

FINAL TERMS

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

IMPORTANT - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

IMPORTANT - PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms dated 8 July 2022

MAXIMA GRUPÉ, UAB

Legal entity identifier (LEI): 259400Z5DFISQ00QN727

**Issue of €240,000,000 6.250 per cent. Notes due 2027
under the €1,000,000,000 Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the term and conditions set forth in the base prospectus dated 28 June 2022 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on the website of the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") (<https://live.euronext.com/>).

1 (i) Issuer: Maxima Grupé, UAB

2	(i)	Series Number:	1
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3		Specified Currency or Currencies:	EUR (“€”)
4		Aggregate Nominal Amount:	
	(i)	Series:	€240,000,000
	(ii)	Tranche:	€240,000,000
5		Issue Price:	98.961 per cent. of the Aggregate Nominal Amount
6	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof
	(ii)	Calculation Amount:	€1,000
7	(i)	Issue Date:	12 July 2022
	(ii)	Interest Commencement Date	Issue Date
8		Maturity Date:	12 July 2027
9		Interest Basis:	6.250 per cent. per annum Fixed Rate (See paragraph 14 below)
10		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11		Change of Interest Basis:	Not Applicable
12		Put/Call Options:	Change of Control Put Issuer Call Par Call See paragraphs 17 and 19 below
13		Date approval for issuance of Notes obtained:	1 July 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14		Fixed Rate Note Provisions	Applicable
	(i)	Rate of Interest:	6.250 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	12 July in each year from and including 12 July 2023 up to and including the Maturity Date
	(iii)	Fixed Coupon Amount:	€62.50 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable

(v)	Day Count Fraction:	Actual/Actual
(vi)	Determination Dates:	12 July in each year
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION


17	Call Option	Applicable
(i)	Optional Redemption Date(s):	From, and including, the Issue Date to, but excluding, 12 July 2027
(ii)	Optional Redemption Amount(s) of each Note:	Make Whole Amount
(iii)	Reference Date:	The third business day prior to the Optional Redemption Date
(iv)	Make Whole Amount:	
	- Reference Bond	DBR 0.25 per cent., 02/27, ISIN: DE0001102416
	- Determination Time:	12 noon CET
	- Determination Date	The third business day prior to the Optional Redemption Date
	- Redemption Margin	0.50 per cent.
(v)	Par Call Commencement Date:	12 April 2027
(vi)	If redeemable in part:	
	(a) Minimum Redemption Amount	€100,000
	(b) Maximum Redemption Amount	Not Applicable
(vii)	Notice period:	As set out in the Conditions
18	Put Option	Not Applicable
19	Change of Control Put Option	Applicable
20	Final Redemption Amount of each Note	€1,000 per Calculation Amount
21	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount in respect of Condition 6(c) (<i>Redemption for Taxation Reasons</i>) and Condition 6(d) (<i>Redemption at the option of the Issuer</i>)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	Regulation S Global Note (€240,000,000 nominal amount) registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg
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| 23 | New Global Note: | No |
| 24 | New Safekeeping Structure: | Yes |
| 25 | Financial Centre(s): | Not Applicable |
| 26 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |

Signed on behalf of Maxima Grupė, UAB:

By: 
Duly authorised

Mantas Kuncaitis
Gen. direktorius/CEO



PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin and listed on the official list of Euronext Dublin/Nasdaq Vilnius Stock Exchange with effect from 12 July 2022.
- (ii) Estimate of total expenses related to admission to trading: €1,000

2 RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited: BB+

S&P Global Ratings Europe Limited is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "CRA Regulation").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers 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 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus.

Estimated net proceeds: €236,642,400

5 YIELD

Indication of yield: 6.50 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN: XS2485155464

Common Code: 248515546

Trade Date: 1 July 2022

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Managers: Citigroup Global Markets Europe AG, J.P. Morgan SE, Luminor bank AS, MUFG Securities (Europe) N.V.
 - (B) Stabilisation Manager(s) (if any): Citigroup Global Markets Europe AG
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable