SUMMARY

1. INTRODUCTION AND WARNINGS

This summary (the "**Summary**") briefly reviews the information disclosed in the base prospectus dated July 17, 2025 (the "**Prospectus**"), regarding the public offering (the "**Offering**") of up to EUR 50,000,000 fixed rate interest notes with a nominal value of EUR 1,000 each (hereinafter – the "**Notes**"), issued by AB "Civinity" (the "**Company**" or the "**Issuer**"), and the admission of the Notes to the regulated market of AB Nasdaq Vilnius ("**Nasdaq Vilnius**") (the "**Admission to Trading**"), of which the supplement to the prospectus dated 21 May 2026 (approved by the Bank of Lithuania on 25 May 2026) forms an integral part. This Summary is appended to the final terms of the Notes (the "**Final Terms**"). Unless otherwise stated in this Summary, the information contained herein is the information provided by the Company at the time of registration of the Prospectus. This Summary should be read as an introduction to the Prospectus, and any decision to invest in the Notes should be made by the investor after examining the entire Prospectus. Civil liability for this Summary applies only to those persons who presented the Summary, including all its translations, but only if the Summary is misleading, inaccurate, or inconsistent when read together with other parts of the Prospectus, or if the Summary, when read together with other parts of the Prospectus, does not provide key information intended to help investors decide whether to invest in the Notes. Investment in the Notes involves risk, and the investor may lose all or part of the invested capital. The investor should take into account that if they wish to file a claim in court regarding the information contained in the Prospectus, they may be required to cover the costs of translating the Prospectus.
Name of the securities and international securities identification number (ISIN). Civinity, 10% 4Y bond, ISIN code LT0000134413.
Identity and contact details of the issuer, including its legal entity identifier (LEI). The name of the Company is AB "Civinity". The Company is registered in the Register of Legal Entities of the Republic of Lithuania on 13 November 2008, the Issuer's legal entity code is 302247881, its legal entity identifier is (LEI) 64883NS61NN998FFW659. The Company's contact details: address Naugarduko St. 98, Vilnius, Republic of Lithuania; tel. +370 700 55188; email info@civinity.com.
Identity and contact details of the competent authority approving the prospectus, date of approval of the prospectus. The Bank of Lithuania (hereinafter – "BoL") approved the Prospectus on July 18, 2025. BoL contact details: address Totorių St. 4, LT-01121 Vilnius, Lithuania; tel. +370 800 50 500; email info@lb.lt.

2. KEY INFORMATION ABOUT THE ISSUER

"Who is the issuer of the securities?"

The Issuer is AB "Civinity". The Company is established and operates under the laws of the Republic of Lithuania in the legal form of a public limited liability company (AB), established for an indefinite period. The Issuer is a holding company that unites group companies internationally, offering administration and maintenance of real estate premises services. The Company's group includes the following subsidiaries operating on a consolidated basis (hereinafter the Issuer and its subsidiaries together – the "**Group**"): *UAB "Civinity LT", UAB Civinity namai Kaunas, UAB Civinity namai, UAB Civinity meistrai, UAB Civinity MD, UAB Pastatų meistrai, UAB "Civinity renovacija", UAB Civinity namai Vilnius, UAB "Smart Technologies", UAB City billing solutions, UAB "Debreceno NT", UAB Civinity namai Klaipėda, UAB "SERVICO", UAB "Inservis", UAB "Jurita", UAB "PRIEMIESTIS", UAB "Valandinis", UAB Civinity namai Palanga, UAB Civinity namai vakarai, UAB "SPV 32", UAB "SPV 31", UAB Civinity engineering, UAB Civinity solutions, Inservis SIA, "Civinity engineering LV" SIA, SIA "Civinity Mājas Jūrmala", SIA "CS Renovācija", SIA "Civinity LV", AS "Civinity Mājas", SIA "Civinity Solutions", PS "Civinity Group Latvia", Civinity engineering UK, LTD, Civinity future engineering UAB, Civinity Engineering Investment KŪB, SIA "Mobilly SPV", Mobilly, SIA, SIA "IONICA SERVISS", Civinity Rent, UAB Civinity Rent, Metus, d.o.o. and Metus Service, d.o.o. (hereinafter the subsidiaries together – the "**Subsidiaries**").*

