SUMMARY

This Summary (the **Summary**) is a brief overview of the information disclosed in the base prospectus (the **Prospectus**) dated 29 August 2025 in connection with the public offering (the **Offering**) of up to 14,000 bonds with the nominal value of EUR 1,000 each (the **Bonds**) (the **Issue**) of UAB Urban hub investments, legal entity code 306285783, with its registered address at Upės st. 21-1, Vilnius, the Republic of Lithuania (the **Company** or **Issuer**) during the period of up to 12 months in separate series (the **Tranche**).

This Summary has been appended to the final terms applicable to the Bonds issued in the first Tranche (the **Final Terms**) and is, therefore, specific to the Bonds of the first Tranche. Information given in this Summary has been presented by the Company as at the registration of the Prospectus, unless otherwise stipulated. Terms used in this Summary shall have the meanings assigned under the Prospectus, unless stated otherwise.

1. INTRODUCTION AND WARNINGS

1.1. Name and ISIN of the Bonds

ISIN code LT0000135337

1.2. Identity and contact details of the Issuer, including its LEI

UAB Urban hub investments is a private limited company established and existing under the laws of the Republic of Lithuania (including, but not limited to the Law on Companies of the Republic of Lithuania, Civil Code of the Republic of Lithuania, etc.), legal entity code 306285783, registered address at Upės st. 21-1, Vilnius, the Republic of Lithuania.

Contact details: tel. No +37052101681, e-mail investors@urbanhub.lt

Issuer's LEI is 894500YSVQPTEAINPM64.

1.3. Identity and contact details of the competent authority approving the Prospectus

The Prospectus has been approved by the Bank of Lithuania, as competent authority under the Prospectus Regulation, with its head office at Gedimino ave. 6, LT-01103 Vilnius, the Republic of Lithuania and telephone number: +370 800 50 500.

1.4. Date of approval of the Prospectus

The Prospectus was approved on 29 August 2025.

1.5. Warning

(i) This Summary has been prepared in accordance with Articles 7 and 8 of the Prospectus Regulation and should be read as an introduction to the Prospectus.
(ii) Any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor.
(iii) Any investor could lose all or part of their invested capital or incur other costs related to disputes with regard to the Prospectus or Bonds.
(iv) Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

2. KEY INFORMATION ON THE ISSUER

2.1. Who is the issuer of the securities?

2.1.1. *Domicile, legal form, LEI, jurisdiction of incorporation and country of operation*

The Issuer is UAB Urban hub investments, incorporated in the Republic of Lithuania with its registered office at Upės st. 21-1, Vilnius, the Republic of Lithuania and its LEI is 894500YSVQPTEAINPM64. The Issuer is incorporated and registered as a private limited company in the Register of Legal Entities of the Republic of Lithuania with legal entity code 306285783. The information about the Issuer and the Offering can be found at www.urbanhub.lt/investors.

2.1.2. *Principal activities*

The Company was established on 30 March 2023 with the aim of developing one of the largest stock-office portfolios in the Baltics comprised of stable, cash flow-generating properties tailored to the needs of e-commerce, wholesale, manufacturing, and trading companies. The portfolio focuses on strategically located assets in the rapidly growing urban and industrial zones of Vilnius and Kaunas, two of Lithuania's most dynamic economic centers. Project locations offer strong infrastructure and excellent connectivity, making them highly attractive for businesses engaged in retail, wholesale, services, and various other segments. As of the date of this Prospectus, the Company owns one the largest stock-office development portfolios in the Baltic States, with a total potential gross leasable area (the **GLA**) of 87,900 m² across two projects:
(a) Kaunas HUB – stock-office property with a total of 65,900 m² leasable space, being developed in phases by the Subsidiaries. Phase I and Phase IIA were completed in 2024, and Phases IIB and C are in the planning stage. Kaunas HUB is owned by UAB UH1, UAB UH2, and UAB UH3 – wholly owned subsidiaries of the Company.
(b) Vilnius HUB – stock-office property with 22,000 m² of leasable space, completed in 2024. Vilnius HUB is owned by UAB Inno slėnis, a wholly owned Subsidiary of the Company.

As of 31 December 2024, the Total Asset Value of the projects was EUR 90,311,000.

As of the date of the Prospectus, 49,600 m² GLA (representing 56% of the Portfolio) had been completed. 34,540 m^2 GLA of the completed properties are leased (70% occupancy rate). The Company expects to achieve full or close to full occupancy in the completed properties by the end of 2026. At full occupancy, they are projected to generate approximately EUR 6.7 million in net operating income per year. The Company intends to continue the development of the properties that, as of the date of this Prospectus, are in the planning stage, which will comprise 38,300 m² of GLA.

2.1.3. *Major shareholders*

One of the Direct Shareholders of the Company, holding 70% of the shares, is UAB Urban hub holding, which is 60% owned by UAB Urban HUB, a subsidiary of UAB SBA Urban, that is one of the leading real estate developers in the Baltic States with over 280,000 m^2 of building space completed since 2007. SBA Urban is part of the SBA group, which operates in furniture production, apparel manufacturing, real estate development, and fund management. For the year 2024, SBA Group's turnover was EUR 420 million, employing over 3,500 people and exporting to more than 50 countries. The remaining 40% of UAB Urban hub holding is owned by the European Bank for Reconstruction and Development (EBRD). The EBRD is an international financial institution that supports the development of a sustainable private sector through a combination of financing, advisory services, and policy reform.

Another Direct Shareholder of the Company, holding 30% of the shares, is UAB TABA Invest, which invests in various real estate projects in Lithuania and is managed by the family of prominent Lithuanian entrepreneur Mr. Tautvydas Barštys.

2.1.4. *Key managing directors*

The CEO of the Issuer is Mr. Rolandas Šležas. The CEO is responsible for the daily management of the Issuer and has authority to represent it.

