

**AMENDED FINAL TERMS OF THE NOTES ISSUED ON 3 APRIL 2020**  
**IN ACCORDANCE WITH**  
**AS PRFOODS TERMS AND CONDITIONS OF SECURED NOTE ISSUE**  
**DATED 14 JANUARY 2020 AS AMENDED MOST RECENTLY ON 17 JANUARY 2025**  
**DATED 4 MARCH 2020 AND AMENDED ON 16 MARCH 2020**

**1 GENERAL PROVISIONS**

- 1.1** These Final Terms of the Notes (the “**Final Terms**”) constitute the specific terms and conditions of the Notes issued by the Issuer, under the AS PRFoods Terms and Conditions of Secured Note Issue, dated 14 January 2020, as amended most recently on 17 January 2025 (the “**Terms**”). Each Note issued on the Issue Date indicated herein (the “**Issue Date**”) shall be the subject to these Final Terms, which shall complete the Terms in respect of such Notes.
- 1.2** These Final Terms constitute an inseparable part of the Terms and shall at all times be read, interpreted and applied in conjunction with the Terms. Words and expressions used herein, which are defined in the Terms, shall have the same meanings in the Final Terms. In the event of any inconsistency between the provisions of these Final Terms and provisions of the Terms, the provisions of these Final Terms shall prevail. By submitting a Subscription Undertaking, every investor confirms that he/she/it has read the Terms and these Final Terms and undertakes to adhere to the Terms and these Final Terms.
- 1.3** The Notes shall be offered by way of a public offering to retail investors in Estonia (the “**Retail Offering**”) and to institutional investors in and outside of Estonia (the “**Institutional Offering**”). Subscription of the Notes in the Retail Offering shall be regulated in the prospectus approved by the Estonian Financial Supervision Authority on 9 March 2020 under registration number 4.3-4.9/776, as supplemented by the prospectus supplement approved by the Estonian Financial Supervision Authority on 16 March 2020 under registration number 4.3-4.9/776-13 (jointly the “**Prospectus**”).

**2 SUBSCRIPTION OF NOTES**

- 2.1** The terms for the subscription of the Notes in the Retail Offering are provided in the Prospectus. The terms for the subscription of the Notes in the Institutional Offering are provided in Section 15 of the Terms.
- 2.2** The form for the Subscription Undertaking to be submitted in the Retail Offering is provided in the Prospectus. The form for the Subscription Undertaking to be submitted in the Institutional Offering is provided in Annex 1 of these Final Terms.

**TERMS OF NOTES**

**1. GENERAL INFORMATION**

- 1.1. Issuer: AS PRFoods
- 1.2. Securities to be issued: Secured Notes
- 1.3. Aggregate Nominal Value of the tranche of Notes to be issued under these Final Terms: Up to EUR 1,890,400, which can be reduced by the Issuer in its full discretion until the Issue Date.
- 1.4. Maximum Aggregate Nominal Value of the Issue: Up to EUR 11,000,000 during the whole Issue (i.e. during all Subscription Periods in aggregate).

## 2. INFORMATION ON NOTES

- 2.1. Currency of denomination: EUR
- 2.2. Nominal Value of a Note: EUR 100.00
- 2.3. Subscription Period: From 10:00 (Estonian time) 10 March 2020 until 16:00 (Estonian time) on 30 March 2020 (which is an “Additional Subscription Period” for the purposes of the Terms)
- 2.4. Issue Date: 3 April 2020 (which is an “Additional Issue Date” for the purposes of the Terms)
- 2.5. Issue Price of a Note: EUR 101.00
- 2.6. Indication of yield-to-maturity on the Issue Date, on the basis of the Issue Price: 6.30%
- 2.7. Payment Date of the Issue Price: The payment of the Issue Price must be made by way of a delivery-versus-payment transaction, simultaneously against delivery of the Notes to the investor on 3 April 2020. For investors who have subscribed for the Notes in the Retail Offering, the transaction order shall be generated by the Register. For investors who have subscribed for the Notes in the Institutional Offering, the instructions and deadlines for submitting the transactions order shall be provided in the Confirmation.
- 2.8. Interest rate: 6.25% (30E/360)<sup>1</sup>

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<sup>1</sup> Additionally, in accordance with the waiver granted on 18 July 2024, a compensation which amount per Note equals to one per cent. (1%) of the Nominal Value of the Note per annum (calculated for the prolonged period from 22 July 2024) will be applied.

- 2.9. Interest Commencement Date: 22 January 2020
- 2.10. Interest Payment Date(s): 22 July, and 22 January of each year, starting from 22 July 2020 (including), save for the last Interest Payment Date that shall fall on the Maturity Date. If an Interest Payment Date falls on a day that is not a Banking Day, interest shall be paid on the next Banking Day after the Interest Payment Date.
- 2.11. Maturity Date: 31 March 2025
- 2.12. ISIN code: EE3300001577

### **3. PROVISIONS ON EARLY REDEMPTION AT THE OPTION OF THE ISSUER (CALL OPTION)**

- 3.1. Early Redemption Date(s) and provisions for Early Redemption at the option of the Issuer (Call Option): The Issuer has the right to redeem all or part of the Notes for the Redemption Price determined in accordance with Section 3.2 of these Final Terms, on every Banking Day until the Maturity Date (each such Banking Day is hereinafter the “Early Redemption Date”), subject to at least 30 day’s advance notice to the Noteholders, made in accordance with Section 13 of the Terms.
- 3.2. Redemption Price upon Early Redemption at the option of the Issuer (Call Option) For each Note to be redeemed, the sum of the Nominal Value of the Note and the Call Premium for early redemption on the relevant Early Redemption Date (as set forth below), together with the unpaid Interest accrued on the Note to, but excluding, that Early Redemption Date in accordance with Section 3 of the Terms and any other monies due and payable to the Noteholder under the Terms on that Early Redemption Date.
- 3.3. Call Premium: For each Note to be redeemed, 0.003 EUR per each euro redeemed early for each interest payment period (i.e. each Interest Payment Date) that is to follow the relevant Early Redemption Date (up to the Maturity Date).

### **4. PROVISIONS ON EARLY REDEMPTION AT THE OPTION OF NOTEHOLDERS (PUT OPTION)**

- 4.1. Redemption Price upon Early Redemption at the option of Noteholders (Put Option) For each Note to be redeemed, the full outstanding principal (i.e. the Nominal Value) of the Note, together with the unpaid Interest accrued on the Note to, but excluding, the date of the relevant early redemption in accordance with Section 3 of the Terms and any other monies due and payable to the Noteholder

under these Terms on that date

## 5. COLLATERAL AGENT

- 5.1. Contact details of the Collateral Agent: PRF Collateral Agent OÜ  
Address: F. R. FaehImanni 5,  
10125 Tallinn, Estonia  
Tel.: +372 626 4300  
E-mail: [cas@tgsbaltic.com](mailto:cas@tgsbaltic.com)  
Attn: Peeter Viirsalu

## 6. OTHER TERMS

- 6.1. Register: Estonian Central Register of Securities
- 6.2. Registrar: Nasdaq CSD SE Estonia branch
- 6.3. Governing Law: Estonian
- 6.4. Jurisdiction and Dispute Settlement: Estonian courts