The principal and ongoing activity of the Group is the provision of residential building administration and maintenance services, ensuring proper maintenance, repair, and management of apartment buildings, communities, and other residential properties. These services include routine maintenance, emergency repairs, cleaning, security, and optimization of utility services to improve residents' living conditions. In addition, the Company provides administration and maintenance services for commercial and public buildings, offering tailored building management solutions for office buildings, shopping centres, industrial facilities, healthcare institutions, and municipal infrastructure. These services include technical maintenance, energy efficiency optimization, regulatory compliance, and specialized property management to ensure the smooth operation of complex building systems. The Group also specializes in the design and implementation of engineering solutions, providing integrated heating, ventilation, air conditioning, water supply, fire safety, and electrical system engineering solutions. The Company's engineering expertise covers both new construction projects and the modernization of existing buildings, improving energy efficiency, sustainability, and overall building performance.
As a secondary activity, the Group provides mobile payment solutions for various everyday services, enabling consumers to conveniently pay for car parking, public transport, electric vehicle charging, taxi rides, entry fees to designated areas, mobile credit top-ups, donations, and other digital transactions, and, from 2026 – elevator maintenance, installation and manufacturing services.
The Company's shareholders, directly holding more than 5% of the Company's shares as of the date of approval of the Prospectus, are:

Shareholder	Number of directly held shares and votes	Directly held shares, %	Votes held by other persons acting in concert, %	Total, %
Nord Fin Assets SIA	100 000	100	–	100

As of the date of approval of this Prospectus, the Company is not aware of any person, other than as indicated in this Summary and the Prospectus, who directly or indirectly controls the Company, nor of any agreements or circumstances that could subsequently result in a change of control of the Company.
The Company operates a one-tier management system consisting of the board of directors and the chief executive officer, who, together with the board, is responsible for the day-to-day management of the Company. The board of directors is a collegial management body responsible for the strategic management of the Issuer, as well as the appointment and removal of the chief executive officer. The chief executive officer is the manager of the Issuer, responsible for the day-to-day management of the Issuer's operations and has the exclusive right to represent the Issuer in relations with third parties. The CEO of the Issuer is Virgeda Jackaitė, which from 27 August 2025 has left for maternity leave, and from said date the acting CEO of the Issuer is Tomas Staškūnas. The supreme governing body of the Company is the general meeting of shareholders.
As of the date of approval of this Prospectus, the Company's board of directors consists of five members: Deividas Jacka (Chairman of the Board), Tadas Matjošaitis, Giedrė Vilkė (independent member), Diana Dominienė (independent member), Šarūnas Stanislovėnas (independent member).
The Group's statutory auditor for 2023 and 2024 is "PricewaterhouseCoopers", UAB (legal entity code 111473315; registered office address J. Jasinskio St. 16B, LT-03163, Vilnius, Lithuania). "PricewaterhouseCoopers", UAB is a member of the Lithuanian Chamber of Auditors.

"What is the key financial information about the issuer?"

The Group's consolidated audited financial statements for the year ended 31 December 2025 (the "**2025 Audited Financial Statements**), 31 December 2024 (the "**2024 Audited Financial Statements**") and for the year ended 31 December 2023 (the "**2023 Audited Financial Statements**", hereinafter together with the 2024 Audited Financial Statements and 2025 Audited Financial Statements – the "**Audited Financial Statements**") are incorporated in the Prospectus by reference. The Audited Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

Table 1. Consolidated Statement of Financial Position (EUR thousands)

Year	**2024**	**2023** (restated)
ASSETS		
Non-current assets		
Intangible assets	26 266	20 179
Property, plant and equipment	1 505	1 281
Right-of-use assets	2 142	1 812
Non-current amounts receivables	1 157	534
Deferred income tax assets	619	639
Other investments	508	75
Total non-current assets	**32 196**	**24 521**
Current assets		
Inventories	745	900
Trade and other receivables	18 082	21 483
Contract assets	1 905	1 329
Other current assets	1 376	1 621
Cash and cash equivalents*	7 118	6 215
Total current assets	**29 226**	**31 548**
TOTAL ASSETS	**61 422**	**56 069**
EQUITY AND LIABILITIES		
EQUITY		
Share capital	100	100
Legal reserves	310	310
Retained earnings	8 018	6 200
Equity attributable to shareholders of the Company	**8 428**	**6 610**
Non-controlling interests	4 562	4 868
Total equity	**12 990**	**11 478**
Liabilities		
Non-current liabilities		
Borrowings	2 624	11 475
Deferred tax liabilities	486	555
Lease liabilities	1 259	1 147
Other non-current liabilities	121	209
Provisions	294	266
Total non-current liabilities	**4 784**	**13 652**
Current liabilities		
Borrowings	14 553	1 170
Lease liabilities	800	684
Employment-related liabilities	4 645	5 119
Contract** liabilities	8 459	8 385
Income tax liabilities	-	761
Trade payables	12 922	13 743