The activities of the Issuer are also overseen by the Management Board of UAB Urban hub holding, a direct shareholder of the Issuer, which consisting of the following members:

- Mr. Konstantin Andrejev;
- Mr. Mantas Kuncaitis;
- Mr. Kasparas Juška.

The Management Board of UAB Urban hub holding is responsible for making key business, investment, and strategic decisions of the Issuer and its Subsidiaries.

2.1.5. *Identity of the independent auditor*

The audited financial statements for the years ended 31 December 2024 and 31 December 2023 (the **Audited Financial Statements**) were prepared in accordance with the International Financial Reporting Standards (the **IFRS**) and audited by the audit company Ernst & Young Baltic UAB, legal entity code 110878442, registered address at Aukštaičių st. 7, Vilnius, the Republic of Lithuania. The auditor Ieva Gudinaitė is the independent auditor of the respective Audited Financial Statements for the years ended 31 December 2024 and 31 December 2023.

2.2. What is the key financial information regarding the Issuer?

The following tables provide a summary of the Company's consolidated financial information for the financial years ended 31 December 2024 (audited) and 31 December 2023 (audited).

The information set out in the tables below has been extracted (without any material adjustment) from and is qualified by reference to and should be read in conjunction with the Audited Consolidated Financial Statements for the years ended 31 December 2024 and 31 December 2023, that are incorporated by reference to this Prospectus and form an integral part hereof (please see Section 4 "*Information incorporated by Reference*"). The Audited Financial Statements have been prepared in accordance with the IFRS.

Table 1: consolidated statement of financial position of the Company as of 31 December 2024 and 31 December 2023 (amounts are presented in EUR thousand)

	31.12.2024 (audited)	**31.12.2023 (audited)**
ASSETS		
Non-current assets		
Intangible assets	20	24
Investment property	90,311	47,870
Deferred tax asset	68	81
Total non-current assets	**90,399**	**47,975**
Current assets		
Trade receivables	113	12
Taxes receivables	194	357
Other current assets	642	-
Prepayments	57	659
Cash	11,609	1,412
Total current assets	**12,615**	**2,440**
Total assets	**103,014**	**50.415**
EQUITY AND LIABILITIES		
Equity		
Capital	4	4

Retained earnings	(6,405)	(3,058)
Equity	**(6,401)**	**(3,054)**
Non-current payables and liabilities		
Borrowings from financial institutions	47,587	100
Borrowings from shareholders	47,237	29,105
Issue of bonds	-	8,000
Deferred tax liabilities	385	8
Total non-current payables and liabilities	**95,209**	**37,213**
Current payables and liabilities		
Current portion of long-term loans	299	1,853
Issue of bonds	8,208	208
Trade payables	4,582	13,357
Security deposits under lease contracts	960	184
Other current liabilities	157	654
Total current payables and liabilities	**14,206**	**16,256**
Total equity and liabilities	**103,014**	**50,415**

Source: the Audited Financial Statements

Table 2: consolidated statement of comprehensive income for the years ended 31 December 2024 and 31 December 2023 (amounts are presented in EUR thousand)

	31.12.2024 (audited)	**31.12.2023 (audited)**
Revenue		
Rental revenue	534	-
Revenue from contracts with customers	250	-
Cost of sales	(591)	-
Gross profit	**193**	**-**
Operating expenses	(368)	(298)
Change in fair value of investment property	1,679	(1,516)
Operating profit (loss)	**1,504**	**(1,814)**
Financial income		
Interest	11	16
Other finance income	2	12
Finance expenses		
Interest	(4,458)	(1,167)
Other finance expenses	(58)	-
Loss (profit) before taxes	**(2,999)**	**(2,953)**
Income tax (expenses)	(348)	447
Net (loss) profit	**(3,347)**	**(2,506)**
Other comprehensive income		
Other comprehensive income	-	-
Total comprehensive income (loss) after tax	(3,347)	(2,506)

Source: the Audited Financial Statements

Table 3: consolidated statement of cash flows summary of the Company for the years ended 31 December 2024 and 31 December 2023 (amounts are presented in EUR thousand)

	31.12.2024 (audited)	**31.12.2023 (audited)**
Net cash flows from operating activities	2,217	225
Net cash flows from financing activities	55,175	26,412
Net cash flows from investing activities	(47,195)	(25,253)
Net increase in cash flows	**10,197**	**1,384**
Cash at the beginning of the period	**1,412**	**28**

Cash at end of the period	**11,609**	**1,412**

Source: the Audited Financial Statements

Table 4: consolidated Statement of changes in equity of the Company for the years ended 31 December 2024 and 31 December 2023 (amounts are presented in EUR thousand)

	Capital	**Retained earnings (loss)**	**Total**
Balance as at 1 January 2022	**5**	**(28)**	**(23)**
Net profit for the year	-	1,763	1,763
Total comprehensive income	-	1,763	1,763
Balance as at 31 December 2022	**5**	**1,735**	**1,740**
Net (loss) for the year	-	(2,506)	(2,506)
Total comprehensive income (loss)	-	(2,506)	(2,506)
Establishment of issued capital	**4**	**-**	4
Business combinations under common control	(5)	(2,287)	(2,292)
Balance as at 31 December 2023	**4**	**(3,058)**	**(3,054)**
Net (loss) for the year	-	(3,347)	(3,347)
Total comprehensive income (loss)	-	(3,347)	(3,347)
Balance as at 31 December 2024	4	(6,405)	(6,401)

