



## AS "DelfinGroup"

*incorporated and registered in Latvia, with registration number 40103252854*

### **SUPPLEMENT NO. 1 TO THE PROSPECTUS ON PUBLIC OFFERING, LISTING AND ADMISSION OF SHARES TO TRADING APPROVED ON 21 SEPTEMBER 2021**

This supplement No. 1 (the "**Supplement**") to the Prospectus (as defined below) is prepared in connection with the AS "DelfinGroup" offering of up to 7,300,000 shares (plus up to 1,095,000 additional shares pursuant to an over-allotment option if exercised) to be listed and admitted to trading on the Baltic Main List of Nasdaq Riga and is supplemental to, and should be read in conjunction with the prospectus on the Public Offering, Listing and Admission of Shares to Trading, dated 21 September 2021 (the "**Original Prospectus**").

This Supplement No. 1 is a supplement within the meaning of Article 23(1) of 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**"). A request to the Latvian Financial and Capital Market Commission has been made with respect to notifying the Estonian Financial Supervision Authority and the Bank of Lithuania of a certificate of approval attesting that this Supplement No. 1 has been drawn up in accordance with the Prospectus Regulation.

Unless otherwise stated or the context otherwise requires, terms defined in the Original Prospectus have the same meaning when used in this Supplement No. 1. As used herein, "**Prospectus**" means the Original Prospectus as supplemented by this Supplement No. 1.

**In accordance with Article 23(2)(a) of the Prospectus Regulation, investors who have already submitted a Subscription Undertaking for the Offer Shares prior to the publication of this Supplement No. 1 are entitled to withdraw their Subscription Undertakings within 2 working days of this Supplement No. 1 having been published (the "Withdrawal Right End Date"). Withdrawal Right End Date means 14 October 2021. A withdrawal, if any, of a Subscription Undertaking must be communicated and addressed in writing to the relevant financial institution which is a member of Nasdaq Riga through whom the Subscription Undertaking in question has been made and carry out the procedure required by the financial institution for amending or cancelling the Subscription Undertaking (such procedures may differ between different financial institutions).**

**Investment in shares entails risks. While every care has been taken to ensure that Prospectus presents a fair and complete overview of the risks related to the Company, the operations of the Company and its subsidiary, i.e., ViziaFinance operations, and the Offer Shares, the value of investment in the Offer Shares may be significantly affected by circumstances that are either not evident at the date of approval of the Prospectus or not reflected in the Prospectus. Investment in the Offer Shares must be based on this Prospectus as a whole. Hence, we ask you to study the Prospectus with care.**

**MIFID II product governance.** The Retail Offering is directed to all retail investors in Latvia, Estonia and Lithuania. The Institutional Offering is directed to qualified investors in Latvia and in certain selected countries of the European Economic Area which have implemented the Prospectus Regulation, as well as to certain selected investors in accordance with other exemptions available under the laws of respective jurisdictions. Persons who offer, sell or recommend Shares (the Distributors) are independently responsible for the evaluation of the target market and appropriate distribution channels and must guarantee that these are in conformity with the provisions of this Prospectus.

The Prospectus is not, and does not purport to be, investment advice or an investment recommendation to acquire Offer Shares. Based on the investor's own independent review or analysis, each prospective investor of Offer Shares must determine, involving professional counsel if deemed necessary, whether an investment in the Offer Shares is consistent with the investor's financial capacities and investment objectives, and whether the investment is consistent with all the rules, requirements and restrictions that may be applicable to such investor.

