

**APPLICATION FOR RECEIPT OF NOTE HOLDERS' CONSENT ON AMENDMENTS TO  
AS "DelfinGroup" TERMS OF THE NOTES ISSUE (ISIN: LV0000802213)**

Riga, 26 July 2021

**1. Invitation to the Note holders**

On 26 July 2021 the shareholders' meeting of AS "DelfinGroup" registration number: 40103252854 (hereinafter – **Issuer**), approved amendments to the Terms of the Notes Issue of the Issuer (ISIN: LV0000802213) dated 7 October 2016 (hereinafter – **Terms of the Issue**) as set out in Schedule 1 hereto.

In order for the amendments to the Terms of the Issue become effective, the Issuer in accordance with Section 5.5 of the Terms of the Issue is obliged to receive a consent (waiver) from the Note holders who altogether own at least 2/3 (two thirds) of the total amount of the Notes issued.

The Issuer hereby asks the Note holders to grant their irrevocable and unconditional consent for amendments to the **Terms of the Issue** as set out in Schedule 1 hereto.

Unless it is defined otherwise in this application, the capitalized terms and expressions used in this application shall have the same meaning as assigned to them in the **Terms of the Issue** and amendments to the **Terms of the Issue** as set out in Schedule 1 hereto.

**2. Description of the amendments**

The Issuer wishes to make amendments to the Terms of the Issue, by

- (a) introducing "Change of Control" definition;
- (b) introducing "Existing Shareholders" definition;
- (c) amending Section 1 "Summary" Paragraph B.6;
- (d) restating second bullet point of Section 5.4. "Covenants" with "Not to allow Change of Control";
- (e) amending Section 14 "Shareholders of the Issuer" in line with current Shareholders structure;
- (f) amending Section 18 "Important agreements".

Full amendments to the Terms of the Issue are set out in Schedule 1 hereto.

**3. Justification of the amendments**

On 23 March 2021, the Issuer announced its intention for initial public offering (IPO Event) of its shares on the Nasdaq Riga stock exchange regulated market or such other exchange (including the alternative market First North) in 2021. The IPO Event may change the shareholders' structure of the Issuer (including any changes in arrangements among the Existing Shareholders prior to IPO Event), however current management and the Existing Shareholders do not plan to exit the Issuer during the IPO Event, thus strategy of the Issuer will remain the same.

By attracting additional equity via IPO Event, the Issuer will further strengthen its balance sheet and materially increase its equity ratio and will also be able to strengthen its competitive market position in Latvia.

In order to align Terms of the Issue with IPO Event and provide a transparent Existing Shareholders structure to both Note holders and potential investors in IPO Event, the Issuer intends to unify definitions of the outstanding notes issues by offering to supplement Terms of the Issue with definitions of "Change of Control" and "Existing Shareholders", and to amend Sections of the Terms of the Issue related to above.



In the light of the above considerations, the Issuer invites the Note holders to support the proposed amendments to the Terms of the Issue.

#### 4. Amendment fee

If as a result of the voting of the Note holders the amendments proposed to the Terms of the Issue are approved, the Issuer agrees within 10 (ten) Business Days after publication of the Issuer's notice on entry into force of the amendments to the Terms of the Issue to pay each Note holder, who owns the Notes in accordance with a Note holders' list prepared by Nasdaq CSD SE on 2 August 2021 and has voted "for" the amendments of the Terms of the Issue, **an amendment fee in the amount of 0.5 % (zero point five per cent)** from the Nominal Value of the Notes owned by the respective Note holder, by withholding the tax provided in the legal acts of the Republic of Latvia.

The aforementioned amendment fee shall be paid with intermediary of Nasdaq CSD SE in accordance with applicable rules of Nasdaq CSD SE.

#### 5. Note holders who are entitled to vote

Under Section 5.5 of the Terms of the Issue only those Note holders included in the Note holders' list received by the Issuer from the Nasdaq CSD SE on a particular date are entitled to vote on amendments to the Terms of the Issue provided in this application.

In accordance with Section 5.5 of the Terms of the Issue the Note holders, who are the Note holders on the 5th (fifth) Business Day after the announcement of the waiver has been published via Nasdaq Riga information system, namely, on **2 August 2021**, shall be included in the list of Note holders entitled to vote on amendments to the Terms of the Issue provided in this application.