Source: the Audited Financial Statements

2.3. What are the key risks that are specific to the Issuer?

Financial risks

(i) **Operational risk of completed assets.** A part of the Company's Portfolio comprises of completed commercial real estate assets, namely Vilnius HUB and Kaunas HUB Phase I and Phase IIA, which generate rental income and form the income-producing core of the Portfolio. The completed assets comprise 49,600 m² gross leasable area (representing 56% of the Portfolio, the remaining part being development assets). Despite being completed assets, these properties remain subject to a range of operational risks that could adversely impact their performance. Such risks include tenant defaults, non-renewal or early termination of lease agreements, and vacancies arising from changes in market demand, tenant relocation, or insolvency. To date, the Group has experienced only limited early terminations of lease agreements, representing less than 2% of the gross leasable area of the completed assets, all of which were promptly replaced with new tenants. However, as the completed estate assets commenced operations only in 2024, certain tenants - particularly retail-focused tenants that are location-dependent -have a limited operational track record. This poses a risk of early lease terminations, tenant defaults, or other adverse events. The Company's ability to maintain a high occupancy rate and stable rental income is contingent upon effective asset management, tenant retention, and timely re-leasing of vacated premises. Additionally, operational disruptions - such as system failures, property damage, utility outages, or unforeseen maintenance requirements - could result in increased operating costs and temporary loss of revenue. Despite that based on the lease agreements, the majority of tenants cover operational costs of the properties, the Company could be still exposed to risks related to rising service and maintenance costs, property taxes, and insurance premiums, all of which may reduce net operating income from these assets. Although the Company actively manages these properties, there can be no assurance that all operational risks will be fully mitigated or that the assets will continue to perform as expected. Any prolonged disruption or material deterioration in operating performance may negatively affect the Company's financial condition and its ability to meet its obligations to Bondholders. Therefore, the Company assesses that the risk associated with these factors is high.

(ii) **Development and construction risk.** A part of the Company's Portfolio comprises of real estate projects currently under development, namely Kaunas HUB Phase IIB and Phase III. They comprise 38,300 m2 gross leasable area (representing 44% of the Portfolio). Investments in development-stage projects inherently carry a higher risk profile compared to investments in completed, income-generating properties. At the onset of a development investment, operating income is typically absent, while substantial expenditures - including construction and development costs, taxes, insurance premiums, and other operating expenses - are incurred. Real estate development also entails the risk of allocating financial resources to projects that may be cancelled due to legal, regulatory, or permitting issues, may take significantly longer than anticipated to complete, or may encounter construction costs that exceed original estimates. The Company plans to outsource construction activities to third-party general contractors. Accordingly, there is a risk that such contractors may fail to deliver the construction or development works in a timely, cost-effective, or satisfactory manner. Such failure could result in construction delays, cost overruns, quality issues, or other negative consequences. As a result, the projects under development may be completed later than expected, may generate less operating income than forecasted, or may fail to generate income altogether. These outcomes could materially and adversely affect the Company's financial condition and impair its ability to meet its obligations to Bondholders. Additionally, global macroeconomic and geopolitical conditions - such as the ongoing Russian invasion of Ukraine, heightened geopolitical tensions, volatility in energy markets, and disruptions in the global supply chain for construction materials - may significantly impact critical development variables, including financing costs, operating expenses, and construction inputs. Such external pressures could lead to project delays, increased costs, and reduced or eliminated revenue. Any delays may also result in prospective tenants refraining from signing lease agreements or terminating existing pre-lease commitments, further weakening the Company's financial standing. As of the date of this Prospectus, the Lithuanian real estate market is subject to heightened uncertainty due to the anticipated large-scale development of military infrastructure. This may contribute to increased demand for construction-related materials and services, potentially raising prices in 2025 and beyond. Although the Company intends to enter into general contractor agreements based on a maximum guaranteed price (GMP) principle, any rise in construction costs beyond the agreed limits could render the projects less profitable or entirely unprofitable, adversely affecting the Company's financial results. While the risks associated with development-stage projects are material, a portion of the Company's portfolio consists of completed, income-generating assets. This existing rental income base serves to partially mitigate the adverse impact of development-related risks. Accordingly, the Company assesses the overall risk level of these development projects as medium. However, if the aforementioned risks were to materialize, Bondholders may not receive the expected return on their investment and could potentially lose the entire amount invested.

(iii) **Tenants' risk.** The Company derives operating cash inflows through its Subsidiaries, which own the Projects and lease out premises within the Projects. As of the date of this Prospectus, the Subsidiaries have leased a combined total of 34,540 m² gross leasable area ("**GLA**"), representing 70% of the gross leasable area in the completed developments, specifically Kaunas HUB Phase I and IIA, and Vilnius HUB. The Company anticipates that the remaining vacant premises within its Projects will be successfully leased, and that the current portfolio of tenants will be effectively managed to ensure the continued generation of rental income. However, there is a risk that demand for the remaining vacant premises in the completed assets, which comprise a total of 15,060 m^2, may be lower than expected or absent altogether, potentially resulting in prolonged vacancies and, consequently, a reduction in rental income received by the Subsidiaries. Moreover, operational underperformance by current tenants, disputes with tenants, or other adverse developments may result in early termination of lease agreements. Such outcomes would negatively impact the Subsidiaries' rental income and necessitate the replacement of tenants, which may involve delays and additional costs. In addition to the completed properties, the Subsidiaries of the Company also own projects intended for future development, namely Kaunas HUB Phase IIB and Phase III, which are expected to provide an additional 38,300 m² potential gross leasable area. The Company intends to complete and lease these developments to generate rental income in the future. However, there is a risk that demand for space in these new developments may be weaker than projected, potentially resulting in delayed or unrealized rental income. Furthermore, the Company's ability to generate rental income may be adversely affected by unforeseen and uncontrollable external events, such as geopolitical instability, global pandemics, climate-related incidents, or other similar disruptions that impair tenant operations. Overall, the Company considers the aforementioned tenant-related risks to be significant. Should any of these risks materialize, they could adversely affect the Company's financial performance and its ability to meet its obligations to Bondholders.

