**FIRST SUPPLEMENT DATED 22 MAY 2026**
**TO THE BASE PROSPECTUS DATED 18 JULY 2026**

**AB "CIVINITY"**

*(a public limited liability company incorporated and existing under the laws of the Republic of Lithuania, company code 302247881)*

**EUR 50,000,000**
**Senior Unsecured Fixed Rate Note Programme**

This document constitutes the first supplement (the "**Supplement**") to the Base Prospectus for the issue of Unsecured Fixed Rate Notes (the "**Notes**") of AB "Civinity" (the "**Company**" or "**Issuer**"), approved by the Bank of Lithuania on 18 July 2025 by the decision regarding the approval of the Base Prospectus No. 2025/428-41 (the "**Base Prospectus**" or the "**Prospectus**").

This Supplement was prepared in accordance with Article 23 of the of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This Supplement forms an integral part of the Base Prospectus and must be read in conjunction with the Base Prospectus (as supplemented and amended by this Supplement) in connection with its EUR 50,000,000 Senior Unsecured Fixed Rate Note Programme (the "**Programme**").

The terms with the first capital letter used in the Supplement shall have the meanings given to them in the Base Prospectus, unless stated otherwise in the Supplement.

This Supplement has been prepared:

(i) in order to reflect recent acquisition of business in elevator maintenance and installation services, as well as elevator production by the Group;
(ii) in order to reflect changes made in Section "Information Incorporated by Reference" of the Base Prospectus, with the aim to include Group's audited consolidated annual financial statements for the year 2025; and
(iii) in order to reflect recent developments in management of the Company.

This Supplement has been approved by the Bank of Lithuania (the "**BoL**"), which is the Lithuanian competent authority under the Prospectus Regulation. The BoL has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Notes that are the subject of this Supplement. Investors have to make their own assessment as to the suitability of investing in the Notes. Such approval relates only to Notes which are to be admitted to listing on the Bond List and to trading on the Regulated Market of Nasdaq Vilnius AB.

Upon approval by the Bank of Lithuania, this Supplement will be published in the same manner as the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer, Mr Tomas Staškūnas (acting CEO of the Issuer), the information contained in this Supplement is in accordance with the facts and the Supplement contains no omission likely to affect its import.

Tomas Staškūnas
Acting CEO of the Issuer

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statement in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Base Prospectus.

Current Noteholders holding Notes issued under previous tranches of the Programme shall not be entitled to exercise any right of withdrawal pursuant to Article 23(2) of the Prospectus Regulation in connection with the publication of this Supplement.

The following amendments to the Base Prospectus are made by this Supplement:

**AMENDMENTS TO THE RISK FACTORS SECTION OF THE PROSPECTUS**

**The risk factor "Acquisition and integration of acquired companies" in section "Risks relating to the operations of the Group" has been updated to "Acquisition and integration of acquired companies, including entering into new markets" (page 7), and is to be read as the following:**

"***Acquisition and integration of acquired companies, including entering into new markets***

In the past, the Group has acquired numerous businesses to expand its operations. The Group intends to continue to acquire businesses in a targeted manner in the future. In this regard, there is no guarantee that the Group will be able to identify suitable businesses and to acquire them on favourable terms. Moreover, the Group cannot guarantee that it will be able in the future to generate sufficient funds to finance envisaged corporate acquisitions. There is also a risk that not all material risks in connection with the acquisition of a company will be identified in the due diligence process and will not be or could not be sufficiently considered in the decision on the acquisition and in the purchase agreement. These risks could materialize only after a company has been acquired and may not be covered by the warranties in the purchase agreement or by insurance policies.

The Group also intends to continue expanding into other markets than the Baltic States or the United Kingdom. In this regard, in 2026, the Group acquired Metus, that provides elevator maintenance services in Croatia and Slovenia, elevator installation services to clients in Germany and other countries, also undertakes elevator production in the factory located in Bosnia and Hercegovina. The regulatory frameworks governing the manufacture, installation and maintenance of lifts in Southern European may differ in material respects from those in the Group's established markets. The Group's limited familiarity with new regulatory regimes may increases the risk of non-compliance, which could result in enforcement action, project delays, financial penalties, loss of operating licences, or reputational harm.

