Kvalifikuotas elektroninis parašas
MARIUS ARLAUSKAS
2026-07-01 08:33:28 GMT+3
Paskirtis: Parašas

MIFID II product governance / target market – Solely for the purposes of 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, professional clients and retail clients, 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; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – investment advice, portfolio management and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

The Offer of Notes is directed to all natural and legal persons – institutional and retail investors, in Lithuania, Latvia and Estonia, irrespective of whether they qualify as qualified investors within the meaning of Article 2(e) of the Prospectus Regulation, and to persons – institutional investors only, located in the Member State of the EEA (other than Lithuania, Latvia and Estonia) who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in each case pursuant to an exemption under Article 1(4)(a) of the Prospectus Regulation.

Final Terms dated 29 June 2026

UŽDAROJI AKCINĖ BENDROVĖ URBO BANKAS

Company's Legal Entity Identifier (LEI): 529900F2SC8ANS0A2T76

Issue of up to EUR 3,142,000 7.00 per cent. Fixed Rate Tier 2 Subordinated Notes due 2035

under EUR 10,000,000 Tier 2 Subordinated Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Base Prospectus dated 25 September 2025 which constitutes a base prospectus (the "Base Prospectus") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of Tier 2 Subordinated 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 relevant information.

The Base Prospectus is available for viewing on the website of AB Nasdaq Vilnius Stock Exchange ("Nasdaq Vilnius") (https://nasdaqbaltic.com/) and is also available at Uždaroji akcinė bendrovė Urbo bankas website www.urbo.lt as well as at the website of the Central Regulated Information Base www.crib.lt. Copies may also be obtained from the registered office of Uždaroji akcinė bendrovė Urbo bankas, as well as from its office at the address Konstitucijos ave. 18B, Vilnius, the Republic of Lithuania.

The expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

A summary of this Series has been appended to these Final Terms. The Final Terms have been approved by a decision of the Company's Management Board on 29 June 2026. The Final Terms have been filed with the BoL but are not subject to approval proceedings.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest into Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

1.	(i)	Issuer:	UŽDAROJI AKCINĖ BENDROVĖ URBO BANKAS
2.	(i)	Series Number:	1

	(ii) Tranche Number:	2
3.	Specified Currency:	Euro (EUR)
4.	Aggregate Nominal Amount:	
	(i) Series:	Up to EUR 10,000,000
	(ii) Tranche:	Up to EUR 3,142,000
5.	Issue Price:	EUR 1,000, which corresponds to 100 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	EUR 1,000
7.	(i) Issue Date:	21 July 2026
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	21 October 2035
9.	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.
10.	(i) Status of the Notes:	Tier 2 Subordinated Notes
	(ii) Date Management Board approval for issuance of Notes obtained:	29 September 2025 and 29 June 2026
PROVISIONS RELATING TO INTEREST PAYABLE		
11.	(i) Fixed Rate of Interest:	7 per cent. per annum payable in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	21 January, 21 April, 21 July, 21 October in each year up to and including the Maturity Date in each case, subject to adjustment in accordance with paragraph 17 below.
	(iii) Day Count Fraction:	30/360
	(iv) Business Day Convention:	Following Business Day Convention
	(v) Calculation Agent:	Issuer
PROVISIONS RELATING TO REDEMPTION		
12.	**Call Option**	Applicable
	(i) Optional Redemption Date(s):	Any Business Date following 5 years of the Issue Date, in whole or in part
	(ii) Optional Redemption Amount(s) of each Note:	100 per cent. per Nominal Amount
	(iii) Notice period:	Not less than 30 (thirty) nor more than 60 (sixty) days' notice
	(iv) Early redemption following a Tax Event:	Applicable
	(v) Early redemption following a Capital Event	Applicable

13.	**Put Option**	Not Applicable
14.	**Final Redemption Amount of each Note**	100 per cent. per Nominal Amount
15.	**Early Redemption Amount**	
	Early Redemption Amount(s) per Nominal Amount payable on redemption for taxation reasons or on event of default or other early redemption:	100 per cent. per Nominal Amount
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
16.	**Form of Notes**:	The Notes shall be issued in non-material registered form. According to the Law on Markets in Financial Instruments of the Republic of Lithuania the book-entry and accounting of the dematerialized securities in the Republic of Lithuania, which will be admitted to trading on the Regulated Market (Nasdaq Vilnius), shall be made by Nasdaq CSD. Entity to be in charge of keeping the records will be the Issuer. The Notes shall be valid from the date of their registration until the date of their redemption. No physical certificates will be issued to the Investors. Principal and interest accrued will be credited to the Noteholders' accounts through Nasdaq CSD.
17.	**Substitution and Variation pursuant to Condition 14:**	Applicable following a Capital Event

Signed on behalf of Uždaroji akcinė bendrovė Urbo bankas:

By: Head of Administration Marius Arlauskas

PART B – OTHER INFORMATION

1.	**LISTING AND ADMISSION TO TRADING**	
	(i) Admission to Trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market on the Bond List of Nasdaq Vilnius with expected date of Admission on or about 21 July 2026.
	(ii) Estimate of total expenses related to admission to trading:	Up to EUR 2,000
2.	**RATINGS**	
	Rating of Notes:	The Notes to be issued will not be rated.
3.	**INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**	
	Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.	
4.	**YIELD**	
	Indication of yield:	7 per cent. per annum
		The yield is calculated at the Issue Date on the basis of the Issue Price, if the Issuer were to pay interest on each Interest Payment Date up to and including the Reset Date and were to redeem the Notes on the Reset Date. It is not an indication of future yield.
5.	**OPERATIONAL INFORMATION**	
	ISIN:	LT0000135659
	Delivery:	Delivery against of payment
6.	**DISTRIBUTION AND OFFERING**	
	(i) Dealers:	Akcinė bendrovė Artea bankas
	(ii) Offering:	Public offering in the Republic of Lithuania, Republic of Latvia and Republic of Estonia
	(iii) Offering Period:	7 July 2026 from 9 a.m. until 17 July 2026 3 p.m. (Vilnius time)
	(iv) Date of publishing the results of the Offering:	21 July 2026
	(v) Settlement Date:	21 July 2026

Annex – Issue Specific Summary (the Bank will annex an issue specific summary and its translations into Lithuanian, Latvian and Estonian languages to the Final Terms)