(iv) **Negative equity risk.** According to the Audited Consolidated Financial Statements for the year ended 31 December 2024, the Issuer had a negative equity amounting to -EUR 6,401,000. The negative equity situation is planned to be rectified after approval of the Prospectus but before the Bonds of the first Tranche are issued, by way of issuing and subscribing by the shareholders new shares of the Issuer up to additional EUR 18,000,849 (with a nominal share value of EUR 1 each). The subscription price of the new shares is planned to be paid by the shareholders by setting off the existing intragroup loans (disclosed under Section 13.5 "*Related Party Transactions*"). On 5 August 2025 the board of UAB "Urban hub holding" has approved the increase of the share capital of the Issuer and is ready to subscribe for 13,638,911 shares, the other shareholder UAB TABA Invest has also confirmed the need of increase of the share capital but has not passed formal decisions yet. The increase of the share capital could not be completed before the approval of this Prospectus due to lengthy process of coordination of the share capital changes with EBRD. After completion of the mentioned actions the Company's equity will be positive. However, since the share capital increase was not completed at the time of preparation of the available Audited Financial Statements, it is not reflected therein. The change will be taken into account in the next Audited Financial Statements once finalized. Moreover, there is a risk that negative equity situation may repeat or reemerge until the day the projects under development start generating sufficient income. The described situation may negatively impact the Issuer's ability to redeem the Bonds in a timely manner. The Company assesses this risk as significant.

(v) **Portfolio financing risk.** The Company's Portfolio is financed through a combination of Shareholders' equity and third-party credit facilities. The Subsidiaries of the Company have secured, and are expected to continue securing, financing from third-party creditors (primarily financial institutions) for both completed and ongoing development Projects. As such, compliance with the terms of existing credit agreements, as well as the successful arrangement of future financing for Projects under development, directly affects the financial position, liquidity, and funding capacity of both the Portfolio and the Company. Overview of the existing credit financing arrangements are provided in Section 13.2 "*Financing of activities*". As of the date of this Prospectus, the Company is not aware of any covenant breaches or other adverse circumstances affecting the Subsidiaries' credit arrangements. However, any breach of credit facility terms, failure to obtain the expected level of financing for Projects under development, or other related adverse developments may negatively impact the progress and financial viability of the Projects and, consequently, the Company's ability to meet its obligations to Bondholders. In addition to third-party financing, the Company is also financed through Shareholders' equity. The development of new Projects, specifically Kaunas HUB Phase IIB and Phase III, may require additional capital contributions from the Shareholders. Furthermore, any complications or disruptions related to the credit arrangements for completed Projects may also necessitate additional capital support from Shareholders. Delays or issues in securing these capital contributions could impede the successful completion of planned developments, thereby preventing the realization of anticipated rental income from these assets. Overall, the Company considers the financing risks related to the Portfolio to be significant. Should these risks materialize, they could adversely affect the Company's financial position and hinder its ability to meet its obligations to Bondholders.

Business activities and industry risks

(i) **Real estate market and competition risk.** The real estate market is inherently cyclical and can experience periods of volatility, which may lead to a decline in asset values over time. As the Company's core activities are directly tied to real estate development, construction, and leasing, fluctuations in the real estate market could negatively impact the liquidity and valuation of its assets. The stock-office segment in which the Company operates is competitive, particularly in Vilnius, where the supply of similar properties is relatively high. The Company currently assesses competition in Kaunas as low to medium, and in Vilnius as high. This elevated competition - especially in Vilnius - poses challenges in attracting and retaining tenants. Additionally, as tenant demand is closely linked to macroeconomic conditions, any slowdown in the local or global economy could result in reduced demand for commercial premises, longer vacancy periods, and downward pressure on rental rates. Moreover, broader market fluctuations may arise from developments in financial and capital markets, such as increasing interest rates or reduced access to credit. These factors can dampen buyer sentiment and increase property supply, leading to lower transaction volumes and declining asset values. Such conditions could adversely affect the Company's financial performance, particularly if it intends to divest completed properties. Importantly, a decrease in the value and liquidity of assets could impair the Company's ability to meet its obligations to Bondholders, thereby negatively affecting the enforceability and recoverability of their claims. As of the date of this Prospectus, no significant economic downturn has been observed in Lithuania. However, the Company considers the potential impact of such a downturn as significant, given its likely adverse effect on the real estate sector and the Company's financial condition.

(ii) **Risk of limited investment diversification.** The Company's business activities are focused on a single real estate segment - stock-office/mixed-use developments. This concentration increases the Company's overall risk profile. While the successful completion of existing projects and the attraction of tenants can mitigate some risks associated with future developments, the lack of diversification makes the Company more exposed to adverse developments specific to this segment. Additionally, the Company's Portfolio is geographically concentrated in Lithuania. Although assets are located in both Kaunas and Vilnius, which provides some regional diversification, any broader economic downturn in Lithuania could negatively affect the entire Portfolio. Such an impact would not be offset by operations in other countries, as the Company currently has none. As a result of this sectoral and geographical concentration, the Company's ability to meet its obligations to Bondholders may be adversely affected. The Company currently assesses this risk as medium.

(iii) **Inflation and interest rate risk.** The financial inflows received by the Company from its Subsidiaries are influenced by the financing costs associated with the Projects, which are funded through credit arrangements with financial institutions. Overview of the existing credit arrangements is provided in Section 13.2 "*Financing of Activities*" of the Prospectus. These credit facilities include variable interest rate components that are subject to prevailing market conditions. An increase in market interest rates would result in higher debt servicing costs for the Subsidiaries, thereby reducing their free cash flow and, consequently, decreasing the financial inflows available to the Company. This reduction in cash flow may impair the Company's ability to meet its obligations to Bondholders. Furthermore, the operations of both the completed assets and those under development are exposed to inflation risk. While, under the standard lease agreements, tenants are generally responsible for operational costs and rental payments are typically indexed to inflation annually, elevated or sustained inflation levels could pressure tenants to seek renegotiation of lease terms. Such renegotiations could lead to reduced rental income and lower net cash flows for the Subsidiaries. The Company considers the potential impact of inflation and interest rate risks to be medium. If these risks materialize, they could adversely affect the Company's financial position and its ability to service its obligations to Bondholders.

