

BASE PROSPECTUS



(incorporated with limited liability in the Republic of Estonia)

EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 (to be consolidated and form a single series with the EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 issued on 9 September 2021)

The issue price of the EUR100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 (the "**New Notes**") of AS LHV Group (the "**Issuer**") is 88.359 per cent. of their principal amount (plus 66 days' accrued interest in respect of the period from (and including) 9 September 2022 to (but excluding) 14 November 2022 (the "**Issue Date**").

The New Notes will, upon exchange of the Temporary Global Note (as defined below) for the Permanent Global Note (as defined below), be consolidated and form a single series with the Issuer's EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 issued on 9 September 2021 (the "**Original Notes**", and together with the New Notes, the "**Notes**"). See "*General Information – ISIN and Common Code*".

Unless previously redeemed, purchased or cancelled, the Notes will be redeemed at their principal amount on the Interest Payment Date (as defined in "*Terms and Conditions of the Notes—Interest*") falling on, or nearest to, 9 September 2025. The Notes are subject to redemption in whole, but not in part, at their principal amount at the option of the Issuer at any time in the event of certain changes affecting taxation in the Republic of Estonia. The Notes may also be redeemed at the option of the Issuer (subject to Condition 4(h) (*Conditions to Redemption or Repurchase*)), in whole, but not in part, on 9 September 2024 (the "**Reset Date**"), at their principal amount together with accrued interest. Subject to Condition 4(h) (*Conditions to Redemption or Repurchase*), the Issuer may, at its option, redeem all (but not some only) of the Notes in the event of a change in certain Estonian regulatory capital requirements, at their outstanding aggregate principal amount together with interest (accrued to but excluding the date of redemption). See "*Terms and Conditions of the Notes—Redemption and Purchase*".

The New Notes will bear interest on their principal amount from and including 9 September 2022 to and excluding the Reset Date at a fixed rate of 0.875 per cent. per annum and thereafter at a rate of interest equal to EURIBOR plus the applicable Margin as provided in Condition 3 (*Interest*). Interest will be payable annually in arrear on 9 September in each year from and including 9 September 2023 to and including the Reset Date. Thereafter interest will be payable quarterly in arrear on 9 December 2024, 9 March 2025, 9 June 2025 and 9 September 2025.

Payments on the Notes will be made in euros without deduction for or on account of taxes imposed or levied by the Republic of Estonia to the extent described under "*Terms and Conditions of the Notes—Taxation*".

This Prospectus has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") for the purpose of giving information with regard to the issue of the New Notes. The Central Bank has only approved this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval relates only to the New Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**"). Such approval should not be considered as an endorsement of the Issuer or the quality of any New Notes that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the New Notes. There can be no assurance that any such admission to trading will be obtained. Application has been made to Euronext Dublin for the New Notes to be admitted to the official list and trading on its regulated market (the "**Regulated Market**"). The Regulated Market is a regulated market for the purposes of Directive 2014/65/EU of the European Parliament and the Council on markets in financial instruments (as amended, "**MiFID II**"). The New Notes have not been, and will not be, registered under the

United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and are subject to United States tax law requirements. The New Notes are being offered outside the United States by the Joint Lead Managers (as defined in "*Subscription and Sale*") in accordance with Regulation S under the Securities Act ("**Regulation S**"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other state securities laws.

The Notes are in bearer form and in denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof, up to and including EUR 199,000. The New Notes will initially be in the form of a temporary global note (the "**Temporary Global Note**"), without interest coupons, which will be deposited on or around 14 November 2022 (the "**Closing Date**") with a common safekeeper for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**"). The Temporary Global Note will be exchangeable, in whole or in part, for interests in a permanent global note (the "**Permanent Global Note**"), without interest coupons, not earlier than 40 days after the Closing Date upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership. The Permanent Global Note will be exchangeable in certain limited circumstances in whole, but not in part, for Notes in definitive form in the denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof, up to and including EUR 199,000 each and with interest coupons attached. See "*Summary of Provisions Relating to the Notes in Global Form*".

The Issuer has been rated Baa3 by Moody's Deutschland GmbH ("**Moody's**") and the Original Notes are and the New Notes are expected to be rated Baa3 by Moody's. Moody's is established in the European Economic Area (the "**EEA**") and registered under Regulation (EU) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**EU CRA Regulation**"). Moody's is not established in the United Kingdom (the "**UK**") but ratings issued by Moody's will be endorsed by Moody's Investors Service Limited in accordance with Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK CRA Regulation**"). As such, ratings issued by Moody's may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation.

From and including the Reset Date, amounts payable under the Notes are calculated by reference to the Euro Inter-bank Offered Rate ("**EURIBOR**"), which is provided by the European Money Markets Institute (the "**Administrator**"). As at the date of this Prospectus, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of Regulation (EU) 2016/1011 (the "**EU Benchmarks Regulation**").

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Joint Lead Managers

Luminor

UniCredit

The date of this Prospectus is 10 November 2022

IMPORTANT NOTICES

Responsibility for this Prospectus

The Issuer accepts responsibility for the information contained in this Prospectus and declares that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and makes no omission likely to affect its import.

Other relevant information

Any information sourced from third parties contained in this Prospectus has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The Issuer has confirmed to the Joint Lead Managers named under "*Subscription and Sale*" below (the "**Joint Lead Managers**") that this Prospectus contains all information regarding the Issuer and the New Notes which is (in the context of the issue of the New Notes) material; such information is true and accurate in all material respects and is not misleading in any material respect; any opinions, predictions or intentions expressed in this Prospectus on the part of the Issuer are honestly held or made and are not misleading in any material respect; this Prospectus does not omit to state any material fact necessary to make such information, opinions, predictions or intentions (in the context of the issue of the New Notes) not misleading in any material respect; and all proper enquiries have been made to ascertain and to verify the foregoing.

The Issuer has not authorised the making or provision of any representation or information regarding the Issuer or the New Notes other than as contained in this Prospectus or as approved for such purpose by the Issuer. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Joint Lead Managers.

Unauthorised information

Neither the Joint Lead Managers nor any of their respective affiliates have authorised the whole or any part of this Prospectus and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Prospectus or any responsibility for the acts or omissions of the Issuer or any other person (other than the relevant Joint Lead Manager) in connection with the issue and offering of the New Notes. Neither the delivery of this Prospectus nor the offering, sale or delivery of any Note shall in any circumstances create any implication that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of the Issuer since the date of this Prospectus.

Restrictions on distribution

This Prospectus does not constitute an offer of, or an invitation to subscribe for or purchase, any New Notes and should not be considered as a recommendation by the Issuer, the Joint Lead Managers or any of them that any recipient of this Prospectus should subscribe for or purchase any New Notes. Each recipient of this Prospectus shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

The distribution of this Prospectus and the offering, sale and delivery of New Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of New Notes and on distribution of this Prospectus and other offering material relating to the New Notes, see "*Subscription and Sale*" and "*Transfer Restrictions*".

In particular, the New Notes have not been and will not be registered under the Securities Act and are subject to United States tax law requirements. Subject to certain exceptions, New Notes may not be offered, sold or delivered within the United States or to U.S. persons.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**") or; (ii) a customer within the meaning of Directive 2016/97/EU (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of

Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the New Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the New Notes has led to the conclusion that: (i) the target market for the New Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the New Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the New Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Certain definitions

In this Prospectus, unless otherwise specified, references to a "**Member State**" are references to a Member State of the European Economic Area.

References to "**U.S. \$**", "**U.S. dollars**" or "**dollars**" are to United States dollars, "**EUR**" or "**euro**" are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No 974/98 of 3 May 1998 on the introduction of the euro, as amended.

In this Prospectus, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

Language

The language of this Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

Stabilisation

In connection with the issue of the New Notes, UniCredit Bank AG (the "**Stabilisation Manager**") (or persons acting on behalf of the Stabilisation Manager) may over-allot New Notes or effect transactions with a view to supporting the market price of the New Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the New Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the New Notes and 60 days after the date of the allotment of the New Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or person(s) acting on behalf of the Stabilisation Manager(s)) in accordance with all applicable laws and rules.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

PRESENTATION OF FINANCIAL INFORMATION

Historical financial statements

The financial statements relating to the Group and incorporated by reference in this Prospectus are:

- the unaudited condensed consolidated interim financial statements as at and for the nine months ended 30 September 2022 (the "**Interim Financial Statements**");
- the audited consolidated financial statements as at and for the year ended 31 December 2021 (the "**2021 Financial Statements**");
- the audited consolidated financial statements as at and for the year ended 31 December 2020 (the "**2020 Financial Statements**"; and
- the audited consolidated financial statements as at and for the year ended 31 December 2019 (the "**2019 Financial Statements**" and, together with the 2020 Financial Statements and the 2021 Financial Statements, the "**Annual Financial Statements**").

The Annual Financial Statements and the Interim Financial Statements are together referred to as the "**Financial Statements**". The Annual Financial Statements have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (the "**EU**") ("**IFRS**"). The Interim Financial Statements have been prepared in accordance with international financial reporting standard IAS 34 "*Interim Financial Reporting*", as adopted in the EU and in accordance with IFRS as adopted by the EU.

The Issuer's financial year ends on 31 December and references in this Prospectus to "**2021**", "**2020**" and "**2019**" are to the 12 month period ending on 31 December in each such year.

Change in accounting policies

In 2020, the Issuer received confirmation that the IFRS Interpretations Committee ("**IFRIC**") had decided not to accept the 20-year-old income tax deferral practice in Estonia. This resulted in the immediate assumption of the income tax liability associated with the planned dividend from subsidiaries in the following years. This resulted in income tax on future dividends of €2.4 million being included in the Group's income tax expense in 2020 and €1.6 million in 2021.

Auditors and unaudited information

The 2021 Financial Statements and 2020 Financial Statements have been audited by KPMG Baltics OÜ, independent auditors ("**KPMG**"), in accordance with International Standards on Auditing, who have issued an unqualified report on the 2021 Financial Statements and 2020 Financial Statements, respectively.

The 2019 Financial Statements have been audited by AS PricewaterhouseCoopers, independent auditors ("**PwC**"), in accordance with International Standards on Auditing, who have issued an unqualified report on the 2019 Financial Statements.

The Interim Financial Statements have not been subject to any audit or review by independent auditors. Certain other financial information in this Prospectus identified as such is unaudited financial information which has been extracted without material adjustment from the accounting records of the Group which form the underlying basis of the Financial Statements.

Certain non-IFRS financial information

This Prospectus includes references to capital, leverage and certain other ratios. Although these ratios are not IFRS measures, the Group believes that the capital and leverage ratios in particular are important to understanding its capital and leverage position, particularly in light of current or planned future regulatory requirements to maintain these ratios above prescribed minimum levels. Certain of these ratios also

constitute Alternative Performance Measures ("APMs"), as defined in the European Securities and Markets Authority Guidelines on Alternative Performance Measures. See "*Selected financial information—Selected consolidated ratios and APMs*". None of this financial information is subject to any audit or review by independent auditors.

The ratios referred to above should not be used instead of, or considered as alternatives to, the Group's historical financial results based on IFRS. The non-IFRS measures relate to the reporting periods presented in this Prospectus and are not meant to be predictive of future results. They are not defined under, or presented in accordance with, IFRS. Management uses APMs because the Issuer believes that these measures are commonly used by lenders, investors and analysts. The Issuer's use of the APMs and its method of calculating APMs may vary from other companies' use and calculation of such terms. These measures are presented for purposes of providing investors with a better understanding of the Group's financial performance, cash flows or financial position as they are used by the Issuer when managing its business.

PRESENTATION OF OTHER INFORMATION

Currencies

Unless otherwise indicated, the financial information contained in this Prospectus has been expressed in euro. The Group's functional currency is euro and the Group prepares its financial statements in euro.

Third party and market share data

This Prospectus contains information regarding the Group's business and the financial services industry in which it operates and competes, which the Issuer has obtained from third party sources. Where third party information has been used in this Prospectus, the source of such information has been identified.

Statistical information relating to Estonia included in this Prospectus has been derived from official public sources, including the statistical releases of the Bank of Estonia, the Estonian Statistical Office and the Estonian Financial Supervision and Resolution Authority ("EFSA"). All such statistical information may differ from that stated in other sources for a variety of reasons, including the use of different definitions and cut-off times. This data may subsequently be revised as new data becomes available and any such revised data will not be circulated by the Issuer to investors who have purchased the Notes.

In some cases, independently determined industry data is not available. In these cases, any market share data included in this Prospectus is referred to as having been estimated. All such estimates have been made by the Issuer using its own information and other market information which is publicly available. The Issuer believes that these estimates of market share are helpful as they give prospective investors a better understanding of the industry in which the Group operates as well as its position within that industry. Although all such estimations have been made in good faith based on the information available and the Issuer's knowledge of the markets within which it operates, the Issuer cannot guarantee that a third party expert using different methods would reach the same conclusions.

Where information has not been independently sourced, it is the Issuer's own information.

No incorporation of website information

The Issuer's website is www.lhv.ee. Unless specifically incorporated by reference into this Prospectus, information on this website or any other website mentioned in this Prospectus or any website directly or indirectly linked to these websites (including, but not limited to, investor.lhv.ee and fp.lhv.ee) has not been verified, is not incorporated by reference into, and does not form part of, this Prospectus, and investors should not rely on it.

Rounding

Certain data in this Prospectus has been rounded. As a result of such rounding, the totals of data presented in tables in this Prospectus may vary slightly from the arithmetic totals of such data. Where used in tables, the figure "0" means that the data for the relevant item has been rounded to zero and the symbol "—" means that there is no data in respect of the relevant item.

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OVERVIEW

This overview must be read as an introduction to this Prospectus and any decision to invest in the New Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference. Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Prospectus have the same meanings in this overview.

The Issuer:	ASLHV Group
Joint Lead Managers:	Luminor Bank AS, represented within the Republic of Lithuania by Luminor Bank AS Lithuanian branch UniCredit Bank AG
The Notes:	EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 (to be consolidated and form a single series with the EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 issued on 9 September 2021).
Issue Price:	88.359 per cent. of the principal amount of the New Notes (plus 66 days' accrued interest in respect of the period from (and including) 9 September 2022 to (but excluding) the Issue Date).
Issue Date:	Expected to be on or about 14 November 2022.
Interest:	The New Notes will bear interest on their outstanding principal amount from and including 9 September 2022 to, but excluding, the Reset Date at a fixed rate of 0.875 per cent. per annum and thereafter at a rate of interest equal to EURIBOR plus the applicable Margin as provided in Condition 3 (<i>Interest</i>).
Status:	The Notes are senior, unsecured, unsubordinated, direct, general and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
Interest Payment Dates:	Interest on the New Notes will be payable annually in arrear on 9 September in each year from and including 9 September 2023 to and including the Reset Date. Thereafter, interest will be payable quarterly in arrear on 9 December 2024, 9 March 2025, 9 June 2025 and 9 September 2025.
Form and Denomination:	<p>The New Notes will be issued in bearer form in the denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000, each with interest coupons attached.</p> <p>The New Notes will initially be in the form of a Temporary Global Note, without interest coupons, which will be deposited on or around the Closing Date with a common safekeeper for Euroclear and Clearstream, Luxembourg. The Temporary Global Note will be exchangeable, in whole or in part, for interests in a Permanent Global Note, without interest coupons, not earlier than 40 days after the Closing Date upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership. Upon exchange of the Temporary Global Note for the Permanent Global Note, the New Notes will be consolidated and form a single series with the Original Notes. The Permanent Global Notes will be exchangeable in certain limited circumstances in whole, but not in part, for Notes in definitive form in the denomination of EUR 100,000 each and integral</p>

	<p>multiples of EUR 1,000 in excess thereof, up to and including EUR 199,000 and with interest coupons attached.</p> <p>The Temporary Global Note and the Permanent Global Note will be issued in new global note form.</p>
Waiver of Set-Off:	No holder of Notes shall be entitled to exercise any right of set-off or counterclaim against moneys owed by the Issuer in respect of such Notes.
Final Redemption:	Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their principal amount on the Interest Payment Date falling on, or nearest to, 9 September 2025.
Optional Redemption:	The Issuer may, at its option, redeem the Notes (subject to Condition 4(h) (<i>Conditions to Redemption or Repurchase</i>) in whole, but not in part on the Reset Date, at their outstanding principal amount together with accrued interest, as described under Condition 4(c) (<i>Redemption at the option of the Issuer</i>).
Early Redemption:	<p>Upon the occurrence of a Withholding Tax Event, the Issuer (subject to Condition 4(h) (<i>Conditions to Redemption or Repurchase</i>)) may, at its option, redeem the Notes in whole but not in part at any time at their principal amount, together with interest accrued (if any) to the date fixed for redemption as described in Condition 4(b) (<i>Redemption for tax reasons</i>).</p> <p>Upon the occurrence of a MREL Disqualification Event, the Issuer (subject to Condition 4(h) (<i>Conditions to Redemption or Repurchase</i>)) may, at its option, redeem all (but not some only) of the Notes at their outstanding aggregate principal amount together with interest (accrued to but excluding the date of redemption) as described in Condition 4(d) (<i>Early Redemption as a result of an MREL Disqualification Event</i>).</p>
Substitution and Variation:	The Issuer may substitute or vary the terms of all (but not some only) of the Notes as provided in Condition 13 (<i>Substitution and Variation</i>) (including changing the governing law of Condition 17 (<i>Acknowledgement of Bail-in and Loss Absorption Powers</i>)) without any requirement for the consent or approval of Noteholders.
Taxation:	<p>All payments of interest only in respect of the Notes and the Coupons by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the Republic of Estonia or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, the Issuer shall pay such additional amounts as will result in receipt by the Noteholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, subject to certain exceptions as described in Condition 6 (<i>Taxation</i>).</p>
Events of Default:	The Notes provide for events of default in certain circumstances, but do not contain a cross-default or cross-acceleration provision.
Rating:	The Issuer has been rated Baa3 by Moody's Deutschland GmbH (" Moody's ") and the Original Notes are and the New Notes are expected to be rated Baa3 by Moody's. Moody's is established in

the EEA and registered under EU CRA Regulation. Moody's is not established in the United Kingdom but ratings issued by Moody's will be endorsed by Moody's Investors Service Limited in accordance with the UK CRA Regulation. As such, ratings issued by Moody's may be used for regulatory purposes in the United Kingdom in accordance with the UK CRA Regulation.

Governing Law:

The Notes, the Agency Agreement and the Subscription Agreement will be governed by English law except for Conditions 2 (*Status*) and 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*) which shall be governed by Estonian law.

Listing and Trading:

Application has been made to Euronext Dublin for the New Notes to be admitted to the official list and to trading on the Regulated Market.

Clearing Systems:

Euroclear and Clearstream, Luxembourg.

Selling Restrictions:

For a description of certain restrictions on offers, sales and deliveries of the New Notes and on the distribution of offering materials in the United States of America, the European Economic Area, the United Kingdom and Italy, see "*Subscription and Sale*".

Risk Factors:

Investing in the New Notes involves risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the New Notes are discussed under "*Risk Factors*" below.

Financial Information:

See "*Description of the Issuer—Selected Financial Information*".

Use of Proceeds:

The net proceeds of the issue will be used by the Issuer for general corporate purposes.

RISK FACTORS

Any investment in the New Notes is subject to a number of risks. Prior to investing in the New Notes, prospective investors should carefully consider risk factors associated with any investment in the New Notes, the business of the Issuer and the industries in which it operates together with all other information contained in this Prospectus, including, in particular the risk factors described below. Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Prospectus have the same meanings in this section.

The following is not an exhaustive list or explanation of all risks which investors may face when making an investment in the New Notes and should be used as guidance only. Additional risks and uncertainties relating to the Issuer that are not currently known to the Issuer or that it currently deems immaterial, may individually or cumulatively also have a material adverse effect on the business, prospects, results of operations and/or financial position of the Issuer and, if any such risk should occur, the price of the New Notes may decline and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the New Notes is suitable for them in light of the information in this Prospectus and their personal circumstances.

RISKS RELATING TO THE GROUP

The availability of Group operating cash flow may be limited.

The Issuer conducts its operations principally through, and derives all of its revenue and cash flow from, its subsidiaries and it does not anticipate that this will change in the near future. The Issuer itself does not own significant assets other than its investments in subsidiaries. Therefore, in order to be able to make payments in respect of the Notes, pay dividends to its shareholders and meet its other obligations, the Issuer is dependent on the receipt of dividends, principal and interest payments or other payments from its subsidiaries, which in turn, in the case of AS LHV Pank ("**LHV Bank**"), may be influenced by the need to comply with applicable capital adequacy ratios. In 2021, 2020 and 2019, the Issuer paid out dividends to its shareholders of €8.4 million, €5.4 million and €5.5 million, respectively, and received dividends of €6.5 million, €4.4 million and €4.4 million from AS LHV Varahaldus ("**LHV Asset Management**") and €3.9 million, €2.7 million and €2.2 million from LHV Bank. Approximately €1.5 million, €1.3 million and €1.1 million of the dividend amount received from its subsidiaries was used to cover the negative net interest income and operating expenses of the Issuer on a solo level in each of 2021, 2020 and 2019, respectively.

The Issuer may have to commit additional investments into its existing subsidiaries or any new businesses that it may launch in the future. For example, the Issuer has in 2021 established a new subsidiary in the United Kingdom which has submitted an application for a banking licence in the UK. The Issuer will have to commit appropriate capital to cover the costs of starting up and expanding the subsidiary's business as envisaged in its business plan.

Under Estonian law, a company may only pay dividends or make other distributions if its current profits and retained earnings are sufficient for such distribution. Therefore, the Group's financial position and the Issuer's ability to make payments in respect of the Notes remains dependent on its subsidiaries' profit and financial position which, in turn, will depend on the future performance of the subsidiary concerned which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond its control. In addition, any such subsidiary may be subject to restrictions on the making of such distributions contained in applicable laws and regulations or in contractual agreements entered into by it.

There can be no assurance that the Group's subsidiaries will generate sufficient cash flow from operations or that alternative sources of financing will be available at any time in an amount sufficient to enable these subsidiaries to service their indebtedness, fund their other liquidity needs and make payments to the Issuer to enable it to service its indebtedness, including the Notes.

The Group's operations and assets are principally located in Estonia and, accordingly, the Group is exposed to general economic conditions in Estonia.

The Issuer and its subsidiaries all operate principally in Estonia and the vast majority of the Group's assets and business are located in Estonia. Reflecting this fact, the Group is affected by general economic and

geopolitical conditions in Estonia, changes in which are outside the Group's control. The Estonian economy is a small open economy that is closely linked to the global economy and especially to macro-economic conditions in the Euro-zone countries and Russia.

For a discussion of economic trends impacting the Group in Estonia, see "*Financial review—Principal factors affecting results of operations—Economic conditions*".

The main driver of growth in Estonia's economy has been domestic demand, led by private consumption and investments. Estonia experienced healthy economic growth for several years until the beginning of the coronavirus disease ("COVID-19") pandemic. The restrictions that were introduced to curb COVID-19 significantly adversely affected economic activity in Estonia and in the countries that are Estonia's major trading partners. In particular, GDP in Estonia contracted by 2.9 per cent. in 2020 according to the Estonian Statistical Office. Following the lifting of most such restrictions, Estonia's economy recovered and grew by 8 per cent. in 2021. Growth has moderated in 2022 with GDP growing merely 2.4 per cent. in the first half of the year. Higher commodity prices have started to stall the economy's growth potential. Estonian consumer price inflation continues to be amongst the highest in Europe, which may have an impact on the ability of the Group's customers to service their debts. Rising interest rates and tightening financing conditions are also weighing in on the economy and could impact the creditworthiness of the Group's borrowers. Any further deterioration in the Estonian economy could have a direct negative impact on the financial position and profitability of the Group.

The Group may be materially adversely affected by the Russian invasion of Ukraine

On 24 February 2022, Russia began a military invasion of Ukraine, in a major escalation of the conflict that had begun in 2014. It is the largest military conflict in Europe since the Yugoslav wars and the invasion has also caused a large refugee crisis. To combat the Russian invasion of Ukraine, western countries have imposed sanctions on Russia and Belarus which are designed to hurt the Russian and Belarussian economies, however, undoubtedly, the sanctions imposed on these countries will have a negative effect on the European and Estonian economies as well.

Russia has been a key exporter of energy, timber and different metals and the Estonian industrial sector has used significant quantities of these commodities as an imported input in their production. Europe is already dealing with uncertain supply of most industrial commodities produced in Russia, Belarus and Ukraine and prices have surged. In Estonia, the construction, transport and agriculture sectors and food industry are feeling the effects of the conflict the most.

All in all, Estonian linkages to the Russian and Belarussian economies have decreased and negative effects stemming from the trade embargo will have a stronger effect on individual companies than on economic activities or sectors as a whole. The resilience of the banks operating in Estonia to a break in trade with Russia and Belarus has been effective. Since the invasion started, fewer than 1 per cent. of the loans issued by Estonian banks have been to businesses that are directly involved in transactions with Russian businesses. The extent of the indirect links of the Estonian financial sector to the Russian market are, however, hard to assess. The Bank of Estonia has estimated that Estonia's direct and indirect exports to Russia total around 2 per cent. of GDP.

As at 30 September 2022, less than 0.1 per cent. of the deposits raised by LHV Bank were from Russian and Belarussian residents. As at 30 September 2022, 2.3 per cent. of the loans issued by LHV have been to businesses that are directly involved in transactions with Russian counterparties. Pursuant to EU sanctions, it is prohibited to accept deposits exceeding EUR 100 thousand from Russian nationals or residents, though deposits below the EUR 100 000 threshold are allowed (unless the relevant customer is subject to sanctions). LHV Bank has put restrictions and monitoring in place for Russian and Belarussian customers whose deposits exceed the EUR 100,000 limit and who cannot therefore receive additional funds to their accounts and additionally LHV Bank also carries out regular screening and monitoring of deposits below the threshold. In any event, LHV only accepts payments from Russian or Belarus banks on exceptional cases, most payments to and from those countries are prohibited.

As at the date of this Prospectus, the effect of the conflict is unclear, and the Group continues to monitor the impact of the conflict on the operations of the Group, the Group's customers, including private individuals and corporate customers, the markets in which it operates and more broadly on the macroeconomic outlook as the conflict develops. The ongoing conflict in Ukraine, any potential escalation

of the conflict, the associated economic impacts discussed above and the resulting political tensions in the Baltic region and Europe may have an adverse impact on the Estonian economy and business environment, which may in turn have a direct negative impact on the financial position and profitability of the Group.

The Group may be materially adversely affected by the COVID-19 pandemic.

In March 2020, the World Health Organisation declared the outbreak of COVID-19, caused by the severe acute respiratory syndrome coronavirus 2 (commonly known as SARS-CoV-2), to be a global pandemic. COVID-19 was first identified in China in December 2019 and spread rapidly in almost all regions around the world, and resulted in a rapid deterioration of the political, socio-economic and financial situation globally. As a result of the COVID-19 pandemic and the restrictions imposed in order to curb it, countries around the world experienced a significant reduction in economic activity. COVID-19 has had a temporary impact on the Group's customers, including private individuals and corporate customers. As a result of these developments, there was an increase in the Group's non-performing loans and the Group increased its loan loss provisions in order to reflect potential future loan losses. LHV Asset Management was affected by the pandemic due to a decline in the value of its assets under management in the early phase of the pandemic, which resulted from falling asset prices in the financial markets. As at the date of this Prospectus, the Issuer is continuing to monitor the impact which COVID-19 has had and could continue to have on the Group's operations, the markets in which it operates and more broadly on the macro-economic outlook as new variants of the virus emerge. Whilst as at the date of this Prospectus most of the restrictions imposed as a result of the COVID-19 pandemic have been lifted in Estonia and elsewhere in Europe, it is difficult to predict how long the pandemic will last and what the long term impact on the economy will be and any sustained significant increase in infection rates could have a material adverse effect on the Group's operations. In particular:

- the Group's ability to receive and claim payments from borrowers may be negatively impacted by the pandemic and measures (governmental or other) taken in response to the pandemic and the associated economic downturn, resulting in increased impairments and loan restructurings which have reduced and could continue to reduce its future net interest income and net profit;
- uncertainty in financial markets could increase the Group's liquidity risk due to its dependence on external funding sources. In the event that there is a decrease in deposits as customers withdraw money from accounts with the Group to increase their liquidity or the confidence of investors in the financial markets reduces, this could have a detrimental effect on the Group's ability to secure stable and continuous funding; and
- fluctuation of asset prices such as stocks and bonds in financial markets could negatively affect the net asset values of the investment funds managed by LHV Asset Management. This could result in a reduction in assets under management which would decrease the fee income of the Group.

Any of the above listed effects, as well as effects which may not be identifiable at the date of this Prospectus, could affect the Issuer's ability to fulfil its obligations under the Notes.

The Group is exposed to the credit risk of borrowers and other counterparties due to its lending activities.

Risks arising from adverse changes in the credit quality and recoverability of lending and other amounts due from counterparties are inherent in the Group's business, principally in its lending activities. In particular, the Group is exposed to the risk that its counterparties may not meet their obligations in respect of loans advanced by the Group and that the collateral (if any) securing the loans advanced may be insufficient. Credit losses could arise from a deterioration in the credit quality of specific counterparties of the Group, from a general deterioration in local or global economic conditions, or from systemic risks within these financial systems, any of which could affect the recoverability and value of the Group's assets and require an increase in its provisions for the impairment of loans and other credit exposures.

As at 31 December 2021, the Group's loans and advances to customers amounted to €2,677.2 million, compared to €2,208.8 million as at 31 December 2020 and €1,687.0 million as at 31 December 2019. The Group's non-performing loans ("**Stage 3 loans**" or "**NPLs**") were €16.0 million as at 31 December 2021 compared to €12.7 million as at 31 December 2020 and €3.4 million as at 31 December 2019. Allowance for impairments in respect of the Group's loans and advances to customers amounted to 0.7 per cent., 0.8

per cent. and 0.4 per cent. of the value of its loan portfolio as at 31 December 2021, 31 December 2020 and 31 December 2019, respectively.

Although the Group makes provisions for potential credit losses in accordance with applicable requirements, the provisions are made based on available information, estimates and assumptions, which by definition are subject to uncertainty. Therefore, there can be no assurance that provisions made by the Group are or will be sufficient to cover potential future losses. Further, if the credit quality of the Group's loans or the financial health of any of its borrowers were to deteriorate, the Group may have to make additional impairment provisions which could have a material adverse effect on the Group. The recoverability of the credit provided by the Group to its customers may be adversely affected by negative changes in the overall economic, political or regulatory environment affecting the ability of the Group's counterparties to repay their loans, the effectiveness of enforcement proceedings, a decrease in collateral values and other circumstances beyond the Group's control.

The Group's loans and advances to customers and its deposits from customers and loans received are concentrated in Estonia.

Geographically, the Group's loans and advances to customers and its deposits from customers and loans received are concentrated in Estonia.

The Group's loans and advances to customers accounted for 39.1 per cent. of its total assets as at 31 December 2021, compared to 44.4 per cent. of its total assets as at 31 December 2020 and 55.6 per cent. of its total assets as at 31 December 2019. As at 31 December 2021, 99.1 per cent. of the Group's loans and advances to customers was classified as Estonian risk meaning that the borrowers are Estonian entities or individuals. As at 31 December 2020 and 31 December 2019, the comparative percentages were 98.7 per cent. and 98.2 per cent., respectively.

The only other materially significant class of assets on the Group's statement of financial position is the amounts due from the Estonian Central Bank, which represented 56.6 per cent. of the Group's total assets as at 31 December 2021 compared to 44.1 per cent. of its total assets as at 31 December 2020 and 40.7 per cent. of its total assets as at 31 December 2019.

The Group's deposits from customers and loans received were €6,354.2 million, equal to 97.5 per cent. of its total liabilities, as at 31 December 2021, €4,588.4 million, or 97.1 per cent. of its total liabilities, as at 31 December 2020 and €2,726.6 million, or 96.5 per cent. of its total liabilities, as at 31 December 2019. As at 31 December 2021, 62.9 per cent. of the Group's deposits from customers and loans received was classified as Estonian risk meaning that the depositors are Estonian entities. As at 31 December 2020 and 31 December 2019, the comparative percentages were 70.8 per cent. and 68.6 per cent., respectively.

Accordingly, any deterioration in general economic conditions in Estonia or any failure by the Group to effectively manage its geographic risk concentrations could have a more significant adverse effect on its business than on that of a more diversified banking group. See "*The Group's operations and assets are principally located in Estonia and, accordingly, the Group is exposed to general economic conditions in Estonia*" above.

The Group has significant customer and sector concentrations.

The Group's loans and advances to customers are concentrated in the real estate sector, which is traditionally the sector that receives the greatest financing from commercial banks in Estonia. As at 31 December 2021, the Group's loans and advances before impairment provisions to the real estate sector accounted for 24.4 per cent. of its total loans and advances to customers before impairment provisions. As at 31 December 2020 and 31 December 2019, the comparative percentages were 22.4 per cent. and 20.9 per cent., respectively.

In addition, loans and advances to individuals accounted for 37.5 per cent. of the Group's total loans and advances to customers as at 31 December 2021 compared to 38.6 per cent. as at 31 December 2020 and 43.6 per cent. as at 31 December 2019.

A small number of the Group's loans and advances to customers carry a large risk exposure, meaning that the Group's exposure under each loan exceeded 10 per cent. of its net own funds (broadly equal to its

capital). As at 31 December 2021, the Group had large exposure loans outstanding to five customers and these loans aggregated 76 per cent. of the Group's net own funds. As at 31 December 2020, the Group had large exposure loans outstanding to five customers and these loans aggregated 83 per cent. of the Group's net own funds. As at 31 December 2019, the Group had large exposure loans outstanding to 12 customers and these loans aggregated 190 per cent. of the Group's net own funds.

As a result, a material weakening in the credit quality of, or a default by, any one or more of the Group's large exposure counterparties, or any factors which negatively impact the real estate or retail sectors in Estonia to which the Group has significant exposures, could result in the Group having to make significant additional impairment provisions and/or experiencing significantly reduced interest income, each of which could have a material adverse effect on the Group.

The sector specific factors referred to above might include:

- a significant decline in real estate values which would weaken the credit quality of the Group's real estate borrowers and could also reduce the value of the real estate collateral which the Group holds;
- low levels of economic growth or a recession in Estonia which, particularly if coupled with increased levels of unemployment, falling house prices, higher interest rates, increased inflation or other factors constraining consumer income, could materially adversely impact the ability of the Group's retail customers to repay their financing.

The Group also has some very large customers contributing a large proportion of deposits. These customers are predominantly serviced by LHV Bank's financial intermediaries unit and their deposits are backed with liquidity buffers, instead of using the deposits for long term lending. Nevertheless, the share of the Group's 20 largest depositors was 37.6 per cent. as at 31 December 2021 compared to 34.5 per cent. as at 31 December 2020 and 25.5 per cent. as at 31 December 2019. As at 31 December 2021, there were 13 customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and their deposits aggregated €1,963 million. As at 31 December 2020, there were five customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and loans received and their deposits aggregated €1,069 million. As at 31 December 2019, there were three customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and their deposits aggregated €463 million.

See further "*The Group is subject to the risk that liquidity may not always be readily available*" below.

The Group is subject to the risk that liquidity may not always be readily available.

Liquidity risk is the risk that the Group will be unable to meet its obligations, including funding commitments, as they become due. This risk is inherent in banking operations and can be heightened by a number of enterprise-specific factors, including over-reliance on a particular source of funding (including, for example, short-term and overnight funding and, particularly in the Group's case, demand deposits), changes in credit ratings or market-wide phenomena such as market dislocation and major disasters.

The Group's assets have, on average, a longer maturity than its funding sources. The Group has historically principally relied on deposits from customers, which are mainly repayable on demand or short-term and generally low cost in nature, to meet most of its funding needs. For example, as at 31 December in each of 2021, 2020 and 2019, demand and term deposits from customers amounted to 91.0 per cent., 90.0 per cent. and 99.0 per cent., respectively, of the Group's total deposits from customers and loans received.

The availability of deposits is subject to fluctuation due to factors outside the Group's control, including possible loss of confidence and competitive pressures, and this could result in a significant outflow of deposits within a short period of time or may cause the Group to increase the return paid on its deposits to ensure that it retains sufficient deposits. As part of its liquidity risk management strategy, the Group makes assumptions in relation to the potential deposit outflows which could occur at times of stress. For example, demand deposits raised from retail customers are assumed to be a relatively stable source of funding based on historical behaviour analysis. Nevertheless, they are contractually repayable on demand. If any of these assumptions prove to be incorrect, the Group could face unplanned liquidity outflows which have not been taken into account in its liquidity contingency plans and funding plans.

On a future undiscounted cash flow basis, as at 31 December 2021, 88.8 per cent. of the Group's deposits from customers and loans received did not have a fixed maturity. As at the same date and on the same basis, only 10.4 per cent. of the Group's total funding (which comprises deposits from customers and loans received and subordinated debt) had a remaining contractual maturity in excess of one year. These percentages were 79.2 per cent. and 13.1 per cent., respectively, as at 31 December 2020 and 80.2 per cent. and 4.5 per cent., respectively, as at 31 December 2019. The Group may experience outflows of deposits at times when liquidity is constrained generally in Estonia or when its major depositors experience short- or longer-term liquidity requirements.

