SUMMARY

Introduction and warnings

This Summary (the **Summary**) is a brief overview of the information disclosed in the base prospectus, dated 4 June 2025 (the **Prospectus**), in connection with the public offering, listing and admission to trading (the **Offering**) of up to 3,000 subordinated bonds with the nominal value of EUR 1,000 each (the **Bonds**) of Bigbank AS (the **Company**) which forms the first series in the programme whereby up to 25,000 Bonds in total may be issued in separate series (the **Programme**). The Bonds shall be listed on the Baltic Bond List of the Nasdaq Tallinn Stock Exchange (**Nasdaq Tallinn**). The Summary has been appended to the final terms applicable to the Bonds issued in the first series (the **Final Terms**) and is, therefore, specific to the Bonds in the first series. Information given in this Summary has been presented by the Company as at the registration of the Prospectus, unless otherwise stipulated.

This Summary should be read as an introduction to the Prospectus and any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor. Civil liability in relation to this Summary attaches only to those persons who have tabled the Summary, including any translation thereof, and only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or where 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. Investment into the Bonds involves risks, and the investor may lose all or part of the investment. The investor must consider that in the event the investor wants to bring a claim to the court in relation to the information contained in the Prospectus, they may be required to bear the costs of translating the Prospectus.

Name and international securities identification number (ISIN) of the securities. EUR 6.5 BIGBANK ALLUTATUD VÕLAKIRI 25-2035, ISIN code EE0000001501.

The identity and contact details of the issuer, including its legal entity identifier (LEI). The business name of the Company is Bigbank AS. The Company is registered in the Estonian Commercial Register under registry code 10183757 and its legal entity identifier (LEI) code is 5493007SWCCN9S3J2748. The contact details of the Company are the following: address: Riia tn 2, 51004 Tartu, Estonia; phone: +372 737 7570; e-mail: info@bigbank.ee.

The identity and contact details of the competent authority approving the prospectus, date of approval of the prospectus. The Prospectus has been approved by the Estonian Financial Supervision and Resolution Authority (the **EFSA**) under registration number 4.3-4.9/2032 on 9 June 2025. The contact details of the EFSA are the following: address Sakala 4, Tallinn 15030, Estonia; phone: +372 668 0500; e-mail: info@fi.ee.

Key information on the issuer

"Who is the issuer of the securities?"

The issuer is Bigbank AS (the **Company**). The Company has been established and is currently operating under the laws of the Republic of Estonia in the form of a public limited company (in Estonian: *aktsiaselts* or AS) and is established for an indefinite term. The principal and permanent activity of the Company is to act as a credit institution. The Group's banking operations are divided into two operating segments, identified by reference to customer categories: retail banking and corporate banking. Both segments offer loan products to customers and raise deposits. As of 31 March 2025, the Group's client portfolio comprised of approximately 65.2% of retail clients and 34.8% of corporate clients. Group entities that are involved in investment property and agriculture and units that support banking operations (incl. the treasury) form the segment of other operations.

The Company's group includes the following consolidated subsidiaries (the **Group**): OÜ Rüütli Majad, Balti Võlgade Sissenõudmise Keskus OÜ and AS Baltijas Izaugsmes Grupa. The Group provides financial services either through the Company or its branches in certain EU countries. In Estonia, the Company offers financing to both private and business customers, current accounts and payment services to private customers, and accepts deposits. The branches in Latvia and Lithuania offer lending services that are largely similar to those of the Company, while the branches in Finland and Bulgaria primarily focus on providing consumer credit. The branches in Latvia and Lithuania also offer deposit services to both private and business customers, whereas in Finland, Sweden and Bulgaria, deposits are offered exclusively to private customers. Additionally, the Company offers deposit services on a cross-border basis in Germany, the Netherlands and Austria, but does not carry out any financing activities in these markets.

As at the date of the Prospectus, the Shareholders holding directly over 5% of all shares in the Company (the **Shares**) are the following:

Shareholder	Number of Shares	Proportion
Parvel Pruunsild	40,000	50%

Vahur Voll	40,000	50%

There are no persons who have an indirect qualifying holding in the Company. The Company is jointly controlled by the above shareholders (Parvel Pruunsild and Vahur Voll). The Company is as at the date of the Prospectus not aware of any arrangements or circumstances, which may at a subsequent date result in a change in control over the Company.