Legal risks

(i) **Risk of legal disputes.** While the Group is not currently involved in any legal proceedings and considers the likelihood of such risks to be low, it cannot guarantee that disputes with tenants, contractors, or other parties will not arise in the future. The outcomes of such potential disputes are inherently uncertain and could result in the early termination of key agreements related to the Projects. If resolved unfavourably, these disputes could negatively affect the Group's operations, financial condition, and reputation, and may also trigger the realization of credit risk. In addition, the Group could be required to pay damages, including the legal expenses of the opposing party, as well as its own legal costs. Legal disputes could also lead to delays in the timely completion of the Projects or result in vacancies in the developed properties, thereby reducing revenue related to the Projects. Given that the Issuer and the Subsidiaries have entered into Related Party transactions, as disclosed in Section 13.5 "*Related Party Transactions*" of the Prospectus, financial losses incurred by the Group, such as those resulting from delays, disputes, or penalties may affect the Group's ability to meet its outstanding debt obligations under such transactions, which could in turn have an adverse effect on the Issuer's financial position and ability to meet its obligations to investors and potentially diminish the attractiveness and liquidity of the Bonds.

3. KEY INFORMATION ON THE SECURITIES

3.1. <u>What are the main features of the securities?</u>

3.1.1. *Type, class and ISIN*

ISIN code LT0000135337

3.1.2. *Currency, denomination, par value, number of securities issued and duration*

The currency of the Bonds is euros. The Nominal Value of Bond is EUR 1,000. The Maximum Aggregate Nominal Value of the Issue under the Prospectus amounts to EUR 14 000 000. The Final Maturity Date of the Bonds is 24 September 2028.

3.1.3. *The rights attached to the securities*

Bondholders shall have the rights provided in the Law on Protection of Interests of Bondholders of the Republic of Lithuania (the Law on Protection of Interests of Bondholders), the Civil Code of the Republic of Lithuania (the Civil Code), the Law on Companies of the Republic of Lithuania (the Law on Companies) and other laws regulating the rights of Bondholders and the Trustee Agreement.

The Bondholders shall have the following main rights:(i) receive the interest accrued; (ii) to receive the Nominal Value and the interest accrued on the Final Maturity Date, or if applicable, on the Early Maturity Date or Early Redemption Date, or De-listing Event or Listing Failure Put Date; (iii) to sell or transfer otherwise all or part of the Bonds; (iv) to bequeath all or part of owned Bonds to the ownership of other; (v) to pledge all or part of the Bonds owned; (vi) to participate in the Bondholders Meetings; (vii) to vote in the Bondholders Meetings; (viii) to initiate the convocation of the Bondholders Meetings; (ix) to adopt a decision to convene the Bondholders Meeting; (x) to obtain (request) the information about the Issuer, the Issue of Bonds or other information related to the protection of his/her/its interests from the Trustee; (xi) to receive a copy of the Trustee Agreement.
For the protection of the Bondholders interests, on 20 August 2025 the Issuer has concluded the Trustee Agreement with UAB „AUDIFINA", a private limited liability company, legal entity code 125921757, with its registered address at A. Juozapavičiaus st. 6, Vilnius, the Republic of Lithuania (the **Trustee**).

The Issuer shall be obliged to comply with the following covenants until the Bonds are fully redeemed: (i) Issuer's LTV ratio not greater than 35%; (ii) Group's consolidated LTV ratio not greater than 70%; (iii) Corporate status; (iv) Change of control of the Subsidiaries; (v) Change of control of the Issuer; (vi) Asset Disposal; (vii) Decisions; (viii) Reporting obligations; (ix) Bank Account; (x) Real estate valuations; and (xi) Restriction on repayment of Shareholder loans.

3.1.4. *Rank of securities in the Issuer's capital structure in the event of insolvency*

The Company has adopted internal limitations aimed at maintaining prudent leverage levels. Specifically, the Issuer's LTV ratio must not exceed 35% as specified in Section 6.12(a) and Group's LTV ratio must not exceed 70% as specified in Section 6.12(b). It is important to note that only those Bonds which will be issued and paid under this Prospectus, or other external financing actually received are considered in the calculation of this ratio. As of 31 December 2024, the Issuer's LTV ratio was 15% and Group's LTV ratio was 62%. However, compliance with this ratio throughout the term of the Bonds is not guaranteed, and there can be no assurance that it will not be exceeded in the future due to changes in borrowing levels, asset values, or other unforeseen circumstances. The Bondholders' Meeting shall have the right but not the obligation to demand redemption of the Bonds held by the investors upon occurrence of insolvency.

3.1.5. *Restrictions on the free transferability of the securities*

There are no restrictions on transfer of the Bonds as they are described in the applicable Lithuanian laws. However, the Bonds cannot be offered, sold, resold, transferred or delivered in such countries or jurisdictions or otherwise in such circumstances in which it would be unlawful or require measures other than those required under Lithuanian laws, including the United States, except for the exceptions to registration obligation allowed by the securities laws of the United States and its states, Australia, Canada, Hong Kong and Japan.

3.2. Where will the securities be traded?

The Issuer will seek admission of the Bonds to trading on the alternative market First North (the First North), administered by the regulated market operator AB Nasdaq Vilnius (Nasdaq).