## TABLE OF CONTENTS

<b>1.</b>	<b>INTRODUCTORY INFORMATION .....</b>	<b>4</b>
<b>2.</b>	<b>SUPPLEMENTARY INFORMATION TO THE PROSPECTUS .....</b>	<b>5</b>
2.1.	Supplement to Section 14 "Operating and Financial Review" of the Prospectus .....	5
2.2.	Extension of the Offer Period .....	5
2.3.	Update of the Summary of the Prospectus .....	6
2.3.1.	Update of Summary in English .....	6
2.3.2.	Update of Summary in Estonian ( <i>Eestikeelse Kokkuvõtte täiendus</i> ) .....	7
2.3.3.	Update of Summary in Latvian ( <i>Precizēts kopsavilkums</i> ) .....	7
2.3.4.	Update of Summary in Lithuanian ( <i>Santraukos atnaujinimas</i> ) .....	8

## 1. INTRODUCTORY INFORMATION

The purpose of preparing this Supplement is to incorporate certain selected operational data into the Prospectus for the third quarter of 2021 which was made public on 7 October 2021. This Supplement has been prepared in conjunction with consultation carried out with the Latvian Financial and Capital Market Commission and Nasdaq Riga.

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into the Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Prospectus.

The Company accepts responsibility for the information contained in this Supplement. The Company accepts responsibility for the correctness and accuracy of the information contained in this Supplement. Having taken all reasonable care, the Company believes that the information in this Supplement is, to the best of the Company's knowledge, in conformity with the facts and excludes no information likely to affect the meaning of this Supplement. Since the publication of the Prospectus there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Prospectus, save as disclosed in this Supplement.

*signed with a safe electronic signature*

Chairman of the Management Board  
Didzis Ādmīdiņš

*signed with a safe electronic signature*

Member of the Management Board  
Kristaps Bergmanis

*signed with a safe electronic signature*

Member of the Management Board  
Ivars Lamberts

Without prejudice to the above, the persons responsible for the information provided in this Supplement are not liable solely on the basis of the summary of the Prospectus, unless the information given in the summary is misleading or inaccurate together with the Prospectus or does not provide the material information needed for a decision on the investment in Offer Shares together with other parts of the Prospectus.

## 2. SUPPLEMENTARY INFORMATION TO THE PROSPECTUS

New information (as referred to in Article 23(1) of the Prospectus Regulation) relating to certain selected operational data of the Company for the third quarter of 2021 has become available. Thus, the following amendments and supplements are made to the Prospectus.

### 2.1. Supplement to Section 14 “Operating and Financial Review” of the Prospectus

Due to the published market news on 7 October 2021 by the Company regarding the announcement of certain selected operational data for third quarter of 2021<sup>1</sup>, the Company hereby supplements Section 14 “Operating and Financial Review” with Section 14.8 “Certain selected operational data for third quarter of 2021” as follows:

#### **“14.8 Certain selected operational data for third quarter of 2021**

Table 14.8.1.

#### **Selected operational data on consumer loan and pawn loan issuance and portfolio\***

<b>Indicator</b>	<b>First quarter of 2021</b>	<b>Second quarter of 2021</b>	<b>Third quarter of 2021</b>	<b>Third quarter of 2020</b>	<b>Year-on-year change</b>
Loan issuance (MEUR)	10.0	11.8	15.3	14.6	5%
Net loan portfolio (MEUR)	29.7	32.4	35.8	27.2	32%
NPL ratio	5.6%	4.9%	3.6%	-	-

\*Source: Management data. The data presented in the table above are comparable figures.

In the third quarter of 2021 the Company issued new loans in the amount of 15.3 MEUR which is a 29.7% increase compared to the second quarter of 2021 and is the all-time highest amount of loans issued in a single quarter. The net loan portfolio at the end of the third quarter of 2021 also reached a record level in the company’s history – 35.8 MEUR, a 32% year-on-year increase. This information is consistent with the business description and financial targets indicated in Section 8.10 “Strategy and objectives” of the Prospectus.

The Company continues robust growth to reach 51 MEUR loan portfolio by the end of 2022 and a 70 MEUR loan portfolio by the end of 2024 (please see more in Section 8.10 “Strategy and objectives” of the Prospectus). The Company has successfully diversified its risks and, despite restrictions and uncertainties related to COVID-19, continue to provide healthy growth. Over the last six-month period the Company’s net loan portfolio has been growing at a rate of approximately one million euros per month. At the end of first quarter 2021 the loan portfolio was 29.7 MEUR, at the end of third quarter of 2021 it reached almost 36 MEUR and keeps growing.”