The Company has a three-layer management. The management board is responsible for the day-to-day management of the Company and each of its members is eligible to represent the Company in keeping with the law and the articles of association of the Company. The supervisory board of the Company is responsible for the strategic planning of the activities of the Company and for supervising the activities of the management board. The highest governing body of the Company is the general meeting of shareholders.

As of the date of the Prospectus, the management board of the Company has five members – Mr Martin Länts (Chairman of the management board, the authorities remain valid until 14 March 2028), Mr Argo Kiltsmann (the authorities remain valid until 30 June 2025), Mr Ingo Põder (the authorities remain valid until 14 March 2028), Mr Ken Kanarik (the authorities remain valid until 14 March 2028) and Mr Mart Veskimägi (the authorities remain valid until 5 February 2026).

The statutory auditor of the Group for the financial years 2024–2026 is Ernst & Young Baltic AS (registry code 10877299, having its registered address at Rävala pst 4, 10143, Tallinn, Estonia). Ernst & Young Baltic AS is a member of the Estonian Auditors' Association.

"What is the key financial information regarding the issuer?"

The Group's consolidated audited financial statements of and for the years ended on 31 December 2024 and 31 December 2023 (**Audited Financial Statements**), and the Group's unaudited interim condensed consolidated financial statements for the 3-months ended on 31 March 2025 (the **Unaudited Interim Financial Statements**, together with the Audited Financial Statements, the **Financial Statements**) have been incorporated to the Prospectus by reference. The Audited Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The Unaudited Interim Financial Statements have been prepared in accordance with International Accounting Standards (IAS) 34, Interim Financial Reporting. Below information has been presented in accordance with Annex III of European Commission Delegated Regulation (EU) 2019/979 as deemed most appropriate in relation to the Bonds by the Company.

Table 1. Consolidated income statement (in millions of euros)

Year	2024 (audited)	2023[1] (restated)	2023 (audited)	2025 3-months (unaudited)	2024 3-months (unaudited)
Net interest income	102.4	95.7	98.0	25.5	25.5
Net fee and commission income	9.2	8.2	8.2	2.5	2.1
Net allowance for expected credit losses	-23.9	-18.9	-20.9	-4.6	-5.7
Net income (-loss) on financial assets	5.2	9.2	9.2	1.9	1.0
Profit for the period	32.3	40.6	40.8	9.8	6.4
Net profit attributable to owners	33.0	41.8	42.0	9.0	36.6

[1] The Group identified an error in the application of the effective interest method and in the interest income credit-impaired financial assets. The Group decided adjustments are required to be made for the 12-months period ending 31 December 2024. These adjustments are related to the allocated income from loan origination across the expected maturity of the loans and interest income which was incorrectly accrued on the gross exposure of these assets instead of on a net basis. Therefore, the net interest income, net allowance for expected credit losses and the profit for the period and net profit attributable to owners will be restated and are different from the financial information described in Group's Audited Financial Statements for the financial year ended on 31 December 2023.

Table 2. Consolidated balance sheet (in millions of euros)

Year	31.12.2024	31.12.2023[1] (restated)	31.12.2023 (audited)	31.03.2025 (unaudited)
Total assets	2,778.4	2,287.4	2,291.1	2,944.1
Loans from banks	8.4	8.9	8.9	8.3
Subordinated debt securities	91.7	76.1	76.1	95.9
Loans to customers	2,196.5	1,662.0	1,665.7	2,298.0
Deposits from customers	2,393.3	1,937.4	1,937.4	2,552.2
Total equity	269.8	244.8	248.0	270.8
Key ratios (unaudited)				

Common equity tier 1 (CET1) ratio	13.1%	13.9%	14.0%	13.2%
Total capital ratio	18.2%	19.0%	19.1%	18.5%
Leverage ratio	9.5%	9.6%	9.7%	9.1%

[1] The Group identified an error in the application of the effective interest method and in the interest income credit-impaired financial assets. The Group decided adjustments are required to make for the 12-months period ending 31 December 2024. These adjustments are related to the allocated income from loan origination across the expected maturity of the loans and interest income which was incorrectly accrued on the gross exposure of these assets instead of on a net basis. Therefore, the total assets, loans to customers and total equity have been restated and are different from the financial information described in Group's Audited Financial Statements for the financial year ended on 31 December 2023.

