

FINAL TERMS

MiFID II Product Governance / Eligible Counterparties, Professional Clients and Retail Clients Target Market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that (i) the target market for the Bonds is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"), and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Bonds to retail clients are appropriate: investment advice, and portfolio management, and non-advised services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Bonds (a "Distributor") should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 25 September 2025

PRO BRO Group, UAB

Legal entity identifier (LEI): 894500BG6SLZVWTR4A95

**Issue of EUR 5,500,000 in aggregate principal amount
of fixed rate Bonds due 2028**

**under the General Terms and Conditions of PRO BRO Group, UAB for the issuance up to
EUR 5,500,000 of fixed rate Bonds with the Maturity up to 2,5 Years**

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the General Terms and Conditions of PRO BRO Group, UAB for the issuance up to EUR 5,500,000 of fixed rate Bonds with the Maturity up to 2,5 Years (the "General Terms and Conditions") which forms part of the Information Document dated 25 September 2025 which constitutes an offering document for the purposes of the Law on Securities of the Republic of Lithuania. This document constitutes the Final Terms of the Bonds described herein and must be read in conjunction with the Information Document, including General Terms and Conditions, in order to obtain all relevant information.

The Final Terms and the General Terms and Conditions are available for viewing on the Issuer's website www.probrogroup.com. Copies may also be obtained from the registered office of the Issuer at the address Senosios Pilaitės kel. 7, Vilnius, the Republic of Lithuania.

Upon listing, the Information Document and Final Terms will be also available for viewing on the website of AB Nasdaq Vilnius ("Nasdaq Vilnius") (<https://nasdaqbaltic.com/>).

The Bonds under these Final Terms are offered under public offering in the Republic of Lithuania, Republic of Latvia and Republic of Estonia only. Therefore, the distribution of these Final Terms, including Information Document, in certain jurisdictions may be restricted by law. The public offering is made under the Information Document based on Article 3(2)(b) of the Prospectus Regulation in accordance with Articles 5(2) and 7 of the Law on Securities of the Republic of Lithuania.

1.	Issuer:	PRO BRO Group, UAB
2.	Status of the Bonds:	Non subordinated fixed interest bonds
3.	(i) Series Number:	1

	(ii) Tranche Number:	1
4.	Specified Currency:	Euro (EUR)
5.	Aggregate Nominal Amount:	
	(i) Series:	EUR 5,500,000
	(ii) Tranche:	EUR 5,500,000
6.	Issue Price:	EUR 1,000
7.	Specified Denominations:	EUR 1,000
8.	(i) Issue Date:	14 October 2025
	(ii) Interest Commencement Date:	Issue Date
9.	Maturity Date:	14 April 2028
10.	Final Redemption Amount:	Subject to any early redemption, the Bonds will be redeemed on the Maturity Date at 100% per Nominal Amount.
11.	Collateral	<p>(i) The first ranking pledge of 60% shares of the Issuer; and</p> <p>(ii) The first ranking pledge of 60% shares of the UAB Švaros broliai.</p> <p>The Collateral shall be provided no later than in 75 (seventy-five) calendar days after the Issue Date.</p>
12.	Date of the Board decision for issuance of Bonds obtained:	18 September 2025
13.	Trustee:	As of the date of these Final Terms – UŽDAROJI AKCINĖ BENDROVĖ "AUDIFINA", a private limited liability company, established and existing under the laws of the Republic of Lithuania, corporate code 125921757, with its registered address at A. Juozapavičiaus str. 6, Vilnius, Lithuania.

PROVISIONS RELATING TO INTEREST PAYABLE

14.	(i) Fixed Interest Rate:	9% per annum in respect of the period from (and including) the Interest Commencement Date to (but excluding) the Maturity Date payable in arrears on each Interest Payment Date.
	(ii) Interest Payment Dates:	14 January, 14 April, 14 July and 14 October in each year.
	(iii) Day Count Fraction:	30E/360

PROVISIONS RELATING TO EARLY REDEMPTION

15.	Call Option	Applicable
	(i) Optional Redemption Date:	Any Business Day following 1 (one) year after the Issue Date.
	(ii) Optional Redemption Amount of each Bond:	100% of Nominal Amount plus accrued Interest from last Interest payment date.
	(iii) Notice period:	Not less than 30 calendar days.