3.3. What are the key risks that are specific to the securities?

Risks related to the Bonds

(i) **Refinancing risk.** The Company may need to refinance part or all of its existing liabilities, including the outstanding bonds. As of the date of this Prospectus, bonds issued by the Company (ISIN LT0000408130), with a maturity date of 6 October 2025, remain outstanding in the amount of EUR 8,000,000. The Company intends to redeem these bonds using proceeds raised through the issuance of new Bonds pursuant to this Prospectus, including through the Exchange. The feasibility of such refinancing efforts will largely depend on prevailing conditions in the debt capital markets and the Company's financial health at the time. Should market conditions prove unfavourable, the Company may face limited or costly access to financing, or it may be unable to secure funding altogether. Additionally, if the Company needs to refinance maturing obligations due to liquidity demands, it could encounter challenges related to market dynamics, internal operations, or external factors that hinder its ability to do so. If the Company is unable to refinance its debt on acceptable terms or at all, this could adversely affect its operational performance, financial position, profitability, and the value recoverable by Bondholders under the Bonds. The Company recognises the importance of securing financing for the redemption of the Bonds and is actively evaluating and preparing specific measures to mitigate refinancing risk. As part of this process, the Company has: (i) Initiated and have ongoing discussions with several commercial banks, including the banks currently financing the Projects, to assess indicative terms and conditions under which bank financing could be obtained to a sufficient size to refinance Bonds, including indicative interest rate ranges, maturity profiles, and collateral requirements; (ii) agreed in principle with its main shareholders that, subject to certain conditions, they are willing to contribute a portion of the redemption amount through equity injections if market conditions or other circumstances require; and (iii) prepared an internal business plan and cash flow forecast supporting the feasibility of the refinancing strategy, which takes into account expected proceeds from Portfolio operations and potential divestments. (iv) initiated preliminary assessment and discussions regarding the potential divestment of the completed assets as they are approaching sufficient occupancy levels. The allocation between these sources is currently undecided and thus not specified. It is important to note that the Company's preliminary strategies and intended refinancing measures outlined in this Prospectus do not ensure that the redemption of the Bonds will proceed as expected, nor do they guarantee that Bondholders will recover their full investments, therefore the Company considers this risk as material.

(ii) **No limitation on issuing additional debt.** The Company is not restricted from issuing additional debt instruments, which presents a medium risk for the Bondholders. This means the Company may take on further financial obligations that rank equally with the Bonds. An increase in such debt would raise the number of creditors with equal claims on the Company's assets, including in the event of insolvency, potentially affecting Bondholders' recovery under the Bonds. To mitigate this risk, the Company has adopted internal limitations aimed at maintaining prudent leverage levels. Specifically, the Issuer's LTV ratio must not exceed 35%, as specified in Section 6.12(a) and Group's LTV ratio must not exceed 70% as specified in Section 6.12(b). It is important to note that only those Bonds which will be issued and paid under this Prospectus, and other external financing actually received are considered in the calculation of the aforementioned ratios. As of 31 December 2024, the Issuer's LTV ratio was 15% and Group's LTV ratio was 62%. However, compliance with this ratio throughout the term of the Bonds is not guaranteed, and there can be no assurance that it will not be exceeded in the future due to changes in borrowing levels, asset values, or other unforeseen circumstances.

(iii) **Unsecured Bond Issue.** Investors should note that this Bond Issue is not secured by any form of collateral and the Bonds are not supported by pledged assets, such as real estate or other property. As the real estate assets owned by the Subsidiaries are mortgaged in favour of the commercial banks financing the Projects, should the Issuer encounter financial distress or enter bankruptcy proceedings, Bondholders will not have priority rights to any specific assets of the Issuer. Instead, their claims will rank alongside those of other unsecured creditors. The Issuer's obligations under the Bonds, including interest payments, will rank at least equally (*pari passu*) with all current and future unsecured liabilities of the Issuer, except for those obligations that, by law, are granted preferential status. The Issuer considers the unsecured status of the Bonds to represent a moderate risk.

(iv) **Interest rate risk.** The Bonds will bear a fixed interest rate applied to their outstanding Nominal Value. The specific rate applicable until maturity will be outlined in the Final Terms of the first Tranche. Although this rate will remain unchanged for the entire 3-year term from the issue date of the first Tranche, broader capital market interest rates fluctuate continuously. The fixed annual interest rate will be set within a predetermined range, with a minimum of 7.50% and a maximum of 9.50%, as defined in the Decision of Shareholders and to be finalized in the Final Terms of the first Tranche. As of the date of this Prospectus, market rates for comparable unsecured instruments are generally at this proposed range. The final rate will be established based on market conditions at the time the Final Terms are approved. Despite the fixed nature of the interest rate on the Bonds, adverse movements in the broader interest rate environment, such as rising market rates influenced by inflationary pressures or monetary policy adjustments (e.g., potential increases in EURIBOR), could negatively affect the market price of the Bonds. As interest rates rise, the fixed return offered by the Bonds may become less attractive to investors, potentially reducing demand in the secondary market. This may result in decreased liquidity and lower resale value for investors seeking to exit their investment before maturity. Additional factors, such as competitive pressures within the real estate industry and broader macroeconomic developments, including inflation in Lithuania or globally, may further influence investor sentiment and the Bonds' tradability. Given the fixed 3-year term of the Bonds and the likelihood of interest rate volatility over this period, the Company considers the level of interest rate risk to be medium.

(v) **Early redemption risk.** Under the Offering Terms and Conditions set out in the Prospectus, the Company retains the right to redeem the Bonds prior to their scheduled maturity. Should the Company choose to exercise this early redemption option, investors may receive a lower return on their investment than initially expected. In addition, investors should be aware that the occurrence of an Extraordinary Early Redemption Event cannot be entirely ruled out. If such an event takes place, the Company will be obliged to redeem the Bonds in accordance with the redemption procedures specified in the Prospectus. In this case as well, the actual return earned by investors may fall short of their original expectations.

