

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 3 December 2025

UAB "Modus Grupė"

Legal entity identifier (LEI): 2549000LVSOGABWRKF91

Issue of EUR 5,000,000 in aggregate principal amount

of fixed rate Bonds due 2027

under the General Terms and Conditions of UAB "Modus Grupė" for the issuance

up to EUR 8,000,000 of fixed rate Bonds with the Maturity up to 2 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 UAB "Modus Grupė" for the issuance up to EUR 8,000,000 of fixed rate Bonds with the Maturity up to 2 Years (the "General Terms and Conditions") which forms part of the Information Document dated 13 November 2025 which constitutes an offering document in Lithuania, Latvia and Estonia for the purposes of the Law on Securities of the Republic of Lithuania, the Financial Instrument Market Law of the Republic of Latvia and the Securities Market Act of the Republic of Estonia respectively. 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.modus.group. Copies may also be obtained from the registered office of the Issuer at the address Ozo str. 10A-10, 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:	UAB "Modus Grupė"
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 5,000,000
	(ii) Tranche:	EUR 5,000,000
6.	Issue Price:	EUR 100
7.	Specified Denominations:	EUR 100
8.	(i) Issue Date:	4 December 2025
	(ii) Interest Commencement Date:	Issue Date
9.	Maturity Date:	4 December 2027
10.	Final Redemption Amount:	Subject to any early redemption, the Bonds will be redeemed on the Maturity Date at 100% per Nominal Amount.
11.	Date of the Shareholder's decision for issuance of Bonds obtained:	7 November 2025
12.	Trustee:	As of the date of these Final Terms – UAB „Legisperitus“, a limited liability company, established and existing under the laws of the Republic of Lithuania, registration No 302441904, address at Palangos str. 4, Vilnius, the Republic of Lithuania.

PROVISIONS RELATING TO INTEREST PAYABLE

13.	(i) Fixed Interest Rate:	8.5% 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) Record Date	The 3 rd (third) Business Day preceding the due date for such payment
	(iii) Interest Payment Dates:	4 June and 4 December in each year.
	(iv) Day Count Fraction:	30E/360

PROVISIONS RELATING TO EARLY REDEMPTION

14.	Call Option	Applicable
	(i) Optional Redemption Date:	Any Business Day following 6 (six) months after the Issue Date.
	(ii) Optional Redemption Amount of each Bond:	i) if Optional Redemption Date occurs 6 (six) months after the Issue Date but not later than 12 (twelve) months after the Issue Date, the respective Optional Redemption Amount will be equal to 101% of Nominal Amount plus accrued Interest from last Interest payment date;

		ii) if Optional Redemption Date occurs during the last 12 (twelve) months before the Maturity Date, the respective Optional Redemption Amount will be equal to 100% of Nominal Amount plus accrued Interest from last Interest payment date.
	(iii) Notice period:	Not less than 14 calendar days.
15.	Put Option	Applicable, only due to De-listing Event, Listing Failure or Change of Control
	(i) De-listing Event or Listing Failure Put Date / Change of Control Put Date / Optional Redemption Date:	The 5 th (fifth) Business Day following the expiration of the De-listing Event or Listing Failure Put Period / Change of Control 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 / Change of Control Put Period / Notice period:	Not less than 30 calendar days.

GENERAL PROVISIONS APPLICABLE TO THE BONDS

16.	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.
17.	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.
18.	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 UAB “Modus Grupė”:

By:
Director Erika Huhtala

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:	8.5%
		<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:	LT0000136095
	(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 LT0000408445).
	(iii) Settlement Date and Date of record in the securities account of the Bondholders	4 December 2025
6.	SUBSCRIPTION AND DISTRIBUTION	
	(i) Subscription period:	18 November 2025 at 9 am – 2 December 2025 at 3 pm (Vilnius time)
	(ii) Allocation Date:	3 December 2025
	(iii) Method of Distribution:	Non-syndicated
	(iv) Name of Dealer:	AB Artea bankas
	(v) Minimum Investment Amount:	EUR 100 / 1 Bond
	(vi) Allocation Rules:	Bonds will be allocated by giving priority to the Subscription Order of the Issuer’s employees firstly, afterwards to those Investors who pay for the subscribed Bonds with the redemption funds of the Issuer’s Existing Bonds (ISIN LT0000408445) and the scope of the Subscription Orders

		<p>satisfaction is not greater than the nominal value of the bonds (ISIN LT0000408445).</p> <p>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.</p>
7.	OTHER INFORMATION	
	(i) Use of Proceeds:	The proceeds of the issue of Bonds will be used to refinance Existing Bonds under ISIN LT0000408445.
	(ii) Information about the securities of the Issuer that are already admitted to trading:	Bonds under ISIN LT0000408445.

Signed on behalf of UAB “Modus Grupė”:

By:
Director Erika Huhtala