

July



SCHEDULE No 1

Approved in accordance with:

- decision of the shareholders' meeting of AS "DelfinGroup" No. 2021/06 dated 26 July 2021; and
- requirements of Section 5.5 of the Terms of the Issue, on the basis of which AS "DelfinGroup" has applied to receive the Note holders' consent (waiver) dated 26 July 2021

Amendments to
AS "DelfinGroup" (Latvia)
Reg. No: 40103252854
Terms of the Issue
(ISIN LV0000802213)
(hereinafter – Terms of the Issue)

Riga, 26 July 2021

On 26 July 2021, the following amendments to Terms of the Issue have been approved by AS “DelfinGroup”:

1. To supplement Section “Terms and abbreviations used” with the following definitions:

- Change of Control* : *The occurrence of an event or series of events whereby a person (natural person or legal entity) or group of persons acting in concert (directly or indirectly) gain power (whether by way of ownership of shares, contractual arrangement, or otherwise) to:*
- (a) cast or control the casting of more than 50% (fifty per cent) of the maximum number of votes that might be cast at a meeting of the shareholders of the Issuer; or*
- (b) appoint or remove or control the appointment or removal of a majority of the management board or supervisory board members or other equivalent officers of the Issuer.*
- For the sake of clarity, under these Terms of the Issue Change of Control does not take place if:*
- a) change of control takes place between Existing Shareholders (including where any changes in the management board or supervisory board members or other equivalent officers of the Issuer takes place); or*
- b) Existing Shareholders each individually lose control over Issuer, and no other person gains the power to cast or control the casting of more than 50% (fifty per cent) of the maximum number of votes that might be cast at a shareholders’ meeting of the Issuer (including where any changes in the management board or supervisory board members or other equivalent officers of the Issuer takes place)*
- Existing Shareholders* : *Shareholders of the Issuer set forth under Section 14 “Shareholders of the Issuer”, as well as direct or indirect shareholders of those shareholders, ultimate beneficial owners or legal entities of their control, successors who become shareholders because of an inheritance, a divorce, a trust agreement or similar arrangement*

2. To amend Section 1 “Summary” Paragraph B.6 and to restate it as follows:

B.6	Main shareholders of the Issuer	The current structure of the Issuer’s shareholders is as follows:		
		Name of shareholder	Number of shares held	% of the total share capital held
		SIA L24 Finance	26,074,130	65.19%
		SIA “AE Consulting”	4,000,000	10.00%
		SIA EC finance	8,525,870	21.31%
	Private individuals (part of management of the	1,400,000	3.50%	

		Issuer under Section 13.2)		
		Total:	40,000,000	100%
The Issuer has no information at its disposal regarding any agreements, the fulfilment of which might cause Change of Control, except those indicated under Section 18. "Important agreements".				

3. To amend the wording of the second bullet point of Section 5.4. "Covenants" and to restate it as follows:

- *Not to allow Change of Control.*

4. To amend Section 14 "Shareholders of the Issuer" and to restate it as follows:

14. Shareholders of the Issuer

The Existing Shareholders are as follows:

Table 5 – Existing Shareholders

Name of shareholder	Number of shares held	% of the total share capital held
SIA L24 Finance	26,074,130	65.19%
SIA "AE Consulting"	4,000,000	10.00%
SIA EC finance	8,525,870	21.31%
Private individuals (part of management of the Issuer under Section 13.2.)	1,400,000	3.50%
Total:	40,000,000	100%

Issuer's share capital is EUR 4,000,000 which consists of 40,000,000 shares, each of them with a nominal value of EUR 0.10.

The sole shareholder of SIA "AE Consulting" and SIA EC finance is the chairman of the council, co-founder - Agris Evertovskis. Indirect shareholders of SIA "L24 Finance" are following – Linda Kesenfelde (38%), Aigars Kesenfelds (38%), Ivars Kesenfelds (24%).

The Issuer has no information at its disposal regarding any agreements, the fulfilment of which might cause Change of Control, except those indicated under Section 18 "Important agreements".

5. To amend Section 18 "Important agreements" and to restate it as follows:

18. Important agreements

On 23 March 2021, the Issuer announced its intention for an initial public offering (*IPO Event*) of its shares on the Nasdaq Riga stock exchange regulated market or 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 Existing Shareholders do not plan to exit the Issuer during the IPO Event, thus strategy of the Issuer will remain the same.

The Issuer has no knowledge of any other important agreements, or internal decisions that could have been concluded within the company or between the Issuer and any related company and that could affect the Issuer's capability to fulfil its liabilities due to Investors regarding the securities to be issued.