

UAB CONSILIUM OPTIMUM

(legal entity number 300049915, registered address: L. Giros g. 50, Vilnius, Lithuania)

INFORMATION DOCUMENT FOR THE BOND OFFERING (UP TO EUR 8,000,000)

This information document (hereinafter – the **Information Document**) contains basic information regarding the public offering of bonds (hereinafter – the **Bonds**) to be issued by UAB Consilium Optimum (hereinafter – the **Company** or the **Issuer**), up to a maximum amount of EUR 8,000,000.

This Information Document does not constitute a prospectus of securities as defined in Regulation (EC) No 2017/1129 of the European Parliament and of the Council (hereinafter – the **Prospectus Regulation**) and in the Republic of Lithuania Law on Securities (hereinafter – the **Law on Securities**), and it has not been, and will not be, approved by the Bank of Lithuania.

This Bond issue is exempt from the requirement to prepare a prospectus as provided for in Article 3(2) of the Prospectus Regulation and Article 5(2) of the Law on Securities. This Information Document has been prepared in accordance with the provisions of Article 7 of the Law on Securities, Article 78(2) of the Republic of Lithuania Law on Companies (hereinafter – the **Law on Companies**), and the Description of the Procedure for the Preparation and Publication of the Information Document Required for the Public Offering of Medium-Sized Issues of Securities and Medium-Sized Crowdfunding Transactions, as approved by Resolution No 03-45 of the Board of the Bank of Lithuania (28 February 2013) (as subsequently amended).

The Information Document does not constitute an offer to sell or the solicitation of an offer to purchase the Bonds in any jurisdiction to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The distribution of this Information Document may also be restricted by law in some jurisdictions. Persons in possession of the Information Document must therefore be aware of and comply with such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of such jurisdiction.

The Bonds issue under this Information Document may consist of one or more tranches (each, hereinafter – a **Tranche**), subject to the publication of the relevant terms and conditions applicable to each Tranche in the Final Terms Document (hereinafter – the **Final Terms Document**).

Investors are advised to carefully read the information contained in this Information Document, in particular the risk factors described in Section 4, which must be taken into account before making a decision to purchase the Bonds. Nothing in the Information Document shall be construed as investment advice or recommendation by the Issuer or any other person. The Issuer does not provide recommendations or advice on the purchase of the Bonds. Investors should make their own enquiries as to the possible legal risks and tax consequences associated with the issue of and investment in the Bonds. Each prospective investor is encouraged to consult with its own financial, legal, business, or tax advisers to fully understand the benefits and risks associated with purchasing the Bonds.

The information contained in this Information Document is based on the data available to the Issuer at the time of preparation of the Information Document. External or other factors may have influenced the Company's operations and the content of this Information Document since its preparation.

This Information Document is dated 29 April 2024 and remains valid for 12 months from the date of its publication.

The lead Manager for the Bond offering in Lithuania is UAB FMJ Orion Securities, legal entity number 122033915, registered office address: Antano Tumėno g. 4, LT-01109, Vilnius, Lithuania (hereinafter – the **Lead Manager**).

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1. SUMMARY

1.1. Information Document

UAB Consilium Optimum (hereinafter – the **Company** or the **Issuer**) has prepared an information document (hereinafter – the **Information Document**) relating to the public offering of the Company's bonds (hereinafter – the **Bonds**) issued up to the maximum amount of EUR 8,000,000.

The Information Document prepared by the Company does not constitute a prospectus of securities as defined in Regulation No 2017/1129 of the European Parliament and of the Council (hereinafter – the **Prospectus Regulation**) and in the Republic of Lithuania Law on Securities, and it has not been and will not be approved by the Bank of Lithuania.

Any decision to invest in the Bonds should be made by the investor not only in accordance with this summary but also in accordance with the entire Information Document (including the Final Terms Document and the Appendices to the Information Document).

The Information Document is dated 29 April 2024 and remains valid for 12 months from the date of its publication.

1.2. Background information on the Issuer

(a) Key data on the Issuer

The Issuer is UAB Consilium Optimum, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 300049915, registered office address: L. Giros g. 50, Vilnius, Lithuania, telephone: +37052484449, e-mail: info@fastlink.lt, website address: www.fastlink.lt.

(b) Principal activities of the Issuer

The Issuer offers a variety of innovative services, including internet, smart TV, mobile, video surveillance, and more. The Issuer provides telecommunications services to both private and business customers. The telecommunications services provided by the Issuer are divided into 6 segments: (i) fibre optic internet, (ii) smart TV, (iii) mobile, (iv) 4G/5G internet, (v) video surveillance, (vi) other IT/IP services.

(c) Issuer's shareholders

The sole shareholder of the Issuer, which owns 100% of the Company's share capital, carrying 100% of the votes at the General Meeting of Shareholders, is Vitalijus Romualdas Andrijauskas.

(d) Management of the Issuer

Vitalijus Romualdas Andrijauskas is also a director of the Company. The Company operates without a Management Board or a Supervisory Board formed.

1.3. Basic information on the Bonds

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|------------------------------------|---|
| Bonds | Up to 8,000 units of Bonds with a nominal value of EUR 1,000 each (total nominal value up to EUR 8,000,000). |
| Class and type of the Bonds | Secured ordinary non-convertible Bonds - non-equity (debt) securities under which the Company becomes the debtor of the Bondholders and assumes obligations in favour of the Bondholders. |
| ISIN | LT0000409047 |

| | |
|--|--|
| Issue price | 100% of the nominal value of the Bonds |
| Bond redemption date | Determined in the case of a particular Tranche of the Bond placement depending on the needs of the Company (in any case, for a period not exceeding 3 years for the relevant Tranche of the Bond placement). |
| Bond redemption price | Nominal value of the Bonds (EUR 1,000) and accrued interest. |
| Minimum amount of investment | EUR 1,000 |
| Interest rate | 12% |
| Payment of interest | Interest will be paid quarterly. The specific interest payment dates will be specified in the Final Terms Document. |
| Security interest | The due performance of the Issuer's obligations to the Bondholders will be secured by a first ranking pledge over the Company's assets as a property complex comprised of the Company's claim rights arising from contracts concluded with the Company's customers (with the pledge to be executed in accordance with the terms and conditions specified in the Information Document). |
| Early redemption at the request of the Issuer | The Issuer is given the option to redeem the Bonds in their entirety after 1 and 2 years from the date of issue of the Bonds by paying an early redemption premium of 2% and 1%, respectively, based on the nominal value of the Bonds. |
| Redemption of the Bonds at the request of the Bondholders | The Bondholders have no right to demand the redemption of the Bonds prior to their Final Redemption Date, except the cases outlined in the Information Document. |
| Restrictions on transfer of the Bonds | There are no restrictions placed on the transfer of the Bonds. |
| Listing | It is expected that the Bonds will be admitted to the list of debt securities of the alternative securities market "First North" in Lithuania, administered by AB Nasdaq Vilnius, no later than within 6 months from the Date of Issue of the first Tranche of the Bond placement. |

1.4. Risk warning

Investing in the Bonds carries inherent risks. By purchasing the Bonds, the investor assumes the risks outlined in the Information Document pertaining to both the Issuer and the Bonds - if any of these risks occur, the investor may not receive the expected return, or may incur partial or complete loss of its investment.

Investors are advised to carefully review the information contained in the Information Document, including the risk factors to be taken into account before making a decision to purchase the Bonds. Nothing in the Information Document shall be construed as investment advice or recommendation by the Issuer or any other person. The Issuer does not provide recommendations or advice on the purchase of the Bonds. Investors should make their own enquiries as to the possible legal risks and tax consequences associated with the issue of and investment in the Bonds. Each prospective investor is encouraged to consult with its own financial, legal, business, or tax advisers to fully understand the benefits and risks associated with purchasing the Bonds.

2. IMPORTANT INFORMATION

2.1. Information Document

The Company has prepared this Information Document in connection with the offering of the Bonds to enable a potential investor to evaluate the opportunity to invest in the Bonds. The information presented herein has been obtained from the Issuer and other sources referred to in the Information Document.

This Information Document should be read in conjunction with any subsequent updates and any other documents (if any) attached to or referenced herein.

2.2. Responsible persons

The information contained in this Information Document is the responsibility of the Issuer, i.e. UAB Consilium Optimum, legal entity number 300049915, registered office address L. Giros g. 50, Vilnius, Lithuania. The Issuer assumes responsibility for the accuracy of information contained in this Information Document. To the best of the Issuer's knowledge and belief, as well as the reasonable belief of its manager, the information contained in this Information Document is accurate and does not omit any material details.