It’s worth mentioning that the quality of the consumer loan portfolio has also improved during 2021. The proportion of loans, with payment delays over 90 days, has decreased to 3.6% of the total loan portfolio, which is another all-time best result of the Company.”

### 2.2. Extension of the Offer Period

Taking into account that the Prospectus Regulation sets a requirement that the investor is entitled to a right of withdraw from the Offering within 2 working days after the Supplement has been published, the Company has made a decision to extend the Offer Period and to additionally provide an opportunity for investors to submit a Subscription Undertaking.

<sup>1</sup> Please see: <https://view.news.eu.nasdaq.com/view?id=bd83c7c00290f82ce3abd931fb03c332d&lang=e>.

**Restatement of the definition of the term "Offer Period"**

In light of the above mentioned, the **Offer Period is being extended until 14 October 2021** and as such, the definition of the term "Offer Period" (page 197 of the Prospectus) will now refer to:

*"Period during which prospective investors may subscribe for the Offer Shares commencing on 28 September 2021 at 10:00 local time in Latvia and is expected to end on 14 October at 15:30 local time in Latvia, Estonia and Lithuania."*

**Restatement of the Table 4.1.1 "The indicative timetable of the Offering" in Section 4.1 "The Offering"**

In view of the change above, Table 4.1.1 "The indicative timetable of the Offering" (page 60 of the Prospectus) (the change affecting events: "End of the Offer Period", "Announcement of results of the Offering and Allocation", "Settlement of the Offering" and "First trading day on Nasdaq Riga") in Section 4.1 "The Offering" of the Prospectus (as referenced in the Summary), shall be replaced with the following:

Table 4.1.1

**The indicative timetable of the Offering**

Start of the Offer Period	28 September 2021
End of the Offer Period	14 October 2021
Announcement of results of the Offering and Allocation	On or about 15 October 2021
Settlement of the Offering	On or about 19 October 2021
First trading day on Nasdaq Riga	On or about 20 October 2021

Any other reference to the dates above made elsewhere in the Prospectus are to be construed accordingly.

**2.3. Update of the Summary of the Prospectus**

Certain sections of Summaries in English, Estonian, Latvian and Lithuanian are supplemented and restated in the following manner provided below.

**2.3.1. Update of Summary in English**

As new information (as referred to in Article 23(1) of the Prospectus Regulation) relating to certain selected operational data of the Company for the third quarter of 2021 has become available, the Company has decided to supplement the Prospectus and subsequently extend the Offer Period due to this new circumstance. Thereby, the relevant sections included in the Summary of the Prospectus are being restated in order to reflect the new information regarding the Offer Period and the indicative timetable regarding the Offering.

**Restatement of Paragraph "Where will the Shares be traded?" of Section 1.1.3 "Information on the securities"**

In view of the change above, Paragraph "Where will the Shares be traded" of Section 1.1.3 "Information on the securities" of the Summary in English (page 13 of the Prospectus) shall be restated as follows:

*"In the event of a successful Offering the Shares will be traded on the Baltic Main List of Nasdaq Riga. No application has been or will be submitted to trading of the Shares on any other stock exchange. Trading with the Shares on the Baltic Main List of Nasdaq Riga is expected to commence on or about 20 October 2021."*

**Restatement of Paragraph 3 and Paragraph 4 in Section 1.1.4 "Information on the offer of securities to the public and admission to trading on a regulated market"**

In view of the change above, Paragraph 3 and Paragraph 4 in Section 1.1.4 "Information on the offer of securities to the public and admission to trading on a regulated market" of the Summary in English (page 14 of the Prospectus) shall be restated as follows:

"The Company will submit a listing application to Nasdaq Riga for the admission to trading of all the Company's Shares, including the Offer Shares, on the Baltic Main List of Nasdaq Riga. Trading with the Company's Shares is expected to commence on Nasdaq Riga on or about 20 October 2021. The indicative timetable of the Offering is the following:

Start of the Offer Period	28 September 2021
End of the Offer Period	14 October 2021
Announcement of results of the Offering and Allocation	On or about 15 October 2021
Settlement of the Offering	On or about 19 October 2021
First trading day on Nasdaq Riga	On or about 20 October 2021

The Company together with the Global Lead Manager, will decide on the allocation of the Offer Shares after the expiry of the Offering Period, on or about 15 October 2021. The allocation of the Offer Shares between the Institutional Offering and the Retail Offering has not been previously determined. The Company together with the Global Lead Manager will determine the exact allocation at its sole discretion."

### 2.3.2. Update of Summary in Estonian (**Eestikeelse Kokkuvõtte täiendus**)

Kuna kättesaadavaks on muutunud uus informatsioon (Prospektimääruse artikli 23 lg 1 mõistes), mis käib Aktsiaseltsi 2021. aasta kolmanda kvartali teatud tegevusandmete kohta, otsustas Aktsiaselts selle uue asjaolu tõttu täiendada Prospekti ja pikendada vastavalt Pakkumisperiodi. Sellest tulenevalt sõnastatakse ümber Prospekti Kokkuvõtte asjaomased lõigud, kajastamaks uut informatsiooni Pakkumisperiodi ja Pakkumise indikatiivse ajakava kohta.

#### **Punkti 1.1.3 „Teave väärtpaperite kohta“ lõigu „Kus Aktsiatega kaubeldakse?“ ümbersõnastamine**

Tulenevalt ülalmainitud muudatusest sõnastatakse eestikeelse Kokkuvõtte (Prospekti lehekülj 21) punkti 1.1.3 „Teave väärtpaperite kohta“ lõik „Kus Aktsiatega kaubeldakse?“ ümber järgmiselt:

„Eduka Pakkumise korral hakatakse Aktsiatega kauplema Nasdaq Riia börsi Balti põhinimekirjas. Aktsiatega kauplemiseks mis tahes muul börsil pole esitatud ega esitata ühtegi taotlust. Aktsiatega kauplemine Nasdaq Riia börsi Balti põhinimekirjas algab eeldatavalt 20. oktoobril 2021 või selle paiku.“

#### **Punkti 1.1.4 „Informatsioon väärtpaperite avaliku pakkumise ja reguleeritud turul kauplemisele lubamise kohta“ 3. ja 4. lõigu ümbersõnastamine**

Tulenevalt ülalmainitud muudatusest sõnastatakse eestikeelse Kokkuvõtte (Prospekti lehekülj 22) punkti 1.1.4 „Informatsioon väärtpaperite avaliku pakkumise ja reguleeritud turul kauplemisele lubamise kohta“ 3. ja 4. lõik ümber järgmiselt:

„Aktsiaselts esitab Nasdaq Riia börsile noteerimistaotluse kõigi Aktsiaseltsi Aktsiate, sealhulgas Pakutavate Aktsiate kauplemiseks lubamiseks Nasdaq Riia börsi Balti Põhinimekirjas. Eeldatavalt algab Aktsiaseltsi Aktsiatega kauplemine Nasdaq Riia börsil 20. oktoobril 2021 või selle paiku. Pakkumise indikatiivne ajakava on järgmine:

Pakkumisperiodi algus	28. september 2021
Pakkumisperiodi lõpp	14. oktoober 2021
Pakkumise tulemuse ja jaotamise väljakuulutamise	15. oktoobril 2021 või selle paiku
Pakkumisega seotud arveldused	19. oktoobril 2021 või selle paiku
Esimene kauplemispäev Nasdaq Riia börsil	20. oktoobril 2021 või selle paiku

Aktsiaselts otsustab koos Globaalse Peakorraldajaga Pakutavate Aktsiate jaotamise pärast Pakkumisperiodi lõppemist 15. oktoobril 2021 või selle paiku. Pakutavate Aktsiate jaotus Institutsionaalse Pakkumise ja Jaepakkumise vahel ei ole eelnevalt kindlaks määratud. Aktsiaselts koos Globaalse Peakorraldajaga määravad täpse jaotuse kindlaks oma äranägemisel."