Other current liabilities	2 237	1 046
Provisions	32	30
Total current liabilities	**43 648**	**30 939**
Total liabilities	**48 432**	**44 591**
TOTAL EQUITY AND LIABILITIES	**61 422**	**56 069**

* Cash and cash equivalents include restricted cash in in thousands of EUR 4,665 as of 31 December 2024 and EUR 4,499 as of 31 December 2023.

** Contractual liabilities include paid accumulated funds for construction and repair works in in thousands of EUR 6,631 as of 31 December 2024 and EUR 6,294 as of 31 December 2023

Table 2. Consolidated Statement of Comprehensive Income (EUR thousands)

Year	2024	2023 (restated)
Revenue from contracts with customers	88 481	87 705
Cost of sales	(70 812)	(72 091)
Gross profit	**17 669**	**15 614**
Distribution expenses	(728)	(497)
Administrative expenses	(12 607)	(10 903)
Other gains (losses)	152	283
Operating profit	**4 486**	**4 497**
Interest income	242	114
Interest expenses	(1 921)	(1 071)
Profit before interest tax	**2 807**	**3 540**
Income tax expense	(536)	(967)
Other comprehensive loss	-	-
Total comprehensive income for the period – net of tax	2 271	2 573
Profit for the period and total comprehensive income attributable to:		
Owners of the Company	1 817	1 273
Non-controlling interests	454	1 300
	2 271	**2 573**

Table 3. Consolidated Statement of Cash Flows (EUR thousands)

Year	2024	2023
Cash flows from operating activities		
Profit before income tax	**2 807**	**3 540**
Adjustments for non-cash items:		
Depreciation and amortisation	2 531	2 496
Interest (income)	(242)	(114)
Interest expenses	1 921	1 071
(Gain) on disposal of non-current assets	(12)	(55)
Impairment of Goodwill	-	1 158
Other (gains) losses	(107)	(73)
Reversals of loss allowances	497	525
Reversals of provisions	30	99
Changes in working capital:		

(Increase) decrease in inventories	155	(310)
(Increase) decrease in trade and other receivables	4 771	(2 877)
(Increase) decrease in contract assets	(576)	(705)
(Increase) decrease in other current assets	245	(95)
Increase (decrease) in employment-related liabilities	(474)	386
Increase (decrease) in contract liabilities	(2)	(167)
Increase (decrease) in trade payables	(2 533)	521
Increase (decrease) in other payables	(525)	(1 396)
Income tax paid	(1 211)	(911)
Net cash inflow from operating activities	**7 275**	**3 092**
Cash flows from investing activities		
Acquisition of property, plant and equipment	(486)	(474)
Acquisition of intangible assets	(921)	(484)
Sale of subsidiaries, net of cash disposed	(2)	(55)
Acquisition of other investments	(100)	(50)
Acquisition of subsidiaries net of cash acquired	(4 725)	102
Loans granted	(622)	(250)
Loans repayments received	-	532
Net cash outflow from investing activities	(6 856)	(678)
Cash flows from financing activities		
Proceeds from borrowings	5 000	8 125
Repayment of borrowings	(1 020)	(9 065)
Payment of principal portion of lease liabilities	(1 103)	(568)
Interest paid	(1 300)	(809)
Transactions with non-controlling interests	(333)	-
Dividends paid	(759)	(93)
Net cash inflow/(outflow) from financing activities	**485**	**(2 411)**
Net increase in cash flows	**903**	**3**
Cash and cash equivalents at beginning of period	**6 215**	**6 212**
Cash and cash equivalents at end of period	**7 118**	**6 215**

"What are the key risks specific to the issuer?"