"What are the key risks that are specific to the issuer?"

Credit Risk. Credit risk arises most significantly from the core business line of the Group – lending to retail and corporate customers. The Group assesses and makes provisions for expected credit losses in accordance with the applicable requirements, however, such provisions are made based on the available information, estimates and assumptions, which by definition are subject to certain amount of uncertainty. Therefore, there can be no assurance that provisions are sufficient to cover potential losses.

Liquidity Risk and Funding Risk. Liquidity risk is the risk that the Group is unable to fulfil its obligations in a timely manner or to the full extent without incurring significant costs. As part of liquidity risk, the Group is also exposed to funding risk which is the risk that the Group is unable to raise resources without negatively affecting its daily business activities or financial position. The Group applies a conservative strategy to liquidity risk, including having in place liquidity buffers for the purposes of covering a significant outflow of deposits. Nevertheless, such risk policies and liquidity buffers may not be adequate or sufficient in order to ensure the Group's access to funding resources when needed, to the extent needed or on favourable terms in order to ensure sufficient liquidity. The volume of deposits is impacted by factors which are beyond the control of the Group.

Interest Rate Risk. Profitability of the Group depends on the difference between the interest it charges from its debtors and the interest it pays to its creditors (net interest). The amount of net interest income earned by the Group companies materially affects the revenues and the profitability of the operations of the Group. Interest rates are affected by numerous factors beyond the control of the Group companies, which may not be estimated adequately.

Operational Risk. Operational risk is a risk of potential loss caused by inadequate or failed internal processes or systems, people or external events, it is present across all the Group's activities, for example, operational risk and losses can result from fraud, errors by employees or failures by the Group's counterparties. The Group also relies on certain outsourcing partners and third parties in carrying out its business and is therefore dependent on the continuous availability of services by such partners as well as their compliance with all applicable laws, regulations, and standards. Similar to other financial institutions, the Group's operations are subject to cyber-threats as the Group's operations are highly dependent on a variety of outsourced information technology solutions as well as custom made solutions the Group is using for its internal processes and for providing its services to customers. The Group may incur significant costs for taking protective measures against breaches of regulations on information technology security. For the Group, the realisation of operational risks could lead to a disruption in provision of services, security breaches, non-compliance with applicable legal requirements and financial losses. Furthermore, any materialisation of operational risk may have a negative impact on the reputation of the Group.

Strategic Risk. For reasons of corporate growth, the Group's strategic risk is estimated to exceed the strategic risk of a bank positioned in a stable stage, which may result in losses arising from the pursuit of wrong strategic decisions.

Maintaining Capital Adequacy Ratios. The Company and the Group must adhere to strict capital adequacy requirements subject to frequent reforms and changes, which may result in the need to increase capital, reduce leverage and risk weighted assets, modify the Group's legal structure or even change the Group's business model.

Risk of Money Laundering, Terrorist Financing, and Breach of Sanctions. The recent discoveries of the vulnerability of banks with regard to AML, the regulatory environment as well as the supervisory approach have become very strict and focused on AML risks. In addition, introduction of further sanctions regimes (especially to combat the circumvention of sanctions) and the EU is setting out stronger punishments for violations of sanctions. Failure to comply would most likely lead to implementation of strict supervisory measures, reputational damage and could result in business disruption.

Exposure to Regulatory Actions and Investigations. The Group offers financial services and products and is therefore subject to extensive and comprehensive regulations imposed both through local and through European legal acts. Any determination by the authorities regarding the incompliance with all the applicable regulations may have a material adverse effect on the Company's business, financial condition, and results of operations.