In addition, the Group's deposits are geographically concentrated and the Group is reliant on certain large deposits from a limited group of customers. See "*—The Group's loans and advances to customers and its deposits from customers and loans received are concentrated in Estonia*" above and "*—The Group has significant customer and sector concentrations*" above.

In addition to deposits, the Group has raised funding from capital markets through the issuance of covered bonds, unsecured bonds and other financial instruments. The Group may not be able to raise funds from money and/or capital markets on terms comparable with those previously available, which may have an adverse effect on its business operations, performance or financial position. Access to, and the cost of, financing raised by the Group through money and capital markets are affected, among other things, by general interest rate levels, the situation on the financial markets, downturns in the performance of market participants and the Group's own capital adequacy and credit ratings.

If a substantial portion of the Group's depositors, or any of its largest depositors, withdraw their demand deposits or do not roll over their time deposits at maturity, the Group may need to seek other sources of funding or may have to sell, or enter into sale and repurchase or securitisation transactions over, certain of its assets to meet its funding requirements. There can be no assurance that the Group will be able to obtain additional funding as and when required or at prices that will not affect its ability to compete effectively and, if the Group is forced to sell assets to meet its funding requirements, it may suffer material losses as a result.

In extreme cases, if the Group is unable to refinance or replace such deposits with alternative sources of funding to meet its liquidity needs, such as the interbank markets, the international capital markets or through asset sales, this would have a material adverse effect on its business generally and could, potentially, result in insolvency.

The Group could be adversely affected by the soundness or the perceived soundness of other financial institutions and counterparties.

Given the high level of inter-dependence between financial institutions that became most evident during the global financial crisis of 2008 to 2010, the Group is subject to the risk of deterioration in the commercial and financial soundness, or perceived soundness, of other financial institutions. Within the financial services industry, the default of any one institution could lead to significant losses, and potentially defaults, by other institutions. As was experienced in 2008 and 2009, concerns about, or a default by, one institution could also lead to significant liquidity problems, losses or defaults by other institutions, because the commercial and financial soundness of many financial institutions is closely related as a result of their credit, trading, clearing or other relationships. Even the perceived lack of creditworthiness of, or questions about, a counterparty may lead to market-wide liquidity problems and losses or defaults by the Group or other institutions. This risk, often referred to as "systemic risk", may also adversely affect other financial intermediaries, such as clearing agencies, clearing houses, securities firms and exchanges, with whom the Group interacts on a daily basis. Systemic risk, should it materialise, could have a material adverse effect on the Issuer's ability to raise new funding and on the Group's business generally.

The Group is exposed to reputational risks related to its operations and industry.

The Group, through the activities of its member companies, is exposed to the risk that litigation, misconduct, operational failures, negative publicity and press speculation, whether or not valid, will harm its reputation. The Group's reputation may also be adversely affected by the conduct of third parties over whom it has no control, including entities to which it has advanced financing. For example, if one of the Group's borrowers becomes associated with financial scandals or widely publicised improper behaviour, the Group's own reputation may be affected. The Group is also exposed to adverse publicity relating to the

financial services industry as a whole. Financial scandals unrelated to the Group or questionable ethical conduct by a competitor may taint the reputation of the industry and affect the perception of investors, public opinion and the attitude of regulators. Any damage to the Group's reputation could cause existing customers to withdraw their business and lead potential customers to be reluctant to do business with the Group which could have a material adverse effect on the Group.

The Group could be adversely affected by market risks.

The Group could be adversely affected by market risks that are outside its control, including, without limitation, material adverse changes in interest rates, prices of securities and currency exchange rates. In relation to interest rates, there is a pricing gap between the Group's interest-rate sensitive assets and liabilities which exposes the Group to fluctuations in interest rates. For example, an increase in interest rates generally may decrease the value of the Group's fixed-rate loans and securities and may increase the Group's funding costs. Further, a decrease in the level of interest rates may increase the cost of maintaining the Group's liquidity buffer in a negative interest rate environment and decrease the revenue that the Group earns from its floating rate loans and securities. At the same time, the Group's ability to pass on declining interest rates to its customers on the funding side by lowering the rates on its deposits is limited. See note 3.3 to the risk management section of the 2021 Financial Statements which references stress tests conducted in relation to LHV Bank's sensitivity to change in interest rates as at 31 December 2021 and 31 December 2020. Interest rates are sensitive to many factors beyond the Group's control, including the policies of central banks, such as the European Central Bank (the "ECB") and the Bank of England, political factors and domestic and international economic conditions.

The Group is also exposed to foreign exchange rate risk. This risk includes the possibility that the value of a foreign currency asset or liability will change due to changes in currency exchange rates as well as the possibility that the Group may have to close out any open position in a foreign currency at a loss due to an adverse movement in exchange rates. The Group attempts to match the currencies of its assets and liabilities and any open currency position is maintained within the limits set out in the Group's internal risk management documents. However, where the Group is not so hedged, it is exposed to fluctuations in foreign exchange rates and any such hedging activity may not in all cases protect the Group against such risks. See note 3.1 to the risk management section of the 2021 Financial Statements which shows the Group's open foreign currency positions as at 31 December 2021 and 31 December 2020.

The Group also has a portfolio of debt and equity financial assets held at fair value which are exposed to the effect of changes in market prices on their fair value. See note 3.2 to the risk management section of the 2021 Financial Statements which illustrates the Group's sensitivity to a 2 per cent. change in interest rates, a 5 per cent. change in the value of its mandatory pension fund units and a 25 per cent. change in market prices of shares and fund units on this portfolio as at 31 December 2021 and 31 December 2020.

Group companies may enter into derivative transactions, such as interest rate swaps and currency swaps and forward contracts, as part of their ordinary customer business. There is no assurance that these derivative contracts will be successful in mitigating the Group's interest rate and foreign exchange exposures or that the Group will not experience significant losses on these derivatives contracts from time to time.

Adverse movements in interest and foreign exchange rates may also adversely impact the revenue and financial condition of the Group's depositors, borrowers and other counterparties which, in turn, may impact the Group's deposit base and the quality of its credit exposures to certain borrowers and other counterparties. Ultimately, there can be no assurance that the Group will be able to protect itself from any adverse effects of a currency revaluation or future negative changes in interest rate or currency exchange rates or from a significant change in the prices of its securities.

The Group is exposed to a range of operational risks. In particular, the Group is exposed to the risk of loss as a result of employee misrepresentation, misconduct and improper practice.

Operational risk and losses can result from fraud, errors by employees, failure to document transactions properly or to obtain proper internal authorisation, failure to comply with regulatory requirements and conduct of business rules, systems and equipment failures (including, in particular, information technology ("IT") failures), natural disasters or the failure of external systems (for example, those of the Group's counterparties or vendors). The Group has implemented risk controls and loss mitigation strategies, and

substantial resources are devoted to developing efficient procedures and to staff training, but it is not possible to eliminate entirely each of the potential operational risks that the Group faces. Losses from the failure of the Group's system of internal controls could have a material adverse effect on its business generally and its reputation.

The Group's employees could engage in misrepresentation, misconduct or improper practices that could expose the Group to direct and indirect financial loss and damage to its reputation. Such practices may include embezzling clients' funds, engaging in corrupt or illegal practices to originate further business, intentionally or inadvertently releasing confidential information about clients or failing to follow internal procedures. It is not always possible to detect or deter these types of misconduct, and the precautions which the Group takes to detect and prevent such misconduct may not be effective in all cases. There can be no assurance that measures undertaken to combat these types of misconduct will be successful. Any such actions by employees could expose the Group to financial losses resulting from the need to reimburse clients, co-investors or other business partners who suffered loss or as a result or to fines or other regulatory sanctions, and could damage the Group's reputation.

The Group is dependent on its IT systems and any disruption to these systems, including as a result of cyber-attack, could materially disrupt the Group's business.

The Group depends on its IT systems to process a large number of transactions on an accurate and timely basis and to store and process substantially all of the Group's business and operating data. The proper functioning of the Group's financial control, risk management, credit analysis and reporting, accounting, customer service and other IT systems, as well as the communication networks between its branches and main data processing centres, are critical to its business and its ability to compete effectively. The Group's business activities would be materially disrupted if there were a partial or complete failure of any of these IT systems or communications networks. Such failures can be caused by a variety of reasons some of which are outside the Group's control, including natural disasters, extended power outages, and computer viruses and other external electronic attacks. The proper functioning of the Group's IT systems also depends on accurate and reliable data and other system inputs, which are subject to internal human errors. Any failure or delay in recording or processing transaction data could subject the Group to claims for losses and regulatory fines and penalties. There can be no assurance that the Group's IT safeguards will be fully effective in the event of a disaster and/or that they will protect the Group from all losses that could occur.

The threat to the security of the Group's information and customer data from security breaches and cyber-attacks presents a real and growing risk to its business. Activists, rogue states and cyber criminals are among those targeting IT systems around the world. Risks to technology and cyber-security evolve and change rapidly and require continued focus, monitoring and investment in preventative measures. Given the increasing sophistication and scope of potential cyber-attack, it is possible that future attacks may lead to significant breaches of security. A failure to adequately manage cyber-security risk and continually monitor, review and update current processes in response to new threats could have a number of adverse effects on the Group, including disruption to its business, unauthorised disclosure of confidential information, significant financial and/or legal exposure and damage to its reputation.

The Group's risk management policies and procedures may leave it exposed to unidentified or unanticipated risks.

There can be no assurance that the Group's risk management policies and procedures will adequately control, or protect it against, all credit, liquidity, market, operational and other risks. In addition, certain risks may not be accurately quantified by the Group's risk management systems. Some of the Group's methods of managing risk are based upon the use of historical market data which, as evidenced by events caused by the global financial crisis, may not always accurately predict future risk exposures which could be significantly greater than historical measures indicate. In addition, certain risks could be greater than the Group's empirical data would otherwise indicate.

Other risk management methods depend upon evaluation of information regarding the markets in which the Group operates, its clients or other matters that are publicly available or information otherwise accessible to it. This information may not be accurate, complete, up-to-date or properly evaluated in all cases. Any material deficiency in the Group's risk management or other internal control policies or procedures may expose it to significant losses as a result of unidentified credit, liquidity, market or operational risks, should they occur.

The Group's internal compliance systems might not be fully effective in all circumstances.

The Group's ability to comply with all applicable regulations is largely dependent on its maintenance of compliance, audit and reporting systems and procedures, and its ability to attract and retain personnel qualified to manage and monitor such systems and procedures. Although the Group is subject to oversight by regulatory authorities, including regular examination activity and annual supervisory review visits in relation to LHV Bank, and performs regular internal audits and employs an external auditing firm to review its internal auditing function as required by applicable regulations, the Group cannot be certain that these systems and procedures will be fully effective in all circumstances, particularly in the case of deliberate employee misconduct or other frauds perpetrated against it. In the case of actual or alleged non-compliance with applicable regulations, the Group could be subject to investigations and judicial or administrative proceedings that may result in substantial penalties or civil lawsuits for damages that could have a material adverse effect on the Group.

The Group is subject to extensive regulation and changes in this regulation, or the interpretation or enforcement of this regulation, or any failure by the Group to comply with this regulation could have a material adverse effect on the Group.

The financial services industry in which the Group operates is highly regulated and the Group's operations are subject to numerous European directives and regulations, as well as Estonian laws, policies, guidance and voluntary codes of practice. Since the global financial crisis, financial services regulation has changed materially and may continue to develop in the future. Some of the changes the Group has had to adapt to since the global financial crisis include:

- new capital adequacy requirements, for example Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms ("**CRD IV**") which has been amended by Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures ("**CRD V**") and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms ("**CRR**") which has been amended by Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements ("**CRR II**");
- a new bank resolution framework, for example Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (the "**Bank Recovery and Resolution Directive**" or "**BRRD**"), which has been amended by Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms ("**BRRD II**") and Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund which has been amended by Regulation (EU) 2019/877 of the European Parliament and of the Council of 20 May 2019 as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms;
- tightening requirements on anti-money laundering and anti-terrorism financing;
- new payment services regulations, for example Directive (EU) 2015/2366 of the European Parliament and of the Council of 25 November 2015 on payment services in the internal market;
- new regulations on markets in financial instruments, for example Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments;

- new prudential framework for insurance undertakings, for example Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business on Insurance and Reinsurance (Solvency II) and Commission Delegated Regulation (EU) 2015/35 of 10 October 2014 supplementing Directive 2009/138/EC;
- regulation on pension and pension funds, including the Estonian Funded Pensions Act and Investment Funds Act; and
- new data protection regulations, for example Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.

In addition, whilst the Group has taken steps to minimise the impact of the UK's recent withdrawal from the EU on LHV Bank's London branch, including commencing the process of establishing in the UK a credit institution as a subsidiary of the Issuer and subject to obtaining the required regulatory approvals, plans to transfer the existing business activities currently carried out under the branch setup to this new entity, there can be no guarantee that such developments will not be delayed or that the UK's withdrawal from the EU will not otherwise impact the operations of LHV Bank's London branch.

The Group has sought to comply with all of the new requirements affecting it, but no assurance can be given that it will at all times and in all material respects either be or remain in compliance with applicable regulations. A number of Estonian and European authorities, including financial supervision, consumer protection, anti-money laundering, tax and other authorities, regularly perform investigations, examinations, inspections and audits of the Group's, and in particular LHV Bank's, business, including in relation to capital requirements, standards of consumer lending, anti-money laundering, anti-bribery, payments, reporting and corporate governance. Any determination by any relevant authority that the Group has not acted in compliance with all applicable laws and regulations could have serious legal and reputational consequences for the Group, including exposure to fines, criminal and civil penalties and other damages, increased prudential requirements or requirements to cease carrying on all or part of its business.

The pension funds management sector in Estonia has been subject to frequent regulatory changes and these, and any further changes, may adversely affect the Group's pensions business.

In recent years, the fees related to compulsory pension funds have been the subject of several reforms, each decreasing the fund management or other fees relating to compulsory pension funds. In December 2018, the Estonian Parliament reduced the management fee thresholds of compulsory pension funds from 2 per cent. to 1.2 per cent. and established further rules that included:

- a mandatory reduction of the management fee based on the total volume of compulsory pension funds under management through applying a minimum of 15 per cent. reduction on the management fee where the total assets under management exceeded €100 million for each further €100 million, up to 0.4 per cent. of the fund volume; and
- the introduction of an option to apply a success fee which is not subject to the mandatory reduction described above.

These reforms, which became applicable in September 2019, reduced the fixed fee and commission income of LHV Asset Management by €1 million in 2019 compared to 2018. LHV Asset Management did not earn any success fee in 2019. The reforms also significantly reduced the fixed fee and commission income of LHV Asset Management in 2020 compared to 2019, but this negative impact was more than offset by the €6.2 million success fee earned in 2020. In 2021, LHV Asset Management earned a success fee of €2.6 million.

The introduction of a performance fee is expected to make LHV Asset Management's fee and commission income more volatile in future periods and, particularly in years where investment returns are adversely affected, this could result in lower fee and commission income which could adversely affect the Group's results of operations and the ability of LHV Asset Management to pay dividends or make other payments to the Issuer. LHV Asset Management earned performance fees of EUR 6.2 million in 2020 and EUR 2.6

million in 2021. In light of prevailing market conditions as at the date of this Prospectus, it is likely that LHV Asset Management will not earn any success fee in 2022.

In 2020, further reforms were passed which, from the start of 2021, enable Estonian citizens to opt out of the mandatory pension system, pay the 20 per cent. income tax on the amount they receive, and remain solely reliable on state pension. It is possible to re-join the mandatory pension system after 10 years. Estonian citizens can also decide to remain in the system but use a personal pension investment account instead of funds. The Group believes that the full impact of these changes on existing pension funds will become clear over a longer time period, but after almost two years since the reform it could be said that most of the people interested in opting out have done so already. All in all, around 25 per cent. of LHV pension fund clients have so far decided to exit the system, a better result for LHV Asset Management than anticipated two years ago. More recently, new (and mostly young) clients opting in to the second pillar, as well as monthly inflows to pension funds, have on aggregate exceeded both the number of clients opting out of the system and the monetary outflows related to these one-time payments. Still, given the current economic climate with high inflation, predictions of recession and badly performing markets in 2022, estimates for future assets under management are still somewhat difficult to predict, which is limiting investment into asset classes with long investment periods. However, funds will know the number of clients exiting the second pillar five months in advance and will have time to ensure that there is enough liquidity for payments.

The Group may need to raise eligible liabilities and capital and it may not be able to do so as and when needed on commercially attractive terms.

The capital of banks and investment firms in the EU is subject to the legal framework of CRR/CRD IV and the BRRD. The regulation provides for minimum levels of regulatory capital, which the Group needs to maintain at all times with adequate buffers. In 2019 a new legislative package for further reduction of banking risk (including CRD V, CRR II and BRRD II) was adopted, most of which became effective from December 2020. The requirements introduced by CRD V and BRRD II were transposed into Estonian law in May 2021 and the implementation of these requirements necessitates significant changes to the Group's procedures, rules and reporting systems, as well as to the calculation systems of the capital requirements applicable to the Group and LHV Bank.

The Group is required to hold a minimum amount of regulatory capital equal to 8 per cent. of its risk exposure amounts, which must be covered by a combination of common equity Tier 1 capital, additional Tier 1 capital and Tier 2 capital. In addition to these so called minimum Pillar 1 requirements, the regulation also prescribes the combined buffer requirement. For the Group, the combined buffer requirement is comprised of:

- the other systemically important institution ("O-SII") buffer, which as at the date of this Prospectus stands at 1.5 per cent.;
- the capital conservation buffer which has been set at 2.5 per cent.;
- the countercyclical buffer which as at the date of this Prospectus stands at 0.0 per cent. but will increase to 1.0 per cent. as of 7 December 2022; and
- the systemic risk buffer which currently stands at 0.0 per cent. but could be raised by competent authorities in the future.

The combined buffer requirement applies to the total risk exposure amount and must be met by common equity Tier 1 own funds.

In addition to the minimum own funds requirements described above, the competent authorities may require additional so called Pillar 2 capital to be maintained by a credit institution relating to elements of risk which are not fully captured by other own funds requirements. The Pillar 2 requirement applicable to the Group as at the date of this Prospectus equalled 2.74 per cent. The Pillar 2 capital requirement and the Pillar 2 guidance are subject to an annual review by the competent authorities as part of the supervisory review and evaluation process ("SREP").

As part of the crisis resolution plan provided for in the BRRD (as amended), as implemented in Estonia, the minimum requirement for own funds and eligible liabilities ("**MREL**") obliges banks and banking groups to have sufficient own funds and unsecured long-term liabilities that can be used to cover losses under the crisis resolution plan. The preferred resolution strategy for the Issuer is the "single point of entry" strategy, with the Issuer being the resolution entity of the Group. For the Group, the EFSA has set the MREL target at 24.22 per cent. of the total risk exposure amount ("**MREL-TREA**") and 5.91 per cent. of the leverage ratio exposure measure ("**MREL-LRE**"). The targets will have to be met by 1 January 2024. The intermediate MREL target for the Group that had to be met by 1 January 2022 is 19.08 per cent. of the total risk exposure amount and 5.91 per cent. of the leverage ratio exposure measure. The MREL-TREA requirement for the Group was raised by the EFSA in September 2022 and there is no certainty that it will not be increased further in the future.

In addition to regulatory requirements, a variety of other factors may affect the Group's and LHV Banks need for additional capital and eligible liabilities. For example, a significant increase in lending, reduced profitability or any losses experienced would reduce their capital adequacy and MREL ratios. The Group and LHV Bank may also need to increase their capital or eligible liabilities as a result of market perceptions of adequate capitalisation levels and the perceptions of rating agencies.

The Group is likely to need to obtain additional capital and eligible liabilities in the future to support the future growth of its business. Such capital and funding, whether in the form of debt financing or additional equity, may not be available on commercially favourable terms, or at all. Moreover, should the Group's or LHV Bank's capital and MREL ratios fall close to regulatory minimum levels or the Group's or LHV Banks own internal minimum levels, the Group and LHV Bank may need to adjust their business practices, including reducing the risk and leverage of certain activities or limiting asset growth. If either the Group or LHV Bank is unable to maintain satisfactory capital adequacy and MREL ratios, the Issuer's credit ratings may be lowered, its cost of funding may increase and it may suffer regulatory sanctions. Any such development may have a material adverse effect on the Group.

The Group is exposed to risks related to money laundering activities and sanctions violations.

In general, the risk that financial institutions will be subjected to or used for money laundering has increased worldwide. The high turnover of employees, the difficulty in consistently implementing related policies and technology systems, and the general business conditions in Estonia and proximate markets such as Russia, mean that the risk of the occurrence of money laundering for the Group is high. If financial market conditions, both globally and regionally, deteriorate, there is a risk that incidents involving money laundering may increase and this may affect the Group's ability to monitor, detect and respond to such incidents.

Additionally, one of the core business areas of the Group is offering services to financial intermediaries such as payment service providers and virtual asset service providers. The services being offered include accounts, payments (including real time EUR and GBP payments), acquiring, working capital finance and foreign currency exchange services. Servicing such financial intermediary clients entails a higher risk of fraud and money laundering compared to regular retail and non-financial corporate clients due to the large number of end customers serviced by the financial intermediaries.

In addition, financial institutions are required to comply with a number of international sanctions regimes, including those of the EU, the United Nations, the United States and a number of other individual countries. A wide range of countries, organisations and individuals may be subject to sanctions under these regimes and the complexity of banking operations means that steps taken to screen transactions against sanctions lists may not always be effective.

As a result, the risk of future incidents in relation to money laundering and sanctions violations always exists for the Group. Any violation of anti-money laundering rules or sanctions regimes, or even the suggestion of violations, may have severe legal and reputational consequences for the Group and may, as a result, have a material adverse effect on the Group.

The Group is subject to the risk of changes in tax regulations reducing its profitability.

Estonian tax regulations are subject to changes, some of which may be dictated by short-term political needs and may therefore be unexpected and unpredictable. For example, as a result of a separate corporate

income tax ("CIT") regime targeted specifically at Estonian resident credit institutions, these institutions are required to make quarterly advance payments of income tax on the profit earned by them in the previous quarter while the companies operating in other sectors remain subject to the general corporate income tax regime under which profit is subject to taxation only upon distribution.

Advance payments of CIT are made at a rate of 14 per cent. and the first advance payment was due in September 2018. The quarterly profit of credit institutions, on the basis of which the advance CIT is calculated, is reduced by the amount of the tax-exempt dividends received by the credit institution in that quarter, as well as by the amount of any loss recorded during the preceding 19 quarters (loss carry forward for five years). However, the calculation of the loss carry forward only starts from the second quarter of 2018 and Estonian credit institutions are not permitted to account for losses that had arisen prior to that quarter. Estonian credit institutions have the right to set-off the CIT payable from dividend distributions (including from regular dividends) or distributions from their equity capital, against the advance CIT payments that had been previously made to the tax authority under the above described advance payment arrangement. The advance CIT has a more significant impact on credit institutions in an active growth phase, such as LHV Bank, as it reduces the own funds of the institution. Any other changes in Estonian tax regulations or in the interpretation of such regulations, may also have material adverse effect on the Group.

A negative change, or perceived negative change, in the Issuer's credit rating could limit its ability to raise funding and may increase its borrowing costs.

The Issuer currently has a long-term issuer rating of Baa3 with a stable outlook from Moody's and the Notes are expected to be rated Baa3 by Moody's. This credit rating is an important factor in determining the Issuer's cost of borrowings.

There is no assurance that the Issuer's rating will remain in effect for any given period of time or that the rating will not be lowered or withdrawn entirely if circumstances in the future so warrant. A downgrade, or increased risk of a downgrade, of the Issuer's credit rating, or a negative change in its outlook, may:

- limit the Issuer's ability to raise funding;
- increase the Issuer's cost of borrowing; and
- limit the Issuer's ability to raise capital.

In addition, actual or anticipated changes in the Issuer's credit rating may negatively affect the market value of the Notes.

Moody's notes three factors which, if they materialise, could lead to a future downgrade of the Issuer's rating:

- a deterioration in solvency ratios;
- a material increase in the operational risk relating to its services to financial intermediaries, for example, as a result of weaknesses in anti-money laundering monitoring; and
- lower volumes of liquid resources, leading to reduced liquidity buffers compared to the increasing volume of more volatile funding sources such as senior debt.

In addition, the credit rating assigned to the Issuer may not reflect the potential impact of all risks related to an investment in the Notes, the market, additional factors discussed in this Prospectus and other factors that may affect the value of the Notes. A security rating is not a recommendation to buy, sell or hold securities. A rating may be subject to revision or withdrawal at any time by an assigning rating organisation.

The Group may not be able to recruit and retain qualified and experienced personnel, which could have an adverse effect on its business and its ability to implement its strategy.

The Group's success and ability to maintain current business levels and sustain growth will depend, in part, on its ability to continue to recruit and retain qualified and experienced operational and management

personnel. The market for such personnel in Estonia is intensely competitive and the Group could face challenges in recruiting and retaining such personnel to manage its businesses. Amongst others, regulatory restrictions, such as the limits on certain types of remuneration paid by credit institutions and investment firms contained in CRD IV and further developed in CRD V were transposed into Estonian national law in May 2021. These restrictions could adversely affect the Group's ability to attract new qualified personnel and retain and motivate existing employees. Any loss of the services of key employees, particularly to competitors, or any inability to attract and retain highly skilled personnel may have material adverse effect on the Group.

The Group also depends on the efforts, skill, reputation and experience of its senior management, as well as synergies among their diverse fields of expertise and knowledge. The loss of key personnel could delay or prevent the Group from implementing its strategies and the Group may not be able to replace any such lost personnel easily or quickly. The Group has crime and professional indemnity insurance cover in relation to its key personnel, but is not insured against losses that may be incurred in the event of the loss of any member of its key personnel.

The Group operates in a highly competitive market which may adversely affect its results of operations if it is unable to compete effectively.

The Group operates in a highly competitive market. In relation to its banking activities, in addition to the licensed credit institutions and branches of foreign banks present in Estonia, there are market participants (such as non-bank lenders) who are not subject to regulatory and capital requirements as burdensome as those to which LHV Bank is subject and who may therefore have a competitive advantage in relation to lending. Furthermore, the credit and lending market is characterised by the development of new products and technological solutions which compete with the more conservative and traditional products and services offered by LHV Bank and may result in price pressure on the products and services offered by LHV Bank. In particular, whilst the Issuer believes that LHV Bank's LHV Connect service is the first bank application programming interface through which financial technology ("FinTech") companies can access euro and pound payments, it is possible that competition in this market will increase and competitors of LHV Bank, both traditional and new entrants, may develop new products and technological solutions which will disrupt the existing traditional banking model.

The majority of LHV Asset Management's business is related to second and third pillar pension funds. While the number of market participants in the local pension market is limited to five fund managers, the competition between market players is strong. While voluntary third pillar funds are the most tax efficient solution for long term investing, they are also indirectly competing with all other investment opportunities.

If the Group fails to respond to a more competitive environment by offering attractive and profitable product and service solutions, it may experience a loss of market share and a decrease in profitability.

The Group is subject to legal risks.

The Group's operations are materially dependent on the validity and enforceability of the transactions and agreements it enters into, high volumes of which may be based on standard templates. These transactions and agreements may be subject to the laws of Estonia or to the laws of other countries where the Group operates. While due care is taken to ensure that the terms of these transactions and agreements are fully enforceable under the laws applicable to them, human error or new laws and regulations and changes in interpretation of existing laws and regulations by the competent authorities and courts may create uncertainty or render part or all of a particular agreement unenforceable by the Group. Consequently, the Group may not be able to always enforce its contractual rights. Particularly in the context of a template agreement which has been replicated extensively, this could have a material adverse effect on the Group. In the ordinary course of its business, Group companies are exposed to a significant risk of claims, disputes and legal proceedings. In many cases, the Group will be the plaintiff, typically seeking to recover money advanced and it may not always be successful in this endeavour and, even where it is successful, the costs involved in the litigation will reduce its recoveries. In cases where a Group company is a defendant, in addition to the cost of defending the claim the Group may be required to pay significant damages and the dispute could also negatively affect the Group's reputation.

RISKS RELATING TO THE NOTES

Modification and waivers.

The Conditions of the Notes contain provisions for calling meetings of Noteholders to consider and vote upon matters affecting their interests generally, or to pass resolutions in writing. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting, or as the case may be, did not sign the written resolution including those Noteholders who voted in a manner contrary to the majority.

Furthermore, the Conditions of the Notes provide that the Notes, the Conditions of the Notes and the Deed of Covenant may be amended without the consent of the Noteholders to correct a manifest error or any other applicable legislation passed after the date hereof by or on behalf of the Republic of Estonia or any political subdivision thereof or any authority therein or thereof having power to make such amendment, update and/or modification, which impacts the Issuer's obligations in relation to the Notes. Additionally, the Issuer may, subject to Condition 3(g) (*Benchmark Replacement*), vary or amend the Conditions and/or the Agency Agreement to give effect to certain amendments without any requirement for the consent or approval of Noteholders, see "*Regulation and reform of "benchmarks" could adversely affect the Notes*". The Issuer cannot foresee, as at the date of this Prospectus, what such changes may entail, however, any changes made will be binding on Noteholders.

Credit risk.

An investment in the Notes is subject to credit risk, which means that the Issuer may fail to meet its obligations arising from the Notes duly and in a timely manner. The Issuer's ability to meet its obligations arising from the Notes and the ability of the holders of the Notes to receive payments arising from the Notes depends on the financial position and the results of operations of the Issuer and its subsidiaries, which are subject to other risks described in this Prospectus. The Notes are not bank deposits in the Issuer and are not guaranteed by the Deposit Guarantee Fund (in Estonian: *Tagatisfond*).

No ownership rights.

An investment in the Notes is an investment into debt instruments, which does not confer any legal or beneficial interest in the equity of the Issuer or any of the subsidiaries thereof or any voting rights or rights to receive dividends or other rights which may arise from equity instruments. The Notes represent an unsecured debt obligation of the Issuer, granting the Noteholders only such rights as set forth in the Conditions. The value of the Notes might be affected by the actions of the shareholder of the Issuer over which the investors do not have control.

There may be no active trading market for the Notes.

There can be no assurance that a liquid market for the Notes will be maintained. The investors may find it difficult to sell their Notes or to sell them at prices producing a return comparable to returns on similar investments in the secondary market.

If a market does develop for the Notes, it may not be very liquid. Therefore, no liquidity of any market in the Notes can be assured; nor the ability of the holders of the Notes to sell their Notes or the prices at which they would be able to sell their Notes. Additionally, given the relatively small size of the issuance, large holdings by one or more investors could also impact secondary market liquidity.

If the Notes are traded after their initial issuance, they may be traded at a discount or at a premium to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. It is possible that the market for the Notes will be subject to disruptions or volatility. Any such disruption or volatility may have a negative effect on holders of the Notes, regardless of the Issuer's prospects and financial performance. As a result, there is no assurance that there will be an active trading market for the Notes. If no active trading market develops, you may not be able to resell your holding of the Notes at a fair value, if at all.

Exchange rates and exchange controls.

The Issuer will predominantly pay principal and interest on the Notes in Euro (the "**Specified Currency**"). This presents certain risks relating to currency conversions if a holder of the Notes financial activities is denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes

due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, holders of the Notes may receive less interest or principal than expected, or no interest or principal.

Fixed/Floating Rate Notes and interest rate risks.

The Notes bear interest at a fixed rate to, but excluding, the Reset Date.

During that time, Noteholders are exposed to the risk that the price of such Notes may fall because of changes in the market yield. While the nominal interest rate (i.e. the coupon) of the Notes is fixed until (but excluding) the Reset Date, the market yield typically changes on a daily basis. As the market yield changes, the price of the Notes changes in the opposite direction. If the market yield increases, the price of the Notes falls. If the market yield falls, the price of the Notes increases. Noteholders should be aware that movements of the market yield can adversely affect the price of the Notes and can lead to losses for the Noteholders.

Noteholders should also be aware that the market yield has two components, namely the risk-free rate and the credit spread. The credit spread is reflective of the yield that investors require in addition to the yield on a risk-free investment of equal tenor as a compensation for the risks inherent in the Notes. The credit spread changes over time and can decrease as well as increase for a large number of different reasons.

The market yield of the Notes can change due to changes in the credit spread, the risk-free rate, or both.

If the Notes are not called by the Reset Date, the Notes will bear interest at a floating rate from, and including, the Reset Date to, but excluding, the Maturity Date. The floating rate applicable to the Notes from (and including) the Reset Date is based on two components, namely 3-month EURIBOR and the Margin. The floating rate (i.e. the coupon) is payable quarterly, and will be set immediately prior to any floating Interest Period to the then prevailing 3-month EURIBOR rate plus the Margin.

Noteholders should be aware that the floating rate interest income is subject to changes to 3-month EURIBOR and therefore cannot be anticipated. Hence, Noteholders are not able to determine a definite yield of the Notes at the time of purchase, so that their return on investment cannot be compared with that of investments in simple fixed rate (i.e. fixed rate coupons only) instruments.

Since the Margin is fixed at the Issue Date, Noteholders are subject to the risk that the Margin does not reflect the spread that investors require in addition to 3-month EURIBOR as a compensation for the risks inherent in the Notes (market spread). The market spread typically changes on a daily basis. As the market spread changes, the price of the Notes changes in the opposite direction. A decrease in the market spread has a positive impact on the price of the Notes; an increase in the market spread has a negative impact on the price of the Notes. However, the price of the Notes is subject to changes in the market spread, changes in 3-month EURIBOR or both. Noteholders should be aware that movements in the market spread can adversely affect the price of the Notes and can lead to losses for the Noteholders.

In addition, Noteholders are exposed to reinvestment risk with respect to proceeds from coupon payments or early redemptions by the Issuer. If the market yield (or market spread respectively) declines, and if Noteholders want to invest such proceeds in comparable transactions, Noteholders will only be able to reinvest such proceeds in comparable transactions at the then prevailing lower market yields (or market spreads respectively).

The Notes may be redeemed prior to maturity.

In the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the Republic of Estonia or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions, and subject to compliance with certain regulatory conditions and approval by the Resolution Authority.

The Issuer may also be entitled to redeem in whole (but not in part) the Notes if an MREL Disqualification Event occurs.

In addition, during the year prior to maturity, the Issuer may choose to redeem the Notes (subject to certain regulatory conditions and approvals) at times when prevailing interest rates may be relatively low. In such circumstances a holder of the Notes may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the Notes and may only be able to do so at a significantly lower rate. The exercise of any optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may, or is perceived to be able to, elect to redeem the Notes, the market value of the Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

No rights of set-off or counterclaim.

Holders of Notes shall not be entitled to exercise any right of set-off or counterclaim against moneys owed by the Issuer in respect of such Notes. Therefore, such Noteholders will not be entitled (subject to applicable law) to set off the Issuer's obligations under such Notes against obligations owed by them to the Issuer.

Regulation and reform of "benchmarks" could adversely affect the Notes.

Interest rates and indices which are deemed to be "benchmarks", such as EURIBOR, are the subject of ongoing national, international and other regulatory guidance and proposals for reform, with further changes anticipated. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on the Notes.

The EU Benchmarks Regulation applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. The EU Benchmarks Regulation could have a material impact on any Notes linked to a "benchmark" rate or index, in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the terms of the EU Benchmarks Regulation, and such changes could (amongst other things) have the effect of reducing or increasing the rate or level, or affecting the volatility of the published rate or level, of the benchmark. More broadly, any of the international, national or other proposals for reform, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain "benchmarks", trigger changes in the rules or methodologies used in certain "benchmarks" or lead to the discontinuance or unavailability of quotes of certain "benchmarks".

There is also a risk that certain benchmarks may continue to be administered but may in time become obsolete. On 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a "risk free overnight rate" which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. On 13 September 2018, the working group on Euro risk-free rates recommended the new Euro short-term rate ("€STR") as the new risk-free rate for the euro area. The €STR was published for the first time on 2 October 2019. Although EURIBOR has been reformed in order to comply with the terms of the EU Benchmarks Regulation, it remains uncertain as to how long it will continue in its current form, or whether it will be further reformed or replaced with €STR or an alternative benchmark.

Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or the benchmark could be eliminated entirely, or there could be other consequences that cannot be predicted. The elimination of the EURIBOR benchmark or any other benchmark or changes in the manner of administration of any benchmark or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on the Notes linked to such benchmark. Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative reference rates and as to potential changes to such benchmark may adversely affect such benchmark during the term of the Notes, the return on the Notes and the trading market for securities (including the Notes) based on the same benchmark.

The Conditions of the Notes provide for certain fallback arrangements in the event that a published benchmark (including any page on which such benchmark may be published (or any successor service))

becomes unavailable, including the possibility that the Floating Rate of Interest could be determined by an Independent Adviser or the Issuer or set by reference to a Successor Rate or an Alternative Reference Rate and that such Successor Rate or Alternative Reference Rate may be adjusted (if required) in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to investors arising out of the replacement of the relevant benchmark. However, any such adjustment may not be successful in eliminating economic prejudice or benefit and the Notes may still perform differently than they would if the Original Reference Rate had remained in place. In certain circumstances, the ultimate fallback rate of interest for the purposes of calculation of the Floating Rate of Interest for a particular Interest Period may result in the Floating Rate of Interest for the immediately preceding Interest Period being used (unless such immediately preceding Interest Period ended prior to the Reset Date, in which case the Floating Rate of Interest shall be the last observable Screen Rate as determined by the Agent Bank plus the Margin). This may result in the effective application of a fixed rate for the Notes based on the last Floating Rate of Interest or the last observable Screen Rate. In addition, due to the uncertainty concerning the availability of Successor Rates and Alternative Reference Rates and the involvement of an Independent Adviser, there is a risk that the relevant fallback provisions may not operate as intended at the relevant time. No Successor Rate or Alternative Reference Rate will be adopted to the extent that it (1) could reasonably be expected to prejudice the qualification of the Notes being MREL Eligible Liabilities (for the purposes of, and in accordance with, the Applicable Banking Regulations) or (2) could reasonably be expected to result in the Resolution Authority treating a future Interest Payment Date as the effective maturity of such Notes, rather than the Maturity Date for the purposes of qualification as eligible liabilities and/or loss absorbing capacity of the Issuer.

