

UAB Sostinės bokštai

(a private limited liability company incorporated in the Republic of Lithuania, legal entity code 304849153, address Ozo g. 12A-1, Vilnius, Lithuania)

SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS

for the PROGRAMME FOR THE OFFERING OF NOTES OF UAB SOSTINĖS BOKŠTAI IN THE AMOUNT OF UP TO EUR 53,500,000 (BEING A PART OF TOTAL EUR 67,000,000 ISSUE) AND ADMISSION OF THE ISSUED NOTES TO TRADING ON THE FIRST NORTH BOND LIST

This document constitutes Supplement No 2 (“**Supplement No 2**”) to the Base Prospectus (the “**Base Prospectus**” or the “**Prospectus**”) for the programme for the offering of notes (the “**Notes**”) of UAB Sostinės bokštai (the “**Company**” or the “**Issuer**”) in the amount of up to EUR 53,500,000 (being a part of total EUR 67,000,000 issue (the “**Issue**”) (the “**Offering**”) to be offered in Lithuania, Latvia and Estonia under the Base Prospectus and admission of the issued Notes of the Issue (the “**Admission**”) to trading on the First North Bond List of the multilateral trading facility First North Baltic administered by Nasdaq Vilnius AB, as amended by Supplement No 1 (“**Supplement No 1**”). The Base Prospectus was approved by the Bank of Lithuania on 12 March 2024 (the decision regarding the approval of the Prospectus No. V 2024/(1.160.E-9004)-441-44) and published on the website of the Company (https://bc-hero.lt/wp-content/uploads/2024/03/UAB-Sostines-bokstai_Base-Prospectus_2024-03-12.pdf). Supplement No 1 was approved by the Bank of Lithuania on 23 April 2024 and published on the website of the Company at https://bc-hero.lt/wp-content/uploads/2024/10/Supplement-No-1-to-the-Base-Prospectus.2024-04-23.eng_final_1-1.pdf.

This Supplement No 2 was prepared in accordance with Article 23 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the **Prospectus Regulation**) following the Issuer’s decision to appoint Evernord UAB FMĮ as the additional manager for the Offering of the Notes and make the relevant amendments in the template of the Final Terms to reflect these changes.

This Supplement No 2 forms an integral part of the Prospectus and must be read in conjunction with the Prospectus, including Supplement No 1. The terms with the first capital letter used in this Supplement No 2 shall have the meanings given to them in the Prospectus, unless stated otherwise in this Supplement No 2.

To the extent that there is any inconsistency between any statement in this Supplement No 2 and any other statement in the Prospectus, the statements of this Supplement No 2 shall prevail.

The Bank of Lithuania in its capacity as the competent authority in the Republic of Lithuania under the Prospectus Regulation on 26 November 2024 has approved this document as Supplement No 2 and has notified the approval of Supplement No 2 to the Latvian Financial Supervisory Authority (in Latvian: *Latvijas Banka*) and the Estonian Financial Supervision and Resolution Authority (in Estonian: *Finantsinspeksiioon*).

In accordance with Article 23(2) of the Prospectus Regulation, any investors who have agreed to purchase or subscribe for the Notes in the period between the approval of the Prospectus and publication of this Supplement No 2 and where the Notes have not yet been delivered, have a

right exercisable within two working days after the publication of Supplement No 2 to withdraw their acceptances. To exercise the right of withdrawal the investors shall contact the Issuer at info@realco.lt.

The person responsible for the information provided in this Supplement No 2 is the Issuer. To the best of the knowledge of the Issuer and its General Manager Mr. Julius Dovidonis, the information contained in this Supplement No 2 is in accordance with the facts and the Supplement No 2 makes no omission likely to affect its import.

Julius Dovidonis
General Manager

Save as disclosed in this Supplement No 2, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus since the publication of the Prospectus, as mentioned above.

The date of this Supplement No 2

26 November 2024

The following amendments to the Prospectus are made by this Supplement No 2:

1. The last paragraph of the introductory Section to the Base Prospectus shall be amended as follows:

“Redgate Capital AS (the “**Arranger**”) is the lead manager in Lithuania, Latvia and Estonia for the purposes of the Offering. Šiaulių bankas, AB is the issuing agent (the “**Issuing Agent**”) and the manager (“**Manager ŠB**”) of the Offering. **Evernord UAB FMĮ** is also the manager (“**Manager Evernord**”, jointly with Manager ŠB referred to as the “**Managers**” and each of them separately as the “**Manager**”). Sorainen Lithuania was the Certified Adviser for Admission of the Notes to Nasdaq Vilnius First North until their first day of trading.”

2. Part “**Placing and Underwriting**” of Section 6.4 “**Terms and Conditions of the Offer**” shall be amended as follows:

“Redgate Capital AS, reg. No. 11532616, address: Pärnu mnt 10, Kesklinna linnaosa, 10148 Tallinn, Harju maakond, Estonia is appointed as the Arranger acting on behalf of the Issuer for the purposes of the Offering in the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia. Šiaulių bankas, AB, reg. No 112025254, address: Tilžės st. 149, 76348 Šiauliai, Lithuania is appointed as the Manager acting on behalf of the Issuer for the purposes of the Offering in the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia. **Evernord UAB FMĮ, reg. No 303198227, address: Konstitucijos av. 15-90, LT-09319 Vilnius, Lithuania is appointed as the Manager acting on behalf of the Issuer for the purposes of the Offering in the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia.**

No underwriting agreement has been signed with the Arranger, **any of the Managers**, or with any other person for the purposes of this Offering.”

3. The first four paragraphs of the Part “**Placement Agreements**” of Section 6.7 “**Additional Information**” shall be amended as follows:

“On 16 September 2022 the Issuer has entered into Advisory Services Agreement with the Arranger, on 4 April 2023 the Issuer has entered into an Agreement for Provision of Investment Services with the Issuing Agent, on 18 April 2024 the Issuer has entered into Notes Distribution Agreement with **Manager ŠB**, and on 11 July 2024 the Issuer has entered into the **Bonds Distribution Agreement with Manager Evernord**, all in respect of the Programme, and where the Issuing Agent, **the Managers** and the Arranger committed to undertake certain actions in connection with organization of the Offering and Admission.

The Issuer and the **Managers** or the Arranger do not expect to enter into an underwriting agreement.

The **Managers** and the Arranger will act as an offering agent with respect to the Notes for the purposes of the Offering and Admission.

Following the preliminary calculations, the Issuer’s expenses, related to this Offering and Admission, shall comprise up to EUR 1 mln (including the fees for the Issuing Agent, **the Managers**, the Arranger, the legal counsel, fees to the Bank of Lithuania for

approval of the Prospectus, fees to Nasdaq CSD and Nasdaq Vilnius First North and fees for the preparation of the Prospectus).”

4. Item 20¹ of the template of the Final Terms as provided in **Annex 1 – Final Terms** of the Base Prospectus shall be amended as follows:

20 ¹ .	Managers:	Šiaulių bankas, AB, reg. No 112025254, address: Tilžės st. 149, 76348 Šiauliai, Lithuania. Evernord UAB FMI, reg. No 303198227, address: Konstitucijos av. 15-90, LT-09319, Vilnius, Lithuania.
-------------------	------------------	---