Vitalijus Romualdas Andrijauskas
Manager of the Issuer

2.3. Disclaimer

The Lead Manager, along with the Company's or the Lead Manager's legal adviser, bears no responsibility for the information contained in this Information Document or any of its parts, and does not assume any liability for the accuracy, completeness or interpretation of this information. Nothing contained in this Information Document or provided by the Company in connection with the Bond offering shall be construed as a warranty or representation, express or implied, made or given by the Lead Manager or the legal adviser of any party. Neither the Company nor the Lead Manager or the legal adviser assumes any responsibility for any information relating to the Bond offering, the Company or its business if such information is disseminated or otherwise made public by third parties in the context of the Bond offering or other facts. By participating in the Bond offering, investors acknowledge that they are relying on their own assessment and analysis of this Information Document, as well as all publicly available information about the Company. Investors should also consider the risk factors that may affect the outcome of such an investment decision (as set out in Section 4 (Risk Factors)). Investors should not assume that the information contained in this Information Document remains accurate beyond the date of issuance of this Information Document. The delivery of this Information Document at any time after its date does not imply, under any circumstances, that there have been no changes in the Company's status since the date of this Information Document, nor does it assert the accuracy of the information contained herein beyond its issuance date. In the event of a dispute regarding this Information Document or the Bond offering, the claimant may be forced to resort to the courts of the Republic of Lithuania, and the claimant may, therefore, be liable to pay the relevant state fees in relation to this Information Document or the other documents of the Bond offering.

2.4. Presentation of financial information, and information presented by reference

(a) Presentation of financial and other information

This Information Document incorporates by reference the Company's financial statements and financial information.

This Information Document incorporates by reference the unaudited financial statements of the Company for the period ended 31 December 2023, the audited financial statements of the Company for the period ended 31 December 2022, unaudited financial statements of the Company for the period ended 31 December 2021. The financial statements of the Company have been prepared in accordance with the corporate accounting standards adopted in the Republic of Lithuania.

This Information Document is based on the details available as at 29 April 2024. Unless expressly stated otherwise, all information contained herein shall be construed as being correct as at the above date. Where reference is made to information other than information as at 29 April 2024, the relevant date shall be stated.

(b) Rounding of figures

In this Information Document, numerical and quantitative values (e.g. monetary values, percentage values, etc.) are given with such precision as the Company considers sufficient to provide adequate and sufficient information on the relevant matter. Quantitative values have sometimes been rounded off to the nearest reasonable decimal or whole number value to avoid excessive detail. As a result of rounding, some values given may not add up to the total. Exact figures are presented in the Company's financial statements where they contain relevant information.

(c) Third party information and market information

Information contained in certain parts of this Information Document may be sourced from third parties. In such cases, the Information Document will specify the origin of such information.

Such information, to the best of the Company's knowledge and to the extent verifiable from data published by third parties, has been accurately conveyed and no facts have been omitted which would render the conveyed information inaccurate or misleading.

Certain information relating to the markets in which the Company operates is based on the best judgment of the Company's management. Reliable market information on the industry in which the Company operates may not be available or may be incomplete. Despite taking all reasonable measures to assess, to the best possible extent, the pertinent market situation and industry information, it should be noted that such information may not be regarded as definitive or indisputable. Investors are advised to carry out their own research on the relevant market or to seek professional advice. Market share information reflects the views of the Company's management unless specifically stated otherwise.

(d) Statements of a predictive nature

This Information Document contains statements of a predictive nature. Such predictive statements are based on current expectations and forecasts of future events, which in turn are based on the best judgment of the Company's management. Certain statements are based on the beliefs of the Company's management, as well as assumptions made by the Company's management and currently available information. Any predictive statements included in this Information Document are subject to risks, uncertainties and assumptions relating to the Company's future performance, the macroeconomic environment, and other similar factors.

Such predictive statements may be identified by words such as '*strategy, expect, predict, plan, anticipate, believe, will be, continue, evaluate, assess, intend, project, goals, objectives, targets, would be, likely, foresee*', and other words and phrases with similar meanings. Predictive statements can also be identified by the fact that they are not strictly related to historical or current facts. Like any forecast or prediction, they are inherently subject to uncertainty and changes in circumstances, and the Company is therefore under no obligation, and expressly disclaims any obligation, to update or modify the predictive statements contained in this Information Document as a result of such changes, new information, subsequent events or otherwise.

The reasonableness and accuracy of any predictive statements are influenced by the competitive nature of the Company's operating environment. This business is affected by changes in domestic and foreign legislation, taxation, competition, economic, strategic, political and social conditions, and other factors. Changes in such factors may lead to substantial disparities between the Company's actual outcomes and the expectations of its management. Other factors and risks may adversely affect the Company's operations, business or financial results (for more information on the risks that may be identified and are considered significant as at the date of this Information Document, see Section 4 (Risk Factors)).

(e) Information incorporated by reference

The following financial statements are incorporated by reference in this Information Document (the documents are available at the Company's website www.fastlink.lt):

- the unaudited financial statements of the Company for the period ended 31 December 2023;
- the audited financial statements of the Company for the period ended 31 December 2022;
- the unaudited financial statements of the Company for the period ended 31 December 2021.

3. BASIC INFORMATION ON THE ISSUER

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| Name of the Issuer | UAB Consilium optimum |
| Legal entity number | 300049915 |
| LEI code | 984500BF7C6ED6C69161 |
| Legal form | Private limited liability company (Lith. <i>Uždaroji akcinė bendrovė</i>) |
| Country of registration | Lithuania |
| Date of registration with the Register of Legal Persons / date of incorporation | 25 August 2004 |
| Period of operation | Indefinite |
| Main legislation governing the Issuer's activities | The Civil Code of the Republic of Lithuania, the Law on Companies, other legal acts of the Republic of Lithuania |
| Registered address | L. Giros g. 50, Vilnius, Lithuania |
| Contact phone number | +37052484449 |
| E-mail | info@fastlink.lt |
| Website | www.fastlink.lt |

The Issuer's website hosts various documents, including but not limited to the following:

- (a) Information Document;
- (b) Articles of Association of the Issuer;
- (c) Financial statements of the Issuer;
- (d) Auditor's report.

4. RISK FACTORS

The following discloses certain risk factors that may affect the Issuer's ability to meet its obligations under the Bonds. All of these factors are contingencies which may or may not occur and the Issuer cannot express any opinion as to the likelihood of the occurrence of any of these contingencies. In addition, the following describes the factors that are relevant for assessing the risks associated with the Bonds. The risks outlined below may adversely affect the Issuer and, in severe instances, may result in the Issuer's insolvency and a violation of the covenants established under the Bonds.

Investors should carefully review and consider the following risk factors and other information contained in this Document before making a decision to purchase/subscribe for the Bonds. If one or more of the risks described below were to occur, it could have a material adverse effect on the Issuer's business and prospects. In addition, if any of these risks were to occur, the market value of the Bonds and the likelihood that the Issuer will be able to meet its monetary obligations under the Bonds could decline, in which case the Bondholders could lose all or part of their investment. Additional risks and uncertainties that are not currently known to the Issuer, or that the Issuer currently considers to be immaterial, could also impair the Issuer's business and have a material adverse effect on its cash flows, financial performance, and financial position. The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the Issuer's cash flows, financial performance, and financial condition.

4.1. Risks related to the Issuer

| RISK | DESCRIPTION |
|-----------------------------------|---|
| Economic environment risks | The Issuer's activities and results are contingent upon economic developments both domestically in Lithuania and internationally. In the event of an economic downturn, the demand for the Issuer's services may decrease, the risk of insolvency of the Issuer's customers may increase, which may have a negative impact on the implementation of the Issuer's business strategy and results. |
| Credit risk | The Issuer's customers may be financially unable to make settlements or may avoid meeting their contractual obligations. This exposes the Issuer to the risk of financial losses and potential revenue shortfalls. The Issuer also uses financial bank loans in its operations – on 31 December 2023, the Issuer's bank loan balance amounted to EUR 2,670,002. The Issuer also envisages using bank loans to finance future operations. The Issuer's fixed assets are pledged as collateral to secure the bank loans, and if unforeseen adverse developments were to hinder the Issuer's ability to meet its obligations under the bank loans, resulting in banks foreclosing on the pledged assets, it could limit the Issuer's capacity to operate its business in full and, accordingly, this could impede the Issuer's ability to redeem the Bonds when due. |
| Liquidity risk | The Company may not have sufficient cash or other liquid financial resources to meet its financial obligations in a timely manner, may not be able to obtain those liquid financial resources in the short term through borrowings, through the sale of its assets, or may be required to sell the Company's assets, or a portion of the Company's assets, on unfavourable market terms, which could result in a loss. Although on 31 December 2023, the Issuer's current assets exceeded its current liabilities and its liquidity ratio (current assets to current liabilities) was 1.13, it is possible that in the future the Issuer may not be able to fully cover its current liabilities using short-term liquid assets. The liquidity risk is manifested by the temporary or permanent insolvency of the Company and, as a last resort, by the opening of insolvency proceedings against the Company. |
| Competition risk | There is a risk that increased competition could affect the Issuer's profitability or result in a potential loss due to inadequate response to competitors' actions |

or environmental changes. The Issuer operates in a competitive market characterised by the dominance of several large market players holding oligopolistic positions. The emergence of new players or the initiation of significant pricing changes by existing market participants may adversely affect the Issuer's ability to grow its sales or to maintain sufficient profitability, which may in turn impede the Issuer's ability to redeem the Bonds when due.

Supplier risk

The main suppliers may change the terms of their cooperation in such a way as to impair the Issuer's financial performance. This risk is controlled by the Issuer as it uses a diversified supplier base and does not use critical equipment or services supplied by a single supplier.

Dependence on external funding

The Issuer needs sufficient resources to finance its normal operations and investments. Additional resources may also be required to expand the Issuer's operations through additional investment in the Issuer's communications network. For these reasons, the inability to secure sufficient short-term and long-term external funding in the form of loans may limit the Issuer's expansion plans and lead to poorer operating results and reduced solvency. In addition, the cost of borrowed capital used by the Issuer fluctuates depending on the market situation for borrowed capital. A significant increase in the cost of borrowed money would have a negative impact on the Issuer's financial performance and ability to redeem the Bonds when due.

Management and human resources risks

The performance of the Issuer will depend, to a large extent, on the Issuer's team of employees, the decisions it makes, and the experience and skills of the individuals who make up the team. There can be no assurance that the Issuer will be able to retain all current key individuals crucial for its successful management, or successfully recruit new professional staff members. The loss of individuals crucial to the successful management of the Issuer, their potential recruitment by competitors of the Issuer, and challenges in attracting new qualified personnel could significantly impact the Issuer's management, business operations, financial results, and overall financial condition and, consequently, could have an adverse effect on the Issuer's ability to redeem the Bonds when due.

IT risk

The Issuer's business (the provision of internet and related digital services) is directly dependent on the use of tangible information technology and software. With the continuous development of IT technologies and the emergence of new and more advanced technological solutions, the Issuer must continuously focus on maintaining and updating the state of the managed IT infrastructure. In addition, unforeseen disruptions to the information technology in use may lead to disruptions in the services provided by the Issuer. Such short-term disruptions could have a negative impact on the Issuer's short-term financial results, and the inability to maintain a sufficient level of smoothly functioning IT infrastructure in the long term could also lead to long-term adverse changes in the Issuer's business and financial results. Such developments could adversely affect the Issuer's ability to redeem the Bonds when due.

Risk of failure to manage development

The Issuer plans to significantly expand its activities, both in terms of the number of customers it serves and the range of services it offers. There is a risk that the Issuer's rapid expansion may not allow it to adjust its business processes accordingly, expand capacity or make other changes in a timely manner to ensure effective management of the expanded business. Such inability may result in adverse financial results which may adversely affect the Issuer's ability to redeem the Bonds when due.

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| Risk of data loss | There is a risk of the loss of operational data and documents stored within the Issuer's systems and shared drive, either in part or in entirety. The data loss may result in prolonged disruption of the Company's operations, the initiation of legal proceedings, the obligation to compensate for third-party damage, and the threat of substantial fines for non-compliance with personal data processing regulations. |
| Risk of cyber-attacks | The Issuer operates in the data transmission and digital services sector, which is exposed to the risk of, and is vulnerable to, cyber-attacks and incidents. The Issuer uses advanced security measures in its operations; however, this does not completely eradicate the possibility of a cyber-attack that could result in damage to its systems or the theft of data belonging to the Issuer or its customers. Such incidents could result in financial losses and adversely affect the Issuer's ability to redeem the Bonds when due. |
| Risk of force majeure events | The risk of force majeure events poses a threat to the continuity of the Issuer's business, and stems from factors the consequences of which may be wholly beyond the control of agreements or contracts, and which cannot be controlled, reasonably foreseen or prevented from occurring. The risk of force majeure events may arise from natural disasters, disturbances or acts of war. The risk factors of force majeure may have a significant impact on the provision of the Issuer's services and the receipt of payment for them. |
| Reputational risk | There is a risk that the Issuer or its employees, through inappropriate actions, strategies or communications, could lead to the formation of a negative opinion among the public or a segment thereof regarding the Issuer. The risk of a negative reputation could lead to significant losses of customers and funds. |
| Refinancing risk | The Issuer may have to refinance its debts, including the Bonds. The Issuer's ability to successfully refinance its debts depends on the conditions of the debt capital markets and its financial position at the time. The Issuer's inability to refinance its debts or to refinance them on favourable terms may adversely affect the Company's financial position and the ability of the Bondholders to recover funds under the Bonds. |
| Regulatory risk | The Issuer operates in the information transmission and digital services sector, which is heavily regulated by both EU and national legislation. In addition, the Issuer operates in an oligopolistic market, which is subject to additional regulation, enabling the Issuer, as a small player in the market, to smoothly expand its activities and compete successfully. Any adverse regulatory developments may have significant negative consequences for the Issuer's business model, may result in the need for additional investments or a change in the competitive situation, which may have negative financial consequences and may reduce the Issuer's ability to redeem the Bonds in a timely manner. |
| Risk of litigation | The Issuer may be involved in legal disputes in the future as a result of its activities. An adverse resolution of the dispute against the Issuer could potentially impact its business operations, financial status, and reputation in a negative manner. This may affect the Issuer's ability to properly discharge its obligations to the Bondholders, and the attractiveness and liquidity of the Bonds. |
| Tax risk | The introduction of new taxes relating to the Issuer's activities or changes in applicable taxes may adversely affect the Issuer's performance. |

4.2. Bond-related risks

| RISK | DESCRIPTION |
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| Inflation risk | There is a risk that, in the event of inflation, the depreciation of money might exceed the yield on the Bonds. |
| Listing risk | There is a risk that, due to various factors, the Company may not be able to include the Bonds in the debt securities list of the alternative securities market "First North" in Lithuania administered by AB Nasdaq Vilnius, which may complicate the secondary circulation of the Bonds, and that investors wishing to sell their Bonds may not be able to do so prior to the expiry of the redemption period. |
| Unsuitability of the Bonds for some investors | The Bonds may not be the right investment for some investors. Every potential investor in the Bonds must evaluate the appropriateness of the investment based on his or her individual circumstances. An individual considering investment in the Bonds should refrain from doing so unless they possess personal experience, either directly or through qualified financial advisors, to evaluate the effects of market and economic condition changes on the value of the Bonds. |
| Collateral-related risk factors | The Bonds will be secured by a first ranking pledge of the Issuer's receivables from customers. Apart from the above collateral, there are no other collateral or guarantees of the Issue provided by third parties. The collateral securing the Issue does not ensure that, in the event of a default by the Issuer, the collateral can be realised in such a manner or that its liquidation value is high enough to fully satisfy all claims of the Bondholders. |
| Changes in the Issuer's financial position | Any adverse change in the Issuer's financial condition or prospects may have a significant adverse effect on the liquidity of the Bonds and may result in a material decrease in the market price of the Bonds. |
| Potentially unfavourable decisions of Bondholders' Meetings | The laws applicable to the issue of the Bonds provide for the possibility of resolving certain matters at Bondholders' Meetings. Attendance of all Bondholders at the Meeting or unanimous approval from all Bondholders is not necessary for the decision to be adopted at the Bondholders' Meeting. Accordingly, the decisions made at the Bondholders' Meeting will be binding and effective for all Bondholders, including those who abstained or opposed the decision. |
| No voting rights | Only shareholders of the Issuer have the right to vote at the Issuer's General Meetings. The Bonds do not confer such voting rights. Therefore, the Bondholders may not influence any decisions of the Issuer's shareholders relating, for example, to the Issuer's capital structure, commitments, or other transactions. |
| Risk of early redemption of the Bonds | Under the terms of the issue, the Bonds may be redeemed prior to the specified maturity date at the discretion of the Issuer. If the Issuer exercises the early redemption right, the return on investment in the Bonds may be lower than originally expected. |
| Changes in the legal and tax environment | The legal and tax environment relevant to the Bond issue may change. Bondholders may face additional expenses, procedural requirements, and diminished returns on their investment in the Bonds. |

5. PURPOSE OF THE BOND ISSUE

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| Bonds to be issued and the aggregate amount of funds the Issuer seeks to raise | Up to 8 000 units of the Bonds with a nominal value of EUR 1,000 each. Accordingly, the aggregate (maximum) amount of funds the Issuer seeks to raise is up to EUR 8,000,000. |
| The main purpose of the Bond issue | The Bonds are being issued for the purpose of raising capital for the Issuer's (i) financing the expansion of its business (ii) possible refinancing of an existing bank loan. |
| Projected net funds to be received (after deducting the offering expenses), categorised by the intended utilisation of the funds | The net amount of proceeds expected to be received from the placement of the Bonds in the first Tranche of the Bond placement is EUR 4,850,000. It is anticipated that total amount raised will be earmarked for financing investments in the expansion of the Issuer's broadband network and the development of new services. The Issuer also retains the option to use part of the amounts raised (up to EUR 2,510,000) to re-finance an existing bank loan. |

6. DESCRIPTION OF THE PROPOSED OBLIGATIONS AND OFFERING TERMS

6.1. Basic information about the Bonds to be issued

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| Bonds | Up to 8,000 units of Bonds with a nominal value of EUR 1,000 each (total nominal value up to EUR 8,000,000). |
| Class and type of the Bonds | Secured ordinary non-convertible bonds - non-equity (debt) securities under which the Company becomes the debtor of the Bondholders and assumes obligations in favour of the Bondholders. |
| Total number of the Bonds | Up to 8,000 units. |
| ISIN | LT0000409047 |
| Nominal value per Bond | EUR 1,000 |
| Maximum total nominal value of the Bond issue | Up to EUR 8,000,000 |
| Issue price | 100% of the nominal value of the Bonds |
| Maximum aggregate value of the Bonds of a particular Tranche | The aggregate nominal value of the Bonds offered during a particular Tranche will be specified in the relevant Final Terms Document. |
| Currency of the Bonds | EUR |
| Basis of the issuing of the Bonds | <p>The Law on Companies, the Law on Securities, and other related legal acts.</p> <p>All disputes relating to or arising out of the Bonds will be finally settled only by the courts of the Republic of Lithuania having competent jurisdiction.</p> |
| Issuer's decision forming the basis for the issuance of the Bonds | The Bond offering is being carried out in accordance with a shareholder resolution dated 24 April 2024 |
| Form of the Bonds | <p>The Bonds are recorded in book-entry form. Pursuant to the Republic of Lithuania Law on Markets in Financial Instruments, registration and accounting of book-entry securities in the Republic of Lithuania is carried out by the Nasdaq CSD SE Lithuanian branch, legal entity number 304602060, registered office address Konstitucijos pr. 29-1, Vilnius, Lithuania (hereinafter – the Nasdaq CSD).</p> <p>The entity responsible for keeping securities records is UAB FMĮ Orion Securities.</p> <p>The Bonds issued during each Bond placement Tranche are deemed to be valid from the date of their registration with the register maintained by Nasdaq CSD (i.e. from the Date of Issue) until the date of their redemption and deregistration from the register maintained by Nasdaq CSD (i.e. until the Final Redemption Date).</p> |

| | |
|---|--|
| Subscription Period (the Subscription Period) | The Subscription Period for each Bond placement Tranche will be specified in the relevant Final Terms Document. |
| Bond issue date (the Date of Issue) | The Date of Issue for each Bond placement Tranche will be specified in the relevant Final Terms Document. |
| The Final Redemption Date of the Bonds of a particular Tranche (the "Final Redemption Date"). Principal Payment Date | <p>The Final Redemption Date of the Bonds in the particular Tranche will be specified in the relevant Final Terms Document</p> <p>The Issuer will redeem the Bonds through the Nasdaq CSD.</p> <p>If the Final Redemption Date and the Principal Payment Date of the Bonds is not a business day, the final redemption of the Bonds and payment of the principal amount will be postponed until the next business day. Postponing a Payment Date will not alter the amount owed, and there will be no recalculation of the payment amount.</p> |
| Bond redemption price | On the Final Redemption Date (or on any business day preceding it, should the Issuer be obligated or entitled to redeem the Bonds either entirely or partially in the manner outlined in the Information Document), the nominal value of the Bonds (EUR 1,000) along with the accrued Interest shall be disbursed through the transfer of the relevant sums to the accounts where the Bonds are held or to the accounts designated by the Bondholders during the Bond purchase process. This disbursement will occur without requiring individual requests or applications from the Bondholders. |
| Minimum investment amount | EUR 1,000 |
| Interest rate | 12% |
| Frequency of interest payments | Interest will be paid quarterly. The specific interest payment dates will be specified in the Final Terms Document. |
| Payments | The amounts due for the Bonds (principal amount, interest or other amounts) are paid by the Issuer to the Bondholders specified in the register administered by Nasdaq CSD at the end of the third business day before the date of such payment (i.e. 23:59 Vilnius time). If the due date is not a business day, payment will be delayed until the next business day. Postponing the payment date does not affect the amount due and it is not recalculated. |
| Security interest | The Issuer's due performance of its obligations to the Bondholders will be secured by a pledge of a first ranking pledge over the Company's assets as a property complex consisting of the Company's claim right arising from contracts concluded with the Company's customers (pledge is to be executed no later than within 2 months from the Date of Issue of the first Tranche of the Bond placement). |
| Early redemption of the Bonds at the Issuer's request | The Issuer has the option to fully redeem the Bonds after 1 and 2 years following the Date of Issue of the Bonds, subject to an early redemption premium of 2% and 1%, respectively, calculated on the basis of the nominal value of the Bonds. |

| | |
|--|---|
| Redemption of the Bonds at the Bondholders' request | The Bondholders have no right to demand redemption of the Bonds prior to their Final Redemption Date, unless the Bondholders' Meeting decides that the Bonds must be redeemed prior to the Final Redemption Date, as provided for in the Section entitled "Events of Default". |
| Applicable taxes | All payments in respect of the Bonds are calculated and disbursed ensuring compliance with all taxes and other deductions mandated by applicable laws. If applicable law requires the withholding of applicable taxes, the Issuer will make payments after the withholding of taxes and will report to the relevant authorities in accordance with the requirements of applicable law. The Issuer will not be obliged to pay any additional compensation to the Bondholders as a result of the withholding of taxes. |
| Bond offering | <p>The Lead Manager is offering the Bonds to investors on the terms and conditions set out in this Information Document and the relevant Final Terms Document.</p> <p>During the first Tranche of the Bonds placement, the Bonds are publicly offered in the Republic of Lithuania, Republic of Latvia and Republic of Estonia. The methods of placement of other Tranches of the Bonds will be specified in the Final Terms Document.</p> |
| Restrictions on transfer of the Bonds | The transfer of the Bonds is not subject to any restrictions. |
| Investor costs | The Issuer will not levy any costs or fees on investors for the issuance of the Bonds. However, investors may be obliged to bear the costs of opening securities accounts with credit institutions or financial brokerage firms, as well as commissions charged by credit institutions or financial brokerage firms in connection with the execution of an investor's orders for the purchase or sale of the Bonds, the holding of the Bonds, or any other transactions relating to the Bonds. The Issuer shall not reimburse Bondholders for such costs. |
| Listing | It is expected that the Bonds will be entered in the list of debt securities of the alternative securities market "First North" in Lithuania administered by AB Nasdaq Vilnius (hereinafter – Nasdaq Vilnius or Nasdaq), no later than within 6 months from the Date of Issue of the first Tranche of the Bonds placement. |

6.2. Subscription, Allocation and Settlement Terms

(a) General information

The Issuer issues the Bonds up to a maximum amount of EUR 8,000,000. The Bonds will be offered and issued in parts (Tranches) in accordance with the relevant auction rules to be approved by the Lead Manager and to be published on Nasdaq's website at www.nasdaqbaltic.com (hereinafter – the **Auction Rules**) at least 1 day prior to the commencement of the relevant Tranche.

Please note that the offering of the Bonds will be made only by way of an auction (hereinafter – the **Auction**) through Nasdaq in accordance with the relevant Auction Rules, and that Subscription Orders will be accepted only by a credit institution or a financial brokerage firm licensed to provide investment services and which is a member of Nasdaq Vilnius (hereinafter – the **Member of the Exchange**).

(b) Eligibility to participate in the Bond Offering

During the first Tranche of the Bonds placement, the Bonds are publicly offered in the Republic of Lithuania, Republic of Latvia and Republic of Estonia. The methods of placement of other Tranches of the Bonds will be specified in the Final Terms Document.

In order to purchase the Bonds and to apply for Acquisition by way of an Auction through Nasdaq, an Investor must have a securities account with a Member of the Exchange.

(c) the principal terms and conditions of the first Tranche of the Bond placement (which will also be set out in the Final Terms Document for the first Tranche)

During the first Tranche of the Bond placement, the Bonds will be offered on the following terms and conditions, which will be set out in the Final Terms Document:

- The maximum aggregate nominal value of the first Tranche of the Bonds is EUR 5,000,000;
- Issue price per Bond - EUR 1,000;
- Final redemption term – 20 May 2027;
- Subscription period – from 30 April 2024 to 16 May 2024;
- Date of Issue – 20 May 2024;
- Interest payment dates are 20th of August, 20th of November, 20th of February and 20th of May.

The Final Terms Document for each relevant Tranche will be prepared in accordance with the form set out in Appendix 1 and will be published in the Lithuanian and English languages on the Issuer's website www.fastlink.lt no later than the first day of the relevant Tranche.

(d) Submission of the Subscription Orders

Investors wishing to subscribe for and purchase the Bonds shall, during the Subscription Period, submit orders for the purchase of the Bonds (hereinafter – the **Subscription Orders**).

The Subscription Orders may be placed through any Member of the Exchange.

The aggregate amount of the Bonds to be purchased as specified in each Subscription Order must not be less than the minimum investment amount (EUR 1,000).

(e) Bond allocation

The Issuer will decide on the allocation of the Bonds to investors after the end of the Subscription Period. The Issuer reserves the right to reject any Subscription Order which is incomplete, inaccurate, ambiguous, or non-compliant, or which has not been completed, submitted and/or accompanied by the requisite additional documents within the Subscription Period in accordance with all requirements outlined in this Information Document or the Final Terms Document as requested by the Issuer.

Upon completion of the allocation of the Bonds, the investor will receive a notification of the partial or total acceptance or rejection of the Subscription Order submitted by the investor and the number of the Bonds allocated to the investor, if any. Confirmation will be provided by the relevant Member of the Exchange to whom the investor has submitted the Subscription Order.

If demand for the Bonds exceeds availability, the Issuer will adhere to the first-come-first-served principle, according to which priority will be given to Subscription Orders submitted earlier in the Subscription Period.

(f) *Payment*

In the case of an Auction, the payment for and allocation of the Bonds subscribed for shall be made by the Delivery vs Payment (DVP) method, which means that the settlement procedure on the Date of Issue shall be carried out by the Nasdaq CSD and the Members of the Exchange in accordance with the Auction Rules, whereby the ownership of the Bonds purchased at the time of Subscription shall be acquired at the time when the Bonds are transferred to the relevant securities account in conjunction with the payment of the Bonds purchased.

(g) *Information on the results of the Bond offering*

The announcement of the allocation of the Bonds to the Members of the Exchange shall be published through Nasdaq CSD in accordance with the Auction Rules. Members of the Exchange shall notify the relevant investors of the allocation of the Bonds in accordance with the internal documents, procedures of the Members of the Exchange, and applicable law.

(h) *Cancellation of the Bond offering*

The Issuer may cancel the Bond offering/Auction on the recommendation of the Lead Manager or by its own decision at any time prior to the relevant Date of Issue without disclosing the reason for such cancellation.

On the recommendation of the Lead Manager, the Issuer may cancel the Bond offering (Auction) if it considers it impractical or inadvisable to continue the Bond offering. A non-exhaustive list of such reasons for cancellation includes: (i) a sudden and material adverse change in the economic or political situation in Lithuania or the world; (ii) significant losses or interference with the Issuer's business; or (iii) any material changes or events affecting the Issuer's business, management, financial condition, shareholder's equity in the Company. In such event, the Subscription Orders will be disregarded and the Auction will be terminated.

If the Bond offering (Auction) is suspended or postponed, the Issuer shall inform the investors by means of a notice on the website www.fastlink.lt.

6.3. Rights attached to the Bonds

(a) *Main rights attached to the Bonds*

All issued Bonds confer on their holders equal rights as are available to them under the Law on Companies and other applicable laws of the Republic of Lithuania.

Each Bondholder shall have the following main rights:

- (i) to receive the nominal value of the Bonds held to the Maturity Date. If the Bonds are not redeemed, the Bondholder has the right to claim redemption of the Bonds within 3 years of the Redemption Date. If no such claim is made within such period, the Bondholder ceases to have the right to such claim;
- (ii) to receive interest during the term of validity of the Bonds (payable on interest payment dates);
- (iii) to sell or otherwise transfer into the ownership of another and/or pledge all or a part of the Bonds;
- (iv) to attend and vote at the Bondholders' Meetings;
- (v) to initiate the convocation of the Bondholders' Meetings and adopt a decision to convene the Bondholders' Meeting following the procedure laid down by law;
- (vi) to obtain information related to the protection of the Bondholders' interests following the procedure laid down by law;

- (vii) to receive a copy of the Agreement on Bondholders' Protection concluded with the Trustee for the Bondholders;
- (viii) other rights established in the applicable laws.

(b) Bondholders' Meetings

The Bondholders' Meeting may take the following decisions:

- (i) to remove the Trustee for the Bondholders and appoint a replacement trustee;
- (ii) to indicate to the Trustee for the Bondholders that the breach committed by the Company is not material, and, therefore, there is no need to adopt any measures to protect the rights of the Bondholders;
- (iii) to approve obligations proposed but not yet fulfilled by the Company towards the Bondholders and determine the type of security for ensuring their fulfilment;
- (iv) to determine what information the Trustee for the Bondholders is required to provide to the Bondholders' Meetings periodically or at the request of the Bondholders and to establish the procedure for the provision such information;
- (v) to adopt other decisions provided for in the applicable legislation.

The Bondholders' Meeting may also decide other matters relating to the protection of the interests of the Bondholders.

The right to convene a Bondholders' Meeting shall be vested in (i) the Trustee for the Bondholders, (ii) the Bondholders who hold at least 1/10 of the voting rights conferred by the same Bonds issue at the Bondholders' Meeting, and (iii) the Company.

The request to convene a meeting shall be submitted to the Trustee for the Bondholders, who issues a decision to convene a meeting within 5 business days.

(c) Representation of the Bondholders

The Bondholders are represented and their interests are protected by UAB Audifina, legal entity code 125921757, with its registered office address at A. Juozapavičiaus g. 6, Vilnius, auditor's certificate No 001431 (the **Trustee**). Each Bondholder is entitled to receive a copy of the Agreement with the Trustee, by requesting a copy by an e-mail sent to the Issuer or the Trustee (info@audifina.lt).

Main obligations of the Trustee:

- (i) to take measures to ensure the fulfilment of the Company's obligations towards the Bondholders;
- (ii) to convene the Bondholders' Meetings;
- (iii) to publish information about the Bondholders' Meetings being convened following the procedure set out in the Law on the Protection of Interests of Bondholders;
- (iv) to provide documents and information to the Bondholders' Meeting;
- (v) to provide the Bondholders' Meeting which has on its agenda the issue of the approval of the arrangements for the enforcement of the Issuer's outstanding obligations to the Bondholders, an opinion in the nature of a recommendation containing a reasoned opinion on whether to

approve or reject the arrangements proposed by the Issuer for the enforcement of the obligations to the Bondholders;

- (vi) to implement the decisions of the Bondholders' Meetings;
- (vii) no later than within 5 business days of the date of receipt of a Bondholder's request for information, to provide, free of charge, information related to the protection of the Bondholder's interests about the Issuer, the Bonds issue and other information related to this issue;
- (viii) no later than within 3 business days of the date of receipt of a Bondholder's request, to provide to the Bondholder, free of charge, a copy of the Agreement with the Trustee and/or the pledge agreement;
- (ix) to provide the Bondholder with all other information related to the protection of the Bondholder's interests;
- (x) no later than on the following business day to inform the Issuer that the Trustee has been deprived of the right to provide audit services or acquired the legal status of a legal person undergoing bankruptcy or liquidation.

(d) *Securing the rights of the Bondholders*

No later than within 2 months of the date of Issue of the first Tranche of the Bonds, the Company shall enter into a pledge agreement creating a first ranking maximum pledge over the Company's assets as a property complex comprised of the Company's claim right arising from contracts concluded with the Company's customers.

For the purposes of the pledge agreement, the Trustee shall be named as a creditor acting on behalf of and for the benefit of all the Bondholders.

The pledge agreement will provide that the Company may pledge the same collateral which has been pledged in favour of the Bondholders under a second ranking pledge to other creditors, provided that the Net Debt/EBITDA covenant is respected.

6.4. Issuer's Additional Obligations

Issuer's obligations (covenants):

- (i) **Pledge.** The Issuer undertakes to ensure that, no later than within 2 months of the date of Issue of the first Tranche of the Bonds, a first ranking maximum pledge over the Company's assets as a property complex comprised of the Company's claim right arising from contracts concluded with the Company's customers will be created, valid and registered.
- (ii) **Status of the Company.** Until the Bonds are fully redeemed, the Issuer will not change its legal form or country of incorporation, nor will it conduct any merger or other business restructuring or reorganisation involving the assets and liabilities of the Issuer, nor will it change its principal business as described in this Information Document.
- (iii) **Reporting.** The Issuer undertakes to provide the Trustee with the Issuer's interim (semi-annual, unaudited) and annual financial statements prior to the full redemption of the Bonds. Interim financial statements for 6-month and 12-month periods will be submitted no later than within 3 months after the end of the reporting period, and the annual audited financial statements will be submitted no later than 31 May of the following calendar year.
- (iv) **No payment of dividends.** The Issuer undertakes not to distribute dividends to the shareholders until such time as the Bonds are redeemed in full.

- (v) **Net Debt/EBITDA covenant.** Net Debt/EBITDA ratio will not exceed 4 during the term of validity of the Bonds to be issued under this Information Document and annexes hereto. For the purposes of the ratio calculations, net debt is calculated as the difference between the Issuer's financial debts and cash balances for the reporting period, EBITDA is calculated as the Issuer's earnings before interest, tax, depreciation and amortisation for the last 12 months. The indicator is recalculated at semi-annual intervals using interim and annual financial statements.

6.5. Events of default

The Bondholders' Meeting is entitled to decide as specified below that the Bonds should be redeemed prior to the Final Redemption Date if any of the following events (the **Event of Default**) occurs:

- (i) **Non-payment.** Any amount payable to the Bondholders under this Information Document has not been paid within 10 business days of the relevant payment date, unless such non-payment is due to an event of Force Majeure as defined in this Information Document.
- (ii) **Default on obligations (covenants).** The Issuer fails to ensure the proper fulfilment of any of the Issuer's obligations (covenants) set out above or is otherwise in breach of the provisions of the Information Document, except where the Issuer has remedied such situation within 2 months after the Issuer became or ought to become aware of such event of default.
- (iii) **Breach of the obligation to provide security.** The Issuer fails to provide security as specified in this Information Document.
- (iv) **Insolvency.** The Issuer is unable or acknowledges that it is unable to pay its debts as they fall due or is declared unable to pay its debts under applicable law, suspends payments on its debts altogether, or, for actual or foreseeable financial reasons, when in difficulty, enters into negotiations with its creditors for debt rescheduling, or the value of the Issuer's assets is lower than that of its liabilities (taking into account contingent and future liabilities).
- (v) **Insolvency proceedings.** Any corporate action, legal proceeding or other proceeding (other than a proceeding or petition that is contested in good faith and is discontinued, suspended or dismissed within 30 (thirty) days of its commencement or, if earlier, the date of its publication) relating to:
- insolvency, liquidation, bankruptcy, restructuring (whether by voluntary arrangement, scheme of arrangement or otherwise) of the Issuer;
 - the appointment of a liquidator, administrator or other similar official of the Issuer or its property; or
 - any analogous procedure or action in relation to the Issuer in any jurisdiction.
- (vi) **Impermissibility or illegality.** It is or becomes impossible or unlawful for the Issuer to perform any obligation under this Information Document or the security, or this Information Document or the security is illegal or ceases to be legal, valid, binding and enforceable.