Any such consequences could have a material adverse effect on the value of and return on the Notes. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant reference rate could affect the ability of the Issuer to meet its obligations under the Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Notes. Investors should consider these matters and consult their own independent advisers when making their investment decision with respect to the Notes.

Because the Global Notes are held by or on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the Issuer.

The Notes will be represented by the Global Notes except in certain limited circumstances described in the Permanent Global Note. The Global Notes will be deposited with a common safekeeper for Euroclear and Clearstream, Luxembourg. Except in certain limited circumstances described in the Permanent Global Note, investors will not be entitled to receive definitive Notes. Euroclear and Clearstream, Luxembourg will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by the Global Notes, investors will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg.

The Issuer will discharge its payment obligations under the Notes by making payments to or to the order of the common safekeeper for Euroclear and Clearstream, Luxembourg for distribution to their account holders. A holder of a beneficial interest in a Global Note must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

Holders of beneficial interests in the Global Notes will not have a direct right to vote in respect of the Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear and Clearstream, Luxembourg to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Notes will not have a direct right under the Global Notes to take enforcement action against the Issuer in the event of a default under the Notes but will have to rely upon their rights under the Deed of Covenant.

Minimum Denomination.

As the Notes have a denomination consisting of the minimum denomination plus a higher integral multiple of another smaller amount, it is possible that the Notes may be traded in amounts in excess of EUR 100,000 (or its equivalent) that are not integral multiples of EUR 100,000 (or its equivalent). In such case a Noteholder who, as a result of trading such amounts, holds a principal amount of less than the minimum denomination may not receive a Definitive Note in respect of such holding (should Definitive Notes be printed) and would need to purchase a principal amount of Notes such that its holding amounts to the minimum denomination.

Credit Rating.

The Issuer has been rated Baa3 and the Notes will be rated by Moody's. The rating may not reflect the potential impact of all of the risks related to the structure, market, additional factors discussed above and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes. In general, European regulated investors are restricted under the EU CRA Regulation from using a rating for regulatory purposes in the EEA, unless such ratings are not issued by a credit rating agency established in the EEA and registered under the EU CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies unless (1) the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the EU CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website in accordance with the EU CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the EU CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Prospectus.

The Issuer may be subject to statutory resolution.

The BRRD (as amended by BRRD II) sets out the necessary steps and powers to ensure that bank failures across the EU are managed in a way which mitigates the risk of financial instability and minimises costs for taxpayers. The BRRD is designed to provide authorities with a harmonised set of tools and powers to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.

The BRRD contemplates that powers will be granted to supervisory authorities including (but not limited to) the introduction of a statutory "**write-down and conversion power**" (exercisable in relation to Tier 1 capital instruments and Tier 2 instruments) and a 'bail-in and loss absorption' power (exercisable in relation to other securities that are not Tier 1 or Tier 2 capital instruments), which will give the recovery and resolution authority under the BRRD and Regulation (EU) No 806/2014 (the "**Resolution Authority**"), the power to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities (which could include the Notes) of a failing financial institution and/or to convert certain debt claims (which could include the Notes) into another security, including equity instruments of the surviving Issuer entity, if any. The Estonian legislation implementing the BRRD, the Estonian Financial Crisis Prevention and Resolution Act, entered into force on 29 March 2015 and was most recently amended March 2022. For more information on the implementation of the BRRD in Estonia, see "*The Estonian resolution legislation implementing the BRRD Directive*" below.

As well as a "write-down and conversion power" and a "bail-in and loss absorption" power as described above, the powers granted to the Resolution Authority under the BRRD include the power to (i) direct the sale of the relevant financial institution or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that would otherwise apply, (ii) transfer all or part of the business of the relevant financial institution to a "bridge bank"

(a publicly controlled entity) and (iii) transfer assets of the relevant financial institution to an asset management vehicle to allow them to be managed over time. In addition, among the broader powers granted to the Resolution Authority under the BRRD, the BRRD provides powers to the Resolution Authority to amend the maturity date and/or any interest payment date of debt instruments or other eligible liabilities of the relevant financial institution and/or impose a temporary suspension of payments.

The write-down and conversion power can be used to ensure that Tier 1 and Tier 2 Capital instruments and instruments qualifying as eligible liabilities fully absorb losses at the point of non-viability of an institution (or, if applicable, its group) and before any other resolution action is taken.

Pursuant to Condition 17 (*Acknowledgment of Bail-in and Loss Absorption Powers*), each Noteholder acknowledges and accepts that any liability of the Issuer arising under the Notes may be subject to the exercise of Bail-in and Loss Absorption Powers by the Resolution Authority. The exercise of any such power or any suggestion of such exercise could materially adversely affect the value of any Notes subject to the BRRD and could lead to the Noteholders losing some or all of their investment in the Notes. Prospective investors in the Notes should consult their own advisers as to the consequences of the implementation of the BRRD.

In addition to the BRRD, the EU has adopted a directly applicable regulation governing the resolution of the most significant financial institutions in the Euro-zone, *i.e.* a regulation establishing a Single Resolution Mechanism for them (806/2014, "**SRM Regulation**"). The SRM Regulation establishes a single European resolution board (consisting of representatives from the European Central Bank ("**ECB**"), the European Commission and the relevant national resolution authorities) (the "**Resolution Board**") having resolution powers over the entities that are subject to the SRM Regulation, thus replacing or exceeding the powers of the national resolution authorities. In addition, to ensure the consistent application of high resolution standards, the Resolution Board can decide, upon request by the relevant national resolution authority, or at its own initiative, to directly exercise resolution powers with respect to entities that do not in essence qualify as significant institutions and thus, would generally fall within a national resolution authority's original remit.

The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the Resolution Board is able to apply the same powers that would otherwise be available to the relevant national resolution authority. These resolution powers include the sale of business tool, the bridge institution tool, the asset separation tool, the bail-in and loss absorption tool and the mandatory write-down and conversion power in respect of capital instruments. The exercise of any resolution powers or early intervention measures or any powers pursuant to BRRD with respect to the Issuer or any suggestion of such exercise will likely materially adversely affect the price or value of an investment in Notes and/or the ability of the Issuer to satisfy its obligations under such Notes and could lead to the holders of the Notes losing some or all of their investment in the Notes.

The Estonian resolution legislation implementing the BRRD Directive.

The BRRD was implemented in Estonia by the Financial Crisis Prevention and Resolution Act (as amended, the "**FCPRA**"). Under the FCPRA, the Resolution Authority is the **EFSA**. The FCPRA provides for certain resolution measures, including the power to impose in certain circumstances a suspension of activities. Any suspension of activities can, to the extent determined by the EFSA, result in the partial or complete suspension of the performance of agreements entered into by the Issuer. The FCPRA also grants the power to the EFSA to take a number of resolution measures which may apply to the Issuer and the Group, including (i) a forced sale of the credit institution (sale of business), (ii) the establishment of a bridge institution bank or, (iii) the forced transfer of all or part of the assets, rights or obligations of the credit institution (asset separation) and (iv) the application of the general bail-in and loss absorption tool. In addition, the FCPRA sets forth that all credit institutions must at all times meet the own funds and eligible liabilities (the "**MREL**") requirement determined by the EFSA.

If the debt bail-in and loss absorption tool and the statutory write-down and conversion power become applicable to the Issuer, the Notes may be subject to write-down or conversion into equity on any application of the bail-in and loss absorption tool, which may result in Noteholders losing some or all of their investment. Subject to certain conditions, the terms of the obligations owed by the Issuer may also be varied by the Resolution Authority (*e.g.* as to maturity, interest and interest payment dates). The exercise of any power under the resolution legislation or any suggestion of such exercise could materially adversely affect the rights of Noteholders, the price or value of their investment in any Notes and/or the ability of the Issuer to satisfy its obligations under any Notes.

The Notes may be subjected in the future to the bail-in and loss absorption resolution tool by the Resolution Authority and to the mandatory burden sharing measures for the provision of precautionary capital support which may result into their write-down in full.

Under the FCPRA, powers have been granted to the Resolution Authority which include the bail-in and loss absorption tool through which an institution subjected to resolution may be recapitalised either by way of write-down or conversion of liabilities (including the Notes) into ordinary shares. The bail-in and loss absorption tool may be imposed either as a sole resolution measure or in combination with the rest of the resolution tools that may be imposed by the Resolution Authority in case of the resolution of a failing credit institution.

The Notes may be subjected to the said bail-in and loss absorption tool. So, if the Issuer or the Group is subjected to resolution measures in the future, then the value of such Notes may be written down (up to zero) as a result of the imposition of the bail-in and loss absorption tool by the EFSA. Furthermore, the Notes may be subject to modifications or the disapplication of provisions in the Conditions of the Notes, including alteration of the principal amount or any interest payable on the Notes, the maturity date or any other dates on which payments may be due, as well as the suspension of payments for a certain period.

Pursuant to Condition 17 (*Acknowledgment of Bail-in and Loss Absorption Powers*), each Noteholder acknowledges and accepts that any liability of the Issuer arising under the Notes may be subject to the exercise of Bail-in and Loss Absorption Powers by the Resolution Authority.

Changes in laws or administrative practices could entail risks.

The conditions of the Notes are based on the laws of England in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to the laws of England or administrative practice after the date of this Prospectus. Furthermore, the Issuer and the Group operates in a heavily regulated environment and has to comply with extensive regulations in the Republic of Estonia. No assurance can be given as to the impact of any possible judicial decision or change to laws or administrative practices of Estonia after the date of this Prospectus.

Recognition of choice of court agreements and enforcement of foreign judgements in Estonia.

In accordance with Condition 16 (*Governing Law and Jurisdiction*), the courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with the Notes (including any non-contractual obligation arising out of or in connection with the Notes). In accordance with Condition 16(d) (*Rights of the Noteholders to take proceedings outside England*), notwithstanding Condition 16(b) (*English courts*), any Noteholder may take proceedings relating to a dispute in any other courts with jurisdiction. To the extent allowed by law, Noteholders may take concurrent proceedings in any number of jurisdictions.

Under item (a) of paragraph 1 of Article 67 of the agreement on the withdrawal of United Kingdom of Great Britain and Northern Ireland from the European Union and the European Atomic Energy Community (the "**Withdrawal Agreement**"), the provisions regarding the jurisdiction of Regulation (EU) No 1215/2012 of the European Parliament and the Council of 12 December 2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (recast) (the "**Brussels Regulation**") apply in respect of legal proceedings instituted before 1 January 2021 and in respect of proceedings or actions that are related to such legal proceedings pursuant to Articles 29, 30 and 31 of the Brussels Regulation. Under item (a) of paragraph 2 of Article 67 of the Withdrawal Agreement, the Brussels Regulation shall apply to the recognition and enforcement of judgments given in any legal proceedings instituted before 1 January 2021, and to instruments formally drawn up or registered and court settlements approved or concluded before 1 January 2021. Under Estonian law, the provisions of international treaties and the Brussels Regulation have supremacy over national law provisions on jurisdiction. Thus, for the purposes of legal proceedings initiated, instruments formally drawn up or registered, and court settlements approved or concluded before 1 January 2021, the validity of the choice of jurisdiction of English courts is to be assessed in an Estonian court (in case a dispute is brought to an Estonian court), and the judgments of English courts are to be recognised in Estonia in accordance with, and subject to limitations arising from, the Brussels Regulation. The recognition of the choice of jurisdiction of English courts and the recognition and enforcement of judgments of English courts made on or after 1 January 2021 would be assessed and carried out in Estonia in accordance with the Hague Convention of 30 June 2005 on Choice of Court Agreements and the Estonian Code of Civil Procedure, if and as applicable. The validity of the parties' agreement on jurisdiction, including as stipulated in Condition 22(d) would be assessed by Estonian courts in accordance with, firstly, the Hague Convention on the Choice of Court Agreements, and, secondly, the Estonian Code of Civil Procedure. The provisions of the Estonian Code of Civil Procedure would also apply

to recognition of choice of court and enforcement of judgments of courts of other countries which are not subject to the Brussels Regulation or international agreements or conventions. The Estonian Code of Civil Procedure stipulates that parties are generally free to contractually agree on a jurisdiction of their choice, provided that, among others, the contract is concluded in the course of their business activities, in writing or in a format which can be reproduced in writing and does not relate to a matter in respect of which the exclusive jurisdiction of Estonian courts is stipulated by the Estonian Code of Civil Procedure. In order to be valid, the relevant agreement concerning applicable jurisdiction should not in bad faith exclude a party's right to use Estonian jurisdiction. The validity of asymmetric jurisdiction clauses is not expressly regulated in the Estonian Code of Civil Procedure and is untested in the practice of the Estonian Supreme Court. With respect to the recognition of judgments of foreign courts, the Estonian Code of Civil Procedure provides that a court may refuse, on the application of an interested party, to recognize the judgment based on the grounds stipulated in the Estonian Code of Civil Procedure. Such grounds include, above all, conflict with public policy, failure to deliver the action and procedural documents to the defendant, existence of the conflicting court decisions and inappropriate jurisdiction, amongst others.

Thus, the ability of Noteholders to bring proceedings against the Issuer in English courts or other foreign courts and the recognition and enforcement of the judgements of English courts and other foreign courts in Estonia may be subject to limitations and conditions arising from, as applicable in each particular situation, the Brussels Regulation, the international agreements or conventions or the Estonian Code of Civil Procedure.

Recognition and enforcement of choice of English law to govern the Notes and procedural rules applied in court proceedings in Estonia.

Under item (a) of Article 66 of the Withdrawal Agreement, Regulation (EC) 593/2008 of the European Parliament and of the Council of 17 June 2008 on the law applicable to contractual obligations (the "**Rome I Regulation**") shall apply with respect to contracts concluded before 1 January 2021. As under Estonian law, provisions of international treaties and the Brussels Regulation have supremacy over national law provisions on jurisdiction, if a dispute relating to an agreement concluded before 1 January 2021 is brought in an Estonian court and should such Estonian court have jurisdiction over the dispute, the choice of governing law would be assessed by such Estonian court on the basis of the Rome I Regulation. For contracts concluded on or after 1 January 2021, recognition of choice of law to govern any contractual obligations would, in a situation where a relevant dispute is brought to an Estonian court (and provided that such Estonian court has jurisdiction over the dispute) be decided by the Estonian court in accordance with the Estonian Private International Law Act. In accordance with the Estonian Private International Law Act, as a general principle, an agreement shall be governed by the law chosen by the parties and, by their choice, parties may select the law applicable to the whole or part of the agreement. However, a foreign law chosen by the parties shall not be applied by Estonian courts in certain circumstances, above all, if: (i) application of a provision of foreign law is manifestly incompatible with the public policy ("**ordre public**") of Estonia; (ii) provisions of foreign law allow the parties to deviate from the provisions of Estonian law that have extraterritorial application or overriding mandatory provisions; or (iii) the substance of the applicable foreign law cannot be established by the Estonian court, regardless of all reasonable efforts, within a reasonable time. In such circumstances Estonian courts may apply Estonian law instead.

Further to the above, in any proceedings taken in Estonian courts or other authorities for the enforcement of the Notes, the courts and the authorities would apply procedural rules of Estonian law, and the enforcement would thus be subject to the limitations arising from Estonian law. Such limitations include, inter alia, that the enforcement of the Notes in Estonian courts may be subject to restrictions based upon principles of reasonableness and fairness, statutory limitations for filing of claims and the general discretionary authority of the courts to mitigate damages. In addition, restrictions on the enforcement of the Notes could (depending on the circumstances) arise from applicable bankruptcy, insolvency, moratorium and other laws of general application relating to or affecting generally the enforcement of creditors' rights and remedies from time to time in effect.

Any of the above may adversely affect the enforcement by Noteholders of their claims against the Issuer arising from the Notes.

Under certain circumstances, the Issuer's ability to redeem the Notes may be limited.

The rules under the CRD prescribe certain conditions for the granting of permission by the Resolution Authority to a request by the Issuer to redeem or repurchase the Notes. The Issuer may redeem or repurchase the Notes only if such redemption or repurchase is in accordance with applicable provisions of the Applicable Banking Regulations, and, where necessary, has been granted the approval of or permission

from the Resolution Authority (to the extent such approval is then required under the Applicable Banking Regulations).

The Notes will be structurally subordinated to the claims of creditors of the Issuer's principal subsidiary.

Some of the Issuer's subsidiaries have incurred indebtedness, and in the future will continue to incur indebtedness, in order to finance their respective operations. A significant proportion of the Group's indebtedness has been incurred by LHV Bank. In the event of the insolvency of LHV Bank, or one or more of the Issuer's other subsidiaries, the claims of their respective secured and unsecured creditors, including trade creditors, banks and other lenders, will have priority with respect to LHV Bank's (or such other subsidiary's) assets over any claims that the Issuer or the creditors of the Issuer, as applicable, may have with respect to such assets. Accordingly, if the Issuer became insolvent at the same time, claims of the Noteholders against the Issuer in respect of the Notes would be structurally subordinated to the claims of all such creditors of LHV Bank or such other subsidiary. The Conditions of the Notes do not restrict the amount of indebtedness that the Group may incur, including indebtedness of LHV Bank or the Issuer's other subsidiaries.

The Issuer is not prohibited from issuing further debt, which may rank pari passu with or senior to the Notes.

There is no restriction on the amount of debt or on the amount of securities that the Issuer may issue that rank *pari passu* with or senior to the Notes. The issue of any such debt or securities may reduce the amount recoverable by Noteholders in the event of voluntary or involuntary liquidation or bankruptcy of the Issuer.

Remedies in case of default on the Notes are severely limited.

The Notes contain limited enforcement events relating to (a) non-payment by the Issuer of any amounts due and (b) the winding-up, insolvency or bankruptcy of the Issuer, whether in Estonia or elsewhere.

In such circumstances, as described in more detail in Condition 7 (*Events of Default*), a Noteholder may institute proceedings for the winding-up or dissolution of the Issuer, in each case, in Estonia and not elsewhere, and prove or claim in the winding-up, insolvency or bankruptcy of the Issuer.

In each case, however, the holder of such Notes may claim payment in respect of such Notes only in the winding-up, insolvency or bankruptcy of the Issuer.

The Issuer could, in certain circumstances, substitute or vary the terms of the Notes.

In certain circumstances (such as if a Withholding Tax Event or MREL Disqualification Event has occurred and is continuing, or in order to ensure the effectiveness of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*)), the Issuer may, in accordance with Applicable Banking Regulations and without the consent or approval of the Noteholders, substitute or vary the terms of such Notes (including changing the governing law of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*)) to ensure that, if applicable, they continue to qualify as eligible liabilities, in accordance with the Conditions, or in order to ensure the effectiveness of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*).

While the Issuer cannot make changes to the terms of such Notes that, in its reasonable opinion, are materially less favourable to a holder of such Notes, the governing law of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*) may be changed in order to ensure the effectiveness and enforceability of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*).

There can be no assurance as to whether any of these changes will negatively affect any particular Noteholder. In addition, the tax and stamp duty consequences of holding such varied Notes could be different for some categories of Noteholders from the tax and stamp duty consequences for them of holding the Notes prior to such substitution or variation.

The Issuer's gross-up obligation under the Notes is limited.

The Issuer's obligation to pay additional amounts in respect of any withholding or deduction in respect of taxes under the terms of the Notes applies only to payments of interest due and paid under such Notes and not to payments of principal (which term, for these purposes, includes any premium, final redemption amount, early redemption amount, optional redemption amount and any other amount (other than interest) which may from time to time be payable in respect of such Notes).

As such, the Issuer would not be required to pay any additional amounts under the terms of the Notes to the extent any withholding or deduction applied to payments of principal. Accordingly, if any such withholding or deduction were to apply to any payments of principal under the Notes, such Noteholders would, upon repayment or redemption of such Notes, be entitled to receive only the net amount of such redemption or repayment proceeds after deduction of the amount required to be withheld. Therefore, Noteholders may receive less than the full amount due under such Notes, and the market value of such Notes may be adversely affected as a result.

The qualification of the Notes as "eligible liabilities" is subject to uncertainty.

The Notes are intended to be "eligible liabilities" (or any equivalent or successor term) ("**MREL Eligible Liabilities**") which are available to count towards the Issuer's and/or the Group's eligible liabilities and/or loss absorbing capacity. However, there is uncertainty regarding the final substance of the applicable MREL regulations and how those regulations, once enacted, are to be interpreted and applied and the Issuer cannot provide any assurance that the Notes will be (or thereafter remain) MREL Eligible Liabilities.

The Issuer may be entitled to redeem the Notes in whole (but not in part) if a MREL Disqualification Event occurs.

INFORMATION INCORPORATED BY REFERENCE

The documents set out below shall be deemed to be incorporated in, and to form part of, this Prospectus **provided however that** any statement contained in any document incorporated by reference in, and forming part of, this Prospectus shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supercedes such statement.

1. **ASLHV Group 2019:** the audited consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2019 prepared in accordance with IFRS (set out on pages 50 to 152 of the 2019 annual report of the Issuer) (available at: https://investor.lhv.ee/assets/files/LHV_Group_Annual_Report_2019-EN.pdf);
2. **ASLHV Group 2020:** the audited consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2020 prepared in accordance with IFRS (set out on pages 62 to 161 of the 2020 annual report of the Issuer) (available at: https://investor.lhv.ee/assets/files/LHV_Group_Annual_Report_2020-EN.pdf);
3. **ASLHV Group 2021:** the audited consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2021 prepared in accordance with IFRS (set out on pages 74 to 170 of the 2021 annual report of the Issuer) and the section "Overview of the Group's subsidiaries in 2021" (set out on pages 66 to 71 of the 2021 annual report of the Issuer) (available at: https://investor.lhv.ee/assets/files/LHV_Group_Annual_Report_2021-EN.pdf); and
4. **ASLHV Group Q3 2022:** the condensed consolidated interim financial statements of the Issuer and related notes as of and for the nine months ended 30 September 2022 (set out on pages 19 to 38 of the interim report January – September 2022 of the Issuer) and the sections "Overview of AS LHV Pank Consolidation Group" (set out on pages 13 to 15 of the interim report January – September 2022 of the Issuer) and "Overview of AS LHV Varahaldus" (set out on pages 16 to 17 of the interim report January – September 2022 of the Issuer) (available at: https://www.lhv.ee/assets/files/investor/LHV_Group_Interim_Report_2022_Q3-EN.pdf).

The Financial Statements will be made available, free of charge, during usual business hours at the specified offices of the Fiscal Agent and on the website of the Issuer at <https://investor.lhv.ee/en>, unless such documents have been modified or superseded.

This Prospectus will be available, in electronic format, on the website of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>).

Any information contained in or incorporated by reference in any of the documents specified above which is not incorporated by reference in this Prospectus is either not relevant to investors or is covered elsewhere in this Prospectus and, for the avoidance of doubt, unless specifically incorporated by reference into this Prospectus, information contained on the website of the Issuer does not form part of this Prospectus.

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the Terms and Conditions of the Notes which (subject to completion and amendment) will be endorsed on each Note in definitive form:

The EUR 100,000,000 0.875 percent Fixed/Floating Rate Notes due September 2025 (the "**New Notes**", which expression includes any further notes issued pursuant to Condition 12 (*Further issues*) and forming a single series therewith) of AS LHV Group (the "**Issuer**") will be issued on 14 November 2022 (the "**Issue Date**") and will be consolidated to form a single series with the EUR 100,000,000 0.875 per cent. Fixed/Floating Rate Notes due September 2025 issued on 9 September 2021 (the "**Original Notes**", and, together with the New Notes, the "**Notes**"). The Notes are the subject of a fiscal agency agreement dated 9 September 2021 (as supplemented by the supplemental agency agreement dated 14 November 2022 and as further amended or supplemented from time to time, the "**Agency Agreement**") between the Issuer, Citibank, N.A., London Branch as fiscal agent (the "**Fiscal Agent**", which expression includes any successor fiscal agent appointed from time to time in connection with the Notes) and the paying agents named therein (together with the Fiscal Agent, the "**Paying Agents**", which expression includes any successor or additional paying agents appointed from time to time in connection with the Notes) and Citibank, N.A., London Branch as agent bank (the "**Agent Bank**", which expression includes any successor agent bank appointed from time to time in connection with the Notes). Certain provisions of these Conditions are summaries of the Agency Agreement and the deed of covenant dated 9 September 2021 entered into by the Issuer (as supplemented by a supplemental deed of covenant dated 14 November 2022 entered into by the Issuer, the "**Deed of Covenant**") and are subject to their detailed provisions. The holders of the Notes (the "**Noteholders**") and the holders of the related interest coupons (the "**Couponholders**" and the "**Coupons**", respectively) are bound by, and are deemed to have notice of, all the provisions of the Agency Agreement and the Deed of Covenant applicable to them. Copies of the Agency Agreement and the Deed of Covenant are available for inspection by Noteholders during normal business hours at the Specified Offices (as defined in the Agency Agreement) of each of the Paying Agents, the initial Specified Offices of which are set out below.

1. **Form, Denomination and Title**

The Notes are serially numbered and in bearer form in denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000 with Coupons attached at the time of issue. No definitive Notes will be issued with a denomination above EUR 199,000. Notes of one denomination may not be exchanged for Notes of any other denomination. Title to the Notes, and the Coupons will pass by delivery. The Noteholder, or Couponholder shall (except as otherwise required by law) be treated as the absolute owner of such Note or Coupon for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing thereon or any notice of any previous loss or theft thereof) and no person shall be liable for so treating such Noteholder or Couponholder. No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999.

2. **Status**

- (a) The Notes and obligations in relation to any related Coupons resulting therefrom constitute senior, unsecured, unsubordinated, direct, general and unconditional obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
- (b) No Noteholder shall be entitled to exercise any right of set-off or counterclaim against moneys owed by the Issuer in respect of such Notes. If any amounts owed by the Issuer to any Noteholder in connection with the Notes is discharged by set-off, such Noteholder shall, where permitted by applicable law, immediately pay an amount equal to the amount discharged to the Issuer (or, in the event of its winding-up, the liquidator of the Issuer) and, until such time as payment is made, shall hold an amount equal to such amount discharged on behalf and for the benefit of the Issuer (or the liquidator of the Issuer) and accordingly not deem any such discharge to have taken place.

- (c) The rights of Noteholders shall be subject to any present or future Estonian laws or regulations relating to the insolvency, recovery and resolution of credit institutions and investment firms in Estonia which are or will be applicable to the Notes only as a result of the operation of such laws or regulations.

3. Interest

- (a) *Interest Payment Dates:* The Notes bear interest on their outstanding principal amount from and including 9 September 2022 (the "**Interest Commencement Date**"), payable annually in arrear on 9 September in each year from and including 9 September 2023 to and including 9 September 2024 (the "**Reset Date**") (each, a "**Fixed Interest Payment Date**"). Thereafter interest will be payable quarterly in arrear on 9 December 2024, 9 March 2025, 9 June 2025 and 9 September 2025 (together with each Fixed Interest Payment Date, each an "**Interest Payment Date**"). If any Interest Payment Date (other than a Fixed Interest Payment Date) would otherwise fall on a day which is not a Business Day it shall be postponed to the next day which is a Business Day unless it would then fall into the next calendar month in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

The amount of interest payable on each Fixed Interest Payment Date shall be EUR 8.75 in respect of each Note of EUR 1,000 (the "**Calculation Amount**"). If interest is required to be paid in respect of a Note for a period other than an Interest Period and such period ends prior to or on the Reset Date, such interest shall be calculated by applying the Fixed Rate of Interest to the Calculation Amount, multiplying such sum by the Fixed Day Count Fraction and rounding the resultant figure to the nearest cent, (half a cent being rounded upwards) and multiplying such rounded figure by a fraction equal to the denomination of such Note divided by the Calculation Amount, where:

"Business Day" means a day which is both a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London and a TARGET Settlement Day.

"Fixed Day Count Fraction" means, in respect of any period, the actual number of days in the relevant period, from (and including) the first day in such period to (but excluding) the last day in such period, divided by the number of days in the Regular Period in which the relevant period falls;

"Interest Period" means the period from (and including) the Interest Commencement Date to (but excluding) the first Interest Payment Date and each successive period from (and including) an Interest Payment Date to (but excluding) the next succeeding Interest Payment Date; and

"Regular Period" means each period from (and including) the Interest Commencement Date or any Fixed Interest Payment Date to (but excluding) the next Interest Payment Date.

Whenever it is necessary to calculate an amount of interest in respect of the Notes for a period beginning on or after the Reset Date, such interest shall be calculated in accordance with Condition 3(d) (*Determination of Floating Rate of Interest and Interest Amount*) below.

- (b) *Interest Accrual:* Each Note will cease to bear interest from the due date for redemption unless, upon due presentation, payment of principal is improperly withheld or refused, in which case it will continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Note up to that day have been paid and (b) the day which is five days after the Fiscal Agent has notified the Noteholders that it has received all sums due in respect of the Notes up to such fifth day (except to the extent that there is any subsequent default in payment).
- (c) *Interest Rate:* The rate of interest payable in respect of each Interest Period ending prior to the Reset Date shall be 0.875 per cent. per annum (the "**Fixed Rate of Interest**"). Thereafter, the rate of interest payable from time to time in respect of the Notes (the

"**Floating Rate of Interest**") will be determined by the Agent Bank on the following basis:

- (i) on each Interest Determination Date, the Agent Bank will determine the Screen Rate at approximately 11.00 a.m. (Brussels time) on that Interest Determination Date. If the Screen Rate is unavailable, the Issuer will request the principal Euro-zone office of each of the Reference Banks to provide the Agent Bank with the rate at which deposits in euro are offered by it to prime banks in the Euro-zone interbank market for three months at approximately 11.00 a.m. (Brussels time) on the Interest Determination Date in question and for a Representative Amount;
- (ii) the Floating Rate of Interest for the Interest Period shall be the Screen Rate plus the Margin or, if the Screen Rate is unavailable, and at least two of the Reference Banks provide such rates, the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) as established by the Agent Bank of such rates, plus the Margin; and
- (iii) if fewer than two rates are provided as requested, the Floating Rate of Interest for that Interest Period will be the arithmetic mean of the rates quoted by major banks in the Euro-zone, selected by the Issuer and communicated to the Agent Bank, at approximately 11.00 a.m. (Brussels time) on the first day of such Interest Period for loans in euro to leading European banks for a period of three months commencing on the first day of such Interest Period and for a Representative Amount, plus the Margin. If the Floating Rate of Interest cannot be determined in accordance with the above provisions, the Floating Rate of Interest shall be determined as at the last preceding Interest Determination Date (unless such Interest Determination Date was in respect of an Interest Period ending prior to the Reset Date, in which case the Floating Rate of Interest shall be the last observable Screen Rate as determined by the Agent Bank plus the Margin).

Where:

"**Interest Determination Date**" means the second TARGET Settlement Day before the commencement of the Interest Period for which the rate will apply.

"**Margin**" means 1.400 per cent. per annum.

"**Reference Banks**" means the principal Euro-zone office of each of four major banks engaged in the Euro-zone interbank market selected by the Issuer on the advice of an investment bank of international repute.

"**Representative Amount**" means, in relation to any quotation of a rate for which a Representative Amount is relevant, an amount that is representative for a single transaction in the relevant market at the relevant time.

"**Screen Rate**" means the offered rate for three month deposits in euro which appears on the Reuters page EURIBOR01 (or such replacement page or pages on that service which displays the information).

- (d) *Determination of Floating Rate of Interest and Interest Amount:* In respect of each Interest Period starting on or after the Reset Date, the Agent Bank shall, as soon as practicable after 11.00 a.m. (Brussels time) on each Interest Determination Date, but in no event later than the third Business Day thereafter, determine the euro amount (the "**Interest Amount**") payable in respect of interest on each Note for the relevant Interest Period. The Interest Amount shall be determined by applying the Floating Rate of Interest to the Calculation Amount, multiplying the sum by the actual number of days in the Interest Period concerned divided by 360 and rounding the resultant figure to the nearest cent (half a cent being rounded upwards) and multiplying such rounded figure by a fraction equal to the denomination of such Note divided by the Calculation Amount.
- (e) *Publication of Floating Rate of Interest and Interest Amount:* The Agent Bank shall cause the Floating Rate of Interest and the Interest Amount for each Interest Period starting on

or after the Reset Date and the relative Interest Payment Date to be notified to the Issuer and the Paying Agents (by no later than the first day of each Interest Period) and to be published in accordance with Condition 14 (*Notices*) as soon as possible after their determination, and in no event later than the second Business Day thereafter. The Issuer will in turn deliver or procure to be delivered any such notices to any stock exchange or other relevant authority on which the Notes are at the relevant time listed if and to the extent required by applicable law and or listing rules. The Interest Amount and Interest Payment Date may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. The Agent Bank shall not be obliged to publish each Interest Amount but instead may publish only the Interest Amount per Calculation Amount.

- (f) *Notifications, etc. to be final:* All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 3 (*Interest*), whether by the Reference Banks (or any of them) or the Agent Bank, will (in the absence of manifest error) be binding on the Issuer, the Agent Bank, the Paying Agents and all Noteholders and Couponholders and (in the absence of wilful default and bad faith) no liability to the Issuer, or the Noteholders or the Couponholders shall attach to the Reference Banks (or any of them) or the Agent Bank in connection with the exercise or non-exercise by any of them of their powers, duties and discretions under this Condition 3 (*Interest*).
- (g) *Benchmark Replacement:* Notwithstanding the provisions above in this Condition 3 (*Interest*), if the Issuer (in consultation, to the extent practicable, with the Agent Bank) determines that a Benchmark Event has occurred when any Floating Rate of Interest (or the relevant component part thereof) remains to be determined by reference to the Original Reference Rate (as applicable), then the following provisions shall apply:
 - (i) the Issuer shall use reasonable endeavours to appoint an Independent Adviser and shall, to the extent practicable, consult with such Independent Adviser to determine a Successor Rate or, alternatively, if the Issuer, (in consultation with the Independent Adviser and acting in good faith and in a commercially reasonable manner) determines that there is no Successor Rate, an Alternative Reference Rate, and, in each case, an Adjustment Spread no later than three (3) Business Days prior to the relevant Interest Determination Date relating to the next succeeding Interest Period starting on or after the Reset Date (the "**IA Determination Cut-off Date**") for purposes of determining the Floating Rate of Interest applicable to the Notes for all future Interest Periods (subject to the subsequent operation of this Condition 3(g) (*Benchmark Replacement*));
 - (ii) if the Issuer is unable to appoint an Independent Adviser prior to the IA Determination Cut-off Date in accordance with sub-paragraph (i) above, then the Issuer (acting in good faith and in a commercially reasonable manner, and, to the extent practicable, in consultation, with the Agent Bank) may determine a Successor Rate or, if the Issuer determines that there is no Successor Rate, an Alternative Reference Rate for the purposes of determining the Floating Rate of Interest applicable to the Notes for all future Interest Periods (subject to the subsequent operation of this Condition 3(g) (*Benchmark Replacement*)); provided, however, that if this subparagraph (ii) applies and the Issuer is unable or unwilling to determine a Successor Rate or an Alternative Reference Rate prior to the Interest Determination Date relating to the next succeeding Interest Period starting on or after the Reset Date in accordance with this sub-paragraph (ii), the Floating Rate of Interest applicable to such Interest Period shall be equal to the Floating Rate of Interest last determined in relation to the Notes in respect of a preceding Interest Period (unless such Interest Period ended prior to the Reset Date, in which case the Floating Rate of Interest shall be the last observable Screen Rate as determined by the Agent Bank plus the Margin);
 - (iii) if a Successor Rate or an Alternative Reference Rate is determined in accordance with the preceding provisions, such Successor Rate or Alternative Reference Rate shall be used in place of the Original Reference Rate for all

future Interest Periods (subject to the subsequent operation of this Condition 3(g) (*Benchmark Replacement*));

- (iv) If a Successor Rate or Alternative Reference Rate is determined in accordance with Condition 3(g)(i) above, the Issuer, following consultation with the Independent Adviser and acting in good faith and in a commercially reasonable manner shall determine an Adjustment Spread which may be expressed as a specified quantum, or a formula or methodology for determining the applicable Adjustment Spread and which Adjustment Spread may be positive, negative or zero and shall be applied to the Successor Rate or the Alternative Reference Rate (as the case may be) for each subsequent determination of the Floating Rate of Interest (or the relevant component(s) thereof) by reference to such Successor Rate or Alternative Reference Rate, as applicable;
- (v) if the Issuer determines a Successor Rate or an Alternative Reference Rate and, in each case, any Adjustment Spread in accordance with the above provisions, the Issuer (in consultation with the Independent Adviser) may also, following consultation, to the extent practicable, with the Agent Bank, specify changes to the Business Day, business day convention, day count fraction, Interest Determination Date, Interest Payment Date, screen page, and/or the definition of Screen Rate or the Adjustment Spread applicable to the Notes (and, in each case, related provisions and definitions), and the method for determining the fallback rate in relation to the Notes, in order to follow market practice in relation to such Successor Rate or Alternative Reference Rate (as applicable), which changes shall apply to the Notes for all future Interest Periods starting on or after the Reset Date (as applicable) (subject to the subsequent operation of this Condition 3(g) (*Benchmark Replacement*)). An Independent Adviser appointed pursuant to this Condition 3(g) (*Benchmark Replacement*) shall (in the absence of bad faith, gross negligence and wilful misconduct) have no liability whatsoever to the Issuer, the Fiscal Agent, the Agent Bank or Noteholders for any advice given to the Issuer in connection with any determination made by the Issuer pursuant to this Condition 3(g) (*Benchmark Replacement*). No Noteholder consent shall be required in connection with effecting the Successor Rate or the Alternative Reference Rate (as applicable) and, in each case, the Adjustment Spread or such other changes, including for the execution of any documents, amendments or other steps by the Issuer or Fiscal Agent (if required); and
- (vi) the Issuer shall promptly following the determination of any Successor Rate, Alternative Reference Rate or Adjustment Spread give notice thereof and of any changes pursuant to sub-paragraph (v) above to the Agent Bank, the Fiscal Agent and the Noteholders.
- (vii) Notwithstanding any other provision of this Condition 3(g) (*Benchmark Replacement*), no Successor Rate, Alternative Reference Rate or Adjustment Spread (as applicable) will be adopted, and no other amendments to the terms of the Notes will be made pursuant to this Condition 3(g) (*Benchmark Replacement*), if and to the extent that, in the determination of the Issuer (i) the same could reasonably be expected to prejudice the qualification of the Notes being MREL Eligible Liabilities (for the purposes of, and in accordance with, the Applicable Banking Regulations) or (ii) the same could reasonably be expected to result in the Resolution Authority treating a future Interest Payment Date as the effective maturity of such Notes, rather than the Maturity Date for the purposes of qualification as eligible liabilities and/or loss absorbing capacity of the Issuer.