### 2.3.3. Update of Summary in Latvian (**Precizēts kopsavilkums**)

Tā kā jauna informācija ir kļuvusi pieejama (kā minēts Prospekta regulas 23. panta 1. punktā), kas attiecas uz noteiktiem izvēlētiem Sabiedrības 2021. gada trešā ceturkšņa operacionāliem datiem, Sabiedrība ir nolēmusi papildināt Prospektu un attiecīgi pagarināt Piedāvājuma Periodu šī jaunā apstākļa dēļ. Tādējādi



attiecīgās Prospekta Kopsavilkumā ietvertās sadaļas tiek izteiktas jaunā redakcijā, lai atspoguļotu jauno informāciju par Piedāvājuma Periodu un orientējošo Piedāvājuma laika grafiku.

**Sadaļas 1.3.3 "Informācija par vērtspapīriem" punkta "Kur tiks tirgotas Akcijas" izteikšana jaunā redakcijā**

Ņemot vērā iepriekš minētās izmaiņas, Kopsavilkuma latviešu valodā 1.3.3. sadaļas "Informācija par vērtspapīriem" punkts "Kur tiks tirgotas Akcijas" (Prospekta 29. lapa) tiek izteikts šādā redakcijā:

*"Sekmīga Piedāvājuma gadījumā Akcijas tiks tirgotas Nasdaq Riga Baltijas Oficiālajā sarakstā. Pieteikums par Akciju tirdzniecību nav iesniegts un netiks iesniegts nevienai citai biržai. Akciju tirdzniecību Nasdaq Riga Baltijas Oficiālajā sarakstā paredzēts uzsākt ap 2021. gada 20. oktobri."*

**Sadaļas 1.3.4 "Informācija par vērtspapīru publisku piedāvājumu un tirdzniecības atļaušanu regulētā tirgū" 3. un 4. paragrāfa izteikšana jaunā redakcijā**

Ņemot vērā iepriekš minētās izmaiņas, Kopsavilkuma latviešu valodā 1.3.4 "Informācija par vērtspapīru publisku piedāvājumu un tirdzniecības atļaušanu regulētā tirgū" 3. un 4. paragrāfi (Prospekta 30. lapa) tiek izteikti šādā redakcijā:

*"Sabiedrība iesniegs kotācijas pieteikumu Nasdaq Riga par atļauju visu Sabiedrības Akciju, tai skaitā, Piedāvājuma akciju tirdzniecībai Nasdaq Riga Baltijas Oficiālajā sarakstā. Sabiedrības Akciju tirdzniecības uzsākšana Nasdaq Riga ir sagaidāma ap 2021. gada 20. oktobri. Piedāvājuma izteikšanas orientējošais laika grafiks ir šāds:*

<i>Piedāvājuma perioda sākums</i>	<i>2021. gada 28. septembris</i>
<i>Piedāvājuma perioda beigas</i>	<i>2021. gada 14. oktobris</i>
<i>Piedāvājuma rezultātu paziņošana un Piešķiršana</i>	<i>Aptuveni 2021. gada 15. oktobris</i>
<i>Piedāvājuma izpilde</i>	<i>Aptuveni 2021. gada 19. oktobris</i>
<i>Pirmā tirdzniecības diena Nasdaq Riga</i>	<i>Aptuveni 2021. gada 20. oktobris</i>

*Sabiedrība kopīgi ar Galveno organizētāju lems par Piedāvājuma akciju piešķiršanu pēc Piedāvājuma perioda beigām, ap 2021. gada 15. oktobri. Piedāvājuma sadalījums starp Instrukcionālo piedāvājumu un Mazumtirdzniecības piedāvājumu nav iepriekš noteikts. Sabiedrība kopīgi ar Globālo Vadošo menedžeri noteiks precīzu sadalījumu pēc saviem ieskatiem."*

