

Dated 7 May 2024

Holm Bank AS

Issue of EUR 2,000,000 Tier 2 Subordinated Bonds
under the
Terms and Conditions of Holm Bank AS EUR 8,000,000 Tier 2 Bonds Issue
Program dated 7 May 2024

1. GENERAL PROVISIONS

- 1.1. These final terms of the Bonds (the **Final Terms**) constitute the specific terms and conditions of the Bonds issued by the Issuer, under the EUR 8,000,000 Tier 2 subordinated bond program (the **Program**) and related terms and conditions of Holm Bank AS Tier 2 subordinated bonds dated 7 May (the **Terms**).
- 1.2. The Final Terms constitute an inseparable part of the Terms and will at all times be interpreted and applied together with the Terms. Words and expressions used, which are defined in the Terms, shall have the same meanings in the Final Terms. In the event of inconsistency between the provisions of Final Terms and provisions of the Terms, the Final Terms shall prevail.
- 1.3. This document constitutes the Final Terms for the Bonds described herein and must be read in conjunction with such Terms. Full information on the offer of the Bonds is only available on the basis of the combination of this Final Terms and the Terms and the Company Description made available in connection with the public offering of the Bonds.
- 1.4. The Final Terms and the Terms are available at the Issuer's office located at the address indicated in these Final Terms and on Issuer's website.
- 1.5. Upon partial or full redemption of the Bonds the Issuer shall be entitled to take any and all actions necessary (including but not limited to submitting application with the Registrar) to cause deletion of the Bonds from Register.
- 1.6. Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest in Bonds which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of the Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

2. TERMS OF BONDS

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| 2.1. | Issuer: | Holm Bank AS
Pärnu mnt. 158/1, 11317 Tallinn, Estonia
e-mail: investor@holmbank.ee |
| 2.2. | Number of Series: | 1 |
| 2.3. | Aggregate Nominal Amount of the Series: | EUR 2,000,000 |
- Information on Bonds:

2.4.	2.4.1.	Status	Tier 2 Bonds
	2.4.2.	Currency of denomination:	EUR
	2.4.3.	Nominal Value of a Bond:	EUR 1 000
	2.4.4.	Issue Price of a Bond:	100% of the Nominal Value of a Bond
	2.4.5.	Interest rate:	9,5% per annum fixed, 30/360E
	2.4.6.	Interest Payment Date(s):	30 May and 30 November every year, first Interest Payment Date being 30 November 2024
	2.4.7.	Record Date:	close of business of the Register on the Banking Day immediately preceding the Interest Payment Date
	2.4.8.	Rate of Delay Interest:	0,025% per day
	2.4.9.	Issue Date and Interest Commencement Date:	30 May 2024
	2.4.10.	Maturity Date:	30 May 2034
	2.4.11.	Redemption/Payment Basis:	Redemption at par
2.5.		Operational Information:	
	2.5.1.	ISIN Code:	EE3300004290
	2.5.2.	Registrar:	Nasdaq CSD SE, reg.no 40003242879, Estonian branch
	2.5.3.	Register:	Register of securities kept by the Registrar

3. TERMS OF THE OFFERING

3.1	Offer period:	Starts on 10 May 2024 at 10:00 and lasts until 24 May 2024 at 16:00
3.2	Disclosure of the allocation results of the Bonds:	27 May 2024
3.3	Issue date/ Settlement of the Issued Bonds:	30 May 2024
3.4	First day of trading on Nasdaq First North:	31 May 2024
3.5.	Subscription Information:	See Company description section: <i>Information about the Offering - Submitting Subscription Orders</i>

By acquiring the Bond(s) the Bondholder confirms that it (i) has read and understands the Terms and the Final Terms; (ii) agrees and commits to adhere to the Terms and the Final Terms; (iii) is an investor having broad experience and knowledge in the matters related to investments into financial instruments (including the financial instruments similar to the Bond(s)); and (iv) has consulted to the extent necessary with its advisors in legal, tax, finance and other relevant matters.