For the purposes of this Condition 3(g) (*Benchmark Replacement*):

"Adjustment Spread" means a spread (which may be positive, negative or zero) or formula or methodology for calculating a spread, in each case, to be applied to the relevant Successor Rate or the relevant Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended or formally provided as an option for parties to adopt in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (ii) in the case of a Successor Rate for which no such formal recommendation has been made as described in clause (i) above, or in the case of an Alternative Reference Rate, the Issuer (in consultation with the Independent Adviser and acting in good faith and in a commercially reasonable manner) determines is recognised or acknowledged as being in customary market usage in transactions which reference the Original Reference Rate, where such rate has been replaced by such Successor Rate or Alternative Reference Rate (as applicable); or
- (iii) if no such customary market usage is recognised or acknowledged, the Issuer (acting in good faith and in a commercially reasonable manner) in its discretion determines to be appropriate;

"Alternative Reference Rate" means the reference rate (and related alternative screen page or source, if available) that the Issuer determines has replaced the Original Reference Rate in customary market usage for the purposes of determining floating rates of interest in respect of bonds denominated in euro or, if the Issuer determines that there is no such rate, such other rate as the Issuer in its discretion (in consultation with the Independent Adviser and acting in good faith and in a commercially reasonable manner) in its discretion determines is most comparable to the Original Reference Rate;

"Benchmark Event" means:

- (i) the Original Reference Rate has ceased to be published on the screen page as a result of such benchmark ceasing to be calculated or administered; or
- (ii) the later of (i) the making of a public statement by the administrator of the Original Reference Rate that it will, on or before a specified date, cease publishing such Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Original Reference Rate) and (ii) the date falling six months prior to the date specified in (i) above; or
- (iii) the later of (i) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that such Original Reference Rate has been or will, on or before a specified date, be permanently or indefinitely discontinued and (ii) the date falling six months prior to the date specified in (i) above; or
- (iv) the later of (i) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that means that such Original Reference Rate will, on or before a specified date, be prohibited from being used or that its use will be subject to restrictions or adverse consequences and (ii) the date falling six months prior to the date specified in (i) above; or
- (v) the making of a public statement by the supervisor of the administrator of the Original Reference Rate announcing that, in the view of such supervisor, such Original Reference Rate is no longer representative of an underlying market; or
- (vi) it has or will become unlawful for the Agent Bank or the Issuer to calculate any payments due to be made to any Noteholder using the Original Reference Rate (including, without limitation, under Regulation (EU) 2016/1011, if applicable);

"Independent Adviser" means an independent financial institution of international repute or other independent financial adviser of recognised standing with relevant

experience in the international capital markets, in each case appointed by the Issuer at its own expense;

"Original Reference Rate" means the Screen Rate (provided that if, following one or more Benchmark Events, the Screen Rate (or any Successor Rate or Alternative Reference Rate which has replaced it) has been replaced by a (or a further) Successor Rate or Alternative Reference Rate and a Benchmark Event subsequently occurs in respect of such Successor Rate or Alternative Reference Rate, the term "Original Reference Rate" shall include any such Successor Rate or Alternative Reference Rate);

"Relevant Nominating Body" means, in respect of a reference rate:

- (i) the central bank, reserve bank, monetary authority or any similar institution for the currency to which such reference rate relates, or any other central bank or other supervisory authority which is responsible for supervising the administrator of such reference rate; or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank, reserve bank, monetary authority or any similar institution for the currency to which such reference rate relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of such reference rate, (c) a group of the aforementioned central banks or other supervisory authorities, (d) the International Swaps and Derivatives Association, Inc. or any part thereof, or (e) the Financial Stability Board or any part thereof; and

"Successor Rate" means the reference rate (and related alternative screen page or source, if available) that the Issuer (in consultation with the Independent Adviser, and acting in good faith and in a commercially reasonable manner) determines is a successor to, or replacement of, the Original Reference Rate (for the avoidance of doubt, whether or not such Original Reference Rate has ceased to be available) which is recommended by any Relevant Nominating Body.

- (h) *Agent Bank*: The Issuer shall procure that, so long as any of the Notes remains outstanding (as defined in the Agency Agreement), there is at all times an Agent Bank for the purposes of the Notes and the Issuer may terminate the appointment of the Agent Bank. In the event of the appointed office of any bank being unable or unwilling to continue to act as the Agent Bank or failing duly to determine the Floating Rate of Interest and the Interest Amount for any Interest Period, the Issuer shall appoint the Euro-zone office of another major bank engaged in the Euro-zone interbank market to act in its place. The Agent Bank may not resign its duties or be removed without a successor having been appointed. Notwithstanding any other provision of this Condition 3 (*Interest*), if in the Agent Bank's opinion there is any uncertainty in making any determination or calculation under this Condition 3 (*Interest*), the Agent Bank shall promptly notify the Issuer and the Issuer shall direct the Agent Bank in writing what action to adopt. If the Agent Bank is not promptly provided with such direction, or is otherwise unable to make such calculation or determination for any reason it shall notify the Issuer thereof and the Agent Bank shall be under no obligation to make such calculation or determination and shall not incur any liability for not doing so.

4. **Redemption and Purchase**

- (a) *Scheduled redemption*: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their principal amount on the Interest Payment Date falling on or nearest to 9 September 2025 (the "**Maturity Date**"), subject as provided in Condition 5 (*Payments*).
- (b) *Redemption for tax reasons*: The Notes may be redeemed at the option of the Issuer (subject to Condition 4(h) (*Conditions to Redemption or Repurchase*)) in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their principal amount, together with interest accrued (if any) to the date fixed for redemption, if a Withholding Tax Event occurs provided, however, that no such notice of redemption shall be given earlier than

90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Fiscal Agent (solely for the purposes of making such documents available to Noteholders either at the Fiscal Agent's specified office for inspection, or by providing electronic copies by email):

- (A) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred; and
- (B) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment.

Upon the expiry of any such notice as is referred to in this Condition 4(b) (*Redemption for tax reasons*), the Issuer shall be bound to redeem the Notes in accordance with this Condition 4(b) (*Redemption for tax reasons*).

Where:

"Change in Tax Law" means any:

- (i) amendment to, clarification of, or change in, the laws or regulations of any Taxing Jurisdiction; or
- (ii) governmental action in the Taxing Jurisdiction;
- (iii) amendment to, clarification of, or change in, the official position or the interpretation of such law, treaty (or regulations thereunder) or governmental action or any interpretation, decision or pronouncement that provides for a position with respect to such law, treaty (or regulations thereunder) or governmental action that differs from the theretofore generally accepted position, in each case, by any legislative body, court, governmental authority or regulatory body in the Taxing Jurisdiction, irrespective of the manner in which such amendment, change, action, pronouncement, interpretation or decision is made known;

"Relevant Jurisdiction" means the jurisdiction in which the Issuer is incorporated at the relevant time;

"Taxing Jurisdiction" means the Relevant Jurisdiction or any political subdivision thereof or any authority or agency therein or thereof having power to tax or any other jurisdiction or any political subdivision thereof or any authority or agency therein or thereof, having power to tax in which the Issuer is treated as having a permanent establishment, under the income tax laws of such jurisdiction; and

"Withholding Tax Event" shall occur if the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 6 (*Taxation*) as a result of any Change in Tax Law, which change or amendment becomes effective on or after the Issue Date, and such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

- (c) *Redemption at the option of the Issuer*: The Notes may be redeemed at the option of the Issuer (subject to Condition 4(h) (*Conditions to Redemption or Repurchase*)) in whole, but not in part on the Interest Payment Date falling on 9 September 2024 (the **"Reset Date"**), at their outstanding aggregate principal amount together with interest (accrued to but excluding the date of redemption), on the Issuer's giving not less than 30 nor more

than 60 days' notice to the Noteholders (which notice shall be irrevocable and shall specify the date fixed for redemption).

- (d) *Early Redemption as a result of an MREL Disqualification Event*: upon the occurrence of an MREL Disqualification Event (subject to Condition 4(h) (*Conditions to Redemption or Repurchase*)), the Issuer may, at its option having given not less than 30 days' nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the Notes at their outstanding aggregate principal amount together with interest (accrued to but excluding the date of redemption, subject to these Conditions).

Where:

"Applicable Banking Regulations" means at any time the laws, regulations, delegated or implementing acts, regulatory or implementing technical standards, rules, requirements, guidelines and policies relating to capital adequacy and/or minimum requirement for own funds and eligible liabilities and/or loss absorbing capacity then in effect in Estonia including, without limitation to the generality of the foregoing, CRD, the SRM Regulation, BRRD, the Creditor Hierarchy Directive and those regulations, requirements, guidelines and policies relating to capital adequacy and/or minimum requirement for own funds and eligible liability and/or loss absorbing capacity and/or the implementation of the Creditor Hierarchy Directive adopted by the Competent Authority, the Resolution Authority or any other national or European authority from time to time, and then in effect (whether or not such requirements, guidelines or policies have the force of law and whether or not they are applied generally or specifically to the Issuer);

"Bail-in and Loss Absorption Powers" means any loss absorption, write-down, conversion, transfer, modification, suspension or similar or related power existing from time to time under, and exercised in compliance with, the SRM Regulation, or any laws, regulations, rules or requirements in effect in the Republic of Estonia, relating to (i) the transposition of the BRRD and (ii) the instruments, rules and standards created thereunder, as applicable, pursuant to which any obligation of the Issuer (or any affiliate of the Issuer) can be reduced, cancelled, modified, or converted into shares, other securities or other obligations of the Issuer or any other person (or suspended for a temporary period);

"BRRD" means Directive 2014/59/EU as the same may be amended or replaced from time to time, including without limitation, by the Creditor Hierarchy Directive and Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending the Bank Recovery and Resolution Directive as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms and Directive 98/26/EC;

"Competent Authority" means any authority having primary responsibility for the prudential supervision of the Issuer at the relevant time;

"CRD" means the legislative package consisting of the CRD Directive, the CRR and any CRD Implementing Measures;

"CRD Directive" means Directive 2013/36/EU, as the same may be amended or replaced from time to time, including without limitation as amended by Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019;

"CRD Implementing Measures" means any regulatory capital rules or regulations, or other requirements, which are applicable to the Issuer and which prescribe (alone or in conjunction with any other rules or regulations) the requirements to be fulfilled by financial instruments for their inclusion in the regulatory capital of the Issuer (on a solo or consolidated basis, as the case may be) to the extent required by the CRD Directive or the CRR, including for the avoidance of doubt any regulatory technical standards released by the European Banking Authority (or any successor or replacement thereof);

"Creditor Hierarchy Directive" means Directive 2017/2399/EU or any equivalent legislation that supersedes or replaces it;

"**CRR**" means Regulation 575/2013, as the same may be amended or replaced from time to time, including without limitation as amended by Regulation (EU) 2019/876 of the European Parliament and of the Council of May 20, 2019) or similar laws in Estonia;

"**Group**" means the Issuer and its consolidated Subsidiaries, taken as a whole;

"**MREL Disqualification Event**" means the whole or any part of the outstanding aggregate principal amount of the Notes at any time is not included in, ceases or (in the opinion of the Issuer) will cease to count towards the Issuer's or the Group's eligible liabilities and/or loss absorbing capacity (in each case for the purposes of, and in accordance with, the relevant Applicable Banking Regulations); *provided that* an MREL Disqualification Event shall not occur if such whole or part of the outstanding aggregate principal amount of the Notes is not included in, ceases or (in the opinion of the Issuer) will cease to count towards such eligible liabilities and/or loss absorbing capacity due to the remaining maturity of such Notes being less than the minimum period prescribed by the relevant Applicable Banking Regulations;

"**MREL Eligible Liabilities**" means "eligible liabilities" (or any equivalent or successor term) which are available to count towards the Issuer's and/or the Group's eligible liabilities and/or loss absorbing capacity;

"**Resolution Authority**" means the resolution authority with the ability to exercise any Bail-in and Loss Absorption Powers in relation to the Issuer and/or the Group;

"**SRM Regulation**" means Regulation No. 806/2014, as the same may be amended or replaced from time to time; and

"**Subsidiary**" means, in relation to any Person (the "**first Person**") at any particular time, any other Person (the "**second Person**");

- (a) whose affairs and policies the first Person controls or has the power to control, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of the second Person or otherwise; or
- (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person.
- (e) *No other redemption*: The Issuer shall not be entitled to redeem the Notes otherwise than as provided in paragraphs 4(a) (*Scheduled redemption*) to 4(d) (*Early Redemption as a result of an MREL Disqualification Event*) above.
- (f) *Purchase*: The Issuer or any of its Subsidiaries may purchase Notes in the open market or otherwise and at any price, *provided that* all unmatured Coupons are purchased therewith, and *provided that* any such purchases will be made in accordance with the Applicable Banking Regulations and subject to the prior approval of or permission from the Competent Authority and/or the Resolution Authority (in each case to the extent such approval is then required under the Applicable Banking Regulations). Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation.

Any refusal by the Competent Authority and/or the Resolution Authority (if required) to grant its approval or permission as described above will not constitute an event of default under the Notes.

- (g) *Cancellation*: All Notes that are redeemed and surrendered for cancellation by the Issuer or any of its Subsidiaries (along with any unmatured Coupons attached to or surrendered with them) shall be cancelled and may not be reissued or resold.
- (h) *Conditions to Redemption or Repurchase*: other than in the case of a redemption at maturity in accordance with Condition 4(a) (*Scheduled redemption*), the Issuer may redeem or repurchase the Notes (and give notice thereof to the Noteholders) only if such redemption or repurchase is in accordance with the Applicable Banking Regulations (if

applicable) and it has been granted the permission of the Resolution Authority (if required based on the Applicable Banking Regulations).

Any refusal by the Resolution Authority (if required) to grant its approval or permission as described above will not constitute an event of default under the Notes.

5. Payments

- (a) *Principal*: Payments of principal shall be made only against presentation and (provided that payment is made in full) surrender of Notes at the Specified Office of any Paying Agent outside the United States by Euro cheque drawn on, or by transfer to a Euro account (or other account to which Euro may be credited or transferred) maintained by the payee with, a bank in a city in which banks have access to the TARGET System.
- (b) *Interest*: Payments of interest shall, subject to Condition 5(g) (*Payments other than in respect of matured Coupons*) below, be made only against presentation and (provided that payment is made in full) surrender of the appropriate Coupons at the Specified Office of any Paying Agent outside the United States in the manner described in Condition 5(a) (*Principal*) above.

- (c) *Interpretation*: In these Conditions:

"**TARGET2**" means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007;

"**TARGET Settlement Day**" means any day on which TARGET2 is open for the settlement of payments in euro; and

"**TARGET System**" means the TARGET2 system.

- (d) *Payments subject to fiscal laws*: All payments in respect of the Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations applicable thereto in the place of payment or any other laws and regulations to which the Issuer or Paying Agents are subject, but without prejudice to the provisions of Condition 6 (*Taxation*) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 6 (I)) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) *Unmatured Coupons void*: On the due date for redemption of any Note pursuant to Condition 4(a) (*Scheduled redemption*), Condition 4(b) (*Redemption for tax reasons*), Condition 4(c) (*Redemption at the option of the Issuer*), Condition 4(d) (*Early Redemption as a result of an MREL Disqualification Event*), or Condition 7 (*Events of Default*), all unmaturing Coupons (if any) relating thereto (whether or not still attached) shall become void and no payment will be made in respect thereof.
- (f) *Payments on business days*: If the due date for payment of any amount in respect of any Note or Coupon is not a business day in the place of presentation, the Noteholder or Couponholder shall not be entitled to payment in such place of the amount due until the next succeeding business day in such place and shall not, except as provided in Condition 3 (*Interest*), be entitled to any further interest or other payment in respect of any such delay. In this paragraph, "**business day**" means, in respect of any place of presentation, any day on which banks are open for presentation and payment of bearer debt securities and for dealings in foreign currencies in such place of presentation and, in the case of payment by transfer to a Euro account as referred to above, a day on which the TARGET System is open for the settlement of payments in Euro.

- (g) *Payments other than in respect of matured Coupons:* Payments of interest other than in respect of matured Coupons shall be made only against presentation of the relevant Notes at the Specified Office of any Paying Agent outside the United States.
- (h) *Partial payments:* If a Paying Agent makes a partial payment in respect of any Note or Coupon presented to it for payment, such Paying Agent will endorse thereon a statement indicating the amount and the date of such payment.

6. **Taxation**

All payments of interest in respect of the Notes and the Coupons by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the Republic of Estonia or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, in respect of interest but not principal, the Issuer shall pay such additional amounts as will result in receipt by the Noteholders and the Couponholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Note or Coupon presented for payment:

- (a) by or on behalf of a Noteholder which is liable to such taxes, duties, assessments or governmental charges in respect of such Note or Coupon by reason of its having some connection with the Republic of Estonia other than the mere holding of the Note or Coupon; or
- (b) more than 30 days after the Relevant Date except to the extent that the Noteholder or Couponholder would have been entitled to such additional amounts on presenting such Note or Coupon for payment on the last day of such period of 30 days.

In these Conditions, "**Relevant Date**" means whichever is the later of (1) the date on which the payment in question first becomes due and (2) if the full amount payable has not been received in London by the Fiscal Agent on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Noteholders.

Any reference in these Conditions to interest shall be deemed to include any additional amounts in respect of interest which may be payable under this Condition 6 (*Taxation*).

If the Issuer becomes subject at any time to any taxing jurisdiction other than the Republic of Estonia, references in these Conditions to the Republic of Estonia shall be construed as references to the Republic of Estonia and/or such other jurisdiction.

7. **Events of Default**

- (a) If any of the following events occurs:
 - (i) *Non-payment:* the Issuer fails to pay any amount of principal due in respect of the Notes for more than seven business days or fails to pay any amount of interest due in respect of the Notes for more than ten business days; or
 - (ii) *Winding-up, etc.:* if any order is made by any competent court or resolution passed for the winding up or dissolution of the Issuer, save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution,

any Noteholder may,

 - (x) (in the case of (i) above) institute proceedings for the winding-up or dissolution of the Issuer, in each case, in Estonia and not elsewhere, and prove or claim in the winding-up or dissolution of the Issuer; and/or

- (y) (in the case of (ii) above) prove or claim in the winding up or dissolution of the Issuer, whether in Estonia or elsewhere and instituted by the Issuer itself or by a third party,

but (in either case) such Noteholder may claim payment in respect of the Note only in the winding up or dissolution of the Issuer.

- (b) In any of the events or circumstances described in Condition 7(a)(ii) (*Winding-up, etc.*) above, any Noteholder may, by notice to the Issuer, declare such Note to be due and payable, and such Note shall accordingly become due and payable at its outstanding principal amount together with accrued interest to the date of payment but subject to such Noteholder only being able to claim payment in respect of the Note in the winding up or dissolution of the Issuer.
- (c) Any Noteholder may at its discretion institute such proceedings against the Issuer as it may think fit to enforce any obligation, condition, undertaking or provision binding on the Issuer under the Notes (other than, without prejudice to Conditions 7(a) and 7(b) any obligation for the payment of any principal or interest in respect of the Notes) ***provided that*** the Issuer shall not by virtue of the institution of any such proceedings be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it, except with the prior approval of the Competent Authority and/or the Resolution Authority (if such approval is then required under the Applicable Banking Regulations).
- (d) No remedy against the Issuer, other than as provided in Conditions 7(a), 7(b) and 7(c) above, shall be available to the Noteholders, whether for the recovery of amounts owing in respect of the Notes or in respect of any breach by the Issuer of any of its obligations or undertakings with respect to the Notes.

8. **Prescription**

Claims for principal shall become void unless the relevant Notes are presented for payment within ten years of the appropriate Relevant Date. Claims for interest shall become void unless the relevant Coupons are presented for payment within five years of the appropriate Relevant Date.

9. **Replacement of Notes and Coupons**

If any Note or Coupon is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the Specified Office of the Fiscal Agent, subject to all applicable laws and competent authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may reasonably require. Mutilated or defaced Notes or Coupons must be surrendered before replacements will be issued.

10. **Paying Agents**

In acting under the Agency Agreement and in connection with the Notes and the Coupons, the Paying Agents and the Agent Bank act solely as agents of the Issuer and do not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders or Couponholders.

The initial Paying Agents and their initial Specified Offices are listed below. The Issuer reserves the right at any time to vary or terminate the appointment of any Paying Agent or the Agent Bank and to appoint a successor fiscal agent or agent bank and additional or successor paying agents; *provided, however, that* the Issuer shall at all times maintain a paying agent and an agent bank.

Notice of any change in any of the Paying Agents or in their Specified Offices shall promptly be given to the Noteholders

11. **Meetings of Noteholders; Modification**

- (a) *Meetings of Noteholders:* The Agency Agreement contains provisions for convening meetings (including by way of conference call or by use of a videoconference platform) of Noteholders to consider matters relating to the Notes, including the modification of

any provision of these Conditions. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer and shall be convened by it upon the request in writing of Noteholders holding not less than one-fifth of the aggregate principal amount of the outstanding Notes. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more persons holding or representing one more than half of the aggregate principal amount of the outstanding Notes or, at any adjourned meeting, two or more persons being or representing Noteholders whatever the aggregate principal amount of the Notes held or represented; *provided, however, that* any proposal to change any date fixed for payment of principal or interest in respect of the Notes, to reduce the amount of principal or interest payable on any date in respect of the Notes, to alter the method of calculating the amount of any payment in respect of the Notes or the date for any such payment, to change the currency of payments under the Notes or to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution (each, a "**Reserved Matter**") may only be sanctioned by an Extraordinary Resolution passed at a meeting of Noteholders at which two or more persons holding or representing not less than three-quarters or, at any adjourned meeting, one quarter of the aggregate principal amount of the outstanding Notes form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders or Couponholders, whether present or not.

In addition, a resolution in writing signed by or on behalf of Noteholders holding not less than three-quarters in aggregate principal amount of the Notes for the time being outstanding will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

- (b) *Modification:* The Issuer may, without the consent of any of the Noteholders or Couponholders, at any time: (i) agree with the Fiscal Agent: (A) any modification (except for any modification that relates to a Reserved Matter) of the Notes, the Coupons, the Agency Agreement or the Deed of Covenant which is, in the opinion of the Issuer, not prejudicial to the interests of the Noteholders; or (B) any modification of the Notes, the Coupons, the Agency Agreement or the Deed of Covenant which is, in the opinion of the Issuer, of a formal, minor or technical nature or is made to correct a manifest error. Any modification or waiver of these Conditions will be effected in accordance with Applicable Banking Regulations.

In addition, pursuant to Condition 3(g) (*Benchmark Replacement*), certain changes may be made to the interest calculation provisions of the Notes in the circumstances and as otherwise set out in such Condition, without the requirement for consent of the Noteholders.

12. **Further Issues**

The Issuer may from time to time, without the consent of the Noteholders or the Couponholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest) so as to form a single series with the Notes.

13. **Substitution and Variation**

If at any time an MREL Disqualification Event or Withholding Tax Event occurs, or to ensure the effectiveness or enforceability of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*), the Issuer may, subject to the Applicable Banking Regulations (without any requirement for the consent or approval of the Holders) and having given not less than 30 nor more than 60 days' notice to the Fiscal Agent (in accordance with the Agency Agreement) and the Noteholders (which notice shall be irrevocable), at any time either:

- (a) substitute all (but not some only) of the Notes for new Notes, which are Qualifying Securities; or
- (b) vary the terms of the Notes so that they remain or, as appropriate, become, Qualifying Securities,

provided that, in each case:

- (i) such variation or substitution does not itself give rise to any right of the Issuer to redeem the varied or substituted securities; and
- (ii) such variation or substitution would not itself directly lead to a downgrade in any of the credit ratings of the Notes as assigned by any rating agency immediately prior to such variation or substitution (unless any such downgrade is solely attributable to the effectiveness and enforceability of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*)); and
- (iii) such variation or substitution is not materially less favourable to holders (unless any such prejudice is solely attributable to the effectiveness and enforceability of Condition 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*)).

For the avoidance of doubt, any such substitution or variation shall not be deemed to be a modification or amendment for the purposes of Condition 11 (*Meetings of Noteholders; Modification*).

Any substitution or variation in accordance with this Condition 13 is subject to the Issuer obtaining prior written consent of the Resolution Authority and complying with the rules of any competent authority, stock exchange and/or quotation system by or on which the Notes are, for the time being, listed, traded and/or quoted.

For the purpose of this Condition 13 a variation or substitution shall be "**materially less favourable to holders**" if such varied or substituted securities do not:

- (i) include a ranking at least equal to that of the Notes pursuant to Condition 1(b)(i) (*Status*);
- (ii) have the same interest rate and the same interest payment dates as those from time to time applying to the Notes;
- (iii) have equivalent redemption rights as the Notes;
- (iv) have the same currency of payment, maturity, denomination and original aggregate outstanding nominal amount as the Notes prior to such variation or substitution;
- (v) preserve any existing rights under the Notes to any accrued interest which has not been paid in respect of the period from (and including) the interest payment date last preceding the date of substitution or variation; or
- (vi) have a listing on a recognised stock exchange if the Notes were listed immediately prior to such variation or substitution; and

Where:

"**Qualifying Securities**" means securities issued directly or indirectly by the Issuer that contain terms which at such time result in such securities being eligible to qualify towards the Issuer's eligible liabilities and/or loss absorbing capacity for the purposes of, and in accordance with, the relevant Applicable Banking Regulations to at least the same extent as the Notes prior to the relevant MREL Disqualification Event or Withholding Tax Event.

14. Notices

Notices to the Noteholders shall be valid if published in a leading English language daily newspaper published in London (which is expected to be the *Financial Times*) or, if such publication is not practicable, in a leading English language daily newspaper having general circulation in Europe. In addition, so long as Notes are admitted to trading on Euronext Dublin and it is a requirement of applicable law or regulations, published on the website of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>). Any such notice shall be deemed to have been given on the date of first publication. Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the Noteholders.

15. **Currency Indemnity**

If any sum due from the Issuer in respect of the Notes or the Coupons or any order or judgment given or made in relation thereto has to be converted from the currency (the "**first currency**") in which the same is payable under these Conditions or such order or judgment into another currency (the "**second currency**") for the purpose of (a) making or filing a claim or proof against the Issuer, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Notes, the Issuer shall indemnify each Noteholder, on the written demand of such Noteholder addressed to the Issuer and delivered to the Issuer or to the Specified Office of the Fiscal Agent, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which such Noteholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof.

This indemnity constitutes a separate and independent obligation of the Issuer and shall give rise to a separate and independent cause of action.

16. **Governing Law and Jurisdiction**

- (a) *Governing law:* The Notes and any non-contractual obligations arising out of or in connection with the Notes are governed by English law, except for Conditions 2 (*Status*), and 17 (*Acknowledgement of Bail-in and Loss Absorption Powers*) which shall be governed by Estonian law.
- (b) *English courts:* The courts of England have exclusive jurisdiction to settle any dispute (a "**Dispute**") arising out of or in connection with the Notes (including a dispute regarding any non-contractual obligation arising out of or in connection with the Notes).
- (c) *Appropriate forum:* The Issuer agrees that the courts of England are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary.
- (d) *Rights of the Noteholders to take proceedings outside England:* Notwithstanding Condition 16(b) (*English courts*), any Noteholder may take proceedings relating to a Dispute ("**Proceedings**") in any other courts with jurisdiction. To the extent allowed by law, Noteholders may take concurrent Proceedings in any number of jurisdictions.
- (e) *Service of process:* The Issuer agrees that the documents which start any Proceedings and any other documents required to be served in relation to those Proceedings may be served on it by being delivered to AS LHV Pank, London Branch at its office at 1 Old Street Yard, London, EC1Y 8AF, or to such other person with an address in England or Wales and/or at such other address in England or Wales as the Issuer may specify by notice in writing to the Noteholders. Nothing in this paragraph shall affect the right of any Noteholder to serve process in any other manner permitted by law. This Condition applies to Proceedings in England and to Proceedings elsewhere.

17. **Acknowledgement of Bail-in and Loss Absorption Powers**

Notwithstanding and to the exclusion of any other term of the Notes or any other agreements, arrangements or understanding between the Issuer and any Noteholder (which, for the purposes of this Condition 17, includes each holder of a beneficial interest in the Notes), by its acquisition of the Notes, each Noteholder acknowledges and accepts that any liability arising under the Notes may be subject to the exercise of such Bail-in and Loss Absorption Powers as may be exercised by the Resolution Authority and acknowledges, accepts, consents to and agrees to be bound by:

- (a) the effect of the exercise of any Bail-in and Loss Absorption Powers by the Resolution Authority, which exercise (without limitation) may include and result in some or any of the following, or a combination thereof:
 - (i) the reduction of all, or a portion, of the Relevant Amounts in respect of the Notes;

- (ii) the conversion of all, or a portion, of the Relevant Amounts in respect of the Notes into shares, other securities or other obligations of the Issuer or another person, and the issue to or conferral on the Noteholder of such shares, securities or obligations, including by means of an amendment, modification or variation of the terms of the Notes;
 - (iii) the cancellation of the Notes or the Relevant Amounts in respect of the Notes; and
 - (iv) the amendment or alteration of the maturity of the Notes or amendment of the amount of interest payable on the Notes, or the date on which interest becomes payable, including by suspending payment for a temporary period; and
- (b) the variation of the terms of the Notes, as deemed necessary by the Resolution Authority, to give effect to the exercise of any Bail-in and Loss Absorption Powers by the Resolution Authority.

"Bail-in and Loss Absorption Powers" means any loss absorption, write-down, conversion, transfer, modification, suspension or similar or related power existing from time to time under, and exercised in compliance with, the SRM Regulation, or any laws, regulations, rules or requirements in effect in the Republic of Estonia, relating to (i) the transposition of the BRRD and (ii) the instruments, rules and standards created thereunder, as applicable, pursuant to which any obligation of the Issuer (or any affiliate of the Issuer) can be reduced, cancelled, modified, or converted into shares, other securities or other obligations of the Issuer or any other person (or suspended for a temporary period).

"Relevant Amounts" means the outstanding principal amount of the Notes, together with any accrued but unpaid interest and additional amounts due on the Notes. References to such amounts will include amounts that have become due and payable, but which have not been paid, prior to the exercise of any Bail-in and Loss Absorption Powers by the Resolution Authority.

For the avoidance of doubt, any exercise of any Bail-in and Loss Absorption Powers by the Resolution Authority described above will not constitute an event of default under the Notes.

No repayment or payment of Relevant Amounts in respect of the Notes will become due and payable or be paid after the exercise of any Bail-in and Loss Absorption Powers by the Resolution Authority if and to the extent such amounts have been reduced, converted, cancelled, amended or altered as a result of such exercise.

Upon the exercise of the Bail-in and Loss Absorption Powers by the Resolution Authority with respect to the Notes, the Issuer will provide a written notice to the Noteholders in accordance with Condition 14 (*Notices*) as soon as practicable regarding such exercise of the Bail-in and Loss Absorption Powers but any delay or failure to provide such notice shall not affect the validity or enforceability of such exercise of the Bail-in and Loss Absorption Powers.

SUMMARY OF PROVISIONS RELATING TO THE NOTES IN GLOBAL FORM

The New Notes will initially be in the form of the Temporary Global Note which will be deposited on or around the Closing Date with a common safekeeper for Euroclear and Clearstream, Luxembourg.

The Notes will be issued in new global note ("NGN") form. On 13 June 2006 the European Central Bank (the "ECB") announced that notes in NGN form are in compliance with the "Standards for the use of EU securities settlement systems in ESCB credit operations" of the central banking system for the euro (the "Eurosystème"), **provided that** certain other criteria are fulfilled. At the same time the ECB also announced that arrangements for notes in NGN form will be offered by Euroclear and Clearstream, Luxembourg as of 30 June 2006 and that debt securities in global bearer form issued through Euroclear and Clearstream, Luxembourg after 31 December 2006 will only be eligible as collateral for Eurosystème operations if the NGN form is used.

The Notes are intended to be held in a manner which would allow Eurosystème eligibility - that is, in a manner which would allow the Notes to be recognised as eligible collateral for Eurosystème monetary policy and intra-day credit operations by the Eurosystème either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystème eligibility criteria.

The Temporary Global Note will be exchangeable in whole or in part for interests in the Permanent Global Note not earlier than 40 days after the Closing Date upon certification as to non-U.S. beneficial ownership. No payments will be made under the Temporary Global Note unless exchange for interests in the Permanent Global Note is improperly withheld or refused. In addition, interest payments in respect of the Temporary Global Note cannot be collected without such certification of non-U.S. beneficial ownership.

The Permanent Global Note will become exchangeable in whole, but not in part, for New Notes in definitive form ("**Definitive Notes**") in the denominations of EUR 100,000 and higher integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000 each at the request of the bearer of the Permanent Global Note if (a) Euroclear or Clearstream, Luxembourg is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business or (b) any of the circumstances described in Condition 7 (*Events of Default*) occurs.

So long as the New Notes are represented by a Temporary Global Note or a Permanent Global Note and the relevant clearing system(s) so permit, the Notes will be tradeable only in the minimum denomination of EUR 100,000 and higher integral multiples of EUR 1,000 in excess thereof, notwithstanding that no Definitive Notes will be issued with a denomination above EUR 199,000.

Whenever the Permanent Global Note is to be exchanged for Definitive Notes, the Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons attached, in an aggregate principal amount equal to the principal amount of the Permanent Global Note to the bearer of the Permanent Global Note against the surrender of the Permanent Global Note to or to the order of the Fiscal Agent within 30 days of the bearer requesting such exchange.

If:

- (a) Definitive Notes have not been delivered by 5.00 p.m. (London time) on the thirtieth day after the bearer has duly requested exchange of the Permanent Global Note for Definitive Notes; or
- (b) the Permanent Global Note (or any part of it) has become due and payable in accordance with the Conditions or the date for final redemption of the Notes has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the bearer in accordance with the terms of the Permanent Global Note on the due date for payment,

then the Permanent Global Note (including the obligation to deliver Definitive Notes) will become void at 5.00 p.m. (London time) on such thirtieth day (in the case of (a) above) or at 5.00 p.m. (London time) on such due date (in the case of (b) above) and the bearer of the Permanent Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Permanent Global Note or others may have under a deed of covenant dated 9 September 2021 entered into by the Issuer (as supplemented by a supplemental deed of covenant dated 14 November 2022 entered into by the Issuer, the "**Deed of Covenant**")). Under the Deed of Covenant, persons shown in the records of Euroclear and/or Clearstream, Luxembourg as being entitled to an interest in the Permanent Global Note will acquire directly against the Issuer all those rights to which they would have been entitled if, immediately before the Permanent Global Note became void, they had been the holders of Definitive Notes in an aggregate

principal amount equal to the principal amount of New Notes they were shown as holding in the records of Euroclear and/or (as the case may be) Clearstream, Luxembourg.

In addition, the Temporary Global Note and the Permanent Global Note will contain provisions which modify the Terms and Conditions of the Notes as they apply to the Temporary Global Note and the Permanent Global Note. The following is a summary of certain of those provisions:

Payments: All payments in respect of the Temporary Global Note and the Permanent Global Note will be made against presentation and (in the case of payment of principal in full with all interest accrued thereon) surrender of the Temporary Global Note or (as the case may be) the Permanent Global Note to or to the order of any Paying Agent and will be effective to satisfy and discharge the corresponding liabilities of the Issuer in respect of the New Notes. On each occasion on which a payment of principal or interest is made in respect of the Temporary Global Note or (as the case may be) the Permanent Global Note, the Issuer shall procure that the payment is entered *pro rata* in the records of Euroclear and Clearstream, Luxembourg.