16.	Put Option	Applicable, only due to De-listing Event or Listing Failure
	(i) De-listing Event or Listing Failure Put Date / Optional Redemption Date:	The 5 th (fifth) Business Day following the expiration of the De-listing Event or Listing Failure Put Period.
	(ii) Optional Redemption Amount of each Bond:	102% per outstanding Nominal Amount plus accrued Interest from last Interest payment date.
	(iii) De-listing Event or Listing Failure Put Period / Notice period:	Not less than 30 calendar days.

GENERAL PROVISIONS APPLICABLE TO THE BONDS

17.	Form of Bonds:	The Bonds shall be issued in non-material registered form. The book-entry and accounting of the dematerialized securities in the Republic of Lithuania, which will be admitted to trading on the First North (Nasdaq Vilnius), shall be made by Nasdaq CSD. Entity to be in charge of keeping the records will be the Issuer. The Bonds shall be valid from the date of their registration until the date of their redemption. No physical certificates will be issued to the Investors. Principal and Interest accrued will be credited to the Bondholders' accounts through Nasdaq CSD.
18.	Governing Law:	The Bonds, and any non-contractual obligations arising out of or in connection therewith, shall be governed by and construed in accordance with the laws of the Republic of Lithuania.
19.	Jurisdiction:	Any dispute or claim arising out of or in relation to the Bonds, including any non-contractual obligation arising out of or in connection with the Bonds, shall be finally settled by the courts of the Republic of Lithuania.

Signed on behalf of PRO BRO Group, UAB:

By:
Director Evaldas Kinderis

PART B – OTHER INFORMATION

1.	LISTING AND ADMISSION TO TRADING	
	(i) Admission to Trading:	Application will be made for Bonds issued under these Final Terms to be admitted during the period of 3 (three) months after the date hereof to listing and trading on the First North of Nasdaq Vilnius.
	(ii) Estimate of total expenses related to admission to trading:	Up to EUR 10,000
2.	RATINGS	
3.	INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER	
	Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Bonds has an interest material to the offer. The Dealer and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.	
4.	YIELD	
	Indication of yield:	9%
		<i>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</i>
5.	OPERATIONAL INFORMATION	
	(i) ISIN:	LT0000135634
	(ii) Delivery:	Delivery against payment (“ DvP ”) for new investors. Free of Payment (“ FoP ”) shall be applicable for investors who pay for the subscribed Bonds with the redemption proceeds of the Issuer’s Existing Bonds (ISIN LT0000409021).
	(iii) Settlement Date and Date of record in the securities account of the Bondholders	14 October 2025
6.	SUBSCRIPTION AND DISTRIBUTION	
	(i) Subscription period:	29 September 2025 at 9 am – 10 October 2025 at 3 pm (Vilnius time)
	(ii) Allocation Date:	13 October 2025
	(iii) Method of Distribution:	Non-syndicated
	(iv) Name of Dealer:	AB Artea bankas
	(v) Minimum Investment Amount:	EUR 1,000
	(vi) Allocation Rules:	Bonds will be allocated by giving priority to the Subscription Order of those Investors who pay for the subscribed Bonds with the redemption funds of the Issuer’s Existing Bonds (ISIN LT0000409021).

		All other Subscription Orders shall be satisfied and the number of Bonds to be allocated to each Investor shall be determined upon the discretion of the Issuer.
7.	OTHER INFORMATION	
	(i) Use of Proceeds:	The proceeds of the issue of Bonds will be used to refinance Existing Bonds under ISIN LT0000409021.
	(ii) Information about the securities of the Issuer that are already admitted to trading:	No other securities of the Issuer that are already admitted to trading.

Signed on behalf of PRO BRO Group, UAB:

By:
Director Evaldas Kinderis