Supplement

to the

Base Prospectus

relating to

PROGRAMME ON THE ISSUANCE AND OFFER OF BLOCKCHAIN-BASED CERTIFICATES

of

Optima Financial UG (haftungsbeschränkt)

This supplement (the "**Supplement**") is a supplement pursuant to Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and must be read in conjunction with the Base Prospectus dated 23 May 2025 (the "**Original Prospectus**"). The Original Prospectus and supplements to the Prospectus are to be regarded and understood as one single document (together: the "Prospectus") and this Supplement must always be read together with the Original Prospectus as supplemented.

The Original Prospectus was approved by the Liechtenstein Financial Market Authority on 23 May 2025. The definitions and abbreviations used in this Supplement have the same meaning as those used in the Original Prospectus.

The Original Prospectus and the supplements can be downloaded free of charge from the website of the Issuer at https://www.optima.financial .

Pursuant to Art 23 of the Prospectus Regulation, investors who have made a declaration of intent to purchase or subscribe the securities prior to publication of the supplement have the right to revoke such declaration within a period of three working days after publication of the supplement if the new circumstance or inaccuracy as defined by Art 23 para 1 of the Prospectus Regulation have emerged prior to the final closing of the public offering or prior to delivery of the securities.

The revocation does not have to contain a reason yet must be stated in writing or by email to the following address:

Optima Financial UG
Kurfürstendamm 15
10719 Berlin

delia@optima.financial
michal@optima.financial

Timely dispatch of the revocation is decisive for meeting the deadline.

This Supplement has been prepared and signed by Optima Financial UG. Optima Financial UGis responsible for the accuracy and completeness of both the Original Prospectus (as supplemented) and this Supplement. Optima Financial UG has diligently provided all information necessary to ensure that the information and statements contained in this Supplement are accurate and that no facts have been omitted which could alter the contents of the Original Prospectus and / or this Supplement.

This Supplement was approved by the Liechtenstein Financial Market Authority on **23 October 2025**. The Original Prospectus and the Supplements have been filed with the Liechtenstein Financial Market Authority and have been published.

Background of this Supplement

Optima Financial UG supplements and amends the Original Prospectus in order to (i) extend the asset categories so that, additionally, also "real-world securities" can qualify as potential Underlying and (ii) specifically in order to adjust and clarify the rebalancing-mechanism.

In addition, certain minor corrections and redactional amendments are made and the Base Prospectus is updated in certain sections.

The Prospectus is therefore amended and now, in the sections outlined below, reads as follows:

[…]

Base Prospectus S. 10

C. KEY INFORMATION ON THE PRODUCTS

What are the main features of the Products?

The Products issued under the Programme are digital Tokens generated by the Issuer, implemented and managed through smart contracts on the Ethereum blockchain or comparable distributed ledger technologies, including other EVM-compatible blockchains or public blockchains such as Solana or Sui. The Tokens are created as units of value being directly transferable between users. They are linked to the performance of Baskets consisting of digital assets, digital asset derivatives, real-world securities and/or a yield-generating decentralized finance (DeFi) investment strategy related to digital assets and constitute tokenized debt bearer instruments under German law. The Redemption Amount is linked to the performance of the Basket Components. The Basket Components may include (i) digital assets, categorized and selected based on market capitalization, trading volume, and classification by class, sector, or sub-sector, (ii) digital asset derrivatives, (iii) real-world securities such as publicly traded shares, debt securities, and exchange traded funds (ETFs) as well as (iv) a yield-generating decentralized finance (DeFi) investment strategy as specified in the Final Terms.