Payments on business days: In the case of all payments made in respect of the Temporary Global Note and the Permanent Global Note "**business day**" means any day on which the TARGET System is open.

Notices: Notwithstanding Condition 14 (*Notices*), while all the New Notes are represented by the Permanent Global Note (or by the Permanent Global Note and/or the Temporary Global Note) and the Permanent Global Note is (or the Permanent Global Note and/or the Temporary Global Note are) deposited with a common safekeeper for Euroclear and Clearstream, Luxembourg, notices to Noteholders may be given by delivery of the relevant notice to Euroclear and Clearstream, Luxembourg and, in any case, such notices shall be deemed to have been given to the Noteholders in accordance with Condition 14 (*Notices*) on the date of delivery to Euroclear and Clearstream, Luxembourg.

Electronic Consent and Written Resolution: While any Global Note is held on behalf of a clearing system, then:

- (a) approval of a resolution proposed by the Issuer given by way of electronic consents communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75 per cent. in nominal amount of the Notes outstanding (an "**Electronic Consent**" as defined in the Agency Agreement) shall, for all purposes (including matters that would otherwise require an Extraordinary Resolution to be passed at a meeting for which a special quorum was satisfied), take effect as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held, and shall be binding on all Noteholders and holders of Coupons whether or not they participated in such Electronic Consent; and
- (b) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution (as defined in the Agency Agreement) has been validly passed, the Issuer shall be entitled to rely on consent or instructions given in writing directly to the Issuer by (a) accountholders in the clearing system with entitlements to such Global Note and/or, where (b) the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person identified by that accountholder as the person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, Euroclear, Clearstream, Luxembourg or any other relevant alternative clearing system (the "**relevant clearing system**") and, in the case of (b) above, the relevant clearing system and the accountholder identified by the relevant clearing system for the purposes of (b) above. Any resolution passed in such manner shall be binding on all Noteholders and Couponholders, even if the relevant consent or instruction proves to be defective. Any such certificate or other document shall, in the absence of manifest error, be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear's EUCLID or Clearstream, Luxembourg's CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal or nominal amount of the Notes is clearly identified together with the amount of such holding. The Issuer shall not be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

USE AND ESTIMATED NET AMOUNT OF PROCEEDS

The net proceeds of the issue of the New Notes, expected to amount to EUR 88,267,219.18 (comprising EUR 88,109,000 in respect of the New Notes and EUR 158,219.18 in respect of accrued interest) will be used by the Issuer for general corporate purposes.

SELECTED FINANCIAL INFORMATION

The following information has been extracted from, and should be read in conjunction with, and is qualified in its entirety by reference to, the Financial Statements and should also be read in conjunction with "Financial review". See also "Presentation of financial and other information" for a discussion of the sources of the numbers contained in this section.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The table below shows the Group's consolidated statement of financial position as at 31 December in each of 2021, 2020 and 2019.

	As at 31 December		
	2021	2020	2019
	(audited)	(audited)	(audited)
	(€ thousand)		
Assets			
Due from central bank.....	3,874,284	2,213,211	1,232,733
Due from credit institutions	106,838	170,341	32,947
Due from investment companies	6,188	9,985	5,473
Equity instruments at FVOCI	0	0	432
Financial assets at fair value through profit or loss..	135,855	320,055	40,530
Loans and advances to customers	2,677,160	2,208,823	1,687,034
Receivables from customers	9,752	9,931	3,551
Other financial assets.....	2,236	2,073	2,246
Other assets	3,471	2,182	1,961
Financial investment.....	5,236	0	0
Tangible assets.....	4,517	2,780	1,909
Right-of-use assets	3,957	3,805	4,777
Intangible assets	11,825	15,147	14,705
Goodwill.....	3,614	3,614	3,614
Total assets.....	6,844,933	4,971,407	3,031,912
Liabilities			
Deposits from customers and loans received.....	6,354,224	4,588,355	2,726,562
Financial liabilities at fair value through profit or loss	157	221	8
Accounts payable and other liabilities.....	55,373	27,555	24,314
Subordinated debt	110,378	110,000	75,000
Total liabilities.....	6,520,132	4,726,131	2,825,884
Equity			
Share capital.....	29,864	28,819	28,454
Share premium.....	97,361	71,468	70,136
Statutory reserve capital.....	4,713	4,713	4,713
Other reserves	4,733	3,409	3,280
Retained earnings.....	179,746	128,385	94,228
Total equity attributable to owners of the parent	316,417	236,794	200,811
Non-controlling interest.....	8,384	8,482	5,217
Total equity	324,801	245,276	206,028
Total liabilities and equity	6,844,933	4,971,407	3,031,912

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The table below summarises the Group's consolidated statements of profit or loss and other comprehensive income for each of 2021, 2020 and 2019.

	2021 (audited)	2020 (audited)	2019 (audited)
	(€ thousand)		
Interest income	124,641	88,373	61,414
- incl. interest income based on EIR.....	118,990	84,479	57,805
Interest expense.....	(27,322)	(19,881)	(14,026)
Net interest income	97,319	68,492	47,388
Fee and commission income	60,824	46,118	37,026
Fee and commission expense.....	(17,345)	(12,769)	(11,349)
Net fee and commission income	43,479	33,349	25,677
Net gains from financial assets measured at fair value	(924)	1,541	591
Foreign exchange rate gains/losses.....	(22)	43	79
Net gains from financial assets.....	-946	1,584	670
Other income	534	146	93
Other expense.....	-4	(27)	(9)
Staff costs	(31,322)	(23,910)	(19,265)
Administrative and other operating expenses	(33,863)	(20,064)	(20,003)
Profit before credit losses	75,197	59,570	34,551
Impairment losses on loans and advances.....	(3,948)	(10,898)	(3,210)
Profit before income tax.....	71,249	48,672	31,341
Income tax expense.....	(10,986)	(8,826)	(4,249)
Profit from continuing operations	60,263	39,846	27,092
Profit from discontinued operations	—	—	—
Profit for the year	60,263	39,846	27,092
Other comprehensive income/(loss)			
<i>Items that may be reclassified subsequently to profit and loss</i>			
Changes in the fair value of debt instruments measured at FVOCI.....	0	0	0
Total profit and other comprehensive income for the year.....	48	0	0
<i>Items that will not be reclassified to profit and loss</i>			
Net gains on investments in equity instruments designated at FVOCI.....	0	0	134
Total profit and other comprehensive income for the year	60,311	39,846	27,226
Total profit attributable to:			
Owners of the parent.....	58,261	37,950	24,797
Non-controlling interest.....	2,002	1,896	2,295
	60,263	39,846	27,092
Total profit and other comprehensive income attributable to:			
Owners of the parent.....	58,309	37,950	24,931
Non-controlling interest.....	2,002	1,896	2,295
	60,311	39,846	27,226

CONSOLIDATED STATEMENT OF CASHFLOWS

The table below summarises the Group's consolidated statement of cash flows for each of 2021, 2020 and 2019.

	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
	<i>(€ thousand)</i>		
Cash flows from operating activities before changes in operating assets and liabilities.....	74,800	58,132	38,564
Net cash from/(used in) operating activities	1,281,579	1,368,330	530,722
Net cash (used in)/from investing activities.....	181,469	(292,197)	3,102
Net cash from financing activities	114,614	31,381	42,446
Effect of exchange rate changes on cash and cash equivalents.....	66	43	79
Net increase/(decrease) in cash and cash equivalents	1,577,728	1,107,557	576,349
Cash and cash equivalents at the beginning of the year...	2,352,284	1,244,727	668,378
Cash and cash equivalents at the end of the year.....	3,930,012	2,352,284	1,244,727

SELECTED CONSOLIDATED RATIOS AND APMs

The table below shows selected consolidated ratios for the Group as at and for the nine months ended 30 September 2022, and as at and for the years ended 31 December in each of 2021, 2020 and 2019.

	As at/for the nine months ended 30 September	As at/for the years ended 31 December		
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
			<i>(per cent.)</i>	
Performance measures				
Return on average assets ⁽¹⁾	0.8	1.0	1.0	1.2
Return on average equity ⁽²⁾	13.5	21.1	17.3	14.0
Cost to income ratio ⁽³⁾	53.6	46.4	42.5	53.2
Financial ratios				
Net interest margin ⁽⁴⁾	1.74	1.66	1.73	2.04
Interest spread ⁽⁵⁾	1.72	1.63	1.70	1.99
Asset quality				
Non-performing loans ratio ⁽⁶⁾	0.3	0.6	0.6	0.3
Non-performing loans coverage ratio ⁽⁷⁾	238.5	119.3	133.0	177.7
Loans to asset ratio ⁽⁸⁾	49.4	39.1	44.4	55.6
Loans to deposits ratio ⁽⁹⁾	59.9	46.1	53.6	62.5
Other ratios				
LCR ⁽¹⁰⁾	143.0	142.7	147.9	144.8
LCR, adjusted for deposits of financial intermediaries ⁽¹¹⁾	210.3	253.3	269.3	223.7
NSFR ⁽¹⁰⁾	152.4	163.4	152.6	152.9
Leverage ratio ⁽¹⁰⁾	5.90	4.32	4.40	6.18
Core equity tier 1 capital adequacy ratio ⁽¹⁰⁾	14.46	14.27	13.26	12.39
Tier 1 capital adequacy ratio ⁽¹⁰⁾	15.97	16.08	15.56	13.88
Total capital adequacy ratio ⁽¹⁰⁾	19.20	19.97	20.50	17.97

Key ratios for LHV Bank

Cost to income ratio ⁽³⁾	42.9	38.6	41.0	53.2
Pre-tax return on average equity ⁽¹²⁾	24.4	29.8	20.1	15.8
Return on average equity ⁽²⁾	21.0	25.6	17.3	13.8
Tier 1 capital adequacy ratio ⁽¹⁰⁾	15.75	16.01	16.23	13.96
Total capital adequacy ratio ⁽¹⁰⁾	18.40	18.66	19.66	17.61

Key ratios for LHV Asset Management

Cost to income ratio ⁽³⁾	96.7	83.8	42.7	47.4
Pre-tax return on average equity ⁽¹²⁾	1.0	6.4	29.5	24.6
Return on average equity ⁽²⁾	-3.4	2.3	26.8	21.2
Assets under management, € million	1,266	1,349	1,537	1,374
Active customers of Pillar 2 funds, thousands	130	138	180	171

Key ratios for LHV Insurance

Return on average equity ⁽²⁾	-25.4	-11.7	n/a	n/a
Gross written premiums, € thousands	11,109	6,747	0	0
Net loss ratio ⁽¹³⁾	71.4	48.7	n/a	n/a
Net expense ratio ⁽¹⁴⁾	50.3	87.7	n/a	n/a

Notes:

- (1) Profit for the year divided by average assets for the year, with average assets calculated as the sum of assets at the beginning and at the end of the year divided by two.
- (2) Profit for the year attributable to owners of the parent divided by average shareholders' equity for the year, with average shareholders' equity calculated as the sum of total equity attributable to owners of the parent at the beginning and at the end of the year divided by two.
- (3) The sum of staff costs and administrative and other operating expenses divided by the sum of net interest income, net fee and commission income, net gains from financial assets and other income.
- (4) Net interest income divided by average interest earning assets for the year, with average interest earning assets calculated as the sum of interest earning assets at the beginning and at the end of the year divided by two. Interest earning assets comprise assets due from central bank, credit institutions and investment companies, loans and advances to customers, and financial assets at fair value through profit and loss.
- (5) Yield on interest earning assets (calculated as interest income divided by interest earning assets) less the cost of interest bearing liabilities (calculated as interest expense divided by average interest bearing liabilities, with average interest bearing liabilities calculated as the sum of interest bearing liabilities at the beginning and at the end of the year divided by two). Interest bearing liabilities comprise deposits from customers and loans received, accounts payable and other liabilities and subordinated debt.
- (6) Non-performing loans (equal to gross amount of Stage 3 loans, which amounted to €16.0 million as at 31 December 2021, €12.7 million as at 31 December 2020 and €3.4 million as at 31 December 2019) as a percentage of total nominal value of the loans (being loans and advances to customers before impairment provisions at nominal value).
- (7) Impairment provisions as a percentage of non-performing loans. Provisions include provisions for loans and advances to customers.
- (8) Loans and advances to customers divided by total assets.
- (9) Loans and advances to customers divided by deposits from customers.
- (10) Calculated in accordance with applicable requirements in Estonia.
- (11) LCR, adjusted for financial intermediaries: the amount of deposits of financial intermediaries is deducted both from the numerator (high quality liquid assets) as well as the denominator (outflows) when calculating LCR. Full liquidity is kept by LHV to back the deposits of financial intermediary clients.
- (12) Profit for the year attributable to owners of the parent less income tax expense for the year, divided by average shareholders' equity for the year, with average shareholders' equity calculated as the sum of total equity attributable to owners of the parent at the beginning and at the end of the year divided by two.
- (13) Sum of net losses divided by sum of net earned premiums.
- (14) Sum of administrative expenses, depreciation expenses, commission fees and reinsurance commissions divided by sum of net earned premiums.

DESCRIPTION OF THE GROUP

INTRODUCTION

The Issuer is a holding company for two principal wholly-owned subsidiaries, LHV Bank and LHV Asset Management. The Issuer also owns 100 per cent. of LHV UK Limited, which was established in 2021 and is in the process of applying for a UK banking licence, 100 per cent. of EveryPay AS ("**EveryPay**"), a payment solutions provider, and 65 per cent. of AS LHV Kindlustus ("**LHV Insurance**"), a non-life insurance joint venture that started operations in 2021.

LHV Bank is the third largest bank in Estonia with a 21 per cent. market share in deposits and an 18 per cent. market share in corporate loans, in each case according to information provided by the EFSA as at 31 December 2021. In February 2022 an independent survey company, Dive, announced that LHV Bank offered the best service in Estonian banking with a score of 99.5 per cent. In August 2022, Euromoney identified LHV Bank as the best bank in Estonia for the fifth consecutive year.

LHV Bank is an Estonian licensed credit institution offering banking services to corporate and retail clients in Estonia. In addition to branches in Tallinn, Tartu and Pärnu, LHV Bank also has:

- a 65 per cent. owned subsidiary, AS LHV Finance, which provides consumer finance and hire purchase services in Estonia; and
- a London branch which was established in 2018.

LHV Asset Management is the second biggest pension fund manager in Estonia, with a market share in terms of volume of 28.8 per cent. and a market share in terms of number of clients of 25.1 per cent., in each case according to data provided by the Estonian Pension Register (Pensionikeskus) as at 31 December 2021.

LHV Asset Management acts as the fund manager for 11 investment funds – seven compulsory pillar II pension funds, three voluntary pension funds and a UCITS investing into equity instruments. As at 31 December 2021, LHV Asset Management employed 33 people and the volume of assets managed by it was over €1.3 billion. LHV Asset Management has more than 170 thousand active pension fund clients.

In 2021, the Group's profit for the year was €60.3 million, compared to €39.8 million in 2020 and €27.1 million in 2019.

As at 31 December 2021, the Group's total loans and advances to customers amounted to €2.7 billion and its deposits from customers and loans received amounted to €6.4 billion. As at the same date, the Group's total assets were €6.8 billion. As at 31 December 2021, the Group employed 571 people (active employees only).

HISTORY

The Group's history dates back to 1999 when LHV Bank was established pursuant to the Estonian Commercial Code by nine individuals and four legal entities, including Mr Rain Lõhmus and Mr Andres Viisemann. In 2005, the Issuer, in which Mr Rain Lõhmus and Mr Andres Viisemann remain significant shareholders, was established as a holding company for both LHV Bank and LHV Asset Management.

Below is a chart showing the structure of the Group and its principal subsidiaries as at the end of September 2022:



The table below summarises the Group's history.

1999	LHV Bank was established and started operations as an investment firm. LHV Asset Management was established.
2002	LHV Asset Management initiated pensions funds fund management operations.
2005	The Issuer was established.
2009	LHV Bank obtained its credit institution license and initiated deposit taking and lending operations.
2010	LHV Bank launched payments services.
2011	LHV Bank launched bank payment cards issuing services.
2013	AS LHV Finance was established as a majority-owned subsidiary of LHV Bank and launched hire-purchase services.
2014	LHV Bank launched bank payment cards acquiring services.

2015	LHV Bank joined the SEPA payments network as a direct member and launched ATM network services.
2016	The Issuer's shares were listed on the Nasdaq Tallinn Stock Exchange. LHV Bank commenced offering mortgage loans to private clients. LHV Asset Management acquired Danske Capital AS, Danske Bank A/S's Estonian-established asset management company.
2017	LHV Bank began servicing payments service providers.
2018	LHV Bank opened a branch in London, United Kingdom; Moody's assigned LHV Bank a credit rating of Baa1.
2019	LHV Bank completed the acquisition of a small corporate loan portfolio from Versobank in January 2019 and a significant private loan portfolio from Danske Bank's Estonian branch in November 2019.
2020	LHV Bank commenced making payments as a direct member of the Faster Payments scheme in the United Kingdom. In October 2020, LHV Bank completed the acquisition of a portfolio of corporate and municipality loans that had been originated by Danske Bank's Estonian branch. LHV Insurance was established and received its non-life insurance licence in December.
2021	LHV UK Limited was established.
2022	EveryPay was acquired by LHV Group.

SHAREHOLDERS

Shareholders

The Issuer's principal shareholders are two of its founders who between them own (directly and indirectly) 33.1 per cent. of the shares in the Issuer as at 30 September 2022. Both of these shareholders are also members of the Issuer's Supervisory Board.

The table below shows the Issuer's five largest shareholders as at 30 September 2022.

	Number of shares	Participation <i>(per cent.)</i>
Rain Lõhmus ⁽¹⁾ and his related parties.....	68 649 130	21.76
Andres Viisemann ⁽¹⁾ and his related parties	35 756 210	11.34
Krenno OÜ	12 265 090	3.89
Tiina Mõis ⁽²⁾ and her related parties	11 359 990	3.60
Heldur Meerits ⁽²⁾ and his related parties.....	10 875 280	3.45

Notes:

(1) Founder and member of the Supervisory Board.

(2) Member of the Supervisory Board.

As at 30 September 2022, the Issuer had approximately 30 thousand shareholders.

So far as the Issuer is aware, Mr Rain Lõhmus and Mr Andres Viisemann have not entered into a shareholders' agreement in relation to their shareholdings in the Issuer. Mr Rain Lõhmus and Mr Andres Viisemann are entitled to use their rights as shareholders of the Issuer in accordance with applicable law, the Articles of Association and the rules of Nasdaq Tallinn Stock Exchange.

STRATEGY

The Group's vision is helping people and businesses dare to think big and act big. The Group's mission is to provide for better access to financial services and capital.

The Group's home markets are Estonia and the United Kingdom (through LHV Bank's London branch and in the future through LHV UK). The Group has the capability to grow its business in both of these geographies by leveraging its technological solutions. It is demonstrated by the fact that the Group's deposits and loans have more than doubled over the past three years. The Group strives to grow within the bounds of predetermined risk appetite and profitability targets. The Group envisions itself as an international financial group that offers the best service to all customer groups and through all channels, from the mobile bank to the bricks-and-mortar office.

The Group's strategy is to ensure that LHV Bank has the strongest possible value proposition, with products and services that are simple, transparent and relevant to its customers and positively distinguish it from the market. The Group is currently able to finance any Estonian company and issues mortgage loans all over Estonia. It makes swift decisions with extra conditions tailored to the customer. It also offers payments, integrated investment services, a payment collection service for businesses, insurance solutions and pension funds with high long-term returns.

The Group communicates with its customers principally through modern electronic channels, which is the way preferred by most of its clients. For example, it provides the bulk of its services, including securities trading, private customer loan applications and loan agreement conclusion, through its mobile app.

The Group's long-term aim is to operate with four core companies: a bank, a fund management company, an insurance undertaking and a separate credit institution in the UK. The Group's long-term ambition is to become Estonia's largest bank. The Group targets growing its customer base and loan portfolio by focusing on efficiency, profitability, innovation and the provision of the best possible service.

In relation to its corporate banking customers, the Group aims to keep growing its loan portfolio at a pace higher than market average while maintaining high asset quality of the portfolio. It is targeting customers in search of a bank that understands the nature of their business and is able to provide the required financing structure. The Group intends to continue LHV Bank's single-level decision-making process, where all decisions are made locally, swiftly and in a flexible manner. It also expects to continue its multi-year project of adopting the internal ratings-based ("IRB") approach to credit risk. This will allow LHV Bank to model not only the probability of default but also to model its own loss given default and exposure-at-default levels and enhance the Group's return on equity through efficient capital allocation.

In relation to its retail banking customers, the Group intends to focus on expanding its customer base and enhancing customer activity. Its focus on customers all across Estonia, targeting active customers who prioritise electronic channels including the internet bank and mobile app. At the same time, the Group has recently also opened LHV Bank's third physical office, in Pärnu, Estonia, to better support its customers in the western part of Estonia. The Group seeks to better engage customers who have opened a current account with LHV Bank, whose salary is transferred to the account and who use LHV Bank's cards for their daily financial affairs. The Group intends to focus also on boosting its market share in mortgage loans. The Group also focuses on increasing its market share and customer activity in the area of investments services.

The Group's financial intermediaries business line continues servicing various FinTech companies, including payment service providers and virtual asset service providers. The Group already offers services such as accounts, payments (including real-time EUR and GBP payments), acquiring services, working capital finance and foreign currency exchange services. Customers are able to use many of the services through an application programming interface ("API") called LHV Connect. The Group is continuing to expand its service offering to better meet the needs of the growing client base. In the medium-term horizon after the Group's new subsidiary receives a banking licence in the United Kingdom, the Group expects to transfer the financial intermediary business from LHV Bank to the new stand-alone UK banking subsidiary.

The Group's priority focus for LHV Asset Management is that its managed pension funds should deliver strong long-term returns. The Group intends to continue implementing LHV Asset Management's investment strategy, with an increased focus on investing in private equity and real estate which complement public instruments in the portfolios.

In relation to LHV Insurance, the Group has, since 2021, launched most of the non-life insurance products that are required by Estonian retail customers. The objective of LHV Insurance is to support the Group companies with the best insurance solutions. LHV Insurance offers simple, innovative and customer-friendly products through a mix of channels. It is focused on retail customer products which make up the majority of the Estonian non-life insurance market.

The Group's constant goal is to build strong relationships with all stakeholders by being:

- the best financial services provider for customers;
- the most supportive financial services provider for international financial intermediaries;
- an attractive employer that offers high job satisfaction, development opportunities and self-fulfilment for people;
- a transparent company that delivers a strong return on equity per year for investors; and
- a company with the best management practices, positive social impacts and climate goals for society.

STRENGTHS

The Group believes that its principal strengths are:

- **Leading brand in Estonia.** The Group believes that the LHV brand is well known as a leading locally-owned financial group. This is supported by the expansion and success of LHV Bank and the activities of LHV Asset Management, which is the second largest pension fund manager in Estonia with a market share of 28.8 per cent. of the assets under management in the Estonian pension system according to the Estonian Pension Register (Pensionikeskus) as at 31 December 2021. In addition, AS LHV Finance is a leading consumer finance and hire-purchase provider in Estonia.
- **Superior offering in terms of quality, range of products, technological innovation and price.** The Group aims to be in the forefront of technical innovation and to introduce these innovations into everyday use for the benefit of its retail and corporate customers. For example, LHV Bank has launched many novel products and has been one of the first to incorporate internationally successful products and services, such as the LHV Connect API, which offers flexible payments services with access to several instant payments schemes through a single file format and automated payment routing options. LHV Bank also offers services such as virtual accounts and agency banking services. The Group believes that LHV Bank's mobile banking capabilities exceed those of its competitors in terms of their intuitiveness and the range of services offered. LHV Bank is one of only a few banks in the world that can offer real-time SEPA and pound sterling payments and a list of easily accessible services for corporate customers from the financial technology sector. LHV Asset Management offers both passive and actively managed pension funds. Compared to its competitors, LHV Asset Management's actively managed funds are investing more in alternative asset classes, which distinguishes the offering from the rest of the pension fund managers. LHV Insurance aims to stand out based on the simplicity and speed of concluding insurance contracts and handling claims. A high level of customer satisfaction with claim handling is an objective in every individual loss event.
- **Strong track record.** The Group has a strong track record of low loan loss provisions throughout its 13-year history of operating in Estonia (a period which includes the global financial crisis that started in the second half of 2008). The Group believes that this evidences its strong credit analysis and management process, and its expert staff in this area. While the Group saw an increase in its non-performing loans in 2020 as the COVID-19 pandemic impacted the economy and the financial situation of the Group's customers, the effect of COVID-19 has now mostly passed and the credit quality of the Group's loan portfolio generally remains strong. The Group has not yet observed an

impact from the effects of Russia's aggression against Ukraine, its impact on commodities prices and the recent high levels of inflation. The Group's non-performing loans (equal to Stage 3 loans) amounted to €16.0 million as at 31 December 2021, €12.7 million as at 31 December 2020 and €3.4 million as at 31 December 2019, which represented 0.6 per cent., 0.6 per cent. and 0.2 per cent. of the value of its total gross loan balances as at 31 December 2021, 31 December 2020 and 31 December 2019, respectively. As at the date of this Prospectus, the Group expects that higher costs of loan provisions and actual loan losses could result from increases in interest rates and weaker economic conditions. Such cyclicity is, however, expected and overall the Group believes that its credit portfolio is of high quality. According to the Estonian Pension Register (Pensionikeskus), as at the end of September 2022, the pension funds managed by LHV Asset Management have the best 15-year performance among all Estonian pension funds which have a track record of at least 15 years.

BUSINESS

The Group has six reporting segments as follows:

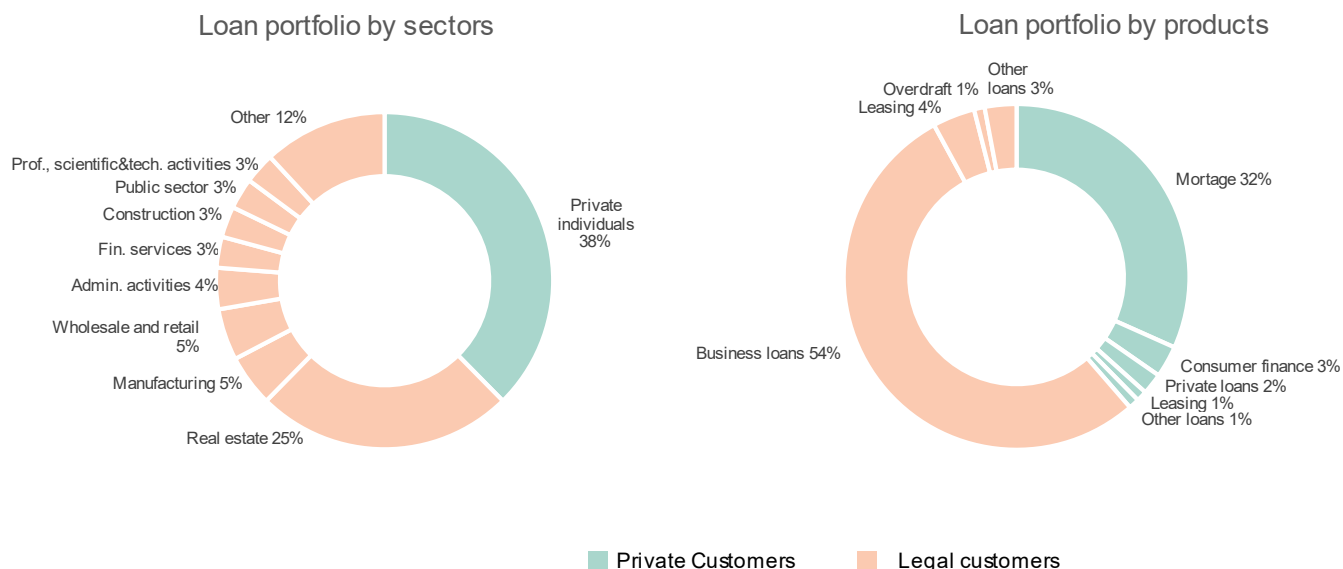
- **corporate banking**, which covers all of LHV Bank's corporate customers and other legal entities with credit exposure over €500 thousand. The main products are credits and payments;
- **retail banking**, which covers all of LHV Bank's private individual and small legal entity customers with credit exposure under €500 thousand. This is the regular universal banking segment offering payments, cards, credits and other services;
- **asset management**, which covers the LHV Asset Management second and third pillar pension management business;
- **hire-purchase and consumer finance** provided by AS LHV Finance to small legal businesses and private individuals;
- **financial intermediates**, which cover both FinTech companies with a large volume of payments both in Estonia and in United Kingdom as well as other regular payment services provided by LHV Bank; and
- **other activities**, which include treasury activities through providing an internal banking function to segments and the Issuer's own activities, which are mostly capital and funding related.

The table below shows summary information relating to each of these reporting segments as at and for the year ended 31 December 2021.

	As at and for the year ended 31 December 2021						
	Corporate banking	Retail banking	Asset management	Hire purchase and consumer financing	Financial intermediates	Other activities	Total
	(per cent.)						
Net income ...	37.0	30.8	8.5	7.0	17.4	(0.8)	100.0
Profit ⁽¹⁾	57.2	39.6	1.2	10.9	13.3	(22.1)	100.0
Total assets...	57.1	42.2	0.4	1.0	0.0	(0.6)	100.0
Total liabilities	10.9	50.6	0.0	0.8	38.7	(0.9)	100.0

Note: (1) Profit from continuing operations

The graph below shows summary information relating to the Group's loan portfolio products and by sectors, as at 30 September 2022.



LHV Bank

LHV Bank provides banking services to retail, corporate and financial intermediary clients. The retail banking services cover all private individuals and small legal entities with credit exposure under €500,000. The corporate banking services cover all corporate customers and other legal entities with exposure over €500,000. LHV Bank offers all of these customers universal banking services, including the settlement of payments, the issuing and acquiring of bank cards, deposit services, financing services (including loans, leasing, credit limits, overdrafts and guarantees), securities brokerage and investment services. The financial intermediaries unit provides services to FinTech customers such as payment service providers and virtual asset service providers.

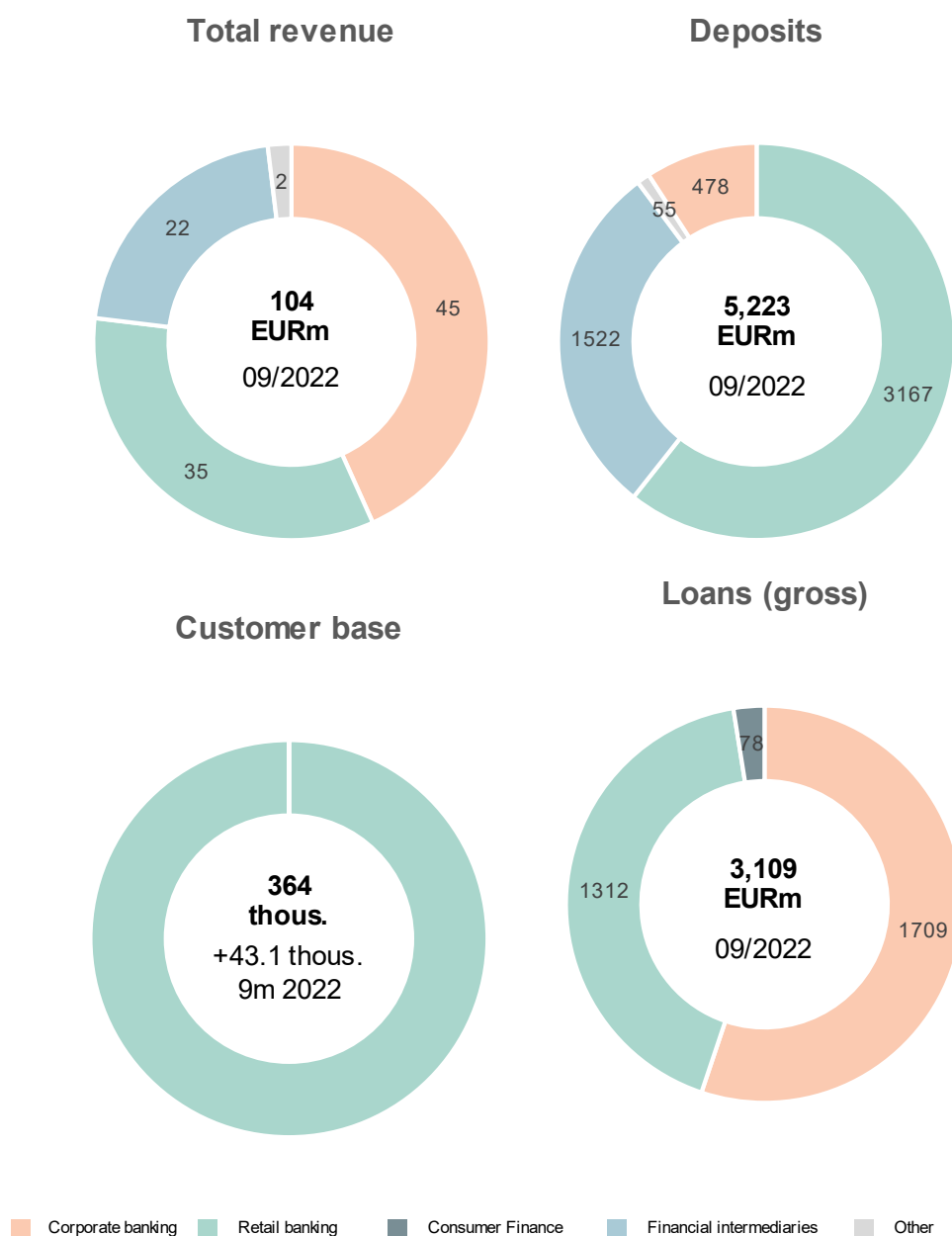
LHV Bank also provides hire-purchase and consumer finance in Estonia, through its subsidiary AS LHV Finance.

In 2021, LHV Bank and its subsidiary accounted for 91.0 per cent. of the Group's net operating revenue and more than 100 per cent. of its profit for the year.

LHV Bank is principally deposit funded through retail and corporate current account deposits and, to a smaller extent, through term deposits. The loan portfolio comprises both corporate and retail loans. Corporate loans have dominated LHV Bank's lending business but loans to private individuals including mortgage loans also make up a substantial share. Mortgage loans to retail clients accounted for 31 per cent. of its total credit portfolio as at 31 December 2021, compared to 31 per cent. as of 31 December 2020 and 35 per cent. as at 31 December 2019. Total loans to private individuals accounted for 38 per cent. of its total credit portfolio as at 31 December 2021 compared to 39 per cent. as at 31 December 2020 and 44 per cent. as at 31 December 2019. Among corporate loans, the real estate sector makes up the largest share of the portfolio. Loans to the real estate sector made up 24 per cent. of the total credit portfolio as at 31 December 2021 (compared to 22 per cent. as at 31 December 2020 and 21 per cent. as at 31 December 2019). LHV Bank has internal limits on the proportion of its loans to the real estatesector to avoid excessive sector concentration and monitors the split of various sectors in its credit portfolio on a regular basis.

LHV Bank's commitment to deliver quality service to its customers is strengthened by continuous upgrading of its technology and the training provided to its staff. LHV Bank's technology enables its customers to access their accounts, interact with LHV Bank and manage any of LHV Bank's products by way of internet banking and mobile banking.

Below is a diagram showing a breakdown of the business volumes of LHV Bank, in the case of total revenue, for the 9 months ended 30 September 2022 and in the case of deposits, customer base and loans (gross) as at 30 September 2022.



LHV Bank has a long-term bank deposits rating of Baa1 with a stable outlook.

Corporate banking

The key corporate banking product offered by LHV Bank is business loans (including investment loans, working capital facilities and overdraft facilities). In terms of sector breakdown, loans to the real estate sector make up the largest proportion. LHV Bank also provides a wide range of other common banking services such as current account (both euro and foreign currency options), cash management services (including cash pool), term deposits, payments services, cards and acquiring, trade finance services (including letters of credit and guarantees as well factoring and inventory financing). LHV Bank also provides capital markets advisory services on the Baltic markets, both for debt and equity raising projects.

The corporate banking business provides services to all corporate and governmental sector clients. LHV Bank considers all Estonian corporates as its target clients, except for a few of the very largest clients where LHV Bank is limited in its offering due to balance sheet size.

In the longer term, LHV Bank is seeking to grow the size of its corporate loan portfolio while maintaining high loan credit quality and fulfilling return on equity targets. The Issuer is proud of LHV Bank's excellent client service, including swift credit process and decision-making, understanding the client's business (including the risks) and partnering with the client when negotiating the loan. LHV Bank is also developing its trade finance business.

LHV Bank's corporate banking business was adversely affected by the COVID-19 pandemic and the associated economic downturn. From 12 March 2020 until 30 September 2020, LHV Bank applied the Estonian Banking Association's uniform policy for the granting of repayment moratoria in connection with the emergency situation declared in relation to the COVID-19 pandemic (the "**Repayment Moratoria Guidelines**"). LHV Bank granted payment moratoria on request for up to six months in case of debtors which are legal entities with an exposure up to €5 million. Only principal payments were affected and the rest of the loan conditions were not changed. Most of the payment holidays that were granted have now expired.