7. DESCRIPTION OF THE ISSUER'S ACTIVITIES

7.1. Information about the Issuer's past and present activities

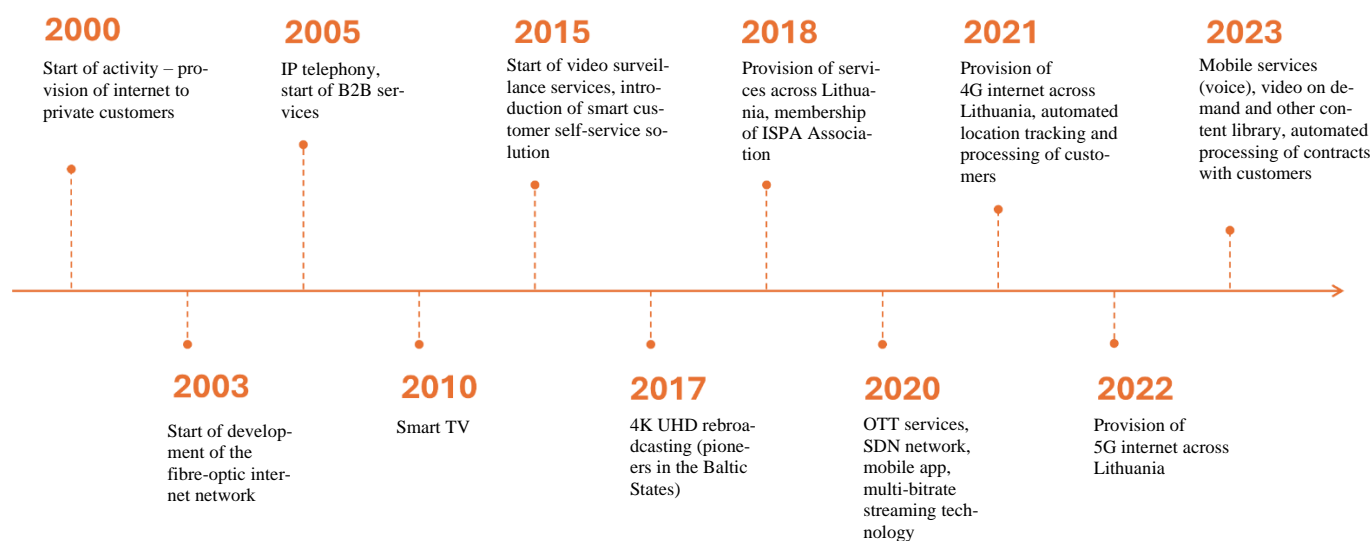
(a) *Issuer's position in the Group*

The Issuer is the only company in the Group and has no subsidiaries.

(b) *Key information about the Issuer's activities*

The Issuer was founded in 2000.

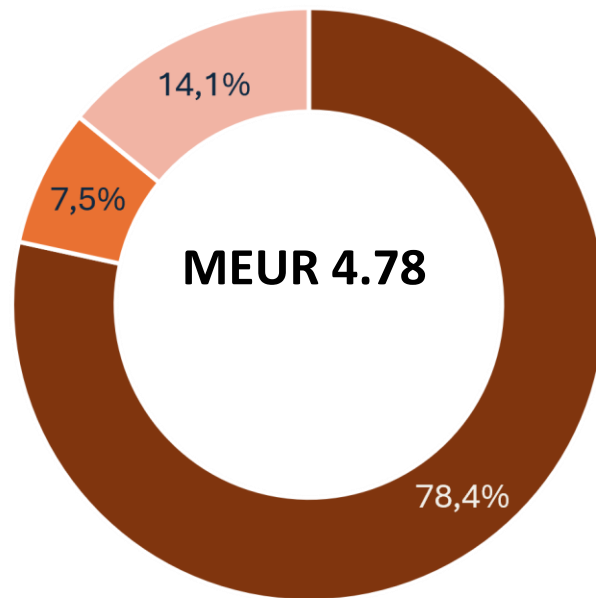
The Issuer is a company providing internet, smart TV, mobile, video surveillance and other innovative IT services. A brief historical overview of its activities is provided below:



At the time of preparation of the Information Document, the Company has 50 employees: 2 employees in management; 6 employees in middle management; 6 employees in IT; 13 employees in sales and customer service; 10 employees in engineering; 13 employees in other departments.

Telecommunications services are provided by the Company both to private and business customers and are divided into 6 main segments: (i) fibre optic internet; (ii) over-the-top (OTT) smart TV; (iii) mobile connectivity; (iv) 4G/5G internet; (v) video surveillance; (vi) other IT/IP services (access control solutions, video on demand (VOD) library, etc).

In 2023, the Company's main revenue (MEUR 4.78 revenue in 2023) was generated by internet, TV, video surveillance and other IP services, accounting for 78.4% of the Company's total revenue in 2023. Rent of equipment, installations and spaces accounted for 7.5% of total revenue in 2023. The remaining revenue accounted for 14.1% of revenue generated in 2023. A graphical representation of the Company's revenue in 2023 is presented below:



- Internet, TV, video surveillance and other IP services
- Rent of equipment, installations and spaces
- Other revenue

The average term of the Company's contract with its customers is 35 months. 97% of customers renew their contracts with the Company.

The Company's target market is Lithuania.

(c) Competitive advantages of the Company

The Company provides services across Lithuania: (i) provides 4K (UHD) content to customers; (ii) has its own TV, OTT applications, its own telecommunications, CDN network, its own TV and other video content creation equipment. The Company has developed automated customer processing systems. The Company is a fully independent provider of telecommunications services.

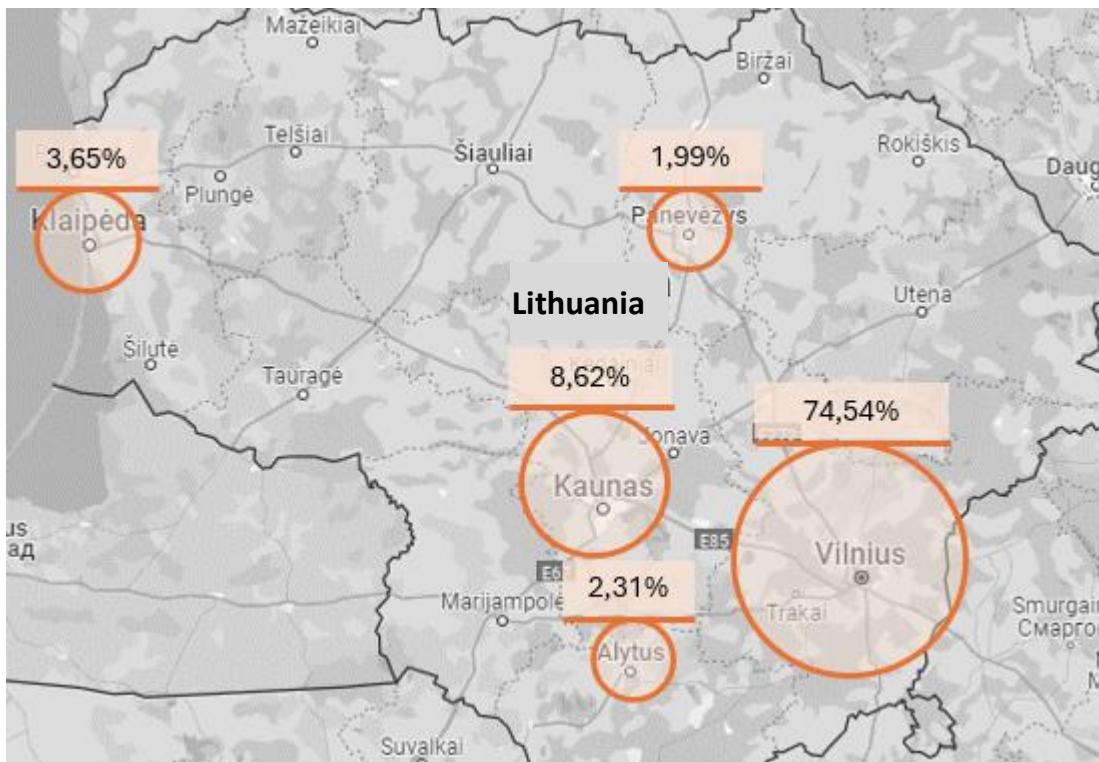
(d) Customers of the Company

In 2023, the Company had 29,725 customers, of which 98% were private customers and the remaining 2% were business customers.

Customers have long-term contracts with the Company, with an average contract term of 35 months. The price of the contracts is fixed for the entire term of the contract, but the Company has the right to unilaterally change the prices upon prior notice to customers. The average annual value per contract (i.e. the average amount receivable within one year per contract) is EUR 153.