General business risks: **(i) Success of past, current and future investment projects**. The Group mainly invests by acquiring new companies. The price of acquired companies, besides the historical results, is usually based on estimates and future forecasts. There is no guarantee, that all information on which the investments planned were based was true and exhaustive. Furthermore, there is no guarantee that the investment plans and the investments made will generate anticipated or planned return on investment, or that the investment will not cost more than it was anticipated; **(ii) Catastrophic events, terrorist attacks, acts of war, hostilities, riots, civil unrest, pandemic diseases and other unpredictable events**. Catastrophic events, terrorist attacks, acts of war or hostilities, riots, civil unrest, pandemic diseases and other similarly unpredictable events, and responses to those events or acts, may reduce the number of workable days and therefore prevent the Group and its employees from being able to provide services to its customers. Additionally, since business activities of the Group are localised mainly in the Republic of Lithuania and the Republic of Latvia, such business cannot be moved or transferred outside of the current geographic area.

Risks related to the Group's operations: **(i) Dependence on external financing**. The Group's operations are partially financed by issued long-term notes. As of 31 December 2024, the Group's borrowings and other financial debts (including lease liabilities) constituted EUR 19.2 million (or 31% of total Group's assets). The existing credit facilities and security agreements of the Group contain financial covenants (such as restrictions on borrowing, dividend payments, ownership clauses, etc.) and provide for certain other obligations and representations, the violation of which may lead to an event of default and acceleration of the payback of the loan. In addition, the bank loan provided to the Group company is secured with pledge of SPV 31 UAB and its subsidiaries' shares and assets. Also, the Group companies, as the borrower, must comply with non-financial covenants for any external financing received, and any breaches of these covenants require immediate corrective actions. The Group's ability to comply with covenants and restrictions contained in the loan agreements may be affected by events beyond its control, including, without limitation, prevailing economic, financial, legal and industry conditions. In the event that these obligations were to be breached, the creditors would be able to declare an event of default pursuant to the relevant agreements and require repayment of the entire outstanding amounts; **(ii) Company's liquidity**. A risk remains that circumstances could arise in which the Group would fulfil its current obligations only partially. The decrease of Group's liquidity ratio is related to (i) notes borrowings carried forward of EUR 8 million classified under short term borrowings and (ii) short term note borrowings of EUR 5.7 million for the purchase of SIA Mobilly. In relation to the above, the Group may need to refinance its' current financial liabilities. There is a risk that the Group may have difficulties finding sources of refinancing. Furthermore, a risk remains that circumstances could appear in which credit institutions can request that the Company and its Subsidiaries offer additional guarantees for credits given to the Subsidiaries or for new credits that could be given. Also, there is a possibility that the Company and its Subsidiaries could reach such level of liabilities, where credit institutions would lend funds to the Company and its Subsidiaries under less favourable conditions than they lend on the date of the Prospectus; **(iii) Potential challenges in implementing business strategies and achieving desired results**.