In addition to credit products, LHV Bank also offers its corporate customers cash management and payments services.

Retail banking

As at 31 December 2021, LHV Bank had around 321,000 retail customers using its retail banking products. LHV Bank offers its retail customers daily financial affairs management products and services, along with mortgage loans, and it specialises in providing the best services for growing customers' savings and investments. For small and medium sized business customers, LHV Bank provides flexible and appropriate financing. LHV Bank's products and services are simple, transparent and relevant. Modern electronic means of communication are used for customer relations (including LHV Bank's mobile app). Where possible, LHV Bank aims for higher automation of its business processes to speed up the decision making for the client and achieve greater organisational efficiency. The resultant reduced costs are also reflected in the affordable prices of LHV Bank's everyday banking services.

The retail banking unit is an important source of deposits for LHV Bank in order to fund both its mortgage and corporate banking businesses. Accordingly, LHV Bank focuses its sales and marketing activities on attracting private individuals who use LHV Bank for their core daily banking activities (including receiving salary payments), wealthy customers (to the private banking offering) and small and medium sized companies. LHV Bank's product offering includes a full range of services for these clients, including accounts and deposits, credit cards, debit cards and digital wallet services.

Mortgage lending is the retail banking unit's key credit product. LHV Bank aims to grow its market share in mortgage loans by offering clients rapid service and fast turnaround times for loan applications compared to its competitors. LHV Bank's target is to provide an indicative offer to a prospective customer within 24 hours after receiving an application for a mortgage loan, which is significantly faster than other banks offering mortgage loans in Estonia. LHV Bank is not aiming to be a price leader in the market but instead offers premium service to command pricing which enables it to earn targeted returns on equity with an acceptable risk appetite. For homes with high energy efficiency, a green mortgage loan product is offered at a lower cost for the customer. The retail banking unit also provides loans to small and medium sized companies. LHV Bank's leasing offering is mainly based on motor vehicles which make up around half of the total sales. Equipment leasing of various types (including for forestry, construction and agricultural businesses) makes up the rest of the leasing business volume. LHV Bank's mortgage portfolio grew substantially in 2019 as it acquired the private customer loan portfolio of Danske Bank A/S Estonia branch. The transaction was finalised on 23 November 2019 and, as a result of the transaction, LHV Bank's loan portfolio increased by €393 million. The level of loans with payments overdue was on average higher in the acquired portfolio compared to the loans originated by LHV Bank. This was due to a different servicing approach that was adopted by Danske Bank which was less active in contacting the client in case of overdue payments. LHV Bank is more proactive in communication with its clients and LHV Bank has applied this more proactive approach to the purchased portfolio.

Retail banking also incorporates LHV Bank's private banking business which offers investment management services and certain premium banking services to its clients. The private banking unit mainly targets wealthy individuals based in Estonia as clients. Retail banking also includes LHV Bank's investment services offering, comprising brokerage and foreign currency services.

LHV Bank's retail banking business was adversely affected by the lockdowns implemented in response to the COVID-19 pandemic and the resulting impact on the economy and its customers' incomes. In particular, LHV Bank granted payment holidays to retail customers on a case-by-case basis in accordance with the Repayment Moratoria Guidelines. Only principal payments were affected and the rest of the loan conditions were not changed. Most of the grace periods that were granted as part of the moratoria have now expired.

Financial intermediation

LHV Bank's financial intermediation business comprises the provision of banking infrastructure and services to more than 200 payment intermediation and technology customers, including companies such as Wise and Coinbase, and includes the activities of LHV Bank's branch in the United Kingdom. LHV Bank continues to focus on acquiring new customers and expanding its product portfolio. In addition to developing its product portfolio, LHV Bank has significantly improved its anti-money laundering systems. The FinTech company market remains active and the demand for the banking services that LHV Bank provides to these companies continues to grow. LHV Bank believes that its LHV Connect service is the first bank API through which FinTech companies can access euro and pound real-time payments. The revenue base of LHV Bank's business in the UK is growing, with revenue generated mainly from payments, currency exchange, card payment mediation, credit services and maintenance fees. LHV Bank aims to further develop its payments infrastructure to broaden the range of its service offering.

The financial results of the financial intermediation unit include all costs related to LHV Bank's payments infrastructure (which is shared between all of LHV Bank's business units, including its retail and corporate units), as in terms of organisational set-up, the relevant team is part of the financial intermediation unit.

The Group's subsidiary, LHV UK Limited, has submitted an application for a banking licence in the United Kingdom. Once the regulatory approvals are obtained, it is expected that the financial intermediation business will be transferred from LHV Bank to the stand-alone UK subsidiary. The purpose of the change is to clearly separate LHV Bank's Estonian universal banking business and its financial intermediary business, focused on international clients, due to the different growth and risk profile of these two business lines.

Delivery channels

LHV Bank views its electronic channels (including both the internet bank and mobile app) as the core channels for interaction with its clients. LHV Bank aims to continuously upgrade its electronic channels with new functionalities and to make them as convenient as possible for customers. However, it also supports its clients through more conventional delivery channels. LHV Bank's delivery channels include:

- *branches* – LHV Bank has four branches located in Tallinn, Tartu, Pärnu and London;
- *online banking* – which allows customers to monitor their account activity, transfer funds, pay bills, manage their credit cards and other loans, arrange time deposits, request and conclude agreements for services and update information;
- *mobile banking* – which allows customers to open an account, order a bank card, make investments and apply for various loan products. In addition to Baltic shares, customers can also buy and sell shares listed on international stock exchanges and exchange-traded funds. The mobile banking app is growing in importance as a delivery channel for LHV Bank's customers;
- 95 ATMs – through which customers can withdraw cash, make certain transfers and payments and initiate certain enquiries. The ATM network was significantly expanded in 2019 following the conclusion of a shared network contract with Luminor Bank, Danske Bank and Worldline. In August 2021 LHV Bank signed an agreement with Worldline according to which Worldline took over the

servicing of LHV ATMs and started upgrading and improving the ATM network. Machines were relocated, so that the network covers the whole of Estonia more evenly;

- over 11,000 POS terminals – which are located at merchants' premises or added to their websites and enable them to accept card payments from their customers; and
- LHV Connect – an API which offers integration between the information system (such as accounting software) of the customer and LHV Bank. The API offers access to a range of LHV Bank's payment services.

Hire purchase and consumer financing in Estonia

Through its subsidiary, AS LHV Finance, LHV Bank provides hire purchase and consumer financing services in Estonia. AS LHV Finance was established in 2013 to provide hire-purchase services. In 2015, it began offering consumer loans as well. In 2017, AS LHV Finance started to offer rebranded targeted consumer loans (such as renovation loans and car loans). As at 31 December 2021, AS LHV Finance's credit portfolio amounted to €69.0 million and it had over 41,900 effective credit agreements.

Other LHV Bank activities

As an institutional broker, LHV Bank helps Baltic companies to raise equity and debt financing via capital markets activities. LHV Bank is the leading market participant on the Baltic stock exchanges in terms of trading volume based on data provided by the Nasdaq Baltic stock exchange. In 2021, LHV Bank received the "Best Stock Exchange Member of the Year" award of the Nasdaq Baltic stock exchanges for the seventh time. LHV Bank also publishes regular research about publicly listed Baltic companies, organises meetings between investors and the management of listed companies and is a market maker for seven publicly traded companies.

LHV Bank's securities trading system, LHV Trader, is available to customers and the funds of those customers are treated as off-balance sheet assets of LHV Bank. Due to the nature of the system, LHV Bank deposits these funds in personalised accounts with its partner and does not use them for its own business purposes. LHV Bank earns commission and interest income on intermediation of transactions in these accounts. LHV Bank has provided contractual guarantees to its partner in respect of LHV Trader accounts, guaranteeing any losses incurred from financing of the transactions executed by customers intermediated by itself, with the primary collateral being the securities used as collateral for leveraged loans. To date, no such losses have occurred.

LHV Asset Management

LHV Asset Management is an Estonian licensed fund manager with an emphasis on active investment strategies. It acts as the fund manager for 11 investment funds – seven compulsory (second pillar) pension funds (LHV Pensionifond XS, LHV Pensionifond S, LHV Pensionifond M, LHV Pensionifond L, LHV Pensionifond XL, LHV Pensionifond Indeks and LHV Pensionifond Roheline), three voluntary (third pillar) pension funds (LHV Täiendav Pensionifond, LHV Pensionifond Indeks Pluss and LHV Pensionifond Roheline Pluss) and a UCITS investing into equity instruments (LHV World Equities Fund).

From April 2015, LHV Asset Management also provided investment consulting services to the SEF-LHV Persian Gulf Fund, which incorporated the LHV Persian Gulf Fund (managed by LHV Asset Management). The SEF-LHV Persian Gulf Fund was closed in June 2019 due to the unfavourable changes in the political situation of the region, impacting the investments into the Persian Gulf region companies and also the size of the fund. Two passively managed pension funds, compulsory pension fund LHV Pensionifond Indeks and voluntary pension fund LHV Pensionifond Indeks Pluss, were launched in 2016. In March 2018, LHV Asset Management launched a new pension fund, LHV Pensionifond Eesti, which invests only in Estonia. This fund was merged into LHV Pensionifond L in September 2020.

In 2016, LHV Asset Management acquired 100 percent. of the shares of Danske Capital AS from Danske Bank A/S and Danske Bank A/S Estonian branch for a purchase price of EUR 10.9 million. Following receipt of the necessary approval from the EFSA, Danske Capital AS was merged into LHV Asset

Management in 2016 and, as a result of the merger, Danske Capital was dissolved, with LHV Asset Management becoming its legal successor.

LHV Asset Management offers a wide range of investment strategies to its clients within the mandatory pension system, including a passively managed index fund, an ESG/green fund and five actively managed funds with varying risk classes. In recent years, LHV Asset Management's actively managed funds have concentrated more on alternative asset classes and non-listed securities with the belief that over a long investment horizon the average annual expected return will exceed that of publicly traded securities. Growth in the size of its funds as well as changes in regulation have allowed LHV Asset Management to invest more into local non-listed assets, such as real estate, and to provide financing to Estonian companies through debt securities. LHV Asset Management's pension funds have been among the biggest and most active institutional investors in Estonia in recent years.

In 2020, as the severity of COVID-19 became clear, markets experienced a significant drop in value in the first quarter. However, the markets subsequently recovered in the remainder of 2020. LHV Asset Management's actively managed funds entered the downturn with lower public equity exposure and were thus better positioned for the recovery. While in 2021, actively managed funds with less equity exposure underperformed peers which were mostly invested in world indices, the opposite has been the case in 2022. Two actively managed funds, including LHV Asset Management's biggest pension fund, LHV Pensionifond L, have managed to show above zero returns, with other funds decreasing much less than competing funds with higher equity allocations.

In 2021, LHV Asset Management's assets under management fell from €1,537 million to €1,349 million due to almost 25 per cent. of its customers deciding to leave the pension system, as a result of the second pillar pension reforms. The number of customers leaving was somewhat lower than had been expected. Pension reform also affected the financial results of LHV Asset Management in 2021, as client acquisition costs were written off from intangible assets and created a cost in the income statement.

Mandatory pension funds constitute about 96 per cent. of LHV's assets managed. In addition, assets under management in the voluntary pension system grew by 65 per cent. from €31 million to €51 million. LHV Asset Management accounted for 8.1 per cent. of the Group's net income and 1.2 per cent. of its profit for the year, in each case before other activities and inter-segment eliminations which each recorded negative net income and profit for the year in 2021.

As of 31 December 2021, LHV Asset Management employed 38 people. At the same date, the volume of assets managed by LHV Asset Management was €1,349 million. LHV Asset Management has more than 170,000 active pension fund clients and was the second biggest pension fund manager in Estonia with market shares of 28.8 per cent. in terms of volume and 25.1 per cent. in terms of number of clients, in each case according to the Estonian Pension Register as at 31 December 2021.

Other activities

The Group's other activities comprise:

- its own investor relations management activities as well as ensuring that its subsidiaries remain appropriately capitalised;
- non-life insurance activities through LHV Insurance, which is a subsidiary of the Issuer established as a joint venture in co-operation with Toveko Invest OÜ. LHV Insurance received its non-life insurance licence in December 2020 and is currently offering insurance products principally to clients of LHV Bank (mostly casco insurance, motor third party liability insurance and home insurance products) and Euronics retail store chain (in the form of extended warranty and purchase insurance products). Insurance products are also offered to the general public through LHV Insurance's website and through insurance brokers;
- LHV UK Limited, which is making preparations for applying for a banking licence in the United Kingdom and, if and when the regulatory approvals are obtained, it is expected that the financial intermediation business will be transferred from LHV Bank to this entity; and

- payment solutions offered by EveryPay. LHV Bank is the main customer of EveryPay.

Lending and loan portfolio

For details of the Group's loan portfolio, see "*Financial review—Lending*".

Deposit portfolio

For details of the Group's deposit portfolio, see "*Financial review—Liquidity and funding—Funding—Customer deposits and loans received*".

RISK MANAGEMENT AND INTERNAL CONTROL

The Management Board ensures that the Group has appropriate risk management and internal controls for its operations and business area. The Group's internal control system covers all activities carried out by its Supervisory Board, management and employees in order to ensure efficiency of operations, adequate risk management, reliability and accuracy of internal and external reporting, correspondence to reality and unconditional compliance with all laws and regulations. The internal control system covers all business, support and control units.

The objective of the Group's risk management is to identify, correctly quantify and manage risks. The wider objective of risk management is to increase the value of the Issuer by minimising losses and reducing volatility of results.

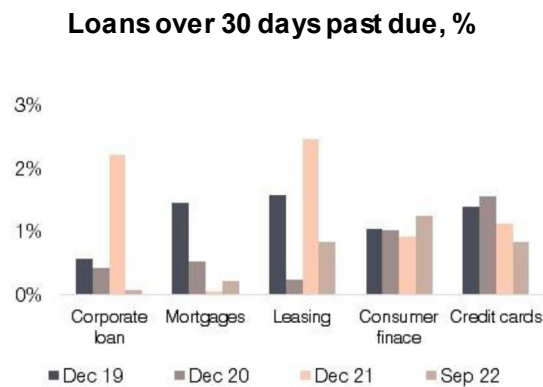
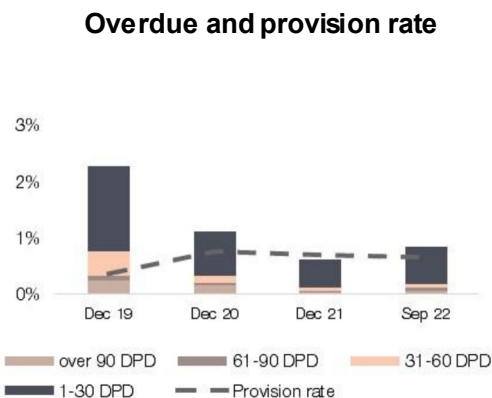
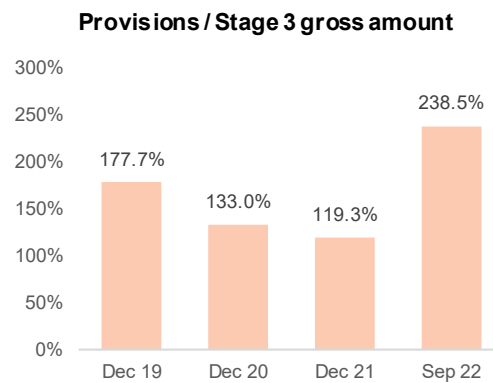
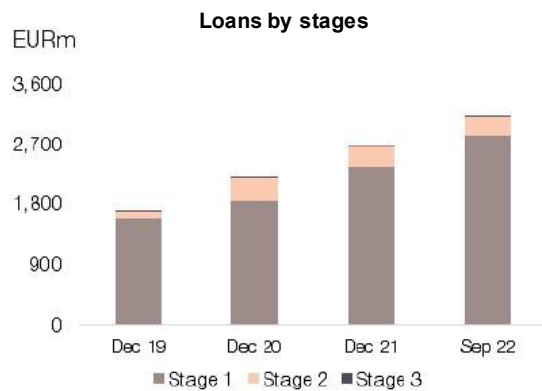
The Group's risk management is based on a strong risk culture and the principle of three lines of defence. The first line of defence, which is the business areas, is responsible for risk-taking and daily risk management. The second line of defence, which is the risk management area, is responsible for developing risk management methods and risk reporting. The third line of defence, which is internal audit, exercises independent supervision over the entire Group.

Credit risk

Credit risk is the risk of suffering financial loss, should any of the Group's customers, clients or market counterparties fail to fulfil their contractual obligations to the Group. Credit risk principally arises from the Group's credit exposures to customers, including outstanding loans, guarantees, other receivables and commitments, and also from its cash and cash equivalents, derivatives and deposits with banks and other financial institutions and debt securities.

Credit risk is one of the largest risks for the Group's business. Management therefore carefully manages its exposure to credit risk. In order to evaluate credit risk, the Group analyses the operations and financial position of its customers and business partners. After approving the credit, the solvency of the customer and the value of the collateral are regularly monitored. The credit risk management and control are centralised in a credit risk management unit which reports regularly to the Management Board and Supervisory Board. For further information on the Group's credit risk measurement, credit risk grading and expected credit loss measurement, see notes 2.1 and 2.2 to the risk management section of the 2021 Financial Statements. For a discussion of the Group's credit risk exposure, see note 2.3 to the risk management section of the 2021 Financial Statements, which includes tables analysing the Group's credit risk exposure by financial instruments for which an expected credit loss allowance is recognised and discussions of the Group's exposure to credit risk in respect of financial instruments not subject to impairment and the Group's approach to collateral, as well as an analysis of the changes in the Group's expected credit loss allowances during each of 2021 and 2020 by portfolio.

The below graphs provide an overview of the current status of the quality of the Group's credit portfolio and the trends of the relevant credit risk statistics over the past few years. The graphs display the volume of loans by stages, the ratio of provisions to stage 3 gross amount, the percentage of overdue loans and the provision rate, and the loans overdue more than 30 days split by products.



Market risk

Market risk arises from the Group's positions which are exposed to changes in interest rates, foreign exchange rates and securities prices. These positions arise from the Group's trading, market making and investment activities as well as from LHV Bank's lending and funding activities (banking book). The Group has set conservative limits for its trading, liquidity and investment portfolios and open foreign currency exposures.

LHV Asset Management invests most of its available resources into its own managed pension funds. The management of LHV Asset Management is responsible for monitoring the associated market risk of these investments. See note 3 to the risk management section of the 2021 Financial Statements for a more detailed discussion of the Group's approach to foreign currency risk, price risk and interest rate risk.

Liquidity risk

Liquidity risk relates to the Group's ability to meet its contractual obligations on time. Liquidity risk is most relevant in the context of LHV Bank as there is a difference between the maturity of LHV Bank's assets (loans provided to customers) and liabilities (mostly deposits). The Group's liquidity risk management is documented in its liquidity risk management policy and other internal rules, which provide for liquidity risk metrics, limits and internal procedures.

The Group's liquidity risk management framework includes stress testing, early warning indicators and a business continuity plan for liquidity management. The key internal metric for liquidity risk management is the survival period, which is calculated on both a base case and stressed scenario basis.

LHV Bank's treasury is responsible for managing the Group's liquidity risk. One of the key instruments for this is maintaining an adequate buffer of high quality and liquid instruments. The liquidity buffer consists of cash and deposits with the central bank and liquid securities held by the treasury, which can be readily sold or used as collateral in funding operations with the central bank. See note 4 to the risk management

section of the 2021 Financial Statements for a more detailed discussion of the Group's approach to liquidity risk.

COMPETITION

The Group's two principal subsidiaries both operate in a competitive market.

LHV Bank

As at 31 December 2021, there were 14 banks operating in Estonia. Of these, five were branches of foreign credit institutions. The largest banks in Estonia are owned by Nordic financial groups (SEB and Swedbank) which together accounted for around two thirds of the market (64 per cent. of deposits, 62 per cent. of corporate loans and 72 per cent. of household loans as at 30 June 2022, according to EFSA data). Accordingly, the Estonian banking sector is fairly concentrated. LHV Bank and Luminor are the third and fourth largest banks in terms of market share of deposits and lending. LHV Bank's market share amounted to 21 per cent. for deposits, 18 per cent. for corporate loans and 9 per cent. for household loans as at 31 December 2021, according to adjusted EFSA data. The Bank estimates that its market share of new sales of mortgage loans is currently 13 per cent. As at 31 December 2020, the market shares of LHV Bank amounted to 19 per cent. for deposits, 13 per cent. for corporate loans and 8 per cent. for household loans, according to adjusted EFSA data.

LHV Bank principally seeks to compete by:

- offering premium customer service. LHV Bank has won awards for best service and expressly targets that it should have the best service among its competitors. LHV Bank focuses on understanding the needs of its clients. Among corporate clients, instead of offering completely standardised products, LHV Bank is willing to provide flexibility where possible to better match the client's business needs;
- providing a transparent product offering and service. LHV Bank seeks to make its product offering and communications easily understandable for its customers. The pricing of its products and services is transparent;
- swift decision-making and lean organisation. LHV Bank focuses on efficient internal processes and swift decision-making. Where possible, LHV Bank automates its internal processes. LHV Bank keeps its organisation efficient and does not create unnecessary complexity which would involve added time and cost for LHV Bank and ultimately for its clients. LHV Bank is able to react to market developments by introducing new products and services without undue delay; and
- offering premium electronic channels. LHV Bank views its internet bank and mobile app as the key channels for communication with its clients. LHV Bank places great emphasis on developing the functionalities of these channels and making them as convenient for its clients as possible. This approach creates efficiencies for LHV Bank and is also attractive for its clients.

LHV Asset Management

As at 30 June 2022, there were five pension fund managers operating in Estonia. Out of these, four (including LHV Asset Management) are affiliated with banks. The largest pension fund managers in terms of compulsory pension fund assets under management include Swedbank Investment Funds (with 39 per cent. market share), LHV Asset Management with 29 per cent. market share) and SEB Asset Management (with 17 per cent. market share). LHV Asset Management principally seeks to compete by offering funds with an active investment strategy which complement investments to the public markets with investments into private equity and real estate. LHV Asset Management is the only market participant managing pension funds focused on environmentally conscious investments.

INFORMATION TECHNOLOGY

The overall responsibility for managing and overseeing IT development, IT administration and information security functions throughout the Group is assigned to the Head of IT of the Group who is also a member of the Management Board of the Group.

LHV Bank has only three physical branches in Estonia and one in London. Instead of branches, LHV Bank prioritises digital channels and information technology to service its customers. One of the cornerstones of LHV Bank's IT strategy is a strong internal IT team, making up a quarter of LHV Bank's workforce. Most of LHV Bank's IT systems are developed in-house according to common service-oriented architecture and modular design principles, with the addition of a few third-party integrations. Modern digital channels, a strong technical footprint and automation capabilities enable LHV Bank to use the convenience of its mobile and internet banking facilities and speed of automated processes as a competitive advantage.

The Management Board has overall accountability for setting, approving and overseeing the implementation of LHV Bank's IT strategy as part of its overall business strategy as well as for establishing an effective risk management framework for IT and information security risks. The IT strategy and related action plans are reviewed and updated annually to reflect changes in the business environment and in both the size and complexity of LHV Bank's operations.

LHV Asset Management also prioritises servicing its customers through digital channels. In addition to Bank's service channels, LHV Asset Management has developed a dedicated pension app. LHV Asset Management shares IT resources with LHV Bank.

A separate internal audit function has the capacity to independently review and provide objective assurance of the compliance of all IT and information security related activities.

LHV Group's IT and information security measures include:

- defined logical access control procedures, including access on a "need to know" basis, access management, access logging and appropriate authentication methods;
- defined physical security measures, including limited access and appropriate environmental hazard protection;
- appropriate operations security measures, including ensuring that software and firmware is maintained up to date, the implementation of secure configuration baselines of all network components, the implementation of network segmentation, data loss prevention systems and the encryption of network traffic, the implementation of protection of endpoints including servers, workstations and mobile devices, ensuring that mechanisms are in place to verify the integrity of software, firmware and data and encryption of data at rest and in transit;
- security monitoring, including policies and procedures to detect anomalous activities and security threats and to respond to them appropriately;
- information security reviews, assessment and testing, including tests carried out by independent testers with sufficient knowledge, skills and expertise and vulnerability scans and penetration tests commensurate to the level of risk identified with the business processes and systems; and
- information security training and awareness, including periodic security awareness programmes, for all staff and contractors to ensure that they are trained to perform their duties and responsibilities consistent with the relevant security policies and procedures to reduce human error, theft, fraud, misuse or loss and how to address information security related risks.

INSURANCE

The Group maintains the following insurance policies:

- comprehensive crime and professional indemnity; and
- directors' and officers' liability.

The Group's insurance policies are subject to commercially negotiated deductibles, exclusions and limitations and the Group will only receive insurance proceeds in respect of a claim made by it to the extent that the insurers have the funds to make payment. Therefore insurance may not cover all losses incurred by

the Group and no assurance is given that the Group will not suffer losses beyond the limits of, or outside the cover provided by, its insurance policies.

COMPLIANCE

The Group's compliance function plays a vital role in identifying, assessing and providing advice relating to compliance with applicable laws and regulatory requirements. In addition to monitoring and reporting on compliance-related risks (which may give rise to legal and administrative penalties, financial loss or reputational damage), the compliance function is also responsible for conducting compliance audits.

ANTI-MONEY LAUNDERING

Managing the risks related to anti-money laundering ("AML") and combating the financing of terrorism is mainly divided between the first and second lines of defence. The Group applies a risk-based approach, which relies on the assessment of product, service and customer risks, and implementation of risk mitigation measures. The Group invests substantially in strengthening and maintaining a robust controls framework and systems. As set out in LHV Bank's customer acceptance principles, potential new and existing high risk clients' business relationships need to be approved by LHV Bank's Risk Client Committee (and in selected cases, also by the Management Board). By the same principles, all customers of the Financial Intermediaries business line (payment service providers and virtual asset service providers), must be approved by the Financial Intermediaries Client Assessment Committee and by the Management Board. Business units, being the owners and managers of the risk, and the risk-takers, are responsible for implementing the main know your customer principles and due diligence measures, including collecting and maintaining the information during the customer relationship.

Controls in the first line of defence are performed by the AML department in the retail banking unit, which is responsible for the maintenance of area-related procedures, initial analysis of suspicious customers and transactions, preparation and conduct of trainings and supporting of internal reporting. Similar functions, as well as on-site customer visits, in the Financial Intermediaries business line are supported by Business Risk Management and Business Operations departments.

Controls in the second line of defence are performed by the AML Compliance department, which is responsible for supporting governance and the risk assessment framework, the maintenance of area related policies and procedures, analysis and information sharing of ongoing trends, design and support on internal reporting, deciding and reporting to authorities on suspicious customers and transactions based on, and escalations received from, the first line of defence and development and maintenance of the training framework. There is a separate AML reporting officer function supporting the Financial Intermediaries business line in the UK.

LITIGATION

Members of the Group are party to legal and administrative proceedings in the course of their everyday business operations. In the case of LHV Bank, it typically acts as plaintiff in these proceedings, seeking to recover debts by defaulting borrowers and other customers, and, as at the date of this Prospectus, LHV Bank is only acting as plaintiff on ongoing litigation all of which relates to debt recovery.

In addition, the Group operates in a field which is subject to extensive regulation and its members, particularly LHV Bank and LHV Asset Management, are also subject to administrative proceedings initiated primarily by the EFSA in the course of its financial supervision. As of the date of this Prospectus, none of the legal or administrative proceedings to which any member of the Group is a party (including any such proceedings which are pending or threatened of which management is aware) are considered likely to have a significant effect on the Group's financial position and there are no legal or administrative proceedings to which any member of the Group has been party during the 12 months preceding the date of this Prospectus which may have, or have had, a significant effect on the Group's financial position or profitability.

MANAGEMENT AND EMPLOYEES

MANAGEMENT

In accordance with Estonian law, the Issuer has a two-tier board system, consisting of the management board (the "**Management Board**") and the supervisory board (the "**Supervisory Board**"). The Management Board is responsible for the day-to-day management of the Issuer's operations and is authorised to represent the Issuer based on the law and the articles of association of the Issuer (the "**Articles of Association**"). The Supervisory Board is responsible for strategic planning and for supervising the activities of the Management Board.

The address of operations of the Management Board and the Supervisory Board is the Issuer's registered address: Tartu mnt 2, 10145 Tallinn, Estonia.

Management Board

Role and duties

The Management Board is responsible for the day-to-day management of the Issuer's operations, representing the Issuer and for organising its accounting. Furthermore, in accordance with the Estonian Commercial Code, it is the obligation of the Management Board to draft the Issuer's annual reports and submit the annual reports to the Supervisory Board for review and to the general meeting of shareholders of the Issuer (the "**General Meeting**") for approval. The Management Board is accountable to the Supervisory Board and must adhere to its lawful instructions.

The Management Board must present an overview of its activities, as well as the economic activities and economic situation of the Issuer to the Supervisory Board at least once every three months and must give immediate notice to the Supervisory Board of any material deterioration of the economic condition of the Issuer or of any other material circumstances related to its operations. If the Issuer is insolvent (other than on a temporary basis), the Management Board must immediately file for bankruptcy.

The Management Board may enter into transactions that lie outside the Issuer's ordinary scope of business only with the consent of the Supervisory Board. Such transactions include, but are not limited to:

- (i) approval of the annual business plan and budget;
- (ii) approval and, if necessary, amendment of the annual report and the proposal on the division of profit made by the Management Board;
- (iii) the acquisition or termination of holdings in other companies;
- (iv) the establishment and dissolving of subsidiaries;
- (v) the acquisition or transfer of an enterprise, or the termination of its activities;
- (vi) the transfer or encumbrance of real estate or registered property;
- (vii) the foundation or closure of foreign branches;
- (viii) the making of investments exceeding a prescribed sum of expenditure for the current financial year;
- (ix) the assumption of loans or debt obligations exceeding a prescribed sum for the current financial year; and
- (x) the granting of loans or the guarantee of debt obligations if this is beyond the scope of everyday economic activities.

In accordance with the Articles of Association, the Issuer may be represented in all transactions and legal acts by the Chairman of the Management Board alone or by two members of the Management Board acting

jointly. A member of the Management Board may not represent the Issuer in transactions or legal disputes with third parties in relation to which such member of the Management Board, or a person who shares economic interests with such member of the Management Board, has personal economic interests.

Members of the Management Board

According to the Articles of Association, the Management Board comprises one to five members who are appointed by the Supervisory Board for a term of five years. As at the date of this Prospectus there are four members in the Management Board as shown in the table below.

Name	Role	Date appointment first registered
Mr. Madis Toomsalu	Chairman	31 December 2016
Mr. Martti Singi	Member	1 November 2022
Mr. Meelis Paakspuu	Member	1 November 2022
Mr. Jüri Heero	Member	1 November 2022

The term of office of Mr. Madis Toomsalu expires on 31 March 2026 and the terms of office of Mr. Martti Singi, Mr. Meelis Paakspuu and Mr. Jüri Heero expire on 31 March 2027.

Mr. Toomsalu was born in 1982. He obtained a Bachelor's degree in business management from the Tallinn University of Technology ("**TalTech**") in 2009 and a Master's degree in 2011 in public finance. Within the Group, in addition to holding the position of the member of the Management Board of the Issuer, Mr. Toomsalu is the Chairman of the supervisory board of LHV Bank, LHV Fund Management, LHV Insurance and EveryPay and Chairman of the Board of Directors of LHV UK. Previously Mr. Toomsalu held various positions within the Group. Mr. Toomsalu also acts as the member of the management board of non-profit organisation, MTÜ Finance Estonia, and as a member of the Board of Directors of Bank North Limited (in solvent wind-down).

Mr. Singi was born in 1974. He holds a Master's degree in international business administration from the Estonian Business School awarded to him in 2009. Within the Group, in addition to holding the position of the member of the Management Board of the Issuer, he is a member of the Management Board and the CRO of LHV Bank. Before assuming his current position in LHV Bank in 2012, Mr Singi served at AS Swedbank as the Head of Group Credit Risk Control from 2007 to 2009 and he was the CFO of SEB Life and Pension from 2006 to 2007. Previously Mr. Singi was also the member of the Supervisory Board and member of the Management Board of IIZI Kindlustusmaakler AS.

Mr. Paakspuu was born in 1974. He graduated from the University of Tartu in 1996 and obtained a degree in economics. Within the Group, in addition to holding the position of the member of the Management Board of the Issuer, Mr. Paakspuu is the member of the Management Board of and the CFO of LHV Bank. Before joining the team of LHV Bank, Mr Paakspuu served as the CFO of DNB Pank AS from 2012 to 2015. In the past he has acted as the member of the management board of MP Advisory OÜ and Estonian Banking Association.

Mr. Heero was born in 1977. Mr Heero holds a degree in economics from the Faculty of Economics and Business Administration of the University of Tartu awarded to him in 1999. Within the Group, in addition to holding the position of the member of the Management Board of the Issuer, he is a member of the Management Board and the Head of IT of LHV Bank. Mr Heero joined the Group in 2004 as the Head of IT. From 2006 to 2007, he served as a member of the Supervisory Board of LHV Bank, and since 2007, has been holding the position of a member of the Management Board of LHV Bank. Previously he has been the member of the Management Board of OÜ Heero Invest and member of the Supervisory Board of AS Cognitive Dynamics.

Supervisory Board

Role and duties

In accordance with the Estonian Commercial Code, the Supervisory Board is responsible for strategic planning and supervising the activities of the Management Board. The Supervisory Board is accountable to the shareholders acting through the General Meeting.

In accordance with the Estonian Commercial Code and the Articles of Association, before the annual General Meeting of shareholders is held, the Supervisory Board must review the annual report and provide the General Meeting of shareholders with a written report on the annual report, indicating whether the Supervisory Board approves the report and also providing information on how the Supervisory Board has organised and supervised the Issuer's activities during the year.

In accordance with the Articles of Association, the Supervisory Board shall establish and regularly review the Issuer's strategy, general activity plan, risk management principles and annual budget, and adopt resolutions on issues of significance to the activities of the Issuer, which do not fall within the competence of the Management Board and are beyond the scope of everyday economic activities, including:

- (a) approval of the Issuer's annual business plan and annual budget;
- (b) approval and, if necessary, amendment of the annual report and profit allocation proposal prepared by the Management Board;
- (c) acquisition or disposal of stakes in other companies;
- (d) deciding on the establishment or dissolution of a subsidiary of the Issuer;
- (e) acquisition, transfer or dissolution of a company;
- (f) transfer and encumbering of immovable property and movable property entered in the register;
- (g) deciding on the opening and closure of foreign branches;
- (h) investments which exceed the budgeted amount for the financial year;
- (i) loans or other borrowings which exceed the budgeted amount for the financial year;
- (j) granting of loans and borrowings beyond the scope of the everyday economic activities of the Group;
- (k) appointment and removal of procurators;
- (l) election, extension of authorisation, and removal of members of the Management Board; appointment of the Chairman of the Management Board;
- (m) specification of the obligations of members of the Management Board, supervision over the activities of the Management Board and establishment of the principles for remuneration of the Management Board;
- (n) deciding on the conclusion of transactions with members of the Management Board, establishment of the terms and conditions for such transactions, deciding on legal disputes and appointment of the Issuer's representative in such a transaction or dispute;
- (o) deciding on the conclusion of transactions with shareholders of the Issuer, establishment of the terms and conditions for such transactions, deciding on legal disputes and appointment of the Issuer's representative in such a transaction or dispute;
- (p) appointment and removal of bodies to be set up by the Supervisory Board, and establishment of their rules of procedure, unless otherwise provided by law; and

- (q) deciding on other matters placed within the competence of the Supervisory Board by law or the Articles of Association of the Issuer.

The Supervisory Board has the right to establish committees whose existence, duties, staff and position within the organisation shall be specified by the Supervisory Board. The Supervisory Board has set up the audit committee and the remuneration committee and established the relevant rules of procedure.

Members of the Supervisory Board

According to the Articles of Association, the Supervisory Board comprises five to seven members who are appointed by the General Meeting of shareholders for a period of three years. The members of the Supervisory Board elect among themselves a Chairman of the Supervisory Board who is responsible for organising the activities of the Supervisory Board.

According to the Articles of Association, meetings of the Supervisory Board are held as necessary, with a minimum of at least one meeting every three months. A meeting of the Supervisory Board is quorate if more than half of the members of the Supervisory Board participate and a resolution of the Supervisory Board is adopted if more than half of the members of the Supervisory Board who participate at the meeting vote in favour. In case of a tied vote, the Chairman of the Supervisory Board has a casting vote. As at the date of this Prospectus there are seven members in the Supervisory Board as shown in the table below.

<u>Name</u>	<u>Role</u>	<u>Date appointment first registered</u>
Mr. Rain Lõhmus	Chairman	21 May 2014
Mr. Raivo Hein	Member	18 January 2010
Mr. Heldur Meerits	Member	18 December 2008
Mrs Tiina Mõis	Member	8 December 2006
Mr. Tauno Tats	Member	21 May 2014
Mr. Andres Viisemann	Member	7 September 2004
Mr. Sten Tamkivi	Member	29 April 2015

The terms of the current members of the Supervisory Board expire on 29 March 2023.

