



Tether Holdings Limited

INDEPENDENT AUDITORS' REPORT ON THE
CONSOLIDATED RESERVES REPORT

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To the Board of Directors of
Tether Holdings Limited

We have been engaged to perform a reasonable assurance engagement on the Consolidated Reserves Report of Tether Holdings Limited (the "Company") and its wholly owned subsidiaries Tether International Limited (BVI), Tether Operations Limited (BVI), Tether Limited (Hong Kong), Alpha Group Commodities Limited (BVI) and TG Commodities Limited (BVI) (the "Group") as at 30 September 2023 (the "CRR"), a copy of which has been attached to this report.

Management's Responsibility for the CRR

Management is responsible for the preparation of the Consolidated Reserves Report in compliance with the criteria, including Management's Key Accounting Policies, set out in the CRR and for such internal control as management determines is necessary to enable the preparation of CRR that is free from material misstatement, whether due to fraud or error.

Auditors' Independence and quality control

We have complied with the independence and all other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our company applies *International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements (ISQM1)* and, accordingly, maintains a system of quality control that includes directives and procedures concerning compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditors' responsibility

Our responsibility is to express our conclusion based on the procedures performed about the compliance of the CRR with the criteria, including Management's Key Accounting Policies, set out therein.

We carried out our work in accordance with the criteria established in the International Standard on Assurance Engagements 3000 (Revised) - Assurance Engagements Other than Audits or Reviews of Historical Financial Information ("ISAE 3000 Revised"), issued by the International Auditing and Assurance Standards Board (IAASB) for reasonable assurance engagements. This standard requires that we plan and perform the engagement to obtain reasonable assurance whether the CRR is free from material misstatement.

The procedures performed on the CRR are based on our professional judgement and include inquiries, primarily of the company's personnel responsible for the preparation of the information presented in the CRR, analysis of documents, recalculations and other procedures aimed to obtain evidence, as appropriate.

Specifically, we carried out the following procedures:

- obtain a comprehension of internal control system;

- perform enquiries with the Management on the business operation of the last quarter, identifying material changes;
- compare financial data between the current CRR report and the ones of the previous periods and discussion of possible significant differences;
- obtain confirmation letters directly from banks and depositaries and verify the reconciliations performed by management between the amounts in the accounting ledger/system and the bank statement to confirm the existence of the assets disclosed in the CRR;
- obtain reports from a specialized provider relating to inventory and quality testing, on sample basis, of precious metals and performing inventory procedures in order to confirm the existence of assets disclosed in CRR;
- verify, for a significant sample, the correct valuation of the assets disclosed in the CRR in accordance with the criteria described in the Management Key accounting policies;
- verify the reconciliations performed by management between the accounting ledger/system and the ledgers on the various blockchains relating to assets and liabilities at 30 September 2023;
- verify, for a sample of outstanding secured loans, the existence of the collateral through the analysis of the contract and of the transactions;
- verify the correctness of the disclosures included in the CRR, excluding the Notes.

Conclusion

In our opinion, the CRR as prepared by the management of the Group as of 30 September 2023, is, in all material respects, fairly presented in accordance with the criteria, including Management's Key Accounting Policies, set out therein.

Emphasis of Matter

We draw attention to the following in the accompanying CRR:

- The reporting date is limited to a point in time as of 30 September 2023. We did not perform procedures or provide any assurance at any other date or time in this report.
- Management's accounting policies provide the following:
 - financial investments are valued at fair value in line with IFRS 9;
 - investments in precious metals are valued at fair value;
 - intangible digital assets are valued at fair value;
 - secured loans are fully collateralized by liquid assets and constantly monitored and are measured at amortised cost (notional value for short-term secured loans) and adjusted for any expected credit loss allowance in line with IFRS 9;
 - tether tokens issued have been classified as refund liabilities in line with IFRS 9, which are repayable on demand, and are recorded at the contractual redemption value of the tokens;
 - other assets and other liabilities are valued at amortised cost (notional value for short-term assets and liabilities) less any expected credit losses.
- Management has applied a going concern basis of accounting to value the Group's assets. The going concern assessment requires significant management judgment with regards to the Group's liquidity, market and credit risks. We do not provide any assurance in respect of such assessment.
- The valuation of the assets of the Group have been based on normal trading conditions and does not reflect unexpected and extraordinary market conditions, or the case of key custodians or counterparties experiencing substantial illiquidity, which may result in delayed realisable values. No provision for expected credit losses was identified by management at the reporting date.

