estimate of total expenses related to admission to trading for the relevant Tranche:</b>	USD 0.0
<b>Relevant Stock Exchange(s)</b>	Euronext Amsterdam Stock Exchange
<b>Reasons for the Offer</b>	The net proceeds from the issue of each Class of Gold Securities will be an amount of Gold which will ultimately be held in the Secured Accounts in respect of such Class. Such Gold shall be used to meet the Issuer's obligations under such Class of Gold Securities.
<b>Relevant Clearing System</b>	Euroclear Clearstream
<b>Registrar</b>	The Bank of New York Mellon SA/NV, Luxembourg Branch
<b>Transfer Agent</b>	The Bank of New York Mellon SA/NV, Luxembourg Branch
<b>Issuing and Paying Agent</b>	The Bank of New York Mellon, London Branch
<b>Authorised Participants</b>	As at the Issue Date of the Tranche of Gold Securities to which these Final Terms relate: <p><b>Arctic Securities AS</b> a company incorporated in Norway with registered number 991 125 175 whose registered office is at Haakon VII's Gate 5, 0161 Oslo, Norway</p> <p><b>DNB Bank ASA</b> a company incorporated in Norway with registered number 984 851 006 whose registered office is at Dronning Eufemias Gate 30, 0191 Oslo, Norway</p> <p><b>Pareto Securities AS</b> a company incorporated in Norway with registered number 95 632 374 whose registered office is at Dronning Mauds 3, 0250 Oslo, Norway</p> <p><b>Flow Traders B.V.</b> a company incorporated in the Netherlands with registered number 33223268 whose registered office is at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands</p>



The full list of Authorised Participants in respect of the Class from time to time will be published at [www.certifiedoriginphysicalgold.com](http://www.certifiedoriginphysicalgold.com) (or such other website as may be notified to Securityholders).

**Calculation Agent**

Waystone Corporate Services (IE) Limited

**Administrator**

Waystone Corporate Services (IE) Limited

**Trustee**

Waystone Corporate Services (IE) Limited

**Account Bank**

The Bank of New York Mellon, London Branch

**Jurisdiction**

The courts of Ireland have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Gold Securities and, accordingly, any legal action or proceedings arising out of or in connection with any Gold Securities (the **Proceedings**) may be brought in such courts. The Issuer irrevocably submits to the jurisdiction of such courts and waives any objections to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is for the benefit of each of the Trustee and the Securityholders and shall not limit the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).

## **LISTING AND ADMISSION TO TRADING APPLICATION**

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The Issuer may, from time to time (without the consent of the Trustee or any Securityholder), in accordance with the Trust Deed, the Conditions and the Authorised Participant Agreement(s), create and issue further securities either having the same terms and conditions as this Tranche in all respects or upon such terms as the Issuer may determine at the time of their issue and/or incur further obligations relating to such securities.

So far as the Issuer is aware, no person involved in the offer of the Gold Securities has an interest material to the offer.

Signed on behalf of the Issuer:

By: .....

**Duly authorised**

**IN WITNESS** whereof this Supplemental Trust Deed has been executed as a deed by the parties hereto and delivered on the date stated above.

**ISSUER**

**SIGNED and DELIVERED as a DEED**

for and on behalf of

**EDR CERTIFIED ORIGIN PHYSICAL GOLD PUBLIC LIMITED COMPANY**

by its lawfully appointed attorney

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)  
  
)

MATTHEW TRACY  
Attorney

in the presence of:

  
\_\_\_\_\_

Signature of Witness

Senior Associate

Occupation of Witness

35 Shelburne Road, Ballsbridge, D4

Address of Witness

**TRUSTEE**

**SIGNED and DELIVERED as a DEED**

for and on behalf of

**WAYSTONE CORPORATE SERVICES (IE) LIMITED**

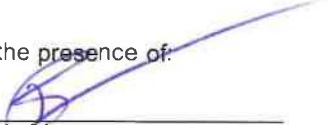
by its lawfully appointed attorney

)  
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in the presence of:

  
\_\_\_\_\_  
Attorney

MATTHEW TRACEY

  
\_\_\_\_\_  
Signature of Witness

Senior Associate

Occupation of Witness

35 Shelburne Road, Bullsbridge, D4

Address of Witness