Selection of digital assets is finalized at the end of each month. Automated rebalancing is triggered by predefined events.. Rebalancing occurs automatically, in 24h or longer intervals, to adjust asset weights in response to market changes. Derivatives of digital assets may be employed, following a rule-based framework and calculations, to construct delta-neutral Baskets that minimize exposure to market price fluctuations. A decentralized finance (DeFi) investment strategy generates yields by allocating digital assets to decentralized finance (DeFi) protocols for lending, earning interest rates, or by providing liquidity to decentralized exchanges through on-chain market-making, earning transaction fees and potential additional rewards. The yield-generating strategy is implemented through a systematic and rule-based framework that adheres to specific, predefined criteria. These criteria are executed algorithmically to facilitate token transactions and yield generation.

The selection of real-world securities is based on predefined, objective criteria. Rebalancing occurs in 24h or longer intervals, to adjust asset weights in response to market changes. The term "share" comprises stocks of whatever kind. Shares in an investment fund are not comprised by the term. The name of the issuer of the share that forms a Basket Component, its ISIN and potentially further information will be specified in the Final Terms. The term "exchange traded funds (ETFs)" refer to a share in an investment fund that is not actively managed and replicate the development of a certain index, basket or specified single asset. The name of the ETF, its ISIN and potentially further information will be specified in the Final Terms. The term "debt security" refers to a debt security issued by a public issuer, supranational, agency or company in registered or in bearer form and represented by a certificate or issued in electronic form.

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S. 26ff:

ECONOMIC OVERVIEW OF THE PRODUCTS

PROGRAMME FOR ISSUANCE AND OFFERING OF BLOCKCHAIN-BASED CERTIFICATES

On 28 February 2025, the Issuer established a Programme (the "**Programme**") for issuing and offering of Blockchain-based Certificates (the "**Products**") as further described in the Base Prospectus and the applicable Final Terms.

A. **Product Characteristics**

1. **Issuance and Properties of the Tokens**

The Issuer, a German private limited liability entity, will issue and sell Tokens (the "**Tokens**") to customers who may be based in Liechtenstein, Germany, or other EEA jurisdictions.

The Tokens are digital tokens generated by the Issuer with a smart contract deployed on the Ethereum or comparable distributed ledger technologies, including other EVM-compatible blockchains or public blockchains such as Solana or Sui. The Tokens are classified as a tokenized bearer debt instrument under German law and designed to track the performance of a basket of reference assets and/or a yield-generating decentralized finance (DeFi) investment strategy (the "**Underlying**"). No physical certificates will be issued.

Tokenholders (the "Tokenholders") indirectly participate in the Underlying's performance and can trade their Tokens with other individuals or entities. Tokens confer equal rights on the Tokenholders and subordinate rights in relation to the claims of other creditors of the Issuer. If the Issuer is liquidated, dissolved or insolvent or any proceedings to avert the Issuer's insolvency are initiated, the rights attached to the Blockchain-based Certificates shall rank second (qualified subordination) to all of the Issuer's other existing and future non-subordinated liabilities pursuant to Sect. 39 German Insolvency Code (InsO). The creditors of the Blockchain-based Certificates may not assert their subordinated claims against the Issuer if and to the extent that their satisfaction would lead to the Issuer's insolvency under Sect. 17 InsO or to over-indebtedness under Sect. 19 InsO.

Upon the hypothetical best-efforts acquisition of the Underlying, the Issuer creates the corresponding number of Tokens and credits them to the investor's wallet. Each Token represents one share of the Underlying.

2. **Key Features of Blockchain-based Certificates/Tokenholder Rights**

The Blockchain-based Certificates seek to track an Underlying. The Underlying of the Securities is a Basket consisting of the Basket Components. The Basket is constructed, managed, and rebalanced based on a predetermined set of rules that are defined at the outset and remain unchanged throughout the lifecycle of the Tokens. The Basket Components may include (i) digital assets, categorized and selected based on market capitalization, trading volume, and classification by class, sector, or sub-sector, and/or (ii) digital asset derivatives, (iii) real-world securities, and/or (iv) a yield-generating decentralized finance (DeFi) investment strategy.

