

UAB Sostinės bokštai

(a private limited liability company incorporated in the Republic of Lithuania, legal entity code 304849153, address Ozo g. 12A-1, Vilnius, Lithuania)

SUPPLEMENT NO. 1 TO THE BASE PROSPECTUS

for the PROGRAMME FOR THE OFFERING OF NOTES OF UAB SOSTINĖS BOKŠTAI IN THE AMOUNT OF UP TO EUR 53,500,000 (BEING A PART OF TOTAL EUR 67,000,000 ISSUE) AND ADMISSION OF THE ISSUED NOTES TO TRADING ON THE FIRST NORTH BOND LIST

This document constitutes Supplement No 1 (the “**Supplement**”) to the Base Prospectus (the “**Base Prospectus**” or the “**Prospectus**”) for the programme for the offering of notes (the “**Notes**”) of UAB Sostinės bokštai (the “**Company**” or the “**Issuer**”) in the amount of up to EUR 53,500,000 (being a part of total EUR 67,000,000 issue (the “**Issue**”) (the “**Offering**”) to be offered in Lithuania, Latvia and Estonia under the Base Prospectus and admission of the issued Notes of the Issue (the “**Admission**”) to trading on the First North Bond List of the multilateral trading facility First North Baltic administered by Nasdaq Vilnius AB. The Base Prospectus was approved by the Bank of Lithuania on 12 March 2024 (the decision regarding the approval of the Prospectus No. V 2024/(1.160.E-9004)-441-44 and published on the website of the Company (https://bc-hero.lt/wp-content/uploads/2024/03/UAB-Sostines-bokstai_Base-Prospectus_2024-03-12.pdf).

This Supplement was prepared in accordance with Article 23 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the **Prospectus Regulation**) following the Issuer’s decision to appoint Akcinė bendrovė Šiaulių bankas as additional manager for the Offering of the Notes, state the rules applicable to subscription, payment and allocation of the Notes when subscription is conducted by way of an auction through Nasdaq Vilnius stock exchange and include additional fields in the template of the Final Terms to reflect these changes.

This Supplement forms an integral part of the Prospectus and must be read in conjunction with the Prospectus. The terms with the first capital letter used in this Supplement shall have the meanings given to them in the Prospectus, unless stated otherwise in this Supplement.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Prospectus, the statements of this Supplement shall prevail.

The Bank of Lithuania in its capacity as the competent authority in the Republic of Lithuania under the Prospectus Regulation on 23 April 2024 has approved this document as a Supplement and has notified the approval of the Supplement to the Latvian Financial Supervisory Authority (in Latvian: *Latvijas Banka*) and the Estonian Financial Supervision and Resolution Authority (in Estonian: *Finantsinspeksioon*).

In accordance with Article 23(2) of the Prospectus Regulation, any investors who have agreed to purchase or subscribe for the Notes in the period between the approval of the Prospectus and publication of this Supplement have a right exercisable within two working days after the publication of the Supplement to withdraw their acceptances. To exercise the right of withdrawal the investors shall contact the Issuer at info@realco.lt.

The person responsible for the information provided in this Supplement is the Issuer. To the best of the knowledge of the Issuer and its General Manager Mr. Julius Dovidonis, the information contained in this Supplement is in accordance with the facts and the Supplement makes no omission likely to affect its import.

Julius Dovidonis
General Manager

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus since the publication of the Prospectus, as mentioned above.

The date of this Supplement

23 April 2024

The following amendments to the Prospectus are made by this Supplement:

1. The last paragraph of the introductory Section to the Base Prospectus shall be amended as follows:

“Redgate Capital AS (the “**Arranger**”) is the lead manager in Lithuania, Latvia and Estonia for the purposes of the Offering. Šiaulių bankas, AB is the issuing agent (the “**Issuing Agent**”) and the manager (the “**Manager**”) of the Offering. Sorainen Lithuania is the Certified Adviser for Admission of the Notes to Nasdaq Vilnius First North.”

2. Part “**Placing and Underwriting**” of Section 6.4 “**Terms and Conditions of the Offer**” shall be amended as follows:

“Redgate Capital AS, reg. No. 11532616, address: Pärnu mnt 10, Kesklinna linnaosa, 10148 Tallinn, Harju maakond, Estonia is appointed as the Arranger acting on behalf of the Issuer for the purposes of the Offering in the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia. Šiaulių bankas, AB, reg. No 112025254, address: Tilžės st. 149, 76348 Šiauliai, Lithuania is appointed as the Manager acting on behalf of the Issuer for the purposes of the Offering in the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia.

No underwriting agreement has been signed either with the Arranger, with the Manager, or with any other person for the purposes of this Offering.”

3. The first four paragraphs of the Part “**Placement Agreements**” of Section 6.7 “**Additional Information**” shall be amended as follows:

“On 16 September 2022 the Issuer has entered into Advisory Services Agreement with the Arranger, on 4 April 2023 the Issuer has entered into an Agreement for Provision of Investment Services with the Issuing Agent, and on 18 April 2024 the Issuer has entered into Notes Distribution Agreement with the Manager, all in respect of the Programme, and where the Issuing Agent, the Manager and the Arranger committed to undertake certain actions in connection with organization of the Offering and Admission.

The Issuer and the Manager or the Arranger do not expect to enter into an underwriting agreement.

The Manager and the Arranger will act as an offering agent with respect to the Notes for the purposes of the Offering and Admission.

Following the preliminary calculations, the Issuer’s expenses, related to this Offering and Admission, shall comprise up to EUR 1 mln (including the fees for the Issuing Agent, the Manager, the Arranger, the legal counsel, fees to the Bank of Lithuania for approval of the Prospectus, fees to Nasdaq CSD and Nasdaq Vilnius First North and fees for the preparation of the Prospectus).”

4. A new fourth paragraph shall be included in Part “**Place of Subscription**” of Section 6.4 “**Terms and Conditions of the Offer**” as follows:

“In order to subscribe for the Notes by way of an auction through Nasdaq Vilnius stock exchange, the Investor must have a securities account with the member of the stock exchange and fill in a Subscription Order form provided by the member of the stock

exchange during the Subscription Period in order for the member of the stock exchange to enter a buy order in Nasdaq's trading system."

5. A new fourth paragraph shall be included in Part "**Procedure and dates for payment for the Notes**" of Section 6.4 "**Terms and Conditions of the Offer**" as follows:

"In case of an auction through Nasdaq Vilnius stock exchange, payment for the Notes subscribed and distribution of the Notes are made by Delivery Versus Payment method, meaning that the settlement procedure is carried out by Nasdaq CSD and members of the stock exchange on the Issue Date in accordance with the auction rules and title to the Notes purchased in the Subscription process is obtained upon Notes' transfer to respective securities account which is done simultaneously with making the cash payment for the purchased Notes."

6. A new item 20¹ shall be included to the template of the Final Terms as provided in **Annex 1 – Final Terms** of the Base Prospectus as follows:

20 ¹ .	Manager:	Šiaulių bankas, AB, reg. No 112025254, address: Tilžės st. 149, 76348 Šiauliai, Lithuania.
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7. A new item 20² shall be included to the template of the Final Terms as provided in **Annex 1 – Final Terms** of the Base Prospectus as follows:

20 ² .	Subscription channels:	[●]
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