The integration of newly acquired businesses and entering into new markets is always associated with considerable uncertainties and risks and, among other things, requires the ability to integrate the newly acquired companies into the Group and to retain, or quickly replace, a sufficient number of qualified management staff and other key personnel. In the past, a large number of businesses have been successfully integrated into the Group. There is no guarantee, however, that the integration process will also be successful with potential future acquisitions. Moreover, with regards to corporate acquisitions the Group may not be able to realize planned savings, synergies and/or growth potentials. The businesses acquired or the joint ventures could also turn out to be less profitable than expected. As a result, depreciations on the assets of the businesses acquired or an impairment of goodwill reported in connection with the acquisition could be necessary. Each of the aforementioned factors could have a material adverse effect on the net assets, financial position and financial performance of the Group."

## AMENDMENTS TO THE "INFORMATION INCORPORATED BY REFERENCE" SECTION

**The bullet-points in the first paragraph of Section "Information Incorporated by Reference" of the Base Prospectus (page 12) have been amended and are to be read as follows:**

" - the English translation of the Group's audited consolidated financial statements as of and for the year ended 31 December 2024, as well as for the year ended 31 December 2023 may be found at www.civinity.com/investors/, including in particular:

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- the English translation of the independent auditor's report on Consolidated Financial Statements (may be found at www.civinity.com/investors/).

  **The Group corrected material errors in the balance sheet, made reclassification of expenses in statement of comprehensive income and included missing disclosures retrospectively, as well as restated consolidated statement of financial position for the year 2023 in financial statements for the year 2024** (please see section *"Presentation of Financial Information"*)**. Explanatory notes regarding these changes have been included in the Issuer's audited consolidated financial statements for the year ended 31 December 2024.**

- the Group's audited consolidated annual financial statements as of and for the year 2025 (in English, they may be found at https://www.civinity.com/investors/).

- Articles of Association of the Issuer (they may be found at www.civinity.com/wp-content/uploads/2021/09/3.-Articles-of-association.pdf).

## AMENDMENTS TO THE "INFORMATION ABOUT THE ISSUER" SECTION

**The third paragraph of Section "Information About the Issuer" of the Base Prospectus (page 46) has been amended and is to be read as follows:**

"In addition, as its secondary activities the Group provides **mobile payment solutions** for a variety of everyday services, allowing users to conveniently pay for parking, public transportation, electric vehicle charging, taxi rides, and entry fees to designated areas, mobile credit top-ups, donations, and other digital transactions, and, from 2026, **elevator maintenance, installation and production services**."

**The sixteenth paragraph of Subsection "Business Overview" of Section "Information About the Issuer" of the Base Prospectus (page 49) has been added:**

"**Elevator maintenance, installation and production**. In 2026 the Group has re-entered into elevator maintenance, installation and production business by acquiring Metus: i) elevator maintenance services, which are one of the core services to household and commercial clients, are provided in Croatia and Slovenia, ii) elevator installation services, which supplements the Group's Engineering offering to new buildings, are provided to clients in Germany and other countries, and iii) elevator production factory is located in Bosnia & Hercegovina.

**Accordingly, every paragraph in Subsection "History and Development" following the inserted paragraph is considered to have been moved down one paragraph.**

**The third paragraph of Subsection "Development Strategy" of Section "Information About the Issuer" of the Base Prospectus (page 52) has been added:**

