

**FINAL TERMS OF THE FIRST TRANCHE OF BONDS OF
UAB “ENERVIA”**

Originally dated 4 April 2025 as amended on 15 April 2025

1. GENERAL PROVISIONS

- 1.1. These Final Terms of the first Tranche of Bonds (the **Final Terms**) constitute the specific terms and conditions of the Bonds to be issued by the Issuer under the Terms of UAB “Enervia” Bond Issue dated 4 April 2025 (the **Terms**).
- 1.2. These 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 these Final Terms. In the event of inconsistency between the provisions of these Final Terms and provisions of the Terms, these Final Terms shall prevail.
- 1.3. The Issuer is responsible for the adequacy, accuracy and completeness of the information provided for in these Final Terms.
- 1.4. The Bonds offered under these Final Terms shall be subject to the terms specified in Section 2 of these Final Terms.

2. TERMS OF BONDS

- 2.1. Issuer: UAB “Enervia”
- 2.2. Securities to be issued: Bonds
- 2.3. Maximum Aggregate Nominal Value of the Issue under the Terms: EUR 20,000,000
- 2.4. Maximum Aggregate Nominal Value of the first Tranche of Bonds: EUR 16,000,000
- 2.5. Information on Bonds:
 - 2.5.1. Currency of denomination: EUR
 - 2.5.2. Nominal Value of a Bond: EUR 1,000
 - 2.5.3. Subscription Period: 7 April 2025 – 15 April 2025 (until 16:00 Lithuanian time)
Allocational date – 16 April 2025
 - 2.5.4. Issue Date: 25 April 2025
 - 2.5.5. Payment Date: 22 April 2025 (until 16:00 Lithuanian time)
 - 2.5.6. Issue Price of a Bond: EUR 1,000
Minimum Investment Amount: EUR 100,000
Yield: 11% annually
 - 2.5.7. Interest rate: The Issuer shall pay annual interest on the Nominal Value equal to 11% (fixed).

- 2.5.8. Record Date: Close of the third Business Day before the Final Maturity Date, or the Early Redemption Date or the Early Maturity Date, whichever is relevant.
- 2.5.9. Interest payment dates: 25 July 2025, 25 October 2025, 25 January 2026, 25 April 2026, 25 July 2026, 25 October 2026, 25 January 2027, 25 April 2027, 25 July 2027, 25 October 2027 (i.e., Final Maturity Date), or, if applicable, Early Maturity Date or Early Redemption Date.
- If any payment date provided in the Terms and/or the Final Terms falls on a day that is not a Business Day, then the due date of payments and the settlement date of transactions that should occur on the day that is not a Business Day, shall be immediately the following Business Day, without recalculation.
- 2.5.10. Final Maturity Date: 25 October 2027
- 2.5.11. Redemption Price: The Redemption Price to be paid to the Investor on the Final Maturity Date, or, if applicable, on the relevant Early Redemption Date or Early Maturity Date equals the full outstanding principal (i.e., the Nominal Value) together with the unpaid interest accrued up to the Final Maturity Date or, if applicable, up to the relevant Early Redemption Date or Early Maturity Date, and a premium, if applicable pursuant to the Terms.
- 2.5.12. Early Redemption Date: The Issuer, following terms and conditions set forth in Sections 9.3-9.7 of the Terms, has the right to redeem all or portion of the Bonds on the Early Redemption Date designated in a 30 (thirty) calendar day prior written notice to the Bondholders.
1. If the Early Redemption Date occurs within the first 12 (twelve) months after the Issue Date of the first Tranche (inclusive), on the Early Redemption Date, the Issuer shall pay to the Bondholders full Nominal Value of the redeemable Bonds together with the unpaid interest accrued up to the relevant Early Redemption Date (excluding) and a premium of 1 % (to be calculated from the Nominal Value of the Bonds).

2. If the Early Redemption Date occurs more than 12 (twelve) months after the Issue Date of the first Tranche, but within 12 (twelve) months thereafter (inclusive), on the Early Redemption Date, the Issuer shall pay to the Bondholders full Nominal Value of the redeemable Bonds together with the unpaid interest accrued up to the relevant Early Redemption Date (excluding) and a premium of 0,5 % (to be calculated from the Nominal Value of the Bonds).
3. If the Early Redemption Date is on or after 24 (twenty-four) months after the Issue Date of the first Tranche, the Issuer shall pay to the Bondholders full Nominal Value of the Redeemable Bonds together with the unpaid interest accrued up to the relevant Early Redemption Date (excluding) and without a premium.

2.5.13.	ISIN:	LT0000133928
2.5.14.	Repayment date of the Nominal Value:	Final Maturity Date or, if applicable, Early Redemption Date or the Early Maturity Date.
2.6.	Bank Account No:	Shall be disclosed and confirmed in the Confirmations sent to the Investors in accordance with the Terms. The Investors undertake to transfer the aggregate Issue Price of the Bonds subscribed only to the Bank Account specified in the Confirmation.
2.7.	Collateral:	First ranking maximum pledge over the Shares.
2.8.	Collateral Agent:	The details of the Collateral Agency Agreement and Collateral Agent shall be provided in the Confirmation sent to the Investors in accordance with the Terms.
2.9.	Register:	Lithuanian central securities depository operated by Nasdaq CSD SE Lithuanian branch.
2.10.	Registrar:	Nasdaq CSD SE Lithuanian branch.
2.11.	Lead Manager:	Redgate Capital AS, legal entity code 11532616, Pärnu mnt 10, 10148, Tallinn, the Republic of Estonia

E-mail: broker@redgategroup.eu

2.11. Manager:

N/A

2.12. Listing and admission to trading

The Issuer shall submit an application regarding admission of this first Tranche of the Bonds to trading on the First North not later than within 6 months from the Issue Date of the first Tranche.

The decision as to admission of Bonds to trading on the First North shall be adopted by the Board of Nasdaq. The Issuer shall take all the measures, established in Nasdaq rules, needed that the Bonds would be admitted to trading on Nasdaq as soon as practicably possible.

The costs which are related to the admission of the Bonds to the First North will be covered by the Issuer.

The Issuer does not intend to apply for admission of the Bonds (or part thereof) to trading on other alternative markets or regulated markets.

The Issuer does not intend to appoint any firm to act as intermediary in secondary trading on the First North, providing liquidity through bid and offer rates.