- Tether Group is not considering as part of its reserves backing the issued tokens the investments made into Sustainable energy, Bitcoin mining, Data and P2P technology (for a total amount of USD 809,654,473) since those activities are not related to the traditional Tether Group business and their nature doesn't meet Tether Group liquidity requirement to be considered eligible as collateral for issued token.
- At the reporting date, Tether Holdings Limited and its wholly owned subsidiaries are defendant in three ongoing civil litigation proceedings, the outcomes of which cannot yet be reasonably reliably estimated by management and its counsel. No provision was recognised by management.
- The digital assets issued by the Group allow holders to transact and settle transactions in a rapid manner, which may be pseudonymous, and may be verified by the sender and the recipient. The digital asset industry is nascent and innovating rapidly. Accordingly, any users of digital assets, including those tokens issued by the Group, should first inform themselves of the general risks and uncertainties of the industry, including as to evolving legal and regulatory requirements. Users of Tether tokens should familiarize themselves with the risk disclosures, as they may be changed and updated from time to time.

Our opinion is not modified in respect of these matters.

Basis of Accounting

Without modifying our conclusion, we draw attention to the Management's Key Accounting Policies included in the CRR, which describe the basis of accounting. The CRR is prepared by management of Tether Holdings Limited for transparency purposes. As a result, the CRR may not be suitable for another purpose.

Scope limitations

Our opinion is limited solely to the CRR and the corresponding consolidated total assets and consolidated total liabilities as of 30 September 2023. Activity prior to and after this time and date was not considered when testing the balances and information described above. In addition, we have not performed any procedures or provided any level of assurance on the financial or non-financial activity on dates or times other than that noted within this report.

The Notes to the CRR are provided by management of the Group for additional information only, and this information has not been subject to the scope of our assurance engagement and, accordingly, we do not express an opinion or provide any assurance on it. Our responsibility is to read the other information in the Notes, and, in doing so, consider whether the other information is materially inconsistent with the CRR or our knowledge obtained in the course of the engagement, or otherwise appears to be materially misstated.

Milan, 31 October 2023

BDO Italia S.p.A.

Andrea Mezzadra
Partner



Consolidated Reserves Report

This report includes financial information for and in respect of Tether Holdings Limited (the “**Company**”) and its wholly owned subsidiaries¹ (the “**Group**”). This report is not the financial statements of the Group but is financial information extracted from its accounting records.

The Management of the Company asserts the following as of 30 September 2023 at 11:59 PM UTC:

- The Group’s consolidated total assets amount to at least US\$ 86,384,653,832.
- The Group’s consolidated total liabilities amount to US\$ 83,176,997,409 of which US\$ 83,153,363,663² relates to digital tokens issued.³
- The Group’s consolidated assets exceed its consolidated liabilities.
- Tether Group is not considering as part of its reserves backing the issued token the investments made into Sustainable energy, Bitcoin mining, Data and P2P technology⁴. During Q3/2023, the investments made in these fields reached USD 668,891,473 (USD 809,491,473 since beginning of the year)

Management’s Key Accounting Policies:

- This report is prepared using the recognition and measurement principles of IFRS as issued by the IASB, but does not contain sufficient information in terms of general presentation, required primary statements, and disclosures in order to comply with IFRS.
- Management has applied a going concern basis of accounting to value the Group’s assets.
- Financial investments are valued at fair value in line with IFRS 9.

¹ The wholly owned subsidiaries consolidated are: Tether International Limited (BVI), Tether Operations Limited (BVI), Tether Limited (Hong Kong), Alpha Group Commodities Limited (BVI) and TG Commodities Limited (BVI).

² The consolidated liabilities related to digital tokens issued comprises the consolidated amount related to the total digital tokens issued less digital tokens held by the group but not in its treasury wallet. Digital tokens in the treasury wallet are authorised but not yet issued and are not considered liabilities of the Group. The total gross consolidated contractual redemption value related to all digital tokens issued, including those held by the Group, is equal to US\$. 83,217,180,367 The consolidated amount related to digital tokens held by the Group but not in its treasury wallet is equal to US\$ 63,816,704. The consolidated digital tokens held by the Group do not form any part of the consolidated assets or liabilities of the Group. As per its definition, contractual redemption value of the token takes into consideration the redemption fee of 10 basis points.

³ The Group’s transparency page is published daily and updated at least once per day. Accordingly, from time to time, there might be delays in the adjustments on the Asset valuation and there may be a delay between issuances and the information available on the transparency page.

⁴ The investment made in these fields are not included in the Group consolidated total assets backing the issued token since the activities are unrelated with the traditional Tether Group business and their nature doesn’t meet Tether Group liquidity requirement to be considered eligible as collateral for issued token.

- Investments in precious metals are valued at fair value
- Intangible digital assets are valued at fair value.
- Secured loans are fully collateralized by liquid assets and constantly monitored and are measured at amortised cost (notional value for short-term secured loans) and adjusted for any expected credit loss allowance in line with IFRS 9.
- Tether tokens issued have been classified as refund liabilities in line with IFRS 9, which are repayable on demand, and are recorded at the contractual redemption value of the tokens.
- Other assets and other liabilities are valued at amortised cost (notional value for short-term assets and liabilities) less any expected credit losses.
- The valuation of the assets of the Group is based on normal trading conditions and does not reflect unexpected and extraordinary market conditions, or the case of key custodians or counterparties experiencing substantial illiquidity, which may result in delayed realisable values. No provision for expected credit losses was identified by management at the reporting date.

Other Information:

- *Reporting Date:* The reporting date is limited to a point in time as of 30 September 2023 at 11:59 PM UTC.
- *Outstanding Litigation:* At the date stated above, Tether Holdings Limited and its wholly owned subsidiaries are defendants in three ongoing civil litigation proceedings, the outcomes of which cannot yet be reasonably reliably estimated by management and its counsel. No provision is recognised in the Consolidated Reserves Report.
- *Asset Breakdown:* At the reporting date, the breakdown of the minimum consolidated total assets is as follows:

Asset Category	Amount in USD
1. Cash & Cash Equivalent & Other Short-Term Deposits	
U.S. Treasury Bills ⁵	56,611,569,049
Overnight Reverse Repurchase Agreements ⁶	8,203,000,000
Term Reverse Repurchase Agreements ⁷	652,002,048
Money Market Funds ⁸	8,233,687,005
Cash & Bank Deposits ⁹	292,641,978
Non-U.S. Treasury Bills ¹⁰	65,248,902
Subtotal	74,058,148,982
2. Corporate Bonds ¹¹	88,570,555
3. Precious Metals ¹²	3,149,722,956
4. Bitcoins ¹³	1,661,948,724
5. Other Investments ¹⁴	2,257,992,725
6. Secured Loans ¹⁵	5,168,269,890
Total (1+2+3+4+5+6)	86,384,653,832

⁵ The “U.S. Treasury Bills” category comprises U.S. Treasury Bills with a residual average maturity of less than 90 days.

⁶ The “Overnight Reverse-Repurchase Agreements” category comprises Reverse-Repurchase Agreements with a maturity of 1 day fully collateralized by US Treasuries, where the ultimate issuer or guarantor has a rating of A-2.

⁷ The “Term Reverse-Repurchase Agreements” category comprises fully collateralized Reverse-Repurchase Agreements with a residual average maturity of less than 90 days, where the ultimate issuer or guarantor has a rating of A-2.

⁸ The “Money Market Funds” category comprises funds investing in highly liquid, short-term money market instruments, including but not limited to deposits, treasury bills, and reverse-repurchase agreements.

⁹ The “Cash & Bank Deposits” category comprises cash deposits at financial.

¹⁰ The “Non-U.S. Treasury Bills” have a residual average maturity of less than 450 days.

¹¹ The “Corporate Bonds” have a residual average maturity of less than 150 days.

¹² The “Precious Metals” category comprises LBMA standard physical gold bars owned by the Group.

¹³ The “Bitcoins” category comprises Bitcoins held on-chain in wallets controlled by the Group.

¹⁴ The “Other Investments” category comprises other investments by the Group that do not meet any of the criteria set out in the other categories.

¹⁵ The “Secured Loans” category comprises loans over-collateralized by liquid assets subject to margin call and liquidation mechanism.