(vi) **Transaction costs/charges.** When the Bonds are purchased/subscribed or sold, several types of incidental costs are incurred in addition to the purchase/issue or sale price of the Bonds. To the extent that additional – domestic or foreign – parties are involved in the execution of an order, including but not limited to domestic dealers or brokers in foreign markets, investors may also be charged for the brokerage fees, commissions and other fees and expenses of such parties and/or there might be other charges that could not be foreseen by the Issuer and disclosed in this Prospectus. Natural persons who are Lithuanian tax residents shall consider that if the Issue Price of the Bond of certain Tranche would be higher than the Nominal Value of the Bond, the Nominal Value received after the Bond is redeemed by the Issuer should not be treated as income of the natural person. However, for personal income tax purposes, the difference between the Issue Price and the Nominal Value, i.e., loss, will not reduce the interest received or any other taxable income of the natural person. Moreover, changes to the laws and legal acts applicable in the Republic of Lithuania and/or the investor's domicile, or the implementation of any new laws or other legal acts may cause additional expenses or taxes for the investors and/or reduce the return on investment for the investor. Company has assessed this risk as remote.

Offering and admission to trading on the First North related risks

(i) **Lack of active trading market / Risk of De-listing or Listing Failure (Put Option).** The Bonds currently have no established secondary market, and their distribution is limited. Although a market for trading may emerge over time, its depth and liquidity remain uncertain. Investors should be aware that there is no assurance they will be able to sell the Bonds easily or at a price that reflects their expectations. External market conditions, volatility, or broader financial disruptions may adversely affect the market price of the Bonds independent of the Issuer's financial position or performance. The Issuer intends to apply for admission of the Bonds to trading on the First North. However, listing approval is not assured, and the Bonds may either fail to be admitted or could be removed from trading at a later stage. It is important to note that the First North, as an alternative market, typically offers lower liquidity and thinner trading volumes compared to major international bond markets. This limited liquidity may increase the risk of investors incurring losses, particularly if they are compelled to sell their Bonds under unfavourable market conditions. The Company views the probability of a trading market not developing as high, while assessing the risk of failure to list or possible delisting as low.

(ii) **Bonds may not be appropriate to some investors.** Notwithstanding the Issuer's determination regarding the Bonds' features and its designation of this risk as low, potential investors should be aware that the Bonds may not be suitable for all investor profiles. Prior to making an investment decision, individuals should carefully evaluate whether the Bonds align with their financial objectives, risk tolerance, and overall investment profile, especially considering the potential for partial or full capital loss. Importantly, the Issuer will not conduct any assessment of appropriateness of the Bonds for investors, but only in case, the Issuer itself accepts Subscription Orders from the Investors. Where required by applicable regulations, such an evaluation is the responsibility of Exchange Members, Distributors, or other intermediaries. Investors who subscribe directly through the Issuer (if such a direct subscription option is specified in the Final Terms of the respective Tranche) do so at their own initiative and without any suitability screening, which may result in an inappropriate investment. Prospective investors are therefore strongly advised to ensure that they:

   (i) have sufficient knowledge to understand and assess the risks involved;
   (ii) are capable of evaluating how the Bonds fit within their broader investment strategy;
   (iii) have the financial resilience to absorb losses, particularly if the Bonds are denominated in a foreign currency;
   (iv) fully comprehend the terms of the Bonds and the dynamics of the relevant markets; and
   (v) take into account broader macroeconomic developments, including potential interest rate movements.

(iii) **Cancelation of the Offering.** The Issuer reserves the right to cancel the Offering of any Tranche of Bonds at its sole discretion at any time prior to the relevant Issue Date, without requiring the consent of investors or the Trustee. Such cancellation may result from adverse market developments, regulatory considerations, or other unforeseen circumstances. In the event of cancellation, all submitted Subscription Orders will be voided, and any funds paid by investors will be returned in full, without any interest or additional compensation. The Issuer shall not be liable for any expenses or losses incurred by investors in connection with the Offering, including but not limited to legal, advisory, or other third-party costs. Although this right is reserved, the Issuer currently regards the likelihood of cancellation as remote.

4. KEY INFORMATION ON THE OFFERING

4.1. <u>Under which conditions and timetable can I invest in this security</u>?

In the course of the Offering, the Bonds may be publicly offered to retail and institutional investors in any or all of the Republic of Lithuania, Latvia and Estonia and the relevant Offering jurisdictions for the respective Tranche will be indicated in the Final Terms. The Issuer may also choose to offer the Bonds to investors in any Member State of the EEA under relevant exemptions provided for in Article 1(4) of the Prospectus Regulation.

<u>Subscription period.</u> The subscription period is a period indicated in the relevant Final Terms during which the Subscription Orders shall be submitted in accordance with these Terms and Conditions and the Final Terms.

<u>Right to participate in the Offering.</u> The Offering consists of public Offering of Bonds to retail investors and institutional investors in the Republic of Lithuania, Estonia and Latvia under the Prospectus Regulation and the Law on Securities. The Issuer may also choose to offer the Bonds to investors in any Member State of the EEA under relevant exemptions provided for in Article 1(4) of the Prospectus Regulation.

In order to subscribe for the Bonds, the investor must have a Securities Account with the Exchange Member and fill in a Subscription Order form provided by the Exchange Member during the Subscription Period in order for the Exchange Member to enter a buy order in Nasdaq's trading system.

<u>Subscription channels.</u> If the Final Terms indicate that the Offering is conducted by the Issuer, the Subscription Order form for the respective Tranche, including Tranche that is subject to an Exchange, which will be accepted by the Issuer, will be published on the Issuer's website at www.urbanhub.lt (and after the Bonds' admission to trading on the First North, on the on Nasdaq website at www.nasdaqbaltic.com) before the opening of the respective Subscription Period. Alternatively, the Issuer will provide the Subscription Order form upon the investor's request after notifying the investor of the Offering for the respective Tranche, and this includes notifying the relevant investors who may participate in the Exchange. Subscription Orders for Estonian and Latvian investors will be available in English, while those for Lithuanian investors will be available in either English or Lithuanian.