**2.3.4. Update of Summary in Lithuanian (Santraukos atnaujinimas)**

Atsiradus nūjai informācijai (kaip nurodyta Prospekto reglamento 23 straipsnio 1 dalyje), susijusiai su tam tikrais Bendrovės veiklos duomenimis už 2021 m. trečiąjį ketvirtį, Bendrovė dėl šios naujos aplinkybės nusprendė papildyti Prospektą ir atitinkamai pratęsti Pasiūlymo Laikotarpį. Taigi, atitinkamos pastraipos, įtrauktos į Prospekto santrauką, yra pakeičiamos tam, kad atspindėtų naują informaciją apie Pasiūlymo Laikotarpį ir orientacinį Pasiūlymo tvarkaraštį.

**1.1.3 skirsnio "Informacija apie vertybinius popierius" pastraipos "Kur bus prekiaujama Akcijomis?" pakeitimas**

Atsižvelgiant į aukščiau pateiktą pakeitimą, Santraukos lietuvių kalba (Prospekto 37 psl.) 1.4.3 skirsnio "Informacija apie vertybinius popierius" pastraipa "Kur bus prekiaujama Akcijomis?" pakeičiama taip:

*"Sėkmingo Siūlymo atveju, Akcijomis bus prekiaujama "Nasdaq Riga" Baltijos Oficialiajame prekybos sąrašė. Paraiška dėl prekybos Akcijomis jokioje kitoje vertybinių popierių biržoje nebuvo ir nebus pateikta. Tikimasi, kad prekyba Akcijomis "Nasdaq Riga" Baltijos Oficialiajame prekybos sąrašė prasidės apie 2021 m. spalio 20 dieną."*



#### **1.1.4 skirsnio "Informacija apie vertybinių popierių viešą siūlymą ir įtraukimą į prekybą reguliuojamoje rinkoje" 3 Pastraipos ir 4 Pastraipos pakeitimas**

Atsižvelgiant į aukščiau pateiktą pakeitimą, Santraukos lietuvių kalba (Prospekto 38 psl.) 1.4.4 skirsnio „Informacija apie vertybinių popierių viešą siūlymą ir įtraukimą į prekybą reguliuojamoje rinkoje“ 3 Pastraipa ir 4 Pastraipa pakeičiama taip:

*"Įmonė pateiks akcijų įtraukimo į biržos prekybos sąrašą paraišką "Nasdaq Riga" dėl visų Įmonės Akcijų, įskaitant Siūlomas Akcijas, įtraukimo į prekybą "Nasdaq Riga" Baltijos Oficialiajame prekybos sąraše. Tikimasi, kad prekyba Įmonės akcijomis "Nasdaq Riga" bus pradėta apie 2021 m. spalio 20 dieną. Orientacinis Pasiūlymo grafikas pateikiamas žemiau:*

<i>Pasiūlymo laikotarpio pradžia</i>	<i>2021 m. rugsėjo 28 d.</i>
<i>Pasiūlymo laikotarpio pabaiga</i>	<i>2021 m. spalio 14 d.</i>
<i>Pasiūlymo ir Paskirstymo rezultatų paskelbimas</i>	<i>Apie 2021 m. spalio 15 d.</i>
<i>Pasiūlymo atsiskaitymas</i>	<i>Apie 2021 m. spalio 19 d.</i>
<i>Pirmoji prekybos diena "Nasdaq Riga"</i>	<i>Apie 2021 m. spalio 20 d.</i>

*Įmonė kartu su Tarptautiniu vadovu priims sprendimą dėl Pasiūlymo Akcijų paskirstymo pasibaigus Siūlymo Laikotarpiui, apie 2021 m. spalio 15 d. Siūlomų Akcijų paskirstymas tarp Institucinio Siūlymo ir Mažmeninio Siūlymo anksčiau nebuvo nustatytas. Įmonė kartu su Tarptautiniu vadovu savo nuožiūra nustatys tikslų paskirstymą."*

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