The Group expects to provide a greater volume of its services and subsequently to earn higher returns in the future. However, these results are not guaranteed and are subject to variation due to numerous factors, such as lower global demand, increased competition, the Group's inability to implement its business strategy, or failure of management to correctly anticipate market trends and make worse than optimal decisions regarding future development of the Group; **(iv) The Issuer is a holding company and its ability to serve its payment obligations under the Notes depends on the receipt of funds from its Subsidiaries**. The Issuer is a holding company with generally no significant assets other than its interests in its Subsidiaries. The Issuer's ability to serve its payment obligations under the Notes mainly depends on the receipt of sufficient funds from its Subsidiaries which in turn depends on the business, financial condition and the financial performance of these Subsidiaries. Furthermore, the transfer of funds from Subsidiaries may be or become subject to legal and contractual restrictions entered into by the Subsidiaries; **(v) The tariffs of residential facility management in Lithuania are subject to regulation by municipalities**. The scope of residential apartment building administration and maintenance services, the essential requirements for service providers and the tariff calculation procedure are set and regulated in detail by the Lithuanian national and local authorities. Local authorities in Lithuania are empowered to set the maximum tariffs for such services, to control, together with the relevant inspectorates, the proper implementation by service providers of the administration and maintenance requirements set out in legislation, and to impose sanctions for failure to comply with the set requirements. Timely and correct indexation of the set maximum tariffs is also a risk factor which has an impact on the Group's activities and earnings in the field of residential apartment building administration and maintenance as it may not be in line with the level of cost and wages inflation; **(vi) The Group entities are exposed to liability against clients**. The Group entities get an access to a number of customers' premises with all equipment, personal belongings and other assets located inside those premises under facility management contracts and as a service provider the Group assumes civil liability for the damage to the customers' property, operations, as well as to the persons that may be present in the facilities. There is no guarantee that the Group will be able to obtain corresponding coverage on acceptable terms in the future or that the insurance will provide sufficient coverage for all potential claims; (**vii) Reputation may be affected by adverse publicity in relation to the Group and its services**. The public interest in the facility management services and, concurrently, the publicity of the service is increasingly growing. Therefore, by nature many major events including accidents, breakdowns, emergencies and price changes in residential facility management are periodically followed and, in many cases, inadequately reflected in the local mass media; **(viii) Acquisition and integration of acquired companies, including entering into new markets**. The Group intends to acquire new businesses in the future, as well as to expand into other markets than the Baltic States or the United Kingdom. In this regard, in 2026 the Group has acquired "Metus", which provides elevator maintenance services in Croatia and Slovenia, elevator installation services to clients in Germany and other countries, as well as manufactures elevators in factory in Bosnia and Hercegovina. There is no guarantee that the Group will be able to identify suitable businesses and to acquire them on favourable terms. Moreover, the Group cannot guarantee that it will be able in the future to generate sufficient funds to finance envisaged corporate acquisitions. There is also a risk that not all material risks in connection with the acquisition of a company will be identified in the due diligence process and will not be or could not be sufficiently considered in the decision on the acquisition and in the purchase agreement or entering into new markets. There is no guarantee, however, that the integration process will also be successful with potential future acquisitions. The businesses acquired or the joint ventures could also turn out to be less profitable than expected; **(ix) Dependence on IT and counterparties**. The Group is dependent on an efficient and uninterrupted operation of its information and communication systems. Failures or interruptions in the operation of the computer and data processing systems used by the Group could result in loss of business and/or cause reputational damage to the Group. Also, the Group relies on an external solution (counterparty) to issue billing invoices to customers. If such provider of services, on which the Group depends, defaults, becomes insolvent, its' IT systems malfunctions, etc., the Group bears the risk that the invoices to its clients will not be presented in due time, thus – may negatively impact the Group's revenue streams, or it may worsen the quality of services of the Group, thus harming its' reputation. Furthermore, the market on such IT systems is not large, thus making it difficult for the Group to effectively change service providers; **(x) Cyber security risks**. The Group companies process the data with customer data used for invoicing and internal financial information. In addition, a subsidiary of the Group – SIA "Mobilly" – processes data in relation to payment services. Such data is usually processed in large amounts.

<u>Risks associated with the market environment and macroeconomic conditions</u>. **(i) Competition risk**. The residential facility business segment has low barriers, meaning that it is relatively simple for new competitors to enter into the market. Additionally, some parts of the competitors in the residential facility segment are municipal companies (in Lithuanian: savivaldybės įmonė). Competitors on municipal level bear risk to the Group, as municipalities may make decisions that promote their companies (the Group's competitors) and undermine the Group; **(ii) Interest rate risk**. A major part of the Group's and the Company's borrowings are from notes, which are subject to fixed interest rates and create no interest rate risk. The remaining financial debt are subject to variable rates. Borrowing costs might increase in the event that the relevant benchmark market interest rates rise. If the Group undertakes new acquisitions and utilizes financing with variable terms, this could result in an increased proportion of the Group's overall financing being subject to variable interest rates.

<u>Risks associated with the legal and regulatory environment</u>. **(i) The Group company SIA Mobilly is dependent on licence and authorisations from Latvia's regulator and revocation or inability to comply with regulatory requirements could have a material adverse effect on the Group. Additionally, the Issuer as the shareholder of SIA Mobilly is subject to additional regulatory requirements which are applicable to SIA Mobilly and its shareholders**. SIA Mobilly is a licensed payment institution, and it is therefore subject to various laws and regulations applicable to participants in financial services. If the Group or SIA Mobilly failed to comply with such laws or regulations, SIA Mobilly might face revocation of the relevant authorisations or licences or other administrative penalties. In July 2024 the Issuer acquired and currently holds 9.99 per cent of all shares in SIA Mobilly. Since the amount of shares held by the Issuer does not reach or surpass the 10 per cent of the whole shares in SIA Mobilly threshold, during the process of acquisition the Issuer did not seek for permission to acquire said shares from the Central Bank of Latvia. Nonetheless, if the Group were to seek to acquire additional shares of SIA Mobilly or reseek permission from Central Bank of Latvia in regard to previously acquired 9.99 per cent shares of SIA Mobilly, the Group may face the risk of denial to provide such permission from Central Bank of Latvia. Failure to comply with the requirement to obtain approval from the Central Bank of Latvia prior to acquiring a qualifying holding will result in Company losing its ability to exercise non-property rights, including voting rights, attributable to the shares issued by a payment institution, and the reputation of the Company would be damaged if it acquires a qualifying holding without prior approval from the Central Bank of Latvia.

