

# **Notice on Convocation of the Repeated Meeting of Bondholders of AUGA group, AB (ISIN LT0000404238) on 16<sup>th</sup> of December 2022**

**8<sup>th</sup> of December, 2022**

At the initiative of AUGA group, AB (code 126264360, registered office address Konstitucijos ave. 21C, Vilnius, hereinafter - **Company**) and by the decision of the trustee of the bondholders UAB "AUDIFINA" (hereinafter - the **Trustee**) on 8 December 2022 10:00 A.M. a meeting of bondholders of the Company's bond issue, ISIN code LT0000404238, was called. As the quorum of bondholders established in legal acts was not gathered, the meeting of 8<sup>th</sup> of December 2022 is considered not to have taken place, therefore on **16<sup>th</sup> of December 2022 10:00 A.M.** a repeated meeting of bondholders of the Company's bond issue, ISIN code LT0000404238, is called.

The meeting will be held in the conference room at the business centre Quadrum North, address Konstitucijos ave. 21C, Vilnius.

**The registration of the bondholders begins at 9:30 AM.**

**The record date of the meeting shall be 9<sup>th</sup> of December 2022, 4:00 PM.**

## **Agenda of the Meeting:**

1. Regarding the correction of the non-compliance of the Company's Interest Coverage Ratio according to the data of the Company's Consolidated Interim Financial Statement for the 6-month period ending on June 30, 2022.

**The following draft decision of the meeting of bondholders is proposed:**

### **Given that:**

- A. In the base prospectus of the bonds approved by the Bank of Lithuania on November 25, 2019 (hereinafter - the **Prospectus**) and in the final conditions of part 1 of the bonds (hereinafter - the **Final Conditions**), among other things, certain financial conditions are stipulated, which the Company undertook to comply with during the validity period of the issued Bonds;
- B. According to the Prospectus, a period of 6 (six) months is provided for the remediation of financial conditions, if the Company does not comply with any of them, also establishing that if the financial condition is corrected within the specified period, this is not an event of default of the Bonds;
- C. After completing the audit of the Company's 2021 annual financial statements (hereinafter - **Financial Statements**) and after the Company announced the Financial Statements to the public on April 19, 2022, it became clear that it does not fulfil one of the financial conditions stipulated in the Prospectus and the Final Conditions: Interest coverage ratio, which must be 2, according to the Financial Statements was 1.61 (hereinafter - **Financial Condition**);
- D. Non-compliance of the Financial Condition according to the Prospectus and Final Conditions is not an event of default for the Bonds - this would become an event of default only if the Company's non-compliance of the Financial Condition was not remedied within the 6 (six) month rectification period specified above;

- E. The Company corrected the non-compliance within the specified 6 (six) month correction period. This is confirmed by the [Company's Consolidated interim financial statements for 6 months period ending in 2022 June 30](#) (hereinafter - **Semi-Annual Reports**), according to which the Financial Condition is 2.1;
- F. According to the Prospectus, the Financial Condition can be determined only once a year based on the data of the Company's Consolidated Annual Audited Financial Statement, which will be approved only in April 2023, therefore, due to these objective reasons, it is not possible to provide proof of the correction of non-compliance of the Financial Condition set out in the Prospectus, even if the Financial Condition is fixed.

**It is proposed to confirm that**, based on the data of the Semi-Annual Report, the Company correctly and timely remedied the identified non-compliance of the Financial Condition during the 6 (six) month correction period.

Bondholders or their authorized persons will have the right to participate and vote in the repeated meeting of bondholders.

The total number of the Company's bonds, each of which has a nominal value of EUR 1,000, and the number of bonds giving the right to vote at the meeting of bondholders is 20,000 units.

The ISIN code of the company's bonds is LT0000404238.

A person participating in a meeting of bondholders and having the right to vote must submit a document certifying personal identity, and a person representing a legal entity must submit a document proving the basis of representation. A person who is not a bondholder, in addition to an identity document, must submit a document confirming the right to vote at the bondholders' meeting.

Each bondholder has the right to authorize another person (natural or legal entity) to participate and vote on his behalf at the meeting in accordance with the law. At the meeting, the representative has the same rights as the bondholder he represents, unless the power of attorney issued to the representative or the law specifies narrower rights of the representative. The authorized person must submit a power of attorney approved in accordance with the procedure established by law. Power of attorney issued abroad must be translated into Lithuanian or English and legalized in accordance with the law.

The bondholder can authorize another natural or legal person to participate and vote on behalf of the bondholder at the meeting by means of electronic communication. Such power of attorney is not confirmed by a notary. The bondholder must confirm the power of attorney issued by means of electronic communication with an electronic signature created by secure signature creation software and confirmed by a qualified certificate valid in the Republic of Lithuania (or another country). The bondholder must notify the Bondholders' Trustee UAB "Audifina" about the power of attorney issued by means of electronic communication by e-mail at [auga@audifina.lt](mailto:auga@audifina.lt) no later than 4:00 PM on the last business day before the meeting. The authorization and notification must be in writing. The power of attorney itself and the notice to the Trustee must be signed with an electronic signature, not the letter sent by e-mail. When submitting a notice to the Trustee, the bondholder must provide an Internet address from which the bondholder's electronic signature verification software can be downloaded free of charge.

The bondholder or his representative has the right to vote in advance in writing by filling out a general ballot. A general ballot form for voting at this meeting is added as an attachment to this notice. The general ballot is also available on the Trustee's website [www.audifina.lt](http://www.audifina.lt) and the Company's website <https://auga.lt/investuotojams/zaliosios-obligacijos/>. The completed general ballot and the document confirming the right to vote must be submitted to the Trustee in writing and received no later than the last business day before the meeting, delivered to the Trustee with a signature or sent by registered mail to the Trustee's registered office address - UAB "AUDIFINA", A. Juozapavičiaus St. 6, Vilnius.

The Trustee does not make it possible to participate in the meeting by means of electronic communication.

Bondholders who came to UAB "AUDIFINA", A. Juozapavičiaus St. 6, Vilnius, will be able to get acquainted with the documents held by the Trustee related to the agenda of the meeting, including the notice of the convening of the meeting, information on the total number of bonds and the number of bonds giving the right to vote on the date of convening the meeting of bondholders, draft decisions and other documents that are submitted to the meeting of bondholders, and receive information related to the exercise of rights of bondholders.

Attached:

1. [General ballot form.](#)

UAB "AUDIFINA"

Director

Jolanta Ruzgienė