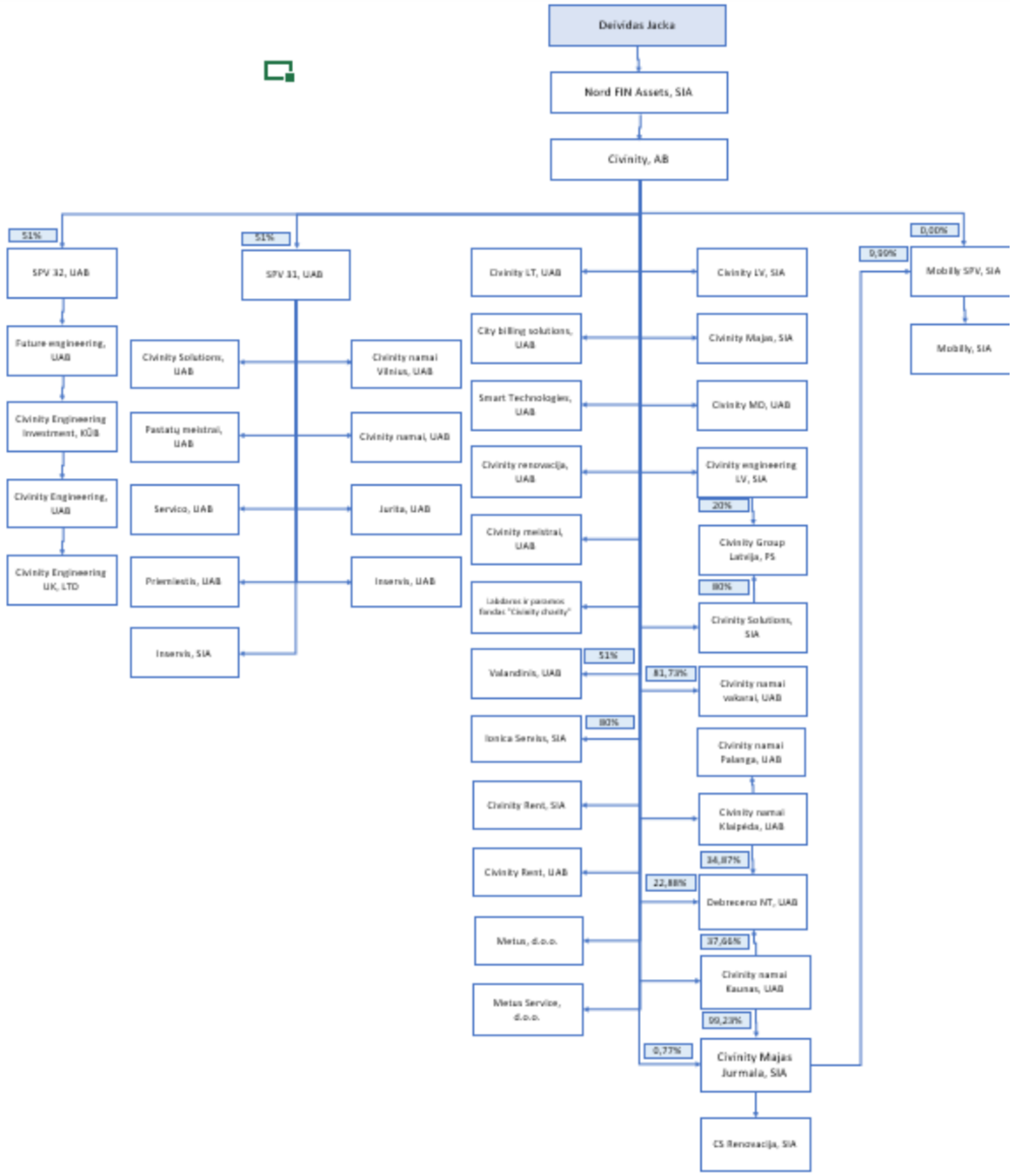
"In 2026 the Group has re-entered into elevator maintenance, installation and production business by acquiring Metus, Croatian group of companies. The Group was formerly involved in elevator maintenance business in Latvia and exited by disposal. Through the Metus acquisition, the Group has gained access to the new markets of Croatia and Slovenia, both of which offer attractive dynamics for elevator services driven by ongoing urbanisation and infrastructure development. The Croatian operations in particular are of sizeable scale, providing a solid and established platform from which the Group can operate efficiently from day one. Croatia also presents meaningful further expansion potential, both in terms of geographic reach within the country and in broadening the scope of services offered to household and commercial clients. Collectively, these factors position the segment as a value-accretive addition to the Group's portfolio. The newly acquired company Metus, through which the elevator-related services are conducted, generated revenue of EUR 18.9 million, EBITDA of EUR 1.1 million and had total assets of EUR 12.6 million as of 31 December 2025[1]. This represents approximately 18.8%, 13.3% and 17.9% of the Group's consolidated revenue, EBITDA and total assets respectively (such ratios calculated on pre-acquisition base). The Group views this area as one of its core services to household and commercial clients and is planning to expand it going forward."

**Accordingly, the paragraph that was previously the third paragraph Subsection "Development Strategy" is now the fourth, which has been amended and is to be read as follows:**

"These strategic pillars – investment in core business areas, information technology, foreign acquisitions and a smart city focus – reflect Civinity's commitment to maintaining competitiveness in the Baltic States facility management market by leveraging technology and expanding its service ecosystem abroad."

[1] The generated revenue, EBITDA and total assets are based on the unaudited consolidated numbers of Metus for the year ended 31 December 2025.