3. KEY INFORMATION ABOUT THE SECURITIES

"What are the main features of the securities?"

The Notes are unsecured fixed interest notes with a nominal value of EUR 1,000. The Notes are senior, unsecured, unsubordinated, direct, general, and unconditional obligations of the Issuer, which shall at all times rank pari passu among themselves and at least pari passu with all other existing and future unsecured obligations of the Issuer, except for such obligations that may be given priority under mandatory and generally applicable provisions of law. The Notes are dematerialised and unnumbered. The Notes are registered with Nasdaq CSD under ISIN code LT0000134413.

The rights conferred by the Notes are set out in the note terms and conditions and the Final Terms (the "**Terms and Conditions**"). The principal rights granted to the Noteholders under the Terms and Conditions are the right to redemption of the Notes and the right to receive interest. Noteholders may exercise their rights in accordance with the Terms and Conditions and applicable laws.

Interest and yield**.** The Notes bear 10% annual interest from the Issue Date of the Notes until their redemption date. Interest is payable semi-annually on 17 January and 17 July of each year. Note interest is calculated using the Act/Act (ICMA) method applying the following formula:
$CPN = F \times C \times D / A$,
Where:
CPN – interest value, EUR;
F – Nominal Value on the relevant Payment Date;
C – interest rate (%) payable on the Notes under the Terms and Conditions and Final Terms;
D – days applicable to the interest period;
A – actual days in the year.
Maturity of the Notes**.** The Notes are issued for a term of 4 years, with a redemption date of 17 July 2029. Under the Terms and Conditions, the Company has the right to redeem the Notes early at any time not earlier than 1 year but not later than 3 months before the scheduled Redemption Date, by notifying the Noteholders at least 30 days in advance. In such case, the Notes are redeemed at 101.00% of their nominal value. The Company also has the right to redeem the Notes early during the last 3 months before the Redemption Date, by notifying the Noteholders at least 30 days in advance. In such case, the Notes are redeemed at 100.00% of their nominal value.
Noteholders have the right to require early redemption of the Notes before the scheduled redemption date upon the occurrence of Note delisting, unsuccessful Note listing, or a change of control of the Issuer, by notifying the Issuer at least 30 days in advance. In such case, the Notes are redeemed at 101.00% of their nominal value.
Ranking**.** In the event of the Company's insolvency, the rights of the Noteholders to receive payments under the Notes are ranked in the following order:

i) proportional payment of (i) all unpaid taxes, expenses, costs, and compensation that the Issuer must pay to the trustee CSC (Sweden) AB, address Sveavägen 9, 111 57 Stockholm, Sweden (the "**Trustee**"), (ii) other expenses, costs, and compensation related to the protection of Noteholders' rights, (iii) any unreimbursed expenses of the Trustee for external experts, and (iv) any unreimbursed expenses and costs incurred by the Trustee in connection with Noteholders' meetings or written procedures;
ii) proportional payment of accrued but unpaid interest under the Notes (interest payable on an earlier interest payment date must be paid before any interest payable on a later interest payment date);
iii) proportional payment of the principal amount of the Notes;
iv) proportional payment of any costs or remaining amounts under the Terms and Conditions.

