

FINAL TERMS DOCUMENT

FOR THE SECOND TRANCHE OF UAB CONSILIUM OPTIMUM BOND PLACEMENT

28 November 2024

1. GENERAL PROVISIONS

- 1.1. This Final Terms Document for the Second Tranche of the Bond placement (hereinafter – the **Final Terms Document**) of **UAB Consilium Optimum**, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 300049915, registered office address: L. Giros g. 50, Vilnius, Lithuania (hereinafter – the **Company** or the **Issuer**), sets out the specific terms and requirements of the Second Tranche of the Bond placement, organised in accordance with the Information Document dated 29 April 2024 for the offering of the Company's Bonds (up to EUR 8,000,000), as updated in accordance with the Annex to the Information Document dated 28 November 2024 (hereinafter the Information Document and the Annex collectively – the **Information Document**).
- 1.2. This Final Terms Document shall be deemed to form an integral part of the Information Document. The Final Terms Document shall always be interpreted and applied in conjunction with the Information Document. The terms and expressions used in the Final Terms Document shall have the same meanings as defined in the Information Document. In the event of any inconsistency between the provisions of this Final Terms Document and the provisions of the Information Document, this Final Terms Document shall apply.
- 1.3. The Issuer is responsible for the truthfulness, accuracy and completeness of the information provided in this Final Terms Document.
- 1.4. The Bonds offered under this Final Terms Document are subject to the terms and conditions set out in Section 2 of this Final Terms Document.

2. TERMS OF THE BONDS

- 2.1. **Issuer:** **UAB Consilium optimum**, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 300049915, registered office address: L. Giros g. 50, Vilnius, Lithuania
- 2.2. **Type of securities:** Secured ordinary non-convertible bonds - non-equity (debt) securities
- 2.3. **The maximum aggregate nominal value of the Bond Issue in accordance with the terms and conditions set out in the Information Document:** Up to EUR 8,000,000
- 2.4. **The maximum aggregate nominal value of the Tranche of the Bonds (i.e. the aggregate nominal value of the Bonds to be placed under this Final Terms Document):** EUR 3,000,000
- 2.5. **Placement of the Bonds** The Bonds will be publicly offered in the Republic of Lithuania, Republic of Latvia, and Republic of Estonia.

2.6. Information about the Bonds:

- (a) **ISIN:** LT0000411266
- (b) **Currency of the Bonds:** EUR
- (c) **Nominal value of a Bond:** EUR 1,000
- (d) **Subscription Period:** 29 November 2024 – 18 December 2024
- (e) **Issue date (day):** 20 December 2024
- (f) **Issue price per Bond:** EUR 1,000
- (g) **Minimum investment:** EUR 1,000
- (h) **Interest rate:** 9 %
- (i) **Interest payment dates:** 20 March, 20 June, 20 September and 20 December of each year.

If any interest payment day is not a business day, the interest payment will be postponed until the next business day. The postponement of a payment day shall not affect the amount due.

- (j) **Interest Calculation Method:** Where interest is to be calculated for a period that is equal to or shorter than an interest payment period, the day-count fraction used will be the Actual/Actual-ICMA method. This method involves dividing the number of calendar days in the relevant period, from and including the date interest begins to accrue to but excluding the date on which it falls due, by the number of calendar days in the interest payment period in which the relevant period falls (including the first day but excluding the last day).
- (k) **Record date:** The amounts due for the Bonds (principal amount, interest or other amounts) are paid by the Issuer to the Bondholders specified in the register administered by Nasdaq CSD at the end of the third business day before the date of such payment (i.e. 23:59 Vilnius time). If the due date is not a business day, payment will be delayed until the next business day. Postponing the payment date does not affect the amount due and it is not recalculated.
- (l) **Final redemption date:** 20 December 2027
- (m) **Bond redemption price:** Amount of the issue price of the Bonds and accrued but unpaid Interest.
- (n) **Early redemption at the Issuer's request:** The Issuer has the right to redeem all or part of the Bonds after 1 and 2 years from the start of validity by paying an early redemption premium of 1.5% and 0.75% respectively, calculated from the nominal value of the Bonds.

- (o) **Pledge:** Due performance of the obligations to the Bondholders shall be secured by a first ranking maximum pledge over the Company's assets as a property complex comprised of the Company's claim right arising from contracts concluded with the Company's customers (pledge agreement signed on 4 July June 2024. Not later than within 30 business days as of the issue date of the Additional Tranche, the Issuer shall execute amendments to the pledge agreement to increase the value of pledge assets and secured obligation and reflect other related changes (to the extent required).
- (p) **Additional security:** Due performance of the obligations to the Bondholders of the Additional Tranche shall be secured by the guarantee issued by ILTE (the National Promotional Bank) in the amount of EUR 1,500,000 which may be paid out in the event of the Issuer's bankruptcy and in accordance with the procedure set out in ILTE's guarantee terms.
- (q) **Listing:** It is expected that the Bonds will be entered in the list of debt securities of the alternative securities market "First North" in Lithuania administered by AB Nasdaq Vilnius (hereinafter – **Nasdaq Vilnius** or **Nasdaq**), no later than within 6 months from the Date of Issue of the Second Tranche of the Bonds placement.
- (r) **Use of proceeds:** Total amount raised will be used for the Issuer's business segment expansion, systems enhancement and new services development.
- (s) **Bondholders' trustee:** UAB Audifina, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 125921757, registered office address: A. Juozapavičiaus g. 6, Vilnius, Lithuania
- (t) **Lead manager:** UAB FMĮ Orion securities, legal entity number 122033915, registered office address: Antano Tumėno g. 4, Vilnius, Lithuania