

FINAL TERMS

MiFID II Product Governance / Eligible Counterparties, Professional Clients and Retail Clients Target Market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in [Directive 2014/65/EU (as amended, "MiFID II") and(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate: investment advice, and portfolio management, and non-advised services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 12 June 2024

AB "AGATHUM"

Legal entity identifier (LEI): 485100B2ROTV660EVN19

Issue of up to 2,000,000 Bonds due 2026

under the General Terms and Conditions for the Issuance of Fixed Rate Bonds up to EUR 4,000,000 with the Maturity up to 2 Years

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the General Terms and Conditions for the Issuance of Fixed Rate Bonds up to EUR 4,000,000 with the Maturity up to 2 Years (the "*General Terms and Conditions*") which forms part of the Information Document dated 12 June 2024 which constitutes an offering document for the purposes of the Law on Securities of the Republic of Lithuania. This document constitutes the Final Terms of the Bonds described herein and must be read in conjunction with the Information Document, including General Terms and Conditions, in order to obtain all relevant information.

The Information Document and Final Terms are available for viewing on the Issuer's website www.agathum.com. Copies may also be obtained from the registered office of the Issuer at the address Vaisių str. 16A, Kaunas, the Republic of Lithuania.

Upon listing, the Information Document and Final Terms will be also available for viewing on the website of AB Nasdaq Vilnius ("Nasdaq Vilnius") (<https://nasdaqbaltic.com/>).

The Bonds under these Final Terms are offered under public offering in the Republic of Lithuania only. Therefore, the distribution of these Final Terms, including Information Document, in certain jurisdictions may be restricted by law. The public offering is made under the Information Document based on Article 3(2)(b) of the Prospectus Regulation in accordance with Articles 5(2) and 7 of the Law on Securities of the Republic of Lithuania.

1.	Issuer:	AB "AGATHUM"
2.	Status of the Bonds:	Unsecured
3.	Specified Currency:	Euro (EUR)
4.	Aggregate Nominal Amount:	
	(i) Series:	Up to EUR 2,000,000
	(ii) Tranche:	Up to EUR 2,000,000
5.	Issue Price:	EUR 100

6.	Specified Denominations:	EUR 100
7.	(i) Issue Date:	28 June 2024
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 June 2026
9.	Final Redemption Amount:	Subject to any early redemption, the Bonds will be redeemed on the Maturity Date at 100% per Nominal Amount.
10.	Call Option:	Issuer Call (<i>See paragraph 15 below</i>)
11.	Put Option:	Investor Put (<i>See paragraph 16 below</i>)
12.	Date of General Meeting of Shareholders decision for issuance of Bonds obtained:	6 June 2024
13.	Trustee:	As of the date of these Final Terms – UŽDAROJI AKCINĖ BENDROVĖ “AUDIFINA”, a limited liability company, established and existing under the laws of the Republic of Lithuania, corporate ID code 125921757, with its registered address at A. Juozapavičiaus str. 6, Vilnius, Lithuania.
PROVISIONS RELATING TO INTEREST PAYABLE		
14.	Fixed Rate Bond Provisions	
	(i) Interest Rate:	The Fixed Rate of Interest is 11% per annum in respect of the period from (and including) the Interest Commencement Date to (but excluding) the Maturity Date payable in arrears on each Interest Payment Date.
	(ii) Interest Payment Date(s):	28 June, 28 September, 28 December and 28 March in each year
	(iii) Day Count Fraction:	30E/360
PROVISIONS RELATING TO EARLY REDEMPTION		
15.	Call Option	Applicable
	(i) Optional Redemption Date(s):	Any Business Day no earlier than 1 (one) year after the Issue Date.
	(ii) Optional Redemption Amount(s) of each Bond:	If early redemption date occurs 12 months after the Issue Date but not later than 18 months after the Issue Date, the respective Early Optional Redemption Amount will be equal to 101.00% of Nominal Amount plus accrued Interest from last Interest payment date; if early redemption date occurs during the last 6 (six) months prior to the Maturity Date, the respective Early Optional Redemption Amount will be equal to 100.00% of Nominal Amount plus accrued Interest from last Interest payment date.
	(iii) Notice period:	Not less than 30 calendar days
16.	Put Option	Only due to Change of Control, De-listing Event or Listing Failure
	(i) Change of Control Put Date / De-listing Event or Listing Failure Put Date / Optional Redemption Date:	The 5th (fifth) Business Day following the expiration of the Change of Control Put Period / De-listing Event or Listing Failure Put Period
	(ii) Optional Redemption Amount of each Note:	101% per Nominal Amount

	(iii) Change of Control Put Period / De-listing Event or Listing Failure Put Period /Notice period:	Not more than 30 days
GENERAL PROVISIONS APPLICABLE TO THE BONDS		
17.	Form of Bonds:	The Bonds shall be issued in non-material registered form. The book-entry and accounting of the dematerialized securities in the Republic of Lithuania, which will be admitted to trading on the First North (Nasdaq Vilnius), shall be made by Nasdaq CSD. Entity to be in charge of keeping the records will be the Issuer. The Bonds shall be valid from the date of their registration until the date of their redemption. No physical certificates will be issued to the Investors. Principal and interest accrued will be credited to the Bondholders' accounts through Nasdaq CSD.
18.	Governing Law:	The Bonds, and any non-contractual obligations arising out of or in connection therewith, shall be governed by and construed in accordance with the laws of the Republic of Lithuania.
19.	Jurisdiction:	Any dispute or claim arising out of or in relation to the Bonds, including any non-contractual obligation arising out of or in connection with the Bonds, shall be finally settled by the courts of the Republic of Lithuania.

PART B – OTHER INFORMATION

1.	LISTING AND ADMISSION TO TRADING	
	(i) Admission to Trading:	Application will be made for Bonds issued under these Final Terms to be admitted during the period of 3 (three) months after the date hereof to listing and trading on the First North of Nasdaq Vilnius.
	(ii) Estimate of total expenses related to admission to trading:	EUR 3,000
2.	RATINGS	The Bonds to be issued are not rated.
3.	INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER	
	Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Bonds has an interest material to the offer. The Dealer and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.	
4.	YIELD	
	Indication of yield:	11%
	<i>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</i>	
5.	OPERATIONAL INFORMATION	
	(i) ISIN:	LT0000409286
	(ii) Delivery:	Delivery versus payment (“DvP”) or Free of Payment (“FoP”).

		FoP delivery shall be applicable to those Bondholders who pay for the subscribed Bonds with the redemption proceeds of the bonds (ISIN LT0000405425) redeemed by the Issuer.
	(iii) Settlement Date	28 June 2024
6.	SUBSCRIPTION AND DISTRIBUTION	
	(i) Subscription period:	12 June 2024 – 25 June 2024 at 1.00pm (Vilnius time)
	(ii) Method of Distribution:	Non-syndicated
	(iii) Name of Dealer:	Akcinė bendrovė Šiaulių bankas
	(iv) Minimum Investment Amount	1 Bond
8.	OTHER INFORMATION	
	(i) Use of Proceeds:	The proceeds of the issue of Bonds will be used to refinance maturing bonds under ISIN LT0000405425 and other general corporate purpose.
	(ii) Information about the securities of the Issuer that are already admitted to trading:	No such securities.