If the Final Terms indicate that the Offering is conducted by the Dealer and/or Distributor, the Subscription Order form for the respective Tranche, including Tranche that is subject to the Exchange, which will be accepted by the Dealer and/or Distributor, will be provided by the Dealer and/or Distributor and shall be submitted by the investor to the Dealer and/or Distributor by any means accepted and used by the Dealer and/or Distributor (e.g., physically, via the internet banking system or by any other available means).

If an Auction of the Bonds is organized through Nasdaq, the Subscription Orders shall be submitted to the Exchange Members to be entered in Nasdaq trading system during the Subscription Period of the respective Tranche.

Allocation. The Issuer shall accept all Subscription Orders of the investors that are considered valid pursuant to point 6.10(b) "*Subscription Orders. Invalidity of the Subscription Orders*" of the Prospectus and each investor shall be allocated with the amount of Bonds requested in the respective Subscription Order. In case the Maximum Aggregate Nominal Value of the Tranche is exceeded (including where (i) the Issuer exercised its right under the respective Final Terms to increase the Maximum Aggregate Nominal Value of the respective Tranche and published an updated Final Terms on the Issuer's website at www.urbanhub.lt/investors (and after the Bonds' admission to trading of the Bonds on the First North, on Nasdaq website at www.nasdaqbaltic.com) and/or (ii) the Maximum Aggregate Nominal Value of the Issue is reached) (i.e., oversubscription)), the Issuer following the recommendation of the Dealer shall allocate the Bonds the investors that provided valid Subscription Orders and paid the Issue Price.

Payment. Payments of amounts (whether principal, interest or otherwise, including on the final redemption) due on the Bonds will be made to the Bondholders thereof, as appearing in Nasdaq CSD on the third Business Day preceding the due date for such payment (Record Date). Payment of amounts due on the final or early redemption of the Bonds, including cases when the Bonds are redeemed due to De-listing Event of Listing Failure, will be made simultaneously with deletion of the Bonds. The Bondholders shall not be required to provide any requests to redeem the Bonds, as upon the Final Maturity Date, Early Redemption Date, Early Maturity Date or the De-listing Event or Listing Failure Put Date, payable amounts to the Bondholders shall be transferred to the Bondholders through Nasdaq CSD.

In case of an Auction, payment for the Bonds subscribed and distribution of the Bonds are made by DvP method, meaning that the settlement procedure is carried out by Nasdaq CSD and Exchange Members on the Issue Date in accordance with the Auction Rules and title to the Bonds purchased in the subscription process is obtained upon Bonds transfer to respective securities account which is done simultaneously with making the cash payment for the purchased Bonds.

If the Issuer decides on carrying out an Exchange, investors participating in the Exchange shall make no payments of the Issue Price to the Issuer as on the relevant Issue Date a unilateral settlement by way of set-off that can be carried on the basis of total amount (nominal amount) of Issuer's liability towards respective investor against investor's liability towards the Issuer.

Issue Date. A Business Day indicated in the relevant Final Terms, on which the settlement (including an Exchange) for the Bonds is made and the Bonds are registered with the Register.

Admission to trading. The Issuer shall submit an application regarding admission of each Tranche of the Bonds to trading on the First North and take all the measures, established in Nasdaq rules, needed that the Bonds would be admitted to trading on Nasdaq as soon as practicably possible. The Issuer expects that the Bonds of the respective Tranche shall be admitted to trading on the First North within 1 month as from placement thereof to the investors the latest.

Return of funds. The Investors who have not been allotted any Bonds or whose Subscription Orders have been reduced will receive reimbursements from the Exchange Members (i.e. block on the funds will be removed).

Changes to the Offering. Any decision on cancellation, suspension (postponement) of the primary distribution or changes of dates of the primary distribution, any other material information will be published on the Issuer's website at www.urbanhub.lt/investors. After the Bonds are admitted to the First North, all material information will also be published on Nasdaq website at www.nasdaqbaltic.com. Investors may also be notified by the Issuer or the entity that accepted the Subscription Order (if applicable according to its internal procedures) about cancellations, suspensions, changes in primary distribution dates, or other information via e-mail.

4.2. Why is this Prospectus being produced?

This Prospectus and any Final Terms are prepared solely for the purposes of the Offering of the Bonds and admission to trading of the Bonds on the First North.

The overall purpose of the Issue and the Offering is to attract debt financing of up to a total EUR 14,000,000 required for these purposes: (i) to refinance the Company's previously issued bonds in the principal amount of EUR 8,000,000 (plus accrued and unpaid interest), maturing on 6 October 2025 (ISIN LT0000408130), including through the Exchange conducted based on this Prospectus; (ii) for the remaining amount, to finance the development, construction, and fit-out of the Projects, including associated financing costs; (iii) to finance the working capital needs of the Issuer and Subsidiaries.

Provided that all the Bonds under the Issue are subscribed for and issued by the Company, the expected amount of gross proceeds would be up to EUR 14,000,000, less the amounts of costs and expenses incurred in connection with the Offering, as prescribed below.

The Company will bear approximately up to EUR 200,000 of fees and expenses in connection with the Offering (including the maximum amount of any discretionary commission, admission to trading on the First North related costs, legal costs, etc.) under the Issue. These costs of the Offering will be covered from the proceeds of the Offering.

No underwriting agreement has been signed for the purposes of the Offering. To the best knowledge of the Issuer neither the Dealer nor the legal adviser or the Trustee has any conflict of interest pertaining to the responsibilities assigned to them by the Issuer.