Transferability**.** Neither the Issuer nor Luminor Bank AS Lithuanian branch (the "**Arranger**") confirms that the Notes may be lawfully sold at any time in compliance with any registration or other requirements applicable in any jurisdiction or pursuant to any exemption thereunder, and neither assumes any responsibility for facilitating such sale.
"Where will the securities be traded?"
The Notes are admitted to trading to the Debt Securities List of the Nasdaq Vilnius stock exchange.
"What are the key risks associated with the securities?"
Amendments and waivers. The Conditions of the Notes contain provisions for calling meetings of Noteholders to consider and vote upon matters affecting their interests generally, or to pass resolutions in writing. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting, or as the case may be, did not sign the written resolution including those Noteholders who voted in a manner contrary to the majority. Furthermore, the Conditions of the Notes provide that the Notes and the Conditions of the Notes may be amended without the consent of the Noteholders to correct a manifest error or to comply with any amendments, updates and/or modifications to any applicable legislation passed after the date hereof by or on behalf of the Republic of Lithuania or any political subdivision thereof or any authority therein or thereof having power to make such amendment, update and/or modification, which impacts the Issuer's obligations in relation to the Notes. The Issuer cannot foresee, as at the date of this Base Prospectus, what such changes may entail, however, any changes made will be binding on the Noteholders.
Credit risk. An investment in the Notes is subject to credit risk, which means that the Issuer may fail to meet its obligations arising from the Notes duly and in a timely manner. The Issuer's ability to meet its obligations arising from the Notes and the ability of the holders of the Notes to receive payments arising from the Notes depends on the financial position and the results of operations of the Issuer, which are subject to other risks described in this Base Prospectus. The Notes are not bank deposits in the Issuer and are not insured by the state company "Deposit and Investment Insurance" (in Lithuanian: "*Valstybės įmonė „Indėlių ir investicijų draudimas*").
Refinancing risk. The Group may be required to refinance certain or all of its outstanding debt, including the Notes. The Group's ability to successfully refinance its debt is dependent on the conditions of the debt capital markets and the Group's financial condition at such time. Even if the debt capital markets improve, the Group's access to financing sources at a particular time may not be available on favourable terms, or at all.
No active trading market or liquidity is guaranteed. Admission of Notes into the regulated market does not guarantee the development of active trading market or its' liquidity. Therefore, the investors may find it difficult to sell their Notes or to sell them at prices producing a return comparable to returns on similar investments in the secondary market. It is possible that the market for the Notes will be subject to disruptions or volatility.
Interest rate risk. An investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes. On the other hand, holders of Notes that are subject to redemption at the option of the Issuer should not expect, in case of falling market rates, that the price would substantially exceed the redemption price.
The Notes will not be obligations of anyone other than the Issuer and they will not be guaranteed.
The Notes may be redeemed prior to maturity date. According to the Conditions of the Notes, the Notes may be redeemed prematurely on the initiative of the Issuer, after 1 year before the Maturity Date as described in the Terms and Conditions of the Notes. If this early redemption right is exercised by the Issuer, the rate of return from an investment into the Notes may be lower than initially anticipated. During any period when the Issuer may, or is perceived to be able to, elect to redeem the Notes, the market value of the Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

4. KEY INFORMATION ABOUT THE PUBLIC OFFERING OF SECURITIES AND ADMISSION TO TRADING ON A REGULATED MARKET

"Under what conditions and according to what procedure is it possible to invest in these securities?"
During the Offering, the Company offers up to EUR 15,000,000 of Notes, which are issued as the third tranche under the Programme.
Right to participate in the Offering**.** The Notes are offered publicly to retail and institutional investors in Lithuania, Latvia, and Estonia. The Company may also offer the Notes to investors privately in any EEA Member State under the circumstances described in Article 1(4) of the Prospectus Regulation (EU) 2017/1129.
Issue price**.** For the ones subscribing at 10% yield: Issue Price without accrued interest: EUR 999.8304 (99.98304% per Nominal Amount). Issue

Price with accrued interest: EUR 1041.5431 (104.15431% per Nominal Amount).
And for the ones subscribing at 9.5% yield: Issue Price without accrued interest: EUR 1012.9353 (101.29353% per Nominal Amount) Issue Price with accrued interest: EUR 1054.6480 (105.46480% per Nominal Amount).
<u>Offering period</u>. The Offering period is the period during which persons eligible to participate in the Offering may submit Note subscription orders (the "**Subscription Order**"). The Offering period begins on 27 May 2026 and ends on 10 June 2026, 15:30 (Eastern European Summer Time – Lithuanian time) (the "**Offering Period**"), unless the Offering is cancelled.
<u>Submission of Subscription Orders</u>. To participate in the Offering, the investor must submit Subscription Orders during the Offering Period. To subscribe for the Notes, the investor must have a securities account opened with the Arranger or any member of the Nasdaq Vilnius stock exchange (the "**Exchange Member**").
An investor participating in the Offering may subscribe for the Notes only at the Issue Price in euros.
To subscribe for the Notes, the investor must have a securities account opened with the Arranger or any Exchange Member and complete the Subscription Order form provided by the Exchange Member, in accordance with the Offering conditions, so that the Exchange Member can submit a purchase order in the Nasdaq trading system. The Subscription Order must contain the following information:

Owner of the securities account:	Name and surname / legal entity name of the investor
Securities account:	the investor's securities account number
Account manager:	Name of the investor account manager
Securities:	[•]
ISIN code:	LT0000134413
Number of securities:	the number of Notes the investor wishes to subscribe to
Price:	1 000 EUR
Transaction amount:	The number of Notes the investor wishes to subscribe for multiplied by the Issue Price of the Note
Other party:	akcinė bendrovė „Civinity“
Security account of other party	[•]
Account manager of other party	[•]
Date of issuance and crediting of funds to the account:	17 June 2026
Type of operation:	“subscription“
Payment method:	„Simultaneous delivery of securities and funds“

The Subscription Order is deemed submitted from the moment Nasdaq CSD receives a properly completed transaction instruction from the relevant investor's account operator.
The investor will be required to pay all expenses and fees charged by the respective account operator accepting the Subscription Order in connection with the submission, cancellation, or amendment of the Subscription Order.
The investor must authorise the account operator managing the investor's securities account to disclose to the Company and Nasdaq CSD, among other information, the investor's name/company name, personal identification number or legal entity code and address, securities account number, account operator name, and the number of Notes the investor wishes to subscribe for. Subscription Orders that do not contain such information will be rejected. The investor must ensure that all information in the Subscription Order is correct, complete, and legible. The Company reserves the right to reject all Subscription Orders that are incomplete, incorrect, unclear, or illegible, or that were not completed and submitted during the Offering Period in accordance with all requirements set out in the Offering conditions.
<u>Payment</u>. By submitting a Subscription Order, the investor authorises and instructs the institution managing the investor's cash account linked to the securities account to immediately reserve the full transaction amount in the investor's cash account until settlement is completed or the reservation is cancelled under the Offering conditions. The reserved amount must equal the Issue Price in euros multiplied by the number of Notes the investor wishes to acquire.
<u>Allocation and allotment</u>. The Issuer, in consultation with the Arranger, will decide whether to proceed with the Offering and (if so) on the allocation of Notes to investors. The Arranger will send each investor's account operator a confirmation via Nasdaq CSD or via the Bloomberg system with information on full or partial confirmation and/or rejection of the investor's order, the number of Notes allocated, and the amount payable.
The Company will decide on Note allotment after the end of the Subscription Period based on the following principles: (i) the decision on the allocation ratio between retail and institutional investors is not predetermined – the Company will decide at its sole discretion; (ii) under the same circumstances, all investors must be treated equally, although the Company may set minimum and maximum numbers of Notes per investor; (iii) allocation will aim to create a strong and reliable investor base; (iv) the Company has the right to give priority to existing Noteholders; (v) other allocation principles as specified in the Final Terms.
<u>Settlement</u>. Settlement for the Notes will take place on the Issue Date, carried out by the Arranger on a Delivery vs Payment basis in accordance with applicable depository rules. Unpaid Notes will be cancelled.
<u>Cancellation of the Offering</u>. The Company has the right, at its sole discretion, to cancel all or part of the Note Offering at any time without providing reasons. The Arranger will inform investors of the cancellation by email.
"Why was this prospectus prepared?"
<u>Reasons for the Offering</u>. The overall purpose of the Programme and the Note Offering is to strengthen the Issuer's structure of the debt portfolio and secure stable access to additional debt for the Issuer's further growth and improved market position.
<u>Use of proceeds</u>. The Company plans to use the Note issue proceeds to finance the Company's mergers and acquisitions activity.
<u>Underwriting arrangements</u>. There is no firm commitment underwriting arrangement for this Note Offering.
<u>Material conflicts of interest</u>. Virgeda Jackaitė, the Company's CEO, is the sister of Deividas Jacka, the sole owner of the Company who controls it through the company Nord FIN Assets, SA, and a member of the Company's Board of Directors. To the knowledge of the Board, there are no other conflicts of interest material to the Offering.