- *Cash and Cash Equivalent & other short term deposits:*

At the reporting date, the amount of US treasuries in which Money Market Funds, are invested (indirect exposure) is as follows:

	Fair value	Fair value of the US Treasuries bills indirect exposure
Money Market Funds	8,233,687,005	7,837,894,193

At the reporting date, the amount of US treasuries provided to the Group as collateral for the Overnight Reverse Repurchase Agreement activity, is as follows:

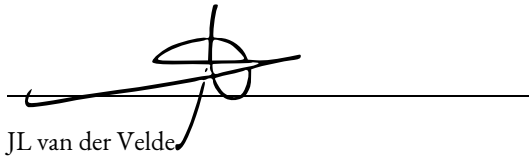
	Fair value	Fair value of the US Treasuries Collateralizing the exposure ¹⁶
Overnight Reverse Repurchase Agreement	8,203,000,000	8,186,035,779

- *Risks Associated with Digital Tokens:* The digital tokens issued by the Group allow holders to transact and settle transactions in a rapid manner, which may be pseudonymous, and may be verified by the sender and the recipient. The digital asset industry is nascent and innovating rapidly. Accordingly, any users of digital assets, including those tokens issued by the Group, should first inform themselves of the general risks and uncertainties of the industry, including as to evolving legal and regulatory requirements. Users of Tether tokens should familiarize themselves with the risk disclosures, as they may be changed and updated from time to time, available at the “Risk Disclosure Statement” tabs at <https://tether.to/legal/> and <https://gold.tether.to/legal>.
- *Tether Gold:* Tether Gold (XAU₣) tokens are digital tokens that represent ownership of physical gold. Holders of XAU₣ tokens have undivided ownership rights to gold on specified gold bars. A member of the Group is the issuer of the XAU₣ tokens and the representative of the token holders with the custodian. XAU₣s are issued to a token holder upon or shortly following receipt of the gold by the custodian.

¹⁶ Overnight Reverse Repurchase agreements are marked to market every morning, with adjustment to collateral as needed. Any difference is due to intraday movements in collateral value.

Accordingly, the gold in respect of issued XAU \mathbb{F} tokens is held in the Group's reserves for a short period of time between purchase of the gold and the issuance of the XAU \mathbb{F} tokens, but there is no such gold as of the reporting date. However, XAU \mathbb{F} tokens that are available for sale to users, but not yet sold to them, are included in the Group's asset reserves.¹⁷

Authorised and approved by the Board of Directors on 31 October 2023 and signed on behalf of the Board of Directors by JL van der Velde, as director:



JL van der Velde

¹⁷ At the reporting date, there are 246,524.33 XAU \mathbb{F} tokens that have been issued, 179,845.43 of which have been sold and 66,678.90 of which are ready for sale. The custodian holds 246,524.33 fine troy ounces of gold in respect of the XAU \mathbb{F} tokens. The fair market value of the gold held by the custodian in respect of the XAU \mathbb{F} tokens that have been sold is equal to US\$332,467,657. The fair market value of the gold held by the custodian for XAU \mathbb{F} tokens ready for sale is equal to US\$123,264,615.

Notes to the Consolidated Reserves Report

(no assurance provided by the independent auditor on these notes)

1. Responsibilities of Management:

Management is responsible for the preparation and fair presentation of this Consolidated Reserves Report, and for such internal control as management determines is necessary to enable its preparation free from material misstatement.

2. Background Information:

2.1. The Company is a British Virgin Island company. Tether Limited, a member of the Group, is registered as a Money Services Business with the Financial Crimes Enforcement Network of the U.S. Department of the Treasury. Members of the Group make reports to the BVI's Financial Investigation Agency pursuant to applicable law.

2.2. Tether Tokens are stablecoin utility tokens that facilitate commercial transactions and activity in various marketplaces. As of the reporting date, Tether tokens are available on 14 discrete blockchains,¹⁸ all as approved by the Group. The total number of authorised and issued tokens is made publicly available by the Group. All Tether tokens are backed by an equivalent amount of assets held in reserves by the Group. The use of Tether tokens is governed by Tether's terms of service, as they may be changed and updated from time to time, available at <https://tether.to/legal/>, provided that the use of XAU₯ tokens is governed by Tether Gold's gold token terms of sale and service, as they may be changed and updated from time to time, available at <https://gold.tether.to/legal>.

¹⁸ Tether tokens are currently issued on the Ethereum, Tron, EOS, Liquid, Algorand, SLP, Solana, Avalanche, StateMine, Tezos, Near, Cosmos (Kava), StateMint, and Omni layer (Bitcoin) blockchains.