Changes in Macroeconomic Environment. Each of the Group's operating segments is affected by general economic and geopolitical conditions. Severe market disruptions have occurred in the recent past and may occur again in the future. Out of macroeconomic factors, the Group's performance continues to be strongly affected by changes in the interest rates and Group's ability to pass the potential rise in funding costs to borrowers. The increases in cost of living as a result of rising energy costs, interest rate fluctuations, inflation as well as other factors like increase of unemployment, may negatively impact the ability of the customers of the Group to repay their loans. Similarly, adverse changes in the economic environment, especially of countries where the Group operates, and the uncertainty from possible tariffs to be imposed by the United States of America, could negatively affect the operations of the Group in several ways, including significantly increasing the default rates stemming from the Group's loan portfolio and decreasing the demand for the Group's services as well as increasing the financing costs of the Group.

The Revenue from Real Estate Properties. The Group earns revenue from its real estate investments by renting out the properties to tenants and the Group's revenues are dependent on the solvency of the tenants which is not guaranteed. Rental income from agricultural land may be also impacted by factors such as prices of agricultural products, weather, and support measures from the state. It may in turn have a material adverse effect on the Group's business, financial condition, and results of operations.

Key information on the securities

"What are the main features of the securities?"

The Bonds are subordinated bonds with the nominal value of EUR 1,000. The Bonds represent an unsecured debt obligation of the Company before the bondholder. The Bonds are issued in dematerialised book-entry form. The first series of the Bonds are registered in Estonian Register of Securities under ISIN code EE0000001501.

The rights attached to the Bonds have been established by the terms and conditions of the Bonds (the **Terms of the Bonds**). The main rights of bondholders arising from the Bonds and the Terms of the Bonds are the right to the redemption of the Bonds and the right to receive payment of interest. Bondholders can exercise their rights in accordance with the Terms of the Bonds and applicable law.

The rights and remedies available to a bondholder in case of a default by the Company under the Bonds are very limited and a bondholder may claim payment in respect of the Bonds only in the bankruptcy or liquidation proceedings of the Company.

Interest and yield. Bonds carry an annual coupon interest at the rate of 6.5 per cent, calculated from the Issue Date until the date of redemption. Interest payments will be made quarterly on 15 March, 15 June, 15 September, and 15 December in each year. The interest on the Bonds is calculated based on the 30-day calendar month and 360-day calendar year (30/360).

Maturity of Bonds. Bonds are issued with a maturity of 10 years with the maturity date on 27 June 2035. According to the Terms of the Bonds, the Company is entitled to redeem the Bonds prematurely at any time after the lapse of 5 years as from the date of issue by notifying the bondholders at least 30 days in advance. The Company is further entitled to redeem the Bonds prematurely before the lapse of the 5-year term if there is a change in the regulative classification of the Bonds resulting in the Bonds being, in the opinion of the Company, excluded from the classification as own funds of a credit institution or if there is a significant change in the taxation regime applicable in respect of the Bonds, provided that the Company was not in a position to foresee such changes upon the issue of the Bonds.

The Bonds may be redeemed prematurely by the Company on the above-described grounds only if the EFSA has granted its consent to the early redemption. The bondholders are not entitled to claim early redemption of the Bonds under any circumstances.

Ranking and subordination. The Bonds are intended to qualify as own funds instruments within the meaning of point 119 of Article 4(1) of the EU Capital Requirements Regulation (No 575/2013) (**CRR**) in the form of Tier 2 instruments as defined in Article 63 of the CRR. In the event of the (a) voluntary or involuntary liquidation or (b) bankruptcy of the Company, the rights of the bondholders under the Bonds to payments on or in respect of the Bonds shall rank as follows:

(i) junior to any present or future claims of (A) unsecured and unsubordinated creditors of the Company, and (B) holders of senior subordinated notes and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, in priority to the Bonds;

(ii) *pari passu* among themselves and with any other present or future indebtedness of the Company which constitutes Tier 2 capital (as defined in Article 71 of the CRR);

(iii) in priority to claims of holders of any outstanding Additional Tier 1 instruments (as defined in Article 52 of the CRR), and payments to holders of all classes of share capital of the Company in their capacity as such holders, and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, junior to the Bonds,

subject, in all cases, to mandatory provisions of the Estonian law.

The subordination of the Bonds means that upon the liquidation or bankruptcy of the Company, all the claims arising from the Bonds shall fall due in accordance with the Terms of the Bonds and shall be satisfied only after the full satisfaction of all unsubordinated recognised claims against the Company in accordance with the applicable law.

Furthermore, any liability arising under the Bonds may be subject to the exercise of powers to write-down, conversion, transfer, modification, suspension or similar related power existing from time to time under, and exercised in compliance with, any laws, regulations, rules or requirements in effect in the Republic of Estonia (the **Bail-In and Loss Absorption**

Powers) by the EFSA, or such other resolution authority or governmental body with the ability to exercise any Bail-in and Loss Absorption Powers in relation to the Company (the **Resolution Authority**) in cases where the Company meets the conditions for the initiation of resolution proceedings (i.e., fails or is likely to fail and certain other conditions are met). Exercising the Bail-in and Loss Absorption Powers is subject to numerous preconditions and will only be used as a last resort; however, if the powers are exercised, it is possible that: (a) the amount outstanding of the Bonds is reduced, including to zero; (b) the Bonds are converted into shares, other securities or other instruments of the Company or another person; (c) the Bonds or the outstanding amounts of the Bonds are cancelled; and/or (d) the Terms of the Bonds are altered (e.g., the maturity date or interest rate of the Bonds could be changed). Therefore, if the Company as a resolution entity meets the conditions for resolution, the exercising of the Bail-in and Loss Absorption Powers by the Resolution Authority may result in material losses for the bondholders. Financial public support will only be used after having assessed and exploited, to the maximum extent practicable, the resolution tools, including the bail-in tool. Consent of the bondholders is not necessary for affecting bail-in measures by the Resolution Authority.

Transferability. The Bonds are freely transferable; however, any bondholder wishing to transfer the Bonds must ensure that any offering related to such a transfer would not be qualified as requiring the publication of a prospectus in accordance with the applicable law. According to the Terms of the Bonds, ensuring that any offering of the Bonds does not require the publication of a prospectus in accordance with the applicable law is the obligation and liability of the bondholder.

"Where will the securities be traded?"

The Company intends to apply for the listing and admission to trading of the Bonds on the Baltic Bond List of the Nasdaq Tallinn Stock Exchange. The expected date of listing and the admission to trading of the Bonds is on or about 30 June 2025.

"What are the key risks that are specific to the securities?"

Credit Risk. An investment into the Bonds is subject to credit risk, which means that the Company may fail to meet its obligations arising from the Bonds in a duly and timely manner.

Subordination Risk. The Bonds are subordinated to all unsubordinated claims against the Company. This means that in the event of insolvency of the Company, all claims raking senior to the claims under the Bonds will be satisfied ahead of the claims of the bondholders under the Bonds, and bondholders may lose all or some of their investment.

Risk of Statutory Resolution. Any liability arising under the Bonds may be subject to the exercise of the Bail-in and Loss Absorption Powers by the Resolution Authority, which may result in material losses for the bondholders. If such powers are exercised, it is possible that: (a) the amount outstanding of the Bonds is reduced, including to zero; (b) the Bonds are converted into shares, other securities or other instruments of the Company or another person; (c) the Bonds are cancelled; and/or (d) the Terms of the Bonds are altered (e.g., the maturity date or interest rate of the Bonds could be changed). Consent of the bondholders is not necessary for affecting any resolution measures by the Resolution Authority

Price and Liquidity Risk. Although every effort will be made by the Company to ensure the listing of the Bonds as part of the Offering, no assurance can be provided that the Bonds will be listed and admitted to trading. Even if the Bonds are admitted to trading, the liquidity of the Bonds may remain low, which may impair the ability of the bondholders to sell their Bonds on the open market or sell them at the expected price or amount.

Key information on the offer of securities to the public and admission to trading on a regulated market

"Under which conditions and timetable can I invest in this security?"

In the course of the Offering, the Company offers up to 3,000 Bonds as the first series under the Programme. In case of over-subscription, the Company has the right to increase the Offering by up to 8,000 Bonds. The Offering may also be decreased by the amount unsubscribed.

Right to participate in the Offering. The Bonds are publicly offered to retail and institutional investors in Estonia, Latvia and Lithuania. The Company may also offer the Bonds non-publicly to investors in any Member State of the European Economic Area in circumstances described in Article 1(4) of the Prospectus Regulation.