**Figure 1 “Structure of the Group” of Subsection Organisational Structure of the Group” of Section “Information About the Issuer” of the Base Prospectus (page 54) shall be deemed deleted in its entirety and replaced with the following:**



**Information on UAB “Valandinis” in Table 1 “Subsidiaries, controlled by the Company” of Subsection “Organisational Structure of the Group” of Section “Information About the Issuer” of the Base Prospectus (page 56) shall be deemed deleted in its entirety and replaced with the following:**

| | | | | |
|---|---|---|---|---|
| Lithuania | UAB “Valandinis” | 304562776 | Vilnius, Savanorių ave. 178A | The Issuer, 100% |

**The following subsidiaries in Table 1 “Subsidiaries, controlled by the Company” of Subsection “Organisational Structure of the Group” in Section “Information About the Issuer” of the Base Prospectus (page 58) have been added:**

| | | | | |
|---|---|---|---|---|
| Lithuania | Civinity Rent, UAB | 307521521 | Naugarduko str. 98, Vilnius | The Issuer, 100% |
| Latvia | Civinity Rent, SIA | 40203689005 | Dēlu iela 5, Riga | The Issuer, 100% |
| Croatia | Metus, d.o.o. | 080529278 | Sveta Nedelja, Položnica 5, Croatia | The Issuer, 100% |
| Croatia | Metus Service, d.o.o. | 081686788 | Sveta Nedelja, Položnica 5, Croatia | The Issuer, 100% |

**The Subsection “Investment Projects” in Section “Information About the Issuer” of the Base Prospectus (page 58) has been deleted in its entirety.**

**Fourth and fifth paragraphs have been added to the Subsection “CEO” in Section “Information About the Issuer” of the Base Prospectus (pages 61-62):**

“Following Virgeda’s Jackaitė’s maternity leave, as of 27 August 2025 the role of CEO is assumed on an interim basis by **Tomas Staškūnas**.

Tomas has graduated from Vytautas Magnus University, Faculty of Business and Management, where he gained a Bachelor’s degree in Business and Administration and a Master’s degree in Finance and Banking. From 1998 till 2001 he was Finance Director at Naujoji Ringuva UAB, from 2001 till 2003 – Finance Manager at Litfarma ir partneriai UAB, from 2003 till 2004 – Finance Manager at Tamro UAB, from 2004 till 2009 – CFO at Premia KPC UAB, and from 2006 till 2009 – CEO at Kalba.lt UAB. From 2009 till 2021 he was CFO at Novaturas AB, from 2021 till 2024 he was CFO at Adampolis Group. From June 2024 he was the CFO of Civinity Group, and from 27 August 2025 he is the interim CEO of the Issuer.”

**First row in Table 3 “Members of the Management” (Dovilė Grigienė, as an Independent Member of the Management Board) in Subsection “Management Board” in Section “Information About the Issuer” of the Base Prospectus (page 62) shall be deemed deleted in its entirety and replaced with the following:**

| | | | |
|---|---|---|---|
| Tadas Matjošaitis | Member of the Management Board | 2 January 2026 | 2 January 2030 |

**Third paragraph in Subsection “Management Board” in Section “Information About the Issuer” of the Base Prospectus (page 63) shall be deemed deleted in its entirety and replaced with the following:**

“Tadas Matjošaitis. Education – he holds an Executive MBA from Vilnius University. Before joining Civinity, he accumulated nearly a decade of experience in the hospitality sector, focusing on customer experience, operational optimisation, sustainability and innovative growth models; he was also responsible for structural changes and process control at Vilnius Airport. In his role at Civinity, he is responsible for developing the Group’s overall service portfolio, increasing operational efficiency and implementing innovative digital solutions. Other held positions include Board Member at Civinity Majas SIA, Board Member at Civinity Majas Jurmala SIA, Board Member at Civinity LV SIA, General Manager at Techity UAB and General Manager at Locato UAB.”

**Sixth paragraphs in Subsection “Ligitagion statement of the members of the management” of the Base Prospectus (page 64) has been amended and is to be read as follows:**

“The prosecutors’ claim was dismissed and Deividas Jacka was acquitted by the Economic Court as the first instance court on 21 August 2025. Nonetheless, the prosecutor has filed an appeal on February 2026 with the Riga Regional Court. The case has yet to be resolved in the second instance (appellate) court.”