Selection of digital assets is finalized at the end of each month. Automated rebalancing is triggered by predefined events such as:

– changes in weights determined by the relative 5-day average market capitalization;
– changes in asset volatility, volume, and order-book imbalances;
– asset-level market dominance and price momentum;
– shifts in overall ownership distributions for selected assets;
– changes in the macro conditions (rates, liquidity, risk sentiment); and
– social media sentiment dynamics.

Rebalancing of digital assets occurs automatically, in 24h or longer intervals, to adjust asset weights in response to market changes.

Derivatives of digital assets may be employed to construct delta-neutral Baskets that minimize exposure to market price fluctuations.

The yield-generating strategy is designed to generate yields by allocating digital assets to decentralized finance (DeFi) protocols. This includes activities such as lending to earn interest rates, providing liquidity to decentralized exchanges through on-chain market-making to earn transaction fees, and capturing potential additional rewards from protocol incentives. The strategy operates within a systematic, rule-based framework that adheres to predefined criteria to ensure consistency, transparency, and security.

Protocols are selected based on a combination of:
• Total Value Locked (TVL): An indicator of a protocol's liquidity and market trust.
• Annualized Yield: Historical and expected returns on invested assets.
• Token Selection: Consideration of token stability, market capitalization, and trading volume.
• Operating Blockchain: Compatibility with underlying blockchain technologies.
• Security Audits: Recent and credible assessments of the protocol's smart contracts and infrastructure.

Automated rebalancing is triggered by predefined events such as:
• fluctuations in market volatility,
• changes in protocol liquidity,
• adjustments in expected yield, or
• potential impermanent loss risks.

Rebalancing occurs automatically, in 24h or longer intervals, ensuring the yield-generating strategy adapts to evolving market conditions while remaining non-discretionary. Rewards generated through the strategy are withdrawn daily and securely stored in designated wallets to minimize risks and ensure accessibility.

The selection of real-world securities is based on predefined, objective criteria. Rebalancing occurs in 24h or longer intervals, to adjust asset weights in response to market changes. The term "share" comprises stocks of whatever kind. Shares in an investment fund are not comprised by the term. The name of the issuer of the share that forms a Basket Component, its ISIN and potentially further information will be specified in the Final Terms. The term "exchange traded funds (ETFs)" refer to a share in an investment fund that is not actively managed and replicate the development of a certain index, basket or specified single asset. The name of the ETF, its ISIN and potentially further information will be specified in the Final Terms. The term "debt security" refers to a debt security issued by a public issuer, supranational, agency or company in registered or in bearer form and represented by a certificate or issued in electronic form.

Tokenholders are not entitled to physical delivery of the Underlying. They may redeem their Tokens in Stablecoins or USD, as specified in the product-specific Final Terms, based on a hypothetical best-efforts liquidation of the Underlying corresponding to the redeemed Tokens. The purchase or redemption of Tokens is contingent upon the successful completion of investor onboarding procedures and full compliance with applicable KYC/AML requirements. Tokenholder's claims against the Issuer are qualified subordinated. If the Issuer is liquidated, dissolved or insolvent or any proceedings to avert the Issuer's insolvency are initiated, the rights attached to the Blockchain-based Certificates shall rank second to all of the Issuer's other existing and future non-subordinated liabilities pursuant to Sect. 39 German Insolvency Code (InsO). The creditors of the Blockchain-based Certificates may not assert their subordinated claims against the Issuer if and to the extent that their satisfaction would lead to the Issuer's insolvency under Sect. 17 InsO or to over-indebtedness under Sect. 19 InsO.
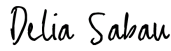
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Optima Financial UG with registered office in Berlin as stated above and in the Base Prospectus, is solely responsible for the information given in this Supplement. Optima Financial UG hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Optima Financial UG (haftungsbeschränkt)

Berlin, 23. Oktober 2025

Signed by:

Michal Bacia

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Represented by: Michal Krzysztof Bacia

Signed by:

Delia Sabau

E6A279B8CD784AC...

Represented by: Delia Antoaneta Sabau