The Company's compound annual growth rate (CAGR) for its customer portfolio in 2020–2023 was 20%. The number of the Company's customers in 2023 was 29,725, in 2022 – 22,932, in 2021 – 17,849 and in 2020 – 14,175.

The distribution by number of the Company's customers is shown in the table below. 91.11% of all customers reside in 5 regions of the country: 74.54% in Vilnius region, 8.62% in Kaunas region, 3.65% in Klaipėda region, 2.31% in Alytus region, and 1.99% in Panevėžys region. 8.89% of the remaining customers are distributed across Lithuania.



(e) *Partners of the Company*

The Company provides its services across Lithuania, and the customers it serves are both natural and legal persons. When conducting its business, the Issuer cooperates with a large number of Lithuanian companies, which include such companies as:

- Avitelos prekyba, UAB
- Mobili linija, UAB
- Kerista, UAB
- Light Conversion, UAB

(f) *Development strategy of the Company*

In 2024, investments will deliver the following results: 1) coverage of own fibre-optic network in Vilnius will reach ~27% (currently – 21%); 2) fibre-optic network infrastructure is ready for 10 Gbps of internet (currently – 2 Gbps); 3) server capacity is ready to serve ~85,000 customers (currently, ~55,000 customers); 4) customers have been provided with an option to conclude a contract themselves online; 5) introduction of artificial intelligence (AI); 6) upgrade of the TV app; 7) automation of processes.

(g) *Regulatory environment*

Article 4(1) of Directive 2002/19/EC of the European Parliament and of the Council of 7 March 2002 provides that, in order to ensure the provision of services and interoperability throughout the European Union, operators of public communications networks shall have a right, and, when requested by other undertakings so authorised, an obligation to negotiate interconnection for the purpose of providing publicly available electronic communications services. Such regulation has also been transposed into national law.

Article 23(1) of the Law on Electronic Communications of the Republic of Lithuania (the **EC Law**) imposes a duty on electronic communications operators to negotiate in good faith.

The supervision of fair competition (Article 14(2) of the EC Law, Article 17 of the Republic of Lithuania Law on Competition) also obligates operators not to abuse limited access to essential resources.

The significance of the relevant regulation for the Company is manifested in the fact that the legal framework governing competition on the market creates favourable growth opportunities for the Company through taking over a market share from oligopolistic competitors providing similar services.

7.2. Information on the Issuer's share capital, equity securities and other securities issued by the Issuer

(a) Issuer's share capital and its composition

The Issuer's share capital is EUR 28,960 and is divided into 1,000 ordinary registered book-entry shares with a nominal value of EUR 28,96 each.

All shares issued by the Issuer are paid up.

The Issuer has issued shares of one class only – ordinary registered shares. They grant the rights provided for in the Law on Companies.

(b) Issued non-equity and/or other securities

The Issuer has not issued any other securities (other than the Issuer's shares referred to above and the Bonds being issued under this Information Document).

(c) General policy of the distribution of profits and other benefits to investors. Distributions payable or allocated to the Issuer's managerial staff and employees

The Issuer has no dividend distribution and allocation policy in place. The Issuer's managerial staff and employees are paid the salary specified in their employment contracts and the benefits that are mandatory under law.

7.3. Information about the shareholders

All the shares of the Issuer and all the votes granted by such shares (100 per cent) are owned by the sole shareholder – Vitalijus Romualdas Andrijauskas.

7.4. Information about legal proceedings

The Issuer is not and has not been involved in any material legal proceedings that could materially affect the Issuer's financial performance. To the Issuer's knowledge, there are no insolvency petitions pending against the Issuer and there are no proceedings pending against it.

Neither the Issuer nor the members of the Issuer's management bodies are or have been involved in any legal proceedings relating to fraud, other financial or economic crimes.

7.5. Material agreements

The Issuer has not entered into any agreements (other than agreements in the ordinary course of business) which are or may be material, or which contain any provision under which the Issuer would have any obligation or right materially affecting the Issuer's ability to perform its obligations under the Bonds.

8. FINANCIAL INFORMATION AND AUDIT OF ANNUAL FINANCIAL STATEMENTS

The Company's financial statements are prepared in accordance with the business accounting standards adopted in the Republic of Lithuania.

The Company's financial statements are prepared for the financial year (if necessary, interim financial statements are also prepared).

In this Information Document unaudited financial statements of the Company for the period ended 31 December 2023 and audited financial statements of the Company for the period ended 31 December 2022 are incorporated by reference.

The Company's key financial indicators in 2023:

Profit (Loss) Statement

| Profit (Loss) Statement, EUR | 2020 | 2021 | 2022 | 2023 |
|--|------------------|------------------|------------------|------------------|
| Sales revenue | 2 331 530 | 3 004 231 | 3 668 057 | 4 775 411 |
| Cost of sales | -829 535 | -889 698 | -1 052 188 | -1 535 464 |
| GROSS PROFIT (LOSS) | 1 501 995 | 2 114 533 | 2 615 869 | 3 239 947 |
| Selling expenses | -484 418 | -556 892 | -503 319 | -613 262 |
| General and administrative expenses | -800 151 | -937 810 | -1 188 263 | -1 459 193 |
| Results from other operations | 2 969 | 4 627 | 9 354 | 24 171 |
| Other interest income and similar income | 90 | 1 653 | 53 091 | 76 416 |
| Interest expenses and other similar expenses | -17 256 | -46 663 | -58 419 | -166 973 |
| PROFIT (LOSS) BEFORE TAX | 203 231 | 579 448 | 928 313 | 1 101 106 |
| Corporate income tax | 26 175 | 0 | 0 | 0 |
| NET PROFIT (LOSS) | 177 056 | 579 448 | 928 313 | 1 101 106 |
| EBITDA | 515 262 | 1 316 519 | 1 934 694 | 2 485 026 |

- Profitability ratios
 - The Company's revenue grew by 30%
 - Gross profit margin remained at a similar level of 68%
 - EBITDA margin remained at a similar level of 70%
 - Net profit margin remained at a high level of 23%
- Expenses
 - Cost of sales – the greater part of the cost of sales is comprised of payments for the rent of the fibre optic network infrastructure and charges for rebroadcasting of TV channels
 - Selling expenses – the greater part of the cost of sales is comprised of employee salaries, advertising costs and third party commissions

Balance Sheet

Assets

| Balance Sheet, EUR | 2020 | 2021 | 2022 | 2023 |
|--|------------------|------------------|------------------|------------------|
| NON-CURRENT ASSETS | 1 609 705 | 3 422 219 | 4 721 839 | 5 585 967 |
| INTANGIBLE ASSETS | 71 970 | 44 733 | 18 484 | 73 484 |
| Software | 27 607 | 14 616 | 1 642 | 546 |
| Concessions, patents, licences, trademarks and similar rights | 7 563 | 4 325 | 2 058 | 1 594 |
| Other intangible assets | 36 800 | 25 792 | 14 784 | 71 345 |
| TANGIBLE ASSETS | 1 537 735 | 3 377 486 | 4 703 355 | 5 512 483 |
| Land | | 52 970 | 52 970 | 52 970 |
| Buildings and structures | | 143 869 | 136 319 | 128 770 |
| Plant and machinery | 24 263 | 26 559 | 20 275 | 25 983 |
| Vehicles | | | 52 725 | 47 025 |
| Other fixtures, fittings and tools | 1 284 001 | 2 784 566 | 4 434 318 | 5 251 173 |
| Prepayments and tangible assets construction/production work in progress | 229 471 | 369 522 | 6 748 | 6 562 |
| FINANCIAL ASSETS | | 0 | 0 | 0 |
| OTHER NON-CURRENT ASSETS | | 0 | 0 | 0 |
| CURRENT ASSETS | 1 020 670 | 1 425 309 | 1 357 414 | 2 009 217 |
| INVENTORIES | 377 122 | 186 384 | 257 058 | 715 146 |
| Raw materials, materials and components | 55 666 | 826 | 8 038 | 7 319 |
| Goods purchased for resale | 257 405 | 146 105 | 86 644 | 408 208 |
| Prepayments | 64 051 | 39 453 | 162 376 | 299 619 |
| AMOUNTS RECEIVABLE WITHIN ONE YEAR | 517 845 | 1 228 768 | 1 078 294 | 1 135 631 |
| Trade debtors | 459 856 | 1 261 979 | 1 031 330 | 1 062 980 |
| Other amounts receivable | 57 989 | -33 210 | 46 964 | 72 651 |
| SHORT-TERM INVESTMENTS | | 0 | 0 | 0 |
| CASH AND CASH EQUIVALENTS | 125 703 | 10 157 | 22 062 | 158 440 |
| PREPAID EXPENSES AND ACCRUED INCOME | 120 885 | 122 820 | 125 177 | 123 427 |
| TOTAL ASSETS | 2 751 260 | 4 970 349 | 6 204 430 | 7 718 611 |

The Company's immovable property is comprised of an administrative building and a warehouse

- The largest portion of tangible assets is comprised by network infrastructure equipment
- Receivables within one year – the Company gives its customers one month for payment after issuing an invoice