Offer Price. The Bonds are offered for the price of EUR 1,000 per one Bond (the **Offer Price**).

Offering Period. The Offering Period is the period during which the persons who have the right to participate in the Offering may submit Subscription Undertakings for the Bonds. The Offering Period commences on 10 June 2025 at 10:00 (Eastern European Time – Estonian time) and terminates on 19 June 2025 at 15:30. (Eastern European Time – Estonian time) (the **Offering Period**), unless the Offering is cancelled.

Participation in the Offering. In order to participate in the Offering, an investor must submit an undertaking to subscribe for the Bonds (the **Subscription Undertaking**) during the Offering Period.

Submission of Subscription Undertakings. An investor participating in the Offering may apply to subscribe for the Bonds only for the Offer Price. Multiple Subscription Undertakings by one investor, if submitted, shall be merged for the purposes of allocation. All investors participating in the Offering can submit Subscription Undertakings denominated only in euros. An investor shall bear all costs and fees charged by the respective account operator or another financial institution accepting the Subscription Undertaking in connection with the submission, cancellation or amendment of a Subscription Undertaking.

In order to subscribe for the Bonds, an Estonian investor must have a securities account with a Nasdaq CSD account operator. In order to subscribe for the Bonds, a Latvian and Lithuanian investor must have a securities account with a financial institution who is a member of Nasdaq Riga Stock Exchange or Nasdaq Vilnius Stock Exchange, respectively.

An Estonian investor wishing to subscribe for the Bonds should contact an account operator that operates such investor's Nasdaq CSD securities account and submit a Subscription Undertaking in the form set out below, accepted by the account operator and in conformity with the terms and conditions of the Prospectus. The Subscription Undertaking must be submitted to the account operator by the end of the Offering Period. The investor may use any method that such investor's account operator offers to submit the Subscription Undertaking (e.g., physically at the client service venue of the account operator, over the internet or by other means).

Owner of the securities account:	Name of the investor
Securities account:	Number of the investor's securities account
Account operator:	Name of the investor's account operator
Security:	EUR 6.5 BIGBANK ALLUTATUD VÕLAKIRI 25-2035
ISIN code:	EE0000001501
Amount of securities:	The number of Bonds for which the investor wishes to subscribe
Price (per one Bond):	EUR 1,000
Transaction amount:	The number of Bonds for which the investor wishes to subscribe multiplied by the Offer Price
Counterparty:	Bigbank AS
Securities account of counterparty:	99112336495
Account operator of the counterparty:	AS LHV Pank
Value date of the transaction:	27 June 2025
Type of transaction:	"subscription"
Type of settlement:	"delivery versus payment"

A Latvian and/or Lithuanian investor wishing to subscribe for the Bonds must contact the financial institution, which is a member of the Nasdaq Riga Stock Exchange or Nasdaq Vilnius Stock Exchange, respectively, and manages such investor's securities account and submit a Subscription Undertaking for the subscription of the Bonds in a form accepted by the financial institution and in conformity with the terms and conditions for the Offering as set out in the Prospectus.

A Subscription Undertaking is deemed submitted from the moment Nasdaq CSD in case of Estonia, and Nasdaq Riga Stock Exchange and Nasdaq Vilnius Stock Exchange in case of Latvia and Lithuania, respectively, receives a duly completed transaction instruction from the account operator of the respective Estonian investor or the financial institution managing the securities account of the respective Latvian or Lithuanian investor.

An investor must authorise the account operator that operates such investor's securities account to disclose to the Company and Nasdaq CSD among other information the investor's name, personal ID code or registration code and address of the investor, the number of the investor's securities account, the name of the investor's account operator and the number of Bonds for which the investor wishes to subscribe for. Subscription Undertakings without the disclosure of the above information will be disregarded.

An investor must ensure that all information contained in the Subscription Undertaking is correct, complete and legible. The Company reserves the right to reject any Subscription Undertakings, which are incomplete, incorrect, unclear or illegible, or which have not been completed and submitted during the Offering Period in accordance with all requirements set out in these terms and conditions.