Mr. Rain Lõhmus

Mr. Lõhmus was born in 1966. He graduated from TalTech in 1988 where he obtained a degree in economics. In 1999, he attended the General Manager Program at the Harvard Business School. During his professional career, Mr. Lõhmus worked as an investment banker and served as a member of the Management Board of several companies, including Osaühing Zarenor Invest from 2002 until 2012. He has been engaged with the Group since it was established in 1999 and was one of its founders. Currently Mr. Lõhmus serves as the Chairman of the Supervisory Board of the Issuer and as a member of the Supervisory Board of LHV Bank. He is the owner and a member of the Management Board of AS Lõhmus Holding, Lohmus Capital OÜ and the owner of OÜ Merona Systems and Kõrberebane OÜ, and as a member of the Supervisory Board of Kodumaja AS. Additionally, he is a Management Board member and one of the owners of Zerospotnrg OÜ and Umblu Records OÜ. In the past he has held the position of member of the Supervisory Board of AS LHV Finance, Arco Vara AS, Kodumajagrupi AS, AS Audentes, AB Archyvų sistemas (previously AS Arhiivikeskus) and AS LH Capital and the position of member of the Management Board of OÜ Cuber Technology and LHV CAPITAL I PTE. LTD.

Mr. Raivo Hein

Mr. Hein was born in 1966. Mr Hein holds a degree in road construction from TalTech awarded to him in 1991. He worked as a member of the Management Board of AS Starman (current business name Elisa Teleteenused AS) between 1997 and 1999 and again between 2001 and 2003. He was the head of the entrepreneurship department of the City of Tallinn between 2000 and 2002. Between 2000 and 2008, he served as a member of the Management Board of AS CV Keskus. Within the Group, he also serves as the

member of the Supervisory Board of LHV Bank. In addition to his participation in the management of the Group, he is a member of the Management Board of Zerospotnrg OÜ, E-Finance OÜ, OÜ Kakssada Kakskümmend Volti, Lame Maakera OÜ, Põhjala Kellad OÜ and OÜ Saarte Sillad. He is a member of the Supervisory Board of AS Puumarket. In the past he has been a member of the Supervisory Board of Aktsiaselts Fix Ideed Estonia, Moonfish Media OÜ and United Dogs and Cats OÜ; the Chairman of the Supervisory Board of OÜ Tarbegaas and a member of the Management Board of Sundog Media OÜ and AS Starman.

Mr. Heldur Meerits

Mr. Meerits was born in 1959. Mr. Meerits obtained a degree in finance and credit from the University of Tartu in 1982. During his professional career Mr. Meerits worked for the Estonian National Bank between 1988 and 1991 and between 1995 and 1997. Between 1991 and 1995 he worked for the predecessor of AS Swedbank (operating under the business names AS Hoiupank and AS Hansapank). From 1999 to 2002, Mr. Meerits served as a state official working for the Government Office. Since 2002, he has been engaged in investing through his wholly-owned investment vehicle, Amalfi AS. Within the Group, in addition to his position as a member of the Supervisory Board, he is also a member of the Supervisory Board of LHV Bank. Mr. Meerits is a member of the Management Board of SIA "Valdemāra Group", OÜ Lalallaalla, AS Altamira and AS Amalfi and a member of the Supervisory Board of Kodumaja AS, AS Smart City Group and non-profit organisations Audentese Koolide SA, SA Dharma, SA Tähelaps and SA Põltsamaa Ühisgümnaasiumi Toetusfond. In the past he has been a member of the Supervisory Board of AS Audentes, AS Smart City Group, Green Clay Manufacturing OÜ, Steri AS, Mainor Ülemiste AS, AS Ecosalvager, AS Estonian Air and a member of the Management Board of MTÜ Eesti Eraüldhariduskoolide Ühendus, AS Avatud Eesti Fond and Sihtasutus Teater NO99.

Mrs Tiina Mõis

Mrs Mõis was born in 1957. Mrs Mõis holds degrees in econometrics and organisation of service and economic engineering from TalTech awarded to her in 1980. From 1991 to 1999 she worked as the Chief Accountant and a member of the Management Board of the predecessor of AS Swedbank (operating under the business name AS Hansapank). Since 1999, she has been a member of the Management Board of AS Genteel and since 2021 a member of the Management Board of Nine Lives OÜ, her wholly-owned investment vehicles. Within the Group, she is also a member of the Supervisory Board of LHV Bank. In addition, she is a member of the Supervisory Board of Rocca al Mare Kooli Aktsiaselts and Rocca al Mare Kooli Sihtasutus. She has also been a member of the Supervisory Board of AS Baltika, Green Clay Manufacturing OÜ, Rocca al Mare Kooli SA, SA Tallinna Tehnikaülikooli Arengufond, AS Martinson Trigon, Rocca al Mare Kooli AS, Rocca al Mare Koolimaja AS, HTB Investeeringute OÜ, Nordecon AS and a member of the Management Board of Tallinna Tehnikaülikooli Vilistlaskogu and the Estonian Chamber of Commerce and Industry.

Mr. Andres Viisemann

Mr. Viisemann was born in 1968. Mr. Viisemann obtained a degree in finance from the University of Tartu in 1992. He also holds an MBA degree from INSEAD in 1997. During his professional career, Mr. Viisemann worked as an investment manager and served as a member of the Management Board of numerous companies. He has been engaged with the Group since its establishment in 1999 and was one of its founders. Within the Group, in addition to his position as a member of the Supervisory Board, he is also a member of the Supervisory Boards of LHV Bank and LHV Asset Management. He is also a member of the Management Board of Viisemann Holdings OÜ and a member of the Supervisory Board of AS Fertilitas and AS Viimsi Haigla. In the past, he has been a member of the Supervisory Board of Rocca al Mare Koolimaja AS, AS LH Capital, and non-profit organisation Rocca al Mare Kooli Sihtasutus, and a member of the Management Board of Pealinna Spordiklubi and OÜ Miura Investeeringud.

Mr. Sten Tamkivi

Mr. Tamkivi was born in 1978. He holds a Masters' degree in management from the Stanford University Graduate School awarded to him in 2013. Between 2005 and 2013 he served as a member of the management board of Skype Technologies OÜ. Between 2009 and 2012, he was the member of the management board of the Estonian Association of Information Technology and Telecommunications. Between 2009 and 2012, he worked as an advisor to the Office of the President of the Republic of Estonia.

Between 2003 and 2008, he served as the member of the Management Board of Mercur ThinkTank OÜ. He holds the position of the member of the Management Board of Kaigun OÜ, TBD Holdco OÜ, Seikatsu OÜ, Osaluste Hellalt Hoidmise OÜ, and Mittetulundusühing Asutajad (with former business name Eesti Startupi Juhtide Klubi MTÜ). Mr. Tamkivi serves as a member of the Supervisory Board of ASI Private Equity AS and Salv Technologies OÜ and non-profit organisations Kristler-Ritso Eesti SA. Previously he has acted as the member of the Supervisory Board of OÜ Tarkvara Tehnoloogia Arenduskeskus, and a non-profit organisation SA Poliitikauuringute Keskus Praxis, and as the member of the Management Boards of Topia OÜ, Eesti Infotehnoloogia ja Telekommunikatsiooni Liit, Teleport, Inc. and Skype Technologies OÜ.

Mr. Tauno Tats

Mr Tats was born in 1972. Mr Tats holds a Masters' degree in economic science from the Tallinn Technical University awarded to him in 2003. He is currently working as a member of the Management Board of Ambient Sound Investments OÜ. Before assuming his current position in Ambient Sound Investments OÜ, he served as the undersecretary of the Ministry of Finance. In addition he is the member of the Management Board of Balti Karjäärid OÜ, Kv1 OÜ, Kv3 OÜ, Ammende Hotell OÜ, InkSpinSix OÜ, OÜ Paistevälja-Paistu Põllud ja Metsad, Saardu Põllud OÜ, ASI Venture Holdings OÜ and non-profit organisation MTÜ Plate torn. He is also a member of the Supervisory Board of Osaühing Eesti Killustik and EfTEN Kinnisvarafond AS. Previously he has acted as a member of the Supervisory Board of AS Ecomet Invest, AS Redgate Capital, a member of the Management Board of OÜ TrinTau, InkSpinFour OÜ and Perila Perjatsi Põllud ja Metsad.

Remuneration of the members of the Supervisory Board

The General Meeting has established that the Supervisory Board members receive remuneration for their attendance of the Supervisory Board meetings in the amount of EUR 1,500 per meeting.

General Meeting

The General Meeting is the highest governing body of the Issuer. The competence of the General Meeting includes:

- (i) approving any amendment to the Articles of Association;
- (ii) approving any increase and reduction of share capital;
- (iii) approving the issue of convertible bonds;
- (iv) approving the election, and removal, of members of the Supervisory Board;
- (v) approving the election of an auditor;
- (vi) approving the conduct of a special audit;
- (vii) approving annual reports and the distribution of profits;
- (viii) approving the dissolution, merger, division or transformation of the Issuer;
- (ix) approving the conclusion, and terms and conditions, of transactions with members of the Supervisory Board, determining the conduct of legal disputes with members of the Supervisory Board and the appointment of a representative of the Bank in such transactions and disputes; deciding on the dissolution, merger, division or transformation of the Issuer; and
- (x) approving other matters within the competence of the General Meeting by law.

An ordinary General Meeting must be held once a year and within six months from the end of the financial year, pursuant to the procedures and at the time set forth by law and the Articles of Association. An advance notice of the General Meeting of a minimum of three weeks shall be given.

An extraordinary General Meeting must be convened as set forth in the Articles of Association but also: (i) where the net equity of a company decreases below the legally required minimum level, or (ii) if shareholders representing at least one-tenth of the share capital, the Supervisory Board, or the Issuer's auditor requests that a meeting is convened or (iii) if the General Meeting is required in the interests of the Issuer. If the Management Board fails to convene an extraordinary General Meeting within one month after the receipt of the relevant request from shareholders (or from the Supervisory Board or from the auditor), the shareholders (or, respectively, the Supervisory Board or the auditor) have the right to convene the General Meeting themselves.

The General Meeting will be quorate if shareholders holding shares representing more than 50 per cent. of the total voting rights represented by all shares held by shareholders are present at the General Meeting. If this quorum requirement is not met, the Management Board is required to convene a new meeting not more than three weeks, but not less than seven days, after the date of the initial meeting. There are no quorum requirements applicable to an adjourned General Meeting convened in such a manner.

Save as otherwise specified, a resolution of the General Meeting will be passed by a majority of the shareholders eligible to vote at such meeting voting in favour of such resolution. Certain resolutions, such as approving an amendment to the Articles of Association, increasing or decreasing the share capital and resolutions relating to a merger or liquidation of the Issuer require a qualified majority of at least two-thirds of the votes represented at the General Meeting. In addition to such resolutions, there are resolutions which require an even higher rate of affirmative votes of shareholders, such as excluding the shareholders' preferential right to subscribe for new shares upon an increase of the share capital, which requires the affirmative vote of three-quarters of the votes represented at the General Meeting, and the "squeeze-out" of minority shares, which requires the affirmative vote of ninety-five per cent. of the votes represented at the General Meeting.

Committees

The Issuer has three principal Supervisory Board committees. In addition, there is one committee established at the level of LHV Bank that also reports to the Supervisory Board of LHV Bank.

Audit committee

This committee is an advisory body to the Supervisory Board in the fields of accounting, audit, risk management, internal control and internal audit, supervision, budgeting and compliance with legal requirements. Pursuant to the Estonian Auditors Activities Act, the duties of the audit committee include monitoring and analysing the processing of financial information, the effectiveness of risk management and internal controls, the process for the audit of financial statements and the supervision over the activities of auditors. The audit committee is also responsible for making proposals to the Supervisory Board and providing recommendations for the appointment or removal of external and internal auditors, preparation and approval of internal audit plan, prevention or elimination of problems or ineffectiveness in the organisation and for compliance with legislation and good professional practice.

The audit committee has three members: Mr. Urmas Peiker (Chairman), Mrs Krsitel Aarna and Mr. Tauno Tats. Under its charter, it should meet at least four times a year. The audit committee held eleven meetings in 2021, four of which were attended by the external auditor, and so far six meetings in 2022, two of which were attended by the external auditor.

Remuneration committee

This committee was formed for the purpose of assessing the principles of remuneration applied within the Group, developing a remuneration strategy for the members of the Management Board and exercising supervision over compliance with the applicable legal requirements in respect of risk management and capital adequacy.

The remuneration committee comprises at least three members of the Supervisory Board of LHV Bank as appointed by the Issuer's Supervisory Board. These members are Mr. Madis Toomsalu (chairman), Mr. Rain Lõhmus and Mr. Andres Viisemann. The remuneration committee met once in 2021, and once adopted a decision electronically in 2021 and so far met once in 2022.

Nominating committee

This committee is formed for the purpose of supporting the Supervisory Board in questions related to the selection process and eligibility requirements. The competence of the nominating committee includes, among other things, individual assessment of the suitability of candidates for members of governing bodies and key personnel, the collective suitability assessment of governing bodies, the assessment of the composition, structure and activities of the governing bodies, continuous monitoring of the decision-making process by the governing bodies, periodical review and decision-making on the content, format and frequency of the risk information received, ensuring the involvement of risk management, compliance testing, internal audit and other department managers where appropriate in relevant matters.

The nominating committee is comprised of at least three members, who are selected from amongst the matching members of the Issuer and LHV Bank Supervisory Boards. These members are Mr. Madis Toomsalu (chairman), Mr. Rain Lõhmus and Mr. Andres Viisemann. The nominating committee met three times in 2021 and so far two times in 2022.

Risk and capital committee (LHV Bank)

This committee, which is an LHV Bank committee, is a functional body responsible for advising in matters related to risk management principles and risk tolerance, assessing the risks taken by the Group and monitoring implementation of the risk policy at Group companies. It also exercises oversight over the implementation of risk management principles by the Management Board in accordance with the instructions given by the Supervisory Board, checks that the probability and timing of risk, capital, liquidity and revenue is taken into account in remuneration principles and that the business model and risk management principles are taken into account in the fees established for customers.

The risk and capital committee comprises at least three members of the LHV Bank's Supervisory Board. These members are Mr. Rain Lõhmus (chairman), Mr. Andres Viisemann, Mr. Madis Toomsalu and Mrs Tiina Mois. The risk and capital committee met four times in 2021 and so far three times in 2022.

Conflicts of interest

Apart from their shareholdings in the Issuer, there are no known actual or potential conflicts of interest between the duties of any of the members of the Management Board and the Supervisory Board named above to the Issuer and their private interests or other duties.

Corporate governance

The Issuer complies with the corporate governance regime of the Republic of Estonia. The Issuer is also committed to adhering the highest standards of corporate governance within its Group companies for ensuring transparent management of the Group companies and avoiding conflicts of interests. The Issuer follows the principles of good corporate governance arising from the Good Corporate Governance Recommendation as adopted by the EFSA and the relevant reports are published as part of the annual reports of the Issuer. The Good Corporate Governance Recommendation is binding on the basis of "comply or explain principle", and any requirements which are currently not fully followed by the Issuer have been described in its latest Good Corporate Governance Report.

EMPLOYEES

As at 31 December 2021, the Group employed 571 active staff, compared to 513 as at 31 December 2020 and 424 as at 31 December 2019.

The Group's remuneration policy seeks to ensure fair, motivating and transparent remuneration in accordance with the law. A broader goal of the remuneration policy is the recruitment of employees with the capabilities, skills and experience necessary to implement the Group's strategy, reconcile the interests of employees and shareholders, motivate the employees and ensure effective risk management for growing business activities. The remuneration system consists of basic remuneration, compensation and employee benefits. The Group does not provide its employees with services at a lower than the market price, does not make payments to a third pillar pension fund at the expense of the employer and does not provide benefits such as a company car, a mobile phone or a laptop for personal use.

The general remuneration strategy is to ensure motivating pay to achieve long-term goals, creating a strong link between remuneration and the financial results of the Group.

The Group's recruitment strategy is to find, engage and keep the best people in the labour market. In determining remuneration, the Group is prepared to make exceptions rather than restricting its choices with strict remuneration intervals for a specific position. To keep its employees, the Group seeks to develop its benefits and compensation in cooperation with its employees.

In determining remuneration, the following factors are taken into account:

- commitment and results of the employee;
- workload;
- responsibility;
- the required level of education;
- management level;
- intensity of work;
- the necessary knowledge and experience for the position;
- the existence of additional benefits;
- the situation in the labour market;
- the pay level of the geographical location; and
- the level of criticality of the position.

The determination of the amount of remuneration is objective and is paid according to the work done and its value, not according to the personality, gender, age, origin or other factors personal to the employee.

FINANCIAL REVIEW

The following discussion and analysis should be read in conjunction with the information set out in "Presentation of financial and other information", "Selected financial information" and the Financial Statements.

The discussion of the Group's consolidated financial condition and results of operations is based upon the Financial Statements which have been prepared in accordance with IFRS. This discussion contains forward-looking statements that involve risks and uncertainties. The Group's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this Prospectus, particularly under the heading "Risk factors".

See "Presentation of financial and other information" for a discussion of the source of the numbers presented in this section and certain other relevant information.

OVERVIEW

The Issuer is a holding company for two principal wholly-owned subsidiaries, LHV Bank and LHV Asset Management.

The Group's long-term aim is to operate with four core companies: a bank, an asset management company, an insurance undertaking and a separate credit institution in the UK. The Group's ambition is to become Estonia's largest bank. To achieve this, it intends to continue focusing on efficiency, profitability, innovation and the provision of the best possible service.

The Group's principal sources of revenue are its net interest income (which is generated by LHV Bank and amounted to 69.3 per cent. of its combined net interest income, net fee and commission income and net gains from financial assets in 2021) and its net fee and commission income (which is generated by both LHV Bank and LHV Asset Management and amounted to 31.0 per cent. of its combined net interest income, net fee and commission income and net gains from financial assets in 2021).

In 2021, the Group's profit for the year was €60.3 million compared to €39.8 million in 2020. As at 31 December 2021, the Group's total loans and advances to customers amounted to €2.7 billion and its deposits from customers and loans received amounted to €6.4 billion. As at the same date, the Group's total assets were €6.8 billion. As at 31 December 2021, the Group employed 571 people (active employees only).

PRINCIPAL FACTORS AFFECTING RESULTS OF OPERATIONS

The following is a discussion of the principal factors that have affected, or are expected to affect, the Group's results of operations.

Economic conditions¹

The Group is an Estonian financial services group with its principal operating company being an Estonian bank primarily focused on lending to, and accepting deposits from, commercial and retail customers, principally those located or resident in Estonia. As a result, the Group's revenue and results of operations are significantly affected by economic and market conditions in Estonia.

The Estonian economy grew by 8 per cent. in 2021. That made Estonia one of the fastest growing economies in Europe, with the volume of the economy 5 per cent. larger than it was before the COVID-19 pandemic. Growth was evenly distributed across a number of areas of activity. Added value in logistics, the information and communication technology ("ICT") sector, and professional activities grew nearly 20 per cent. and constituted slightly less than half of all economic growth. The tourism sector, which was hit hard by the pandemic, managed to stage a decent rally starting from the spring, but in the end the yearly added value was still one-third lower than in 2019.

¹ Sources: Bank of Estonia. <https://www.eestipank.ee/press/proгноос-hinnatousu-vastu-vaja-samme-nii-keskpangalt-kui-ka-valitsuselt-20092022>; Statistics Estonia. <https://andmed.stat.ee/et/stat>

Growth has moderated in 2022 with GDP growing merely 2.4 per cent. in the first half of the year. This is partially caused by record breaking inflation which has increased input costs for basically all activities but also by the effect of former growth, which peaked earlier than in the rest of Europe. The ICT sector remains the main driver of economic growth, while other activities have stagnated or fallen into a mild decline.

The rise in Estonian consumer prices continues to be the highest in Europe. The rapidly rising prices largely reflect high energy prices, but the average consumer basket is also increasingly impacted by an increase in the prices of food and other consumer goods. As energy is a vital input in all economic sectors it is inevitable that higher energy prices for a longer period will finally transfer into increases in all other prices. As of autumn 2022 it is already visible that higher commodities prices (industrial commodities, food, energy) have started to reduce the economy's growth potential, which will result in slower growth pace in the future.

Although Estonia's economic relations with Russia have dwindled over the years, the international sanctions imposed on Russia still have a negative impact on local entrepreneurs. In the exporting sector, the impact is mainly felt by individual companies in whose customer portfolio Russia occupies an important place. The sanctions are not expected to have a greater systemic impact on the exporting sector. A greater impact on the Estonian economy will come from disruptions in the supply chains of various industrial commodities (energy goods, iron, steel, timber, fertilisers). The possibility of an actual deficit of raw materials in the longer term is unlikely but the restructuring of supply chains will take some time and will eventually bring about higher input prices for manufacturers.

Based on data released by the Estonian Central Bank and the Estonian Statistical Office, Estonia's nominal GDP was €27.8 billion in 2019, €27.5 billion in 2020 and €31.4 billion in 2021. The Estonian Central Bank's forecast of nominal GDP for 2022 is €36.0 billion and for 2023 €38.2 billion. In real terms, Estonia's GDP fell by only 0.6 per cent. in 2020 due to the COVID-19 pandemic and recovered by 8.0 per cent in 2021. Due to a strong base value and one-off transactions in 2021 and the high inflation and lower overall sentiment brought about by Russia's aggression against Ukraine, The Estonian Central Bank projects real GDP to decline by 0.5 per cent in 2022 before climbing back to optimal growth levels in 2023 and 2024. Based on the same forecast, the unemployment level is expected to rise moderately and reach 6.5 per cent in 2022. There is a lot of uncertainty about the forecasts made at this time, as there has been great volatility in markets, and the outlook remains unclear.

Prior to the changed geopolitical circumstances and their negative economic impact, the Estonian economy had already reached close to its limit of production capacity by the end of last year, and earlier forecasts already expected growth to slow sharply as a consequence. Any structural issues in the Estonian economy are expected to have less of an effect in the near future because inflation is expected to be the main factor dictating economic growth. The oil shale sector, which has been struggling with competitiveness issues due to the rise in green technologies, has seen a boost in demand as the decoupling from Russian energy sources makes almost all other alternatives desirable. The construction sector is now facing new challenges as construction prices have surged and several new projects have been put on hold whereas demand in the housing market remains strong. Rising interest rates are also weighing in on the sector as financing conditions tighten and the solvency of possible clientele worsens.

Loan portfolio acquisitions in 2019 and 2020

In January 2019, LHV Bank acquired a €13 million loan portfolio from Versobank for €12 million. In November 2019, LHV Bank acquired a €432 million private loan portfolio from Danske Bank for a price of €393 million. Versobank's loan portfolio contained 20 business customers and 47 private customers. Danske Bank's loan portfolio contained approximately 10,800 private customers, with mortgage loans comprising 97 per cent. of the portfolio. The Issuer considers the Danske Bank credit portfolio to be strong and well-secured. As the interest rates of the Danske Bank mortgage loans were relatively close to cost price, the portfolio could only be purchased at a discount. The transaction significantly improved and diversified the structure of LHV Bank's loan portfolio, balancing the corporate loan portfolio.

In October 2020, LHV Bank acquired a €273 million credit portfolio of corporate and public sector credits from Danske Bank for a price of €254 million, i.e. LHV Bank purchased the portfolio at a discount to the nominal value of the loans. The portfolio consisted of loans to 346 business clients, 252 apartment associations and 80 public sector customers. Approximately 56 per cent. of the portfolio consisted of loans to local municipalities.

These acquisitions contributed to the growth of the Group's loan volumes in 2019 and 2020. The Group's loan volumes grew by 31 per cent. and by 84 per cent. in 2020 and 2019 and reached €2,209 million and €1,687 million as at 31 December 2020 and 31 December 2019, respectively. As at 31 December 2020, loans to corporate clients made up 54 per cent. of the Group's total loan portfolio while loans to private individuals made up 39 per cent. of the Group's total portfolio.

Factors affecting net interest income

The Group's net interest income amounted to €97.3 million in 2021, €68.5 million in 2020 and €47.4 million in 2019 and amounted to 69.59 per cent. of its combined net interest income, net fee and commission income and net gains from financial assets in 2021 compared to 66.2 per cent. in 2020 and 64.3 per cent. in 2019.

The Group's interest income comprises the interest it receives on:

- the loans that it advances to customers (including corporate loans, consumer loans, mortgage loans, private loans, credit card loans, leveraged loans and lending of securities and hire purchase and other loans);
- leasing transactions;
- debt securities it holds; and
- balances it places with credit institutions and investment companies (including its minimum reserve requirements with the Estonian Central Bank).

The Group's interest expense comprises the interest it pays on:

- customer deposits and loans received;
- balances with the central bank, reflecting the negative yield on those balances; and
- subordinated debt which it has borrowed.

The Group recognises interest income and interest expense using the effective interest method, which is explained in item 17 of the section "Summary of significant account policies" in the 2021 Financial Statements.

Within the Group's net interest income:

- interest income on corporate loans is the major contributor to total interest income, comprising 49.9 per cent. of the Group's total interest income in 2021, 53.0 per cent. in 2020 and 60.5 per cent. in 2019. Interest income on mortgage loans and consumer loans comprised 17.2 per cent. and 6.5 per cent., respectively, of the Group's total interest income in 2021, 20.6 per cent. and 9.4 per cent., respectively, in 2020 and 8.5 per cent. and 11.8 per cent., respectively, in 2019. In 2021 12.1 per cent. of the Group's total interest income was attributable to account maintenance fees, in 2020 these fees comprised 3.4 per cent. of the Group's total interest income; and
- interest expense paid on deposits from customers and loans received comprised 19.5 per cent. of the Group's total interest expense in 2020, 38.1 per cent. in 2020 and 39.8 per cent. in 2019. Interest expense on subordinated debt comprised 28.7 per cent. of the Group's total interest expense in 2020, 31.9 per cent. in 2020 and 29.8 per cent. in 2019 and interest expense on balances with the central bank comprised 51.9 per cent. of the Group's total interest expense in 2021, 30.0 per cent. in 2020 and 30.4 per cent. in 2019.

The Group's net interest income is affected by a number of factors. It is primarily determined by the volume of interest-earning assets and interest-bearing liabilities, as well as the differential between the rates earned on interest-earning assets and the rates paid on interest-bearing liabilities.

For a discussion of the trends in the Bank's net interest income, see "*Results of operations—Net interest income*".

Factors affecting net fee and commission income

The Group's net fee and commission income amounted to €43.5 million in 2021, €33.3 million in 2020 and €25.7 million in 2019. The Group's net fee and commission income amounted to 31.1 per cent. of its combined net interest income, net fee and commission income and net gains from financial assets in 2021 compared to 32.2 per cent. in 2020 and 34.8 per cent. in 2019.

The Group's fee and commission income principally relates to:

- its asset management activities;
- the card and settlement services that it provides to customers;
- its security brokerage activities; and
- currency exchange services that it provides to customers.

The Group's fee and commission expense principally relates to:

- cards;
- acquiring services; and
- ATMs.

The Group recognises fee and commission income and fee and commission expense after the service has been received and when the liability has been incurred.

Within the Group's net fee and commission income:

- asset management and related fees comprised 27.2 per cent. of the Bank's total fee and commission income in 2021, 40.4 per cent. in 2020 and 42.8 per cent. in 2019 and fees from cards and settlements comprised 38.9 per cent. of the Group's total fee and commission income in 2021, 32.9 per cent. in 2020 and 33.7 per cent. in 2019; and
- expenses related to cards comprised 33.1 per cent. of the Group's total fee and commission expense in 2021, 37.0 per cent. in 2020 and 35.1 per cent. in 2019 and expenses related to acquiring comprised 41.0 per cent. of the Group's total fee and commission expense in 2020, 35.2 per cent. in 2020 and 35.0 per cent. in 2019.

The Group's net fee and commission income is affected by a number of factors. Asset management fees are principally determined by the size of assets under management and by pension fund performance. Prior to September 2020, the fees were calculated as a fixed percentage of assets under management. From September 2020, the fixed percentage was reduced by law and a performance fee element was introduced. Card-related fees (both earned and paid) are primarily determined by the amounts spent on those cards whilst acquiring fees (both earned and paid) are primarily determined by the volume of acquiring transactions, although in both cases changes in the amount of fee charged would also have a significant affect.

For a discussion of the trends in the Group's net fee and commission income, see "*Results of operations—Net fee and commission income*".

RECENT DEVELOPMENTS

On 18 October 2022, the Group published the Interim Financial Statements, which are incorporated by reference in this Prospectus. Below is a summary of the key developments of the Group for the period 1 January 2022 to 30 September 2022.

- The Group's number of customers and customer activity was at an all-time high as of 30 September 2022. The Group's number of customers reached 544 thousand, compared to 513 thousand as of 31 December 2021 and 410 thousand as of 31 December 2020 (number of customers includes pension fund investors). The Group's assets under management totalled €1,266 million as of 30 September 2022 (compared to €1,349 million as of 31 December 2021 and €1,537 million as of 31 December 2020).
- In the period from 1 January 2022 to 30 September 2022, the Group's net profit was €37.1 million (compared to €40.9 million in the same period in 2021). Total net operating revenues were €116.9 million (compared to €97.4 million in the same period in 2021) and operating expenses increased to €62.8 million from €46.9 million in the same period in 2021. Impairment losses on loans and bonds increased to €2.6 million compared to €2.3 million in the first nine months of 2021. Additionally, a financial investment into Bank North was written off in the amount of €5.2 million. Return on equity declined to 13.5 per cent. for the first nine months of 2022 compared to 20.7 per cent. in the same period of 2021.
- The Group's deposits from customers and loans received declined in the first nine months of 2022 and reached €5,168 million as at 30 September 2022 (compared to €5,808 million as at 31 December 2021, representing a 11.0 per cent. decline during the first nine months of the year). The growth was driven by a decrease in deposits of financial intermediaries while the deposits of private individuals and other legal entities increased.
- The Bank's total loans and advances to customers increased to €3,095 million as at 30 September 2022 (compared to €2,677 million as at 31 December 2021, representing a 15.6 per cent. increase during the first nine months of the year). The growth was based both on an increase in loans to corporates as well as individuals.

On 17 October 2022, the Group announced that LHV UK Limited, a subsidiary of AS LHV Group, and Bank North Limited, a UK credit institution, completed a transaction whereby LHV UK Limited acquired Bank North's small and medium-sized enterprise ("SME") lending business. The price of the transaction amounted to £19.7 million. The acquisition encompassed an SME loan portfolio of approximately £179 million, 20 employees, an IT system for client relations and loan portfolio management, and cooperative relationships with loan brokers. The acquisition of a functioning business means that LHV UK Limited, which is currently in the process of applying for a banking licence, will enter the UK SME lending market and will immediately start generating interest income from the acquired loan portfolio. In order to issue SME loans, LHV UK Limited must also register as an Annex 1 financial institution. The Group previously held a 9.3 per cent. stake in Bank North as a financial investment. Bank North was in the status of "Authorised with Restrictions" and it entered the mobilisation period in Q3 2021. The mobilisation period usually lasts up to 12 months and enables new banks to complete the build-out of their bank and fully capitalise the bank. Although the bank saw substantial loan demand, Bank North was unable to raise the required capital due to falling activity in the capital markets. Therefore, on 30 September 2022, the company decided to initiate the Solvent Wind Down process. The Group fully wrote off the investment into the shares of Bank North in the third quarter of 2022, in the amount of €5.2 million.

SIGNIFICANT ACCOUNTING POLICIES

The Financial Statements have been prepared in accordance with IFRS. For a discussion of the significant accounting policies applied by the Bank generally, see "Summary of significant accounting policies" in the 2021 Financial Statements.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

In preparing the Group's financial statements, management is required to make certain estimates, judgments and assumptions. These affect the reported amounts of the Group's assets and liabilities, including disclosure of contingent assets and liabilities, at the date of the financial statements as well as the reported amounts of its revenues and expenses during the periods presented. Management bases its estimates and assumptions on historical experience and other factors that it believes to be reasonable at the time the estimates and assumptions are made and evaluates the estimates and assumptions on an ongoing basis. However, future events and their effects cannot be predicted with certainty and the determination of appropriate estimates and assumptions requires the use of judgment. Actual outcomes may differ from many estimates or assumptions made and such differences may be material to the financial statements.

For a discussion of the most significant accounting estimates, judgments and assumptions made in the preparation of the Group's financial statements, see note 2 to the 2021 Financial Statements, which identifies, as the most significant factor, the estimates and assumptions required in applying IFRS 9.

RESULTS OF OPERATIONS

Net interest income

The Group's net interest income is the difference between its interest income and its interest expense.

The table below shows the breakdown of the Group's net interest income in each of 2021, 2020 and 2019.

	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
	<i>(€ thousand)</i>		
Interest income			
Corporate loans.....	62,213	46,834	37,129
<i>of which, stage 3 interests⁽¹⁾</i>	303	129	164
Mortgage loans	21,441	18,170	5,248
Consumer loans	8,156	8,314	7,240
Leasing.....	6,000	4,329	3,253
Hire purchase.....	3,409	3,708	3,968
Private loans	2,299	2,109	1,744
Credit card loans.....	834	849	813
Leveraged loans and lending of securities.....	1,742	753	500
From balances with credit institutions and investment companies.....	281	33	270
From balances with central bank.....	2,283	0	0
From debt securities.....	(349)	(435)	356
Other loans.....	16,332	3,709	893
Total interest income	124,641	88,373	61,414
Interest expense			
Deposits from customers and loans received....	(5,323)	(7,570)	(5,579)
From balances with central bank.....	(14,170)	(5,966)	(4,264)
Subordinated debt.....	(7,829)	(6,345)	(4,183)
Total interest expense	(27,322)	(19,881)	(14,026)
Net interest income	97,319	68,492	47,388

The Group's net interest income amounted to €97.3 million in 2021 compared to €68.5 million in 2020 and €47.4 million in 2019.

2021 and 2020 compared

The increase of €28.8 million, or 42.1 per cent., in net interest income in 2021 compared to 2020 reflected an increase of €36.3 million, or 41.0 per cent., in interest income and an increase of €7.4 million, or 37.4 per cent., in interest expense.

The €36.3 million increase in interest income in 2021 principally reflected:

- a €3.3 million, or 18.0 per cent., increase in interest income from mortgage loans from €18.2 million in 2020 to €21.4 million in 2021, which was driven by an increase in loan volumes;
- a €15.4 million, or 32.8 per cent., increase in interest income from corporate loans from €46.8 million in 2020 to €62.2 million in 2021, which was driven by an increase in loan volumes; and
- a €12.6 million, or 340 per cent., increase in interest income from other loans, from €3.7 million in 2020 to €16.3 million in 2021, which was driven by an increase in loan volumes as well as increase in account balance fees which amount depends on volume of deposits and agreed fee rates.

The €7.4 million increase in interest expense in 2021 reflected:

- a €1.5 million, or 23.4 per cent., increase in interest expense on subordinated debt from €6.3 million in 2020 to €7.8 million in 2021, which was driven by an increase in outstanding subordinated loans;
- a €2.3 million, or 29.7 per cent., decrease in interest expense on deposits from customers and loans received from €7.6 million in 2020 to €5.3 million in 2021, which was driven by a decrease in interest rates; and
- a €8.2 million, or 138 per cent., increase in interest expense on balances with the central bank from €6.0 million in 2020 to €14.2 million in 2021, which was driven by higher balances kept in the Estonian Central Bank.

2020 and 2019 compared

The increase of €21.1 million, or 44.5 per cent., in net interest income in 2020 compared to 2019 reflected an increase of €27.0 million, or 43.9 per cent., in interest income and an increase of €5.9 million, or 41.7 per cent., in interest expense.

The €27.0 million increase in interest income in 2020 principally reflected:

- a €12.9 million, or 246 per cent., increase in interest income from mortgage loans from €5.2 million in 2019 to €18.2 million in 2020, which was driven by an organic increase in the portfolio and the full year impact in 2020 of the acquisition of the Danske Bank portfolio of mortgage loans in November 2019;
- a €9.7 million, or 26.1 per cent., increase in interest income from corporate loans from €37.1 million in 2019 to €46.8 million in 2020, which was driven by an increase in loan volumes and the impact of the acquisition of the Danske Bank portfolio of corporate and institutional loans in October 2020; and
- a €2.8 million, or 315.3 per cent., increase in interest income from other loans, from €0.9 million in 2019 to €3.7 million in 2020, which was driven by an increase in loan volumes.

The €5.9 million increase in interest expense in 2020 reflected:

- a €2.2 million, or 51.7 per cent., increase in interest expense on subordinated debt from €4.2 million in 2019 to €6.3 million in 2020, which was driven by an increase in outstanding subordinated loans;

- a €2.0 million, or 35.7 per cent., increase in interest expense on deposits from customers and loans received from €5.6 million in 2019 to €7.6 million in 2020, which was driven by an increase in the volume of deposits and other liabilities being issued in order to fund the growing business volumes; and
- a €1.7 million, or 39.9 per cent., increase in interest expense on balances with the central bank from €4.3 million in 2019 to €6.0 million in 2020, which was driven by higher balances kept in the Estonian Central Bank.

Net fee and commission income

The Group's net fee and commission income is the difference between its fee and commission income and its fee and commission expense.

The table below shows the breakdown of the Group's net fee and commission income in each of 2021, 2020 and 2019.