Equity and liabilities

| Balance Sheet, EUR | 2020 | 2021 | 2022 | 2023 |
|---|----------------|------------------|------------------|------------------|
| EQUITY | 917 304 | 1 524 645 | 2 452 958 | 3 619 022 |
| CAPITAL | 60 000 | 60 000 | 60 000 | 60 000 |
| Authorised (subscribed) or main capital | 60 000 | 60 000 | 60 000 | 60 000 |
| Subscribed unpaid capital (-) | | 0 | 0 | 0 |

| | | | | |
|---|------------------|----------------------|----------------------|----------------------|
| RESERVES | 6 000 | 6 000 | 6 000 | 6 000 |
| Legal reserve or reserve capital | 6 000 | 6 000 | 6 000 | 6 000 |
| RETAINED PROFIT (LOSS) | 851 304 | 1 458 645 | 2 451 916 | 3 553 022 |
| Profit (loss) of the reporting year | 177 056 | 607 340 | 932 087 | 1 101 106 |
| Profit (loss) of the preceding year | 674 248 | 851 305 | 1 519 829 | 2 451 916 |
| GRANTS, SUBSIDIES | 0 | 0 | 0 | 0 |
| PROVISIONS | 0 | 0 | 0 | 0 |
| AMOUNTS PAYABLE AND OTHER LIABILITIES | 1 833 956 | 3 445 703 | 3 634 432 | 4 081 785 |
| AMOUNTS PAYABLE AFTER ONE YEAR AND OTHER NON-CURRENT LIABILITIES | 1 027 196 | 2 065 364 | 2 379 183 | 2 303 822 |
| Debt liabilities | 520 | 114 109 | 0 | 0 |
| Liabilities to credit institutions | 704 013 | 1 361 851 | 1 811 733 | 1 769 988 |
| Received prepayments | 112 091 | | | |
| Other amounts payable and non-current liabilities | 210 572 | 589 404 | 567 450 | 533 834 |
| AMOUNTS PAYABLE WITHIN ONE YEAR AND OTHER CURRENT LIABILITIES | 806 760 | 1 380 339 | 1 255 249 | 1 777 963 |
| Debt liabilities | 11 771 | 65 053 | 15 955 | 0 |
| Liabilities to credit institutions | 340 769 | 407 369 | 391 059 | 892 039 |
| Received prepayments | 13 586 | 155 050 | 144 137 | 152 077 |
| Trade amounts payable | 148 560 | 416 653 | 420 367 | 430 439 |
| Corporate income tax liabilities | 28 907 | 11 844 | 0 | 0 |
| Employment-related liabilities | 121 774 | 164 800 | 171 550 | 181 127 |
| Other amounts payable and current liabilities | 141 393 | 159 570 | 112 181 | 122 281 |
| ACCRUED EXPENSES AND DEFERRED INCOME | 0 | 0 | 52 082 | 17 804 |
| TOTAL EQUITY AND LIABILITIES | 2 751 260 | 4 970 349 | 6 204 430 | 7 718 611 |

- The Company has built up significant equity capital
- Liabilities to credit institutions consists of a bank loan from LUMINOR
 - The loan balance, which as of 21/03/2024 was EUR 2,508,350, may be refinanced with the funds raised through the bonds issue
- The Issuer has not historically paid dividends – all profits have been used to finance further development of the Company

The Issuer confirms that it has sufficient working capital for at least 12 months from the completion of the offering of the Bonds to be able to carry out its activities as planned.

9. ADMINISTRATIVE, MANAGERIAL OR SUPERVISORY BODIES OF THE ISSUER. ADVISERS

9.1. Head of Administration, composition of the management and supervisory bodies

The Issuer has a one-person management body, the managing director (information about the managing director is provided above). The Supervisory Board and the Management Board are not formed.

The Issuer's managing director is Vitalijus Romualdas Andrijauskas.

Vitalijus Romualdas Andrijauskas:

- has experience of over 20 years in business management and telecommunications;
- holds a Master's degree in Computer Science from Vilnius University, Faculty of Informatics and Mathematics

9.2. Auditor

Issuer's auditor – UAB Audito gairės, legal entity code 141525013, registered office address S. Daukanto g. 22a-7, LT92135 Klaipėda, Lithuania.

9.3. Persons involved in the Offering

(a) Lead Manager

The Issuer has engaged the Lead Manager (UAB FMĮ Orion Securities) for the offering of the Bonds.

For that purpose, on 14 December 2023 the Issuer and the Lead Manager entered into an underwriting agreement for the offering of the Bonds. Under this agreement (including any amendments and supplements thereto) and according to preliminary estimates, the Issuer's expenses related to this offering of the Bonds account for up to 3% of the gross proceeds of the offering of the Bonds.

(b) Trustee

For the purposes of the appointment of a trustee, on 26 April 2024 the Issuer and the Trustee (UAB Audifina) concluded the Agreement on Bondholders' Protection in accordance with which (as amended and supplemented) the Trustee is acting as a representative of the Bondholders under the Law on the Protection of Interests of Bondholders.

9.4. Description of interests (conflicts)

The Issuer confirms that there are no interests, including conflicts of interest, that are material to the offering of the Bonds, except that the Lead Manager, the Trustee and the legal adviser are paid for their services in relation to the Bonds.

9.5. Material transactions with the Issuer's management bodies or persons related to them, shareholders

The Issuer confirms that there are no material transactions with the Issuer's management bodies or persons related to them, shareholders.

10. PREPARATION AND PROCEDURE FOR PUBLICATION OF THE SUPPLEMENT TO THE INFORMATION DOCUMENT

If the Issuer becomes aware of any significant circumstance, material error or inaccuracy relating to the information included in this Information Document which could influence the assessment of the Bonds offering and which is noted after the publication of the Information Document but prior to the closing of the Bonds offering, the Issuer shall prepare a supplement to the Information Document. The Issuer shall also amend the summary of the Information Document as necessary. The supplement to the Information Document shall be published in the same manner as the Information Document. The supplement to the Information Document shall form an integral part of the Information Document.

APPENDIX 1

TO THE INFORMATION DOCUMENT FOR THE BOND OFFERING

FINAL TERMS DOCUMENT

FOR THE [NTH] TRANCHE OF THE UAB CONSILIUM OPTIMUM BOND PLACEMENT

Standard form

1. GENERAL PROVISIONS

- 1.1. This Final Terms Document for the [nth] Tranche of the Bond placement (hereinafter – the **Final Terms Document**) of **UAB Consilium Optimum**, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 300049915, registered office address: L. Giros g. 50, Vilnius, Lithuania (hereinafter – the **Company** or the **Issuer**), sets out the specific terms and requirements of the [nth] Tranche of the Bond placement, organised in accordance with the Information Document dated 29 April 2024 for the offering of the Company's Bonds (up to EUR 8,000,000) (hereinafter – the **Information Document**).
- 1.2. This Final Terms Document shall be deemed to form an integral part of the Information Document. The Final Terms Document shall always be interpreted and applied in conjunction with the Information Document. The terms and expressions used in the Final Terms Document shall have the same meanings as defined in the Information Document. In the event of any inconsistency between the provisions of this Final Terms Document and the provisions of the Information Document, this Final Terms Document shall apply.
- 1.3. The Issuer is responsible for the truthfulness, accuracy and completeness of the information provided in this Final Terms Document.
- 1.4. The Bonds offered under this Final Terms Document are subject to the terms and conditions set out in Section 2 of this Final Terms Document.

2. TERMS OF THE BONDS

- 2.1. **Issuer:** **UAB Consilium optimum**, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 300049915, registered office address: L. Giros g. 50, Vilnius, Lithuania
- 2.2. **Type of securities:** Secured ordinary non-convertible bonds - non-equity (debt) securities
- 2.3. **The maximum aggregate nominal value of the Bond Issue in accordance with the terms and conditions set out in the Information Document:** Up to EUR 8,000,000
- 2.4. **The maximum aggregate nominal value of the Tranche of the Bonds (i.e. the aggregate nominal value of the Bonds to be placed under this Final Terms Document):** EUR [...]

2.5. **Placement of the Bonds** [...]

2.6. **Information about the Bonds:**

- (a) **Currency of the Bonds:** EUR
- (b) **Nominal value of a Bond:** EUR 1,000
- (c) **Subscription Period:** [...]
- (d) **Issue date (day):** [...]
- (e) **Issue price per Bond:** [...]
- (f) **Minimum investment:** EUR 1,000
- (g) **Interest rate:** [...] %
- (h) **Interest payment dates:** [...]

If any interest payment day is not a business day, the interest payment will be postponed until the next business day. The postponement of a payment day shall not affect the amount due

- (i) **Final redemption date** [...]
- (j) **Bond redemption price** Amount of the issue price of the Bonds and accrued but unpaid Interest.
- (k) **Bondholders' trustee** UAB Audifina, a private limited liability company incorporated and operating under the laws of the Republic of Lithuania, legal entity number 125921757, registered office address: A. Juozapavičiaus g. 6, LT-09310 Vilnius.
- (l) **Lead manager:** UAB FMJ Orion securities, legal entity number 122033915, registered office address: Antano Tumėno g. 4, Vilnius, Lithuania