Payment. By submitting a subscription undertaking, an investor authorises and instructs the institution operating the investor's cash account connected to their securities account (which may or may not also be the investor's account operator) to immediately block the whole transaction amount on the investor's cash account until the settlement is completed or funds are released in accordance with the terms and conditions of the Offering. The transaction amount to be blocked will be equal to the Offer Price multiplied by the number of Bonds which the investor wishes to acquire.

Distribution and Allocation. The Company will decide on the allocation of the Bonds after the expiry of the Offering Period. The Bonds will be allocated to the investors participating in the Offering in accordance with the following principles: (i) under the same circumstances, all investors shall be treated equally, whereas dependent on the number of investors and interest towards the Offering, the Company may set minimum and maximum number of the Bonds allocated to one investor; (ii) the Company shall be entitled to use different allocation principles between the groups of retail investors and institutional investors; (iii) the Company shall be entitled to use different allocation principles in groups of investors tiered based on the size of the Subscription Undertaking; (iv) the allocation shall be aimed to create a solid and reliable investor base for the Company; (v) the Company is entitled to give preference to the employees, management and supervisory board members of companies belonging to the Group; (vi) possible multiple Subscription Undertakings submitted by an investor shall be merged for the purpose of allocation; (vii) Subscription Undertakings via a nominee accounts (incl. if made on the account of pension investment accounts) are treated as Subscription Undertakings from separate independent investors. Although each investor subscribing via a nominee account is considered as an independent investor during the allocation process, the nominee account holder is responsible for the allocation of the Bonds to the investor, and (viii) each investor entitled to receive the Bonds shall be allocated a whole number of Bonds and, if necessary, the number of Bonds to be allocated shall be rounded down to the closest whole number. Any remaining Bonds which cannot be allocated using the above-described process will be allocated to investors on a random basis.

The results of the allocation process of the Offering will be announced through the information system of the Nasdaq Tallinn Stock Exchange and through the Company's website at https://investor.bigbank.eu. The Company plans to announce the results of allocation of the Bonds on or about 20 June 2025, but in any case, before the Bonds are transferred to the investors' securities accounts. The Bonds allocated to investors are expected to be transferred to their securities accounts on or about 27 June 2025 through the "delivery versus payment" method simultaneously with the transfer of payment for such Bonds.

Return of funds. If the Offering or a part thereof is cancelled in accordance with the terms and conditions described in the Prospectus, or if the investor's subscription undertaking is rejected or if the allocation is less than the amount of Bonds applied for, the funds blocked on the investor's cash account, or the excess part thereof, will be released by the respective account operator or financial institution.

Cancellation of Offering. The Company has the right to cancel the Offering in full or in part in its sole discretion, at any time until the end of the Offering Period. Any cancellation of the Offering will be announced through the information system of the Nasdaq Tallinn Stock Exchange and through the Company's website https://investor.bigbank.eu. All rights and obligations of the parties in relation to the cancelled part of the Offering will be considered terminated as of the moment when such announcement is made public.

"Why is the Prospectus being produced?"

Reasons for the Offering. The overall purpose of the Programme and the Offering is to strengthen and optimise the regulatory own funds structure of the Group. In addition, the Company seeks to ensure stable access to additional capital to finance the Group's business and further growth.

Use of Proceeds. Assuming that all the Bonds of the first series are subscribed for and issued by the Company, the expected amount of gross proceeds would be up to EUR 3 million (or up to EUR 8 million in case of oversubscription and increase of the Offering amount). Expenses directly related to setting up the Programme and to the Offering of the first series of the Bonds are estimated to be EUR 100,000. The net proceeds from the issue of the first series of the Bonds, after deducting estimated costs and expenses would therefore be approximately EUR 2.9 million (or up to EUR 7.9 million in case of oversubscription and increase of the Offering amount).

The Company intends to use up to EUR 2.9 million (or up to EUR 7.9 million in case of oversubscription and increase of the Offering amount) of the proceeds from the issue of the first series of the Bonds for the general banking and other corporate purposes of the Group, incl. for the purposes of satisfying the own funds requirements under applicable regulations.

Underwriting arrangements. The Offering is not subject to any underwriting on a firm commitment basis.

Material conflicts of interests. To the knowledge of the management board of the Company, there are no conflicting interests which are material to the Offering.