Notes owned by the Issuer and/or its affiliated persons (subsidiaries, shareholders, management or employees) are not eligible to participate in the voting.

#### 6. Voting procedure

In order to vote on amendments to the Terms of the Issue provided in this application, the Note holders shall duly complete, sign and submit to the Issuer the Note holders' voting forms.

A voting form is attached in Schedule 2 hereto.

The Note holder shall complete the Note holders' voting form in printed or electronic (if signed with electronic signature (preferably in ASIC-E format if signed by Lithuanian or Estonian resident) form, by specifying the required information in respect of the Note holder. If the Note holder agrees to the proposed amendments to the Terms of the Issue, then the Note holder shall select the voting option "for" and underline or encircle it. If the Note holder does not agree to the proposed amendments to the Terms of the Issue, the Note holder shall select the voting option "against" and underline or encircle it. If neither the voting option "for", nor the voting option "against" is selected or both voting options are selected in the Note holders' voting form, it shall be considered that the Note holder has voted against the proposed amendments to the Terms of the Issue.

If the Note holder is a private individual, the Note holders' voting form shall be signed either by the Note holder in person (including if signed with electronic signature (preferably in ASIC-E format if signed by Lithuanian or Estonian resident)) or by his/her authorised representative. If the Note holder is a legal entity, the Note holders' voting form shall be signed by the official (or officials) of the Note holder, who is (are) duly authorised and whose representation rights are registered in the relevant commercial register, or another person, whom the Note holder has duly authorised. If the Notes are held through a Custodian, such Custodian may vote on behalf of the Note holder, based on financial instruments' account agreement and



Note holder's consent.

The Note holders may vote on amendments to the Terms of the Issue provided in the Schedule 1, by sending the duly completed and signed Note holders' voting forms to the Issuer by post or courier to the following address of the Issuer: Skanstes iela 50A, Rīga, LV-1013, Latvia, or by delivering them in person to the Issuer at the aforementioned address at business days during the business hours of the Issuer from 9:00 till 17:00 o'clock (Riga time) or by sending electronically signed Note holders' voting forms to the Issuer via e-mail to the e-mail address: kristaps.bergmanis@delfingroup.lv.

When determining the Note holders' votes on amendments to the Terms of the Issue, such Note holders' voting forms shall be taken into account, which are sent to the Issuer by post or by courier to the above-mentioned postal address of the Issuer or delivered to the Issuer in person at the aforementioned address or sent to the Issuer via e-mail to the aforementioned e-mail address.

Issuer has engaged Signet Bank AS to inform Note holders directly about proposed amendments to the Terms of the Issue.

#### **7. Term for submission of voting forms**

The Note holders must submit their duly completed and signed Note holders' voting forms to the Issuer in accordance with the procedure prescribed in Section 6 of this application by **11 August 2021 (inclusive)**.

The Note holders' voting forms sent by courier, post, e-mail or delivered in person to the Issuer, shall be delivered to the address or the e-mail address of the Issuer specified in Section 6 of this application by 17:00 o'clock (Riga time) on 11 August 2021.

The Note holders' voting forms dated or received after 11 August 2021 shall not be taken into account, irrespective of the time of actual receipt thereof by the Issuer.

#### **8. Non-submission of voting forms**

It shall be considered that any Note holder, who has not submitted his/her Note holders' voting form within the term specified in Section 7 of this application, has voted against the proposed amendments to the Terms of the Issue.

#### **9. Contact information of the Issuer**


Questions and other information with respect to this application, including, but not limited to the essence of the proposed amendments to the Terms of the Issue or approval of amendments/voting procedures shall be addressed to the following contact person of the Issuer:

Kristaps Bergmanis  
Member of the Board, CFO  
AS "DelfinGroup"  
Skanstes iela 50A, Rīga, LV-1013, Latvia  
Tel.: +371 29144168  
E-mail: kristaps.bergmanis@delfingroup.lv

On behalf of the Issuer:

  
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Kristaps Bergmanis

Member of the Board of AS "DelfinGroup"

  
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Ivars Lamberts

Member of the Board of AS "DelfinGroup"