	2021	2020	2019
	(€ thousand)		
Fee and commission income			
Asset management and related fees	16,540	18,629	15,831
Fees from cards and settlements.....	23,635	15,171	12,860
Security brokerage and commission fees	6,159	4,825	3,658
Currency exchange fees	8,618	3,406	1,867
Fees from consumer loans and hire purchase.....	768	709	602
Fees from insurance.....	919		
Other fee and commission income.....	4,185	3,378	2,583
Total fee and commission income.....	60,824	46,118	37,026
Fee and commission expense			
Expenses related to acquiring.....	(7,104)	(4,498)	(3,967)
Expenses related to cards.....	(5,734)	(4,722)	(3,979)
Security brokerage and commission fees paid.....	(1,778)	(1,062)	(546)
Costs related to ATMs.....	(748)	(1,058)	(1,159)
Transaction costs.....	(1,135)	(788)	(692)
Other fee expense.....	(846)	(641)	(1,006)
Total fee and commission expense.....	(17,345)	(12,769)	(11,349)
Net fee and commission income.....	43,479	33,349	25,677

The Group's net fee and commission income amounted to €43.5 million in 2021 compared to €33.3 million in 2020 and €25.7 million in 2019.

2021 and 2020 compared

The increase of €10.1 million, or 30.4 per cent., in net fee and commission income in 2021 compared to 2020 reflected an increase of €14.7 million, or 31.9 per cent., in fee and commission income and an increase of €4.6 million, or 35.8 per cent., in fee and commission expense.

The €14.7 million increase in fee and commission income in 2021 principally reflected:

- a €2.1 million, or 11.2 per cent., decrease in asset management and related fees from €18.6 million in 2020 to €16.5 million in 2021, which was driven by the decrease in success fees;
- a €8.5 million, or 55.8 per cent., increase in fees from cards and settlements from €15.2 million in 2020 to €23.6 million in 2021, which was driven by an increase in business volumes;

- a €5.2 million, or 153 per cent., increase in currency exchange fees from €3.4 million in 2020 to €8.6 million in 2021, which was driven by an increase in volumes; and
- a €1.3 million, or 27.6 per cent., increase in security brokerage and commission fees from €4.8 million in 2020 to €6.2 million in 2021, which was driven by a higher number of securities transactions conducted by the Bank's customers.

The €4.6 million increase in fee and commission expense in 2021 principally reflected:

- a €1.0 million, or 21.4 per cent., increase in expenses related to cards from €4.7 million in 2020 to €5.7 million in 2021, which was driven by increase in the customer base and the volume of outstanding card transactions;
- a €2.6 million, or 57.9 per cent., increase in expenses related to acquiring services from €4.5 million in 2020 to €7.1 million in 2021, which was driven by increase in the customer base and the volume of outstanding card transactions;
- a €0.7 million, or 67.4 per cent., increase in security brokerage and commission fees paid from €1.1 million in 2020 to €1.8 million in 2021, which was driven by a higher trading volume; and
- a €0.3 million, or 44.0 per cent., increase in transaction costs paid from €0.8 million in 2020 to €1.1 million in 2021, which was driven by a higher transactions volume.

2020 and 2019 compared

The increase of €7.7 million, or 29.9 per cent., in net fee and commission income in 2020 compared to 2019 reflected an increase of €9.1 million, or 24.6 per cent., in fee and commission income and an increase of €1.4 million, or 12.5 per cent., in fee and commission expense.

The €9.1 million increase in fee and commission income in 2020 principally reflected:

- a €2.8 million, or 17.7 per cent., increase in asset management and related fees from €15.8 million in 2019 to €18.6 million in 2020, which was driven by the introduction of a success fee at the end of 2019 which increased the Group's fee and commission income in 2020. This increase was offset by lower fixed fees in 2020 as a result of the pension fee reforms which became effective towards the end of 2019;
- a €2.7 million, or 21.5 per cent., increase in fees from cards and settlements from €12.5 million in 2019 to €15.2 million in 2020, which was driven by an increase in business volumes;
- a €1.5 million, or 82.4 per cent., increase in currency exchange fees from €1.9 million in 2019 to €3.4 million in 2020, which was driven by an increase in volumes; and
- a €1.2 million, or 31.9 per cent., increase in security brokerage and commission fees from €3.7 million in 2019 to €4.8 million in 2020, which was driven by a higher number of securities transactions conducted by the Bank's customers.

The €1.4 million increase in fee and commission expense in 2020 principally reflected:

- a €0.7 million, or 18.7 per cent., increase in expenses related to cards from €4.0 million in 2019 to €4.7 million in 2020, which was driven by increase in the customer base and the volume of outstanding card transactions;
- a €0.5 million, or 13.4 per cent., increase in expenses related to acquiring services from €4.0 million in 2019 to €4.5 million in 2020, which was driven by increase in the customer base and the volume of outstanding card transactions; and
- a €0.5 million, or 94.5 per cent., increase in security brokerage and commission fees paid from €0.5 million in 2019 to €1.1 million in 2020, which was driven by a higher trading volume.

These increases were offset by a €0.4 million, or 36.3 per cent., decrease in other fee expense to €0.6 million in 2020 from €1.0 million in 2019.

Net gains from financial assets

The Group's net gains from financial assets represent fair value changes on financial assets measured at fair value and foreign exchange rate gains and losses. The Group's net gains from financial assets amounted to €(0.9) million in 2021, €1.6 million in 2020 and €0.7 million in 2019, a decrease of €2.5 million, or 267 per cent., in 2021 compared to 2020 and an increase of €0.9 million, or 136.4 per cent., in 2020 compared to 2019.

Other income and expense items

The table below shows the Group's other income and expense items in each of 2021, 2020 and 2019.

	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
	<i>(€ thousand)</i>		
Staff costs.....	(31,322)	(23,910)	(19,265)
Administrative and other operating expenses	(33,863)	(20,064)	(20,003)
Other income	534	146	93
Other expenses	(4)	(27)	(9)
Total.....	(64,655)	(43,855)	(39,184)

The Group's other income and expense items amounted to €64.7 million in 2021 compared to €43.9 million in 2020 and €39.2 million in 2019.

2021 and 2020 compared

The increase of €20.8 million, or 47.4 per cent., in other income and expense items in 2021 compared to 2020 principally reflected an increase of €7.4 million, or 31.0 per cent., in staff costs from €23.9 million in 2020 to €31.3 million in 2021. This increase was mainly the result of an increase in the number of employees (the number of the Group's active staff as at the end of the year increased by 26.9 per cent. from 513 in 2020 to 651 in 2021) and, to a lesser extent, was also due to salary increases.

2020 and 2019 compared

The increase of €4.7 million, or 11.9 per cent., in other income and expense items in 2020 compared to 2019 principally reflected an increase of €4.6 million, or 24.1 per cent., in staff costs from €19.3 million in 2019 to €23.9 million in 2020. This increase was mainly the result of an increase in the number of employees (the number of the Group's active staff as at the end of the year increased by 21.0 per cent. from 424 in 2019 to 513 in 2020) and, to a lesser extent, was also due to salary increases.

Profit before credit losses

Reflecting the above factors, the Group's profit before credit losses was €75.2 million in 2021 compared to €59.6 million in 2020 and €34.6 million in 2019, an increase of €15.6 million, or 26.2 per cent., in 2021 and an increase of €25.0 million, or 72.4 per cent., in 2020.

Impairment losses on loans and advances

The Group's impairment losses on loans and advances charged to its income statement amounted to €3.9 million in 2021 compared to €10.9 million in 2020 and €3.2 million in 2019, a decrease of €7.0 million, or 63.8 per cent., in 2021 and an increase of €7.7 million, or 239.5 per cent., in 2020.

The Group's impairment allowances on loans and advances are principally recorded against its portfolio of corporate loans and advances (including overdraft, factoring, apartment association loans and trade finance), with total impairment allowances against that portfolio amounting to €15.3 million as at 31

December 2021 compared to €13.4 million as at 31 December 2020 and €3.8 million as at 31 December 2019, giving a total net increase of provisions against the portfolio of corporate loans and advances of €1.8 million during 2021 and a total net increase of provisions against the portfolio of corporate loans and advances of €9.6 million during 2020. In 2019, the Group recovered a loan that had been previously written off in 2019 which resulted in the decrease of provisions in 2019. In 2020, the Group increased the provision for its corporate loans portfolio in anticipation of potential losses due to COVID-19 and its impact on the economy and on the Group's customers. In 2021 provisions increased due to growth in the loan volumes.

Profit before income tax

Reflecting the above factors, the Group's profit before income tax was €71.2 million in 2021 compared to €48.7 million in 2020 and €31.3 million in 2019, an increase of €22.6 million, or 46.4 per cent. in 2021 and an increase of €17.3 million, or 55.3 per cent., in 2020.

Income tax expenses

The Group's income tax expenses amounted to €11.0 million in 2021 compared to €8.8 million in 2020 and €4.2 million in 2019, an increase of €2.2 million, or 24.5 per cent. in 2021 and an increase of €4.6 million, or 107.7 per cent in 2020. In the second quarter of 2018, credit institutions in Estonia became subject to income tax calculated at a rate of 14 per cent. of their pre-tax profit.

In 2019, the increase in income tax expense principally reflected the fact that the whole year was included in the tax calculation coupled with the Group's higher pre-tax profitability in that year. In 2020 and 2021, the increase in income tax expense principally reflected the Group's higher pre-tax profitability in that year and a higher paid-out dividend amount. Additionally in 2020, due to changed accounting rules income tax on future dividends was recognised.

Profit for the year

Reflecting the above factors, the Group's profit for the year was €60.3 million in 2021 compared to €39.8 million in 2020, an increase of €20.4 million, or 51.2 per cent., in 2021.

Other comprehensive income

The Group's other comprehensive income was €48 thousand in 2021. The Group did not record any other comprehensive income or loss in 2020. The Group's other comprehensive income in 2019 comprised net gains on investments in instruments held at fair value through other comprehensive income. The Group's other comprehensive income was €134 thousand in 2019.

LIQUIDITY AND FUNDING

Overview

The Group's liquidity needs arise primarily as a result of the need to fund loans and advances to customers, the payment of expenses and dividends, the payment of principal and interest on its loans and investments in securities. Additionally, the Group maintains a liquidity buffer the size of which is determined based on regulatory requirements and the Group's internal liquidity planning framework. To date, the Group's liquidity needs have been funded principally through deposits and subordinated loans received, operating cash flow, including interest and fee and commission income received, and the sale of investments in securities. In addition to deposits received from the Group's customers in Estonia and the UK, the Group has also been acquiring funding through the issue of covered bonds and other financial instruments in the capital markets.

Liquidity

The table below shows the Group's cash flow from operating activities, investing activities and financing activities for each of 2021, 2020 and 2019.

	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
	<i>(€ thousand)</i>		
Cash flows from operating activities before changes in operating assets and liabilities.....	74,800	58,132	38,564
Net cash from/(used in) operating activities	1,281,579	1,368,330	530,722
Net cash (used in)/from investing activities.....	181,469	(292,197)	3,102
Net cash from financing activities	114,614	31,381	42,446
Effect of exchange rate changes on cash and cash equivalents.....	66	43	79
Net increase/(decrease) in cash and cash equivalents	1,577,728	1,107,557	576,349
Cash and cash equivalents at the beginning of the year....	2,352,284	1,244,727	668,378
Cash and cash equivalents at the end of the year.....	3,930,012	2,352,284	1,244,727

Operating activities

The Group's net cash inflow from operating activities before changes in operating assets and liabilities in 2021 was €74.8 million compared to €58.1 million in 2020 and €38.6 million in 2019. The Group's net cash flow from operating activities before changes in operating assets and liabilities principally reflects its net interest income and net fee and commission income less its staff costs, administrative and other operating expenses and income tax charge. The Group's net cash inflow from operating activities in 2021 was €1,281.6 million compared to a net cash inflow of €1,368.3 million in 2020 and a net cash outflow of €530.7 million in 2019. The changes in the Group's operating cash flows in each year principally reflect movements in operating assets (principally loans and advances to customers) and liabilities (principally customer deposits and loans received).

Investing activities

The Group's net cash received in investing activities was €181.5 million in 2021 compared to net cash used in investing activities of €292.2 million in 2020 and received in €3.1 million in 2019.

In 2021, the Group's principal cash inflows were €193.4 million from net changes of investment securities at fair value through profit or loss ("FVTPL") and cash outflow was €6.7 million on the purchase of tangible and intangible assets and €5.2 million on the purchase of strategic financial investments.

In 2020, the Group's principal cash outflows were €287.9 million from net changes of investment securities at FVTPL and €4.7 million on the purchase of tangible and intangible assets.

In 2019, the Group's principal cash inflow was €6.9 million from net changes of investment securities at FVTPL and its principal cash outflow was €3.8 million on the purchase of tangible and intangible assets.

Financing activities

The Group's net cash inflow from financing activities was €114.6 million in 2021 compared to of €31.4 million in 2020 and €42.4 million in 2019.

In 2021, the Group's financing cash inflow principally reflected €139.4 million in proceeds from the issuance of subordinated debt and €26.9 million from additional capital paid. Principal financing cash outflows were €40.0 million in redeeming subordinated debt and €10.5 million in dividends.

In 2020, the Group's financing cash inflow principally reflected €50.0 million in proceeds from the issuance of subordinated debt and its principal financing cash outflows were €15.0 million in redeeming subordinated debt and €6.8 million in dividends.

In 2019, the Group's financing cash inflow principally reflected €40.0 million from subordinated debt received and €26.0 million from additional capital paid and its principal financing cash outflows were €15.9 million in redeeming subordinated debt and €6.7 million in dividends.

Funding

Sources of funding

The Group's principal source of funding is its customer deposits and loans received. In addition, the Group's funding comprises senior unsecured and subordinated debt. In 2020, LHV Bank completed its debut covered bond issue and participated in the targeted longer-term refinancing operations ("TLTRO") by the Eurosystem.

The Group also has access to a pool of unencumbered and liquid debt securities that it can access to meet liquidity needs, in addition to its cash balances and placements with central banks and other financial institutions.

The Group's customer deposits and loans received amounted to €6,355.2 million, or 97.5 per cent. of its total liabilities, as at 31 December 2021, €4,588.4 million, or 97.1 per cent. of its total liabilities, as at 31 December 2020, and €2,726.6 million, or 96.5 per cent. of its total liabilities, as at 31 December 2019.

Customer deposits and loans received

The table below shows the breakdown of the Group's customer deposits and loans received by customer category and type as at 31 December in each of 2021, 2020 and 2019.

	Individuals	Financial intermedia ries	Legal entities	Public sector	Total
	(€ thousand)				
31 December 2021					
Demand deposits.....	1,005,757	2,473,973	2,008,349	161,510	5,649,589
Term deposits	39,209	15,679	81,808	22,587	159,283
Loans received.....	—	—	348,980	200,000	548,980
Accrued interest liability.....	285	-1,537	161	-2,537	-3,628
Total.....	1,045,251	2,488,115	2,439,298	381,560	6,354,224
31 December 2020					
Demand deposits.....	745,304	1,213,543	1,284,186	392,134	3,635,167
Term deposits	256,764	38,895	172,406	15,237	483,302
Loans received.....	—	—	268,442	200,000	468,442
Accrued interest liability.....	1,208	24	210	2	1,444
Total.....	1,003,276	1,252,462	1,725,244	607,373	4,588,355
31 December 2019					
Demand deposits.....	525,938	376,068	1,267,180	20,293	2,189,479
Term deposits	415,349	—	90,100	3,100	508,549
Loans received.....	—	—	25,643	—	25,643
Accrued interest liability.....	2,692	—	196	3	2,891
Total.....	943,979	376,068	1,383,119	23,396	2,726,562

The Group's deposits principally comprise demand deposits which represented 88.9 per cent. of its total deposits and loans received as at 31 December 2021, 79.2 per cent. of its total deposits and loans received as at 31 December 2020 and 80.3 per cent. of its total deposits and loans received as at 31 December 2019. The Group's only other class of deposit is term deposits which are available for terms of between three months and one year and generally pay higher rates of interest than its demand deposits.

As at 31 December 2021, legal entities accounted for 38.4 per cent. of the Group's total deposits and loans received, financial intermediaries accounted for 39.2 per cent., private individuals accounted for 16.4 per cent. and the public sector account for 6.0 per cent. of the Group's total deposits and loans received.

As at 31 December 2020, legal entities accounted for 37.6 per cent. of the Group's total deposits and loans received, financial intermediaries accounted for 27.3 per cent., private individuals accounted for 21.9 per cent. and the public sector account for 13.2 per cent. of the Group's total deposits and loans received.

As at 31 December 2019, legal entities accounted for 50.7 per cent. of the Group's total deposits and loans received, individuals accounted for 34.6 per cent., financial intermediaries accounted for 13.8 per cent. and the public sector accounted for the balance.

The increase in the Group's loans received as at 31 December 2020 compared to 31 December 2019 principally reflected the issuance of covered bonds by LHV Bank in the amount of €250 million and LHV Bank's participation in the Eurosystem's TLTRO in the amount of €200 million. As at 31 December 2021, the amount of the Group's loans received increased compared to 31 December 2020 as the Group issued €100 million senior unsecured notes.

Depositor concentration

As at 31 December 2021, there were 13 customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and their deposits aggregated €1,963 million. As at the same date, the share of the Group's 20 largest depositors was 37.6 per cent.

As at 31 December 2020, there were five customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and their deposits aggregated €1,069 million. As at the same date, the share of the Group's 20 largest depositors was 34.5 per cent.

As at 31 December 2019, there were three customers whose deposits exceeded 1 per cent. of the Group's total deposits from customers and their deposits aggregated €463 million. As at the same date, the share of the top 20 depositors was 25.5 per cent.

'See "Risk Factors—Risks relating to the Group—The Group has significant customer and sector concentrations".

Maturity profile

The table below shows the Group's customer deposits and loans received by due dates and future contractual undiscounted cash flows split into the maturity buckets in which the cash flows (including interest cash flows) occur for each of 2021, 2020 and 2019.

	On demand	Up to 3 months	3-12 months	1 – 5 years	Over 5 years	Total⁽¹⁾
	<i>(€ thousand)</i>					
As at 31 December 2021	5,648,302	55,271	102,924	551,826	0	6,358,323
As at 31 December 2020	3,635,403	99,647	386,654	465,776	1,473	4,588,953
As at 31 December 2019	2,189,665	41,522	476,248	18,721	2,906	2,729,062

Note:

- (1) This figure is higher than the statement of financial position balance reflecting the future undiscounted contractual cash flow calculation.

The Group's customer deposits principally comprise demand deposits. The Group believes that its demand accounts (except for financial intermediaries' accounts) are diversified by customer type and generally sticky in nature and therefore constitute a stable source of funding.

See “Risk Factors—Risks relating to the Group—The Group is subject to the risk that liquidity may not always be readily available”.

Interest repricing

The majority of the Group’s demand deposits pay interest, currently at 0.01 to 0.1 per cent., although some client segments have a higher rate and some demand deposits are subject to an account balance fee which is effectively a negative interest rate. The interest rate for demand deposits with a positive interest rate are only moderately sensitive to market rate fluctuations. The Group uses certain behavioural assumptions about the interest rate repricing term of its deposits depending on the type of deposit product and the type of the customer (except for deposits from certain financial customers where interest rate repricing is assumed to occur immediately). Amounts may be withdrawn from demand deposit accounts at any time without notice. The Group’s term deposits also pay interest, currently at 0.01 to 0.05 per cent., and amounts can be withdrawn from these accounts at their maturity.

The table below shows the Group's customer deposits and loans received ranked by the recalculation dates of interest rates for each of 2021, 2020 and 2019.

	Up to 3 months	3-12 months	1 – 5 years	Over 5 years	Carrying amount ⁽¹⁾
	<i>(€ thousand)</i>				
As at 31 December 2021	2,249,662	101,744	4,007,466	0	6,358,872
As at 31 December 2020	952,575	398,683	3,235,625	28	4,586,911
As at 31 December 2019	363,823	491,080	1,868,767	1	2,723,671

Note:

- (2) The carrying amount excludes accrued interest which amounted to €(4,648) thousand as at 31 December 2021, €1,444 thousand as at 31 December 2020 and €2,891 thousand as at 31 December 2019.

Currency mix

The Group accepts deposits principally in euro. As at:

- 31 December 2021, 93.7 per cent. of its deposits from customers and loans received were denominated in euro, 4.3 per cent. were denominated in pounds sterling, 1.6 per cent. were denominated in U.S. dollars and the balance was denominated in other currencies;
- 31 December 2020, 94.9 per cent. of its deposits from customers and loans received were denominated in euro, 2.7 per cent. were denominated in pounds sterling, 1.9 per cent. were denominated in U.S. dollars and the balance was denominated in other currencies; and
- 31 December 2019, 97.4 per cent. of its deposits from customers and loans received were denominated in euro, 1.0 per cent. were denominated in pounds sterling, 0.7 per cent. were denominated in U.S. dollars and the balance was denominated in other currencies.

Geographical distribution

In terms of the geographical distribution of deposits from customers and loans received:

- as at 31 December 2021, 62.9 per cent. were classified as Estonian, 25.2 per cent. were from other EU countries, 9.9 per cent. were from the United Kingdom and 2.0 per cent. were from other countries;
- as at 31 December 2020, 70.8 per cent. were classified as Estonian, 20.1 per cent. were from other EU countries, 8.2 per cent. were from the United Kingdom and 0.9 per cent. were from other countries; and
- as at 31 December 2019, 68.6 per cent. were classified as Estonian, 29.4 per cent. were from other EU countries and 2.0 per cent. were from other countries.

In 2020, the share of Estonian deposits increased, reflecting a gradual reduction in the deposits that had been raised in 2019 through two international deposit engagement platforms. In 2021, the increase in proportion of deposits from other EU countries and the United Kingdom reflects the increase in the number of customers in the financial intermediaries segment and growth in their deposits volume.

See "Risk Factors—Risks relating to the Group—The Group's loans and advances to customers and its deposits from customers and loans received are concentrated in Estonia".

Subordinated debt

As at 31 December 2021, the Group has five issues of subordinated bonds outstanding as shown in the table below.

Type of bonds	Amount (€ thousand)	Interest rate (per cent.)	Maturity date
Tier 2	20,000	6.00	28 November 2028
Tier 2	20,000	6.00	28 November 2028
Tier 2	35,000	6.00	30 September 2030
AT1	20,000	8.00	No maturity date
AT1	15,000	9.50	No maturity date
	110,000		

The bonds have been issued principally to support the capital requirements applicable to the Group.

LENDING

Loans and advances to customers by type of customer, type of loan and industry sector

The Group's loans and advances to customers amounted to €2,677.2 million as at 31 December 2021, €2,208.8 million as at 31 December 2020 and €1,687 million as at 31 December 2019. The table below shows a breakdown of the Group's loans and advances to customers by type of customer and type of loan as at 31 December in each of 2021, 2020 and 2019.

	2021	2020	2019
	(€ thousand)		
Loans to legal entities			
Corporate loans.....	1,469,216	1,192,803	815,740
Leasing.....	111,001	102,297	66,060
Overdraft.....	32,327	30,338	31,193
Trade finance.....	37,162	20,497	32,761
Letters of credit.....	17,382	8,400	5,389
Apartment association loans.....	10,929	7,135	—
Leveraged loans.....	5,304	5,551	3,148
Credit card loans and hire-purchase.....	570	519	679
Total.....	1,683,891	1,367,540	954,970
Loans to individuals			
Mortgage loans.....	840,736	695,204	587,855
Consumer loans.....	56,936	52,202	49,424
Private loans.....	49,683	50,264	44,776
Leasing.....	30,127	26,554	23,427
Hire purchase.....	13,081	14,294	16,121
Credit card loans.....	7,540	7,232	7,263
Leveraged loans.....	9,008	6,366	2,840
Real estate leasing.....	3,975	5,027	5,679
Study loans.....	1,213	974	749
Overdraft.....	19	23	34
Total.....	1,012,318	858,141	738,168
Impairment provisions.....	(19,049)	(16,858)	(6,104)
Total loans and advances to customers.....	2,677,160	2,208,823	1,687,034

As at 31 December 2021, corporate loans accounted for 54.5 per cent. of the Group's total loans and advances to customers before impairment provisions compared to 53.6 per cent. as at 31 December 2020 and 48.2 per cent. as at 31 December 2019. The Group's other significant category of loan is mortgage loans (which accounted for 31.2 per cent. of the Group's total loans and advances to customers before impairment provisions as at 31 December 2021 compared to 31.2 per cent. as at 31 December 2020 and 34.7 per cent. as at 31 December 2019).

The significant increase in mortgage loans in 2019 principally reflected the acquisition of a portfolio of mortgage loans from Danske Bank in November 2019. The significant increase in the corporate loans in 2020 principally reflected organic growth as well as the acquisition of a portfolio of corporate and public sector loans from Danske Bank in October 2020.

The table below shows a breakdown of the Group's loans and advances to customers by industry sector as at 31 December in each of 2021, 2020 and 2019.

	2021		2020		2019	
	(€ thousand)	(per cent.)	(€ thousand)	(per cent.)	(€ thousand)	(per cent.)
Individuals	1,012,318	37.5	858,141	38.6	738,152	38.6
Real estate.....	657,585	24.4	498,927	22.4	353,405	20.9
Manufacturing	152,568	5.7	152,968	6.9	114,104	6.7
Public sector.....	97,622	3.6	120,805	5.4	112	0.0
Wholesale and retail.....	132,116	4.9	88,642	4.0	80,767	4.8
Administrative activities.....	117,713	4.4	74,466	3.3	67,064	4.0
Agriculture.....	68,673	2.5	72,398	3.3	59,657	3.5
Financial services	85,808	3.2	69,694	3.1	71,690	4.2
Art and entertainment	51,795	1.9	59,184	2.7	42,638	2.5
Construction.....	84,790	3.1	45,314	2.0	38,951	2.3
Professional, scientific and technical activities.....	44,888	1.7	41,678	1.9	47,368	2.8
Transport and logistics.....	28,888	1.1	27,534	1.2	15,337	0.9
Education.....	4,341	0.2	16,403	0.7	1,976	0.1
Information and communication.....	10,902	0.4	12,705	0.6	7,017	0.4
Other servicing activities....	17,357	0.6	8,012	0.4	7,290	0.4
Other.....	128,845	4.8	78,808	3.5	47,610	2.8
Total (before impairment)	2,696,209	100.0	2,225,681	100.0	1,693,138	100.0

The Group's principal industry concentration is real estate. This category principally comprises commercial and residential real estate developments in cities but excludes construction which constitutes a separate category. The Group also has a significant proportion of loans to individuals in its portfolio. Real estate loans accounted for 24.4 per cent. of the Group's loans and advances to customers (before impairment) as at 31 December 2021, compared to 22.4 per cent. as at 31 December 2020 and 20.9 per cent. as at 31 December 2019. Loans to individuals accounted for 37.5 per cent. of the Bank's loans and advances to customers (before impairment) as at 31 December 2021, compared to 38.6 per cent. as at 31 December 2020 and 43.6 per cent. as at 31 December 2019. The increase in the proportion of loans to individuals in 2019 principally reflected the acquisition of a portfolio of mortgage loans from Danske Bank in November 2019, which the Group has categorised as loans to individuals in the table above. Loans to public sector entities increased in 2020, principally as a result of the acquisition of a portfolio of corporate and public sector loans from Danske Bank in October 2020.

Risk concentration

A small number of the Group's loans and advances to customers carry a large risk exposure, meaning that the Group's exposure under each loan exceeded 10 per cent. of its net own funds (broadly equal to its

capital). As at 31 December 2021, the Group had large exposure loans outstanding to five customers and these loans aggregated 76 per cent. of the Group's net own funds. As at 31 December 2020, the Group had large exposure loans outstanding to five customers and these loans aggregated 83 per cent. of the Group's net own funds. As at 31 December 2019, the Group had large exposure loans outstanding to 12 customers and these loans aggregated 190 per cent. of the Group's net own funds.

See "Risk Factors—Risks relating to the Group—The Group has significant customer and sector concentrations".

Maturity profile

The table below shows the Group's loans and advances to customers by due dates and future contractual undiscounted cash flows split into the maturity buckets in which the cash flows occur (including interest cash flows) for each of 2021, 2020 and 2019.

	<u>On demand</u>	<u>Up to 3 months</u>	<u>3-12 months</u>	<u>1 – 5 years</u>	<u>Over 5 years</u>	<u>Total⁽¹⁾</u>
			<i>(€ thousand)</i>			
As at 31 December 2021 ...	—	173,534	431,582	1,661,341	924,419	3,190,876
As at 31 December 2020 ...	—	146,192	329,310	1,375,417	741,393	2,592,312
As at 31 December 2019 ...	—	113,590	251,806	1,029,520	582,889	1,977,805

Note:

- (1) This figure is different than the statement of financial position balance reflecting the future undiscounted contractual cash flow calculation.

The Group's loan and advances to customers are well diversified by maturity with 5.4 per cent. (by future contractual undiscounted cash flows) falling due within three months, 13.5 per cent. falling due between three and 12 months, 52.1 per cent. falling due between one and five years and the remaining 29.0 per cent. falling due after five years, in each case as at 31 December 2021.

Interest repricing

The Group's loans and advances to customers bear interest at floating rate bases, mostly using a six month repricing period. The proportion of loans with a fixed interest rate was approximately 10 per cent. of the Group's total value of loans to customers as at 31 December 2021.

The table below shows the Group's loans and advances to customers ranked by the recalculation dates of interest rates for each of 2021, 2020 and 2019.

	<u>Up to 3 months</u>	<u>3-12 months</u>	<u>1 – 5 years</u>	<u>Over 5 years</u>	<u>Total⁽¹⁾</u>
			<i>(€ thousand)</i>		
As at 31 December 2021	1,214,410	1,375,207	85,595	15,869	2,691,081
As at 31 December 2020	993,697	1,113,053	103,141	10,616	2,220,507
As at 31 December 2019	729,768	851,657	84,798	22,988	1,689,211

Note:

- (1) Excludes accrued interest and impairments which amounted to €5,128 thousand and €(19,049) thousand respectively, as at 31 December 2021, €5,174 thousand and €(16,858) thousand, respectively, as at 31 December 2020, €3,927 thousand and €(6,104) thousand, respectively, as at 31 December 2019.

As at 31 December 2021, 45.1 per cent. of the Bank's customer loans and advances (excluding accrued interest and impairments) repriced within three months, 51.1 per cent. repriced between three and 12 months, 3.2 per cent. repriced between one and five years and the remaining 0.6 per cent. repriced after five years.

Currency mix

The Group makes customer loans and advances principally in euro. As at:

- 31 December 2021, 99.7 per cent. of its customer loans and advances were denominated in euro and the balance was denominated in other currencies;
- 31 December 2020, 99.4 per cent. of its customer loans and advances were denominated in euro and the balance was denominated in other currencies; and
- 31 December 2019, 99.9 per cent. of its customer loans and advances were denominated in euro and the balance was denominated in other currencies.

Geographical distribution

In terms of the geographical distribution of customer loans and advances:

- as at 31 December 2021, 99.1 per cent. were classified as Estonian, 0.7 per cent. were from other EU countries and 0.2 per cent. were from other countries;
- as at 31 December 2020, 98.7 per cent. were classified as Estonian, 0.7 per cent. were from other EU countries, 0.4 per cent. were from the United Kingdom and 0.2 per cent. were from other countries; and
- as at 31 December 2019, 98.2 per cent. were classified as Estonian, 1.6 per cent. were from other EU countries and 0.2 per cent. were from other countries.

See "Risk Factors—Risks relating to the Group—The Group's loans and advances to customers and its deposits from customers and loans received are concentrated in Estonia".

FVTPL FINANCIAL ASSETS

The Bank's portfolio of FVTPL financial assets principally comprises debt securities and also includes shares and fund units and foreign exchange forward contracts. The securities are issued by both domestic and international issuers. The Bank invests in these securities both to generate returns (as interest, dividend and capital gains) and to provide an additional source of liquidity when needed.

Structure of the Bank's FVTPL financial assets

The table below summarises the Bank's FVTPL financial assets as at 31 December 2021, 2020 and 2019.

	2021	2020	2019
		(€ thousand)	
Shares and fund units.....	727	479	500
Debt securities.....	127,504	322,699	32,331
Investments in managed pension funds.....	7,620	6,788	7,695
Foreign exchange forwards.....	4	89	4
Total FVTPL financial assets.....	135,855	330,055	40,530

All of the securities in the table above are measured at fair value. As at 31 December 2021, 2020 and 2019, all of the Group's FVTPL debt securities were fair valued at level 1, meaning they are quoted in an active market. As at the same dates, the Group's FVTPL shares and fund units were principally fair valued at level 2 and its foreign exchange forwards were fair valued at level 2, meaning they are valued using market observable inputs using a valuation model.

Interest repricing

The Group's debt securities typically pay interest on either a semi-annual or annual basis.

The table below shows the Group's debt securities by the recalculation dates of interest rates for each of 2021, 2020 and 2019.

	<u>Up to 3 months</u>	<u>3-12 months</u>	<u>1 – 5 years</u>	<u>Over 5 years</u>	<u>Total⁽¹⁾</u>
	<i>(€ thousand)</i>				
As at 31 December 2021	46,000	3,350	77,218	152	126,720
As at 31 December 2020	200,045	117,300	4,280	—	321,625
As at 31 December 2019	10,682	12,950	7,925	—	31,557

Note:

- (1) Excludes accrued interest which amounted to €784 thousand as at 31 December 2021, €1,074 thousand as at 31 December 2020 and €774 thousand as at 31 December 2019.

As at 31 December 2021, 36.3 per cent. of the Group's debt securities repriced within three months, 2.6 per cent. repriced between three and 12 months, 60.9 per cent. repriced between one and five years and 0.1 per cent repriced after five years.

Maturity profile

The table below shows the Group's debt securities by due dates and future contractual undiscounted cash flows split into the maturity buckets in which the cash flows occur (including interest cash flows) for each of 2021, 2020 and 2019.

	<u>On demand</u>	<u>Up to 3 months</u>	<u>3-12 months</u>	<u>1 – 5 years</u>	<u>Over 5 years</u>	<u>Total⁽¹⁾</u>
	<i>(€ thousand)</i>					
As at 31 December 2021 ..	—	46,047	3,387	77,915	155	127,504
As at 31 December 2020 ..	—	200,448	117,716	4,534	—	322,698
As at 31 December 2019 ..	—	10,883	13,018	8,429	—	32,330

Note:

- (1) This figure is higher than the statement of financial position balance reflecting the future undiscounted contractual cash flow calculation.

The Group's debt securities are well diversified by maturity with 36.1 per cent. (by future contractual undiscounted cash flows) falling due within three months, 2.7 per cent. falling due between three and 12 months, 61.1 per cent. falling due between one and five years and 0.1 per cent. falling due after five years, in each case as at 31 December 2021.

Currency mix

The Group's investments in debt and equity securities (which includes a small portfolio of equity securities held at FVTPL and at FVOCI) are principally denominated in euro. As at:

- 31 December 2021, 99.97 per cent. of its investments in debt and equity securities were denominated in euro;
- 31 December 2020, 99.97 per cent. of its investments in debt and equity securities were denominated in euro; and
- 31 December 2019, 60.3 per cent. of its investments in debt and equity securities were denominated in euro, 39.6 per cent. was denominated in U.S. dollars and the balance was denominated in other currencies.

Geographical distribution

In terms of the geographical distribution of the Group's investments in debt and equity securities (which includes a small portfolio of equity securities held at FVTPL and at FVOCI):

- as at 31 December 2021, 41.2 per cent. were classified as Estonian, 58.7 per cent. were classified as from other EU countries, and the balance was from other countries;
- as at 31 December 2020, 96.9 per cent. were classified as Estonian and the balance was from other countries, principally in the EU; and
- as at 31 December 2019, 20.7 per cent. were classified as Estonian, 79.2 per cent. were classified as from other EU countries, principally Germany, and the balance was from other countries.

CAPITAL ADEQUACY

Capital adequacy, financial leverage and the use of various levels of regulatory capital are monitored regularly by the Group's management and are also governed by EU capital adequacy regulations which are directly applicable in Estonia and which are largely based on capital adequacy standards under the Basel III framework. The Basel III framework strengthened the quality of capital and introduced several buffer requirements in line with proposals made by the Basel Committee. The Basel III framework consists of three Pillars:

- Pillar 1 provides a framework for measuring capital requirements for credit, operational and market risks;
- Pillar 2 relates to the supervisory review process and emphasises the importance of the Internal Capital Adequacy Assessment Process ("ICAAP") performed by banks; and
- Pillar 3 aims to complement the above capital adequacy requirements under Pillar 1 and Pillar 2 by requiring banks to provide a consistent and understandable disclosure framework which facilitates comparison, thus enhancing the safety and soundness of the banking industry.

The Basel III framework raised both the quality and quantity of the capital base and increased capital requirements for certain positions. The minimum requirements for capital are underpinned by a leverage ratio that serves as a backstop to the risk-based capital measures.

The goal of the Group's capital management is to:

- ensure continuity of its business and generate returns for its shareholders;
- maintain a strong capital base to support the development of its business; and
- comply with the capital requirements established by supervision authorities.

The Group follows four general principles in its capital management:

- it must be adequately capitalised at all times, having the necessary capital to ensure economic preservation and to enable financing for new profitable growth opportunities;
- the main focus is on tier 1 own funds because only these can absorb losses;
- the Group's capital is divided into (i) regulatory minimum capital and (ii) the Group's capital buffer and to reach its long-term economic goals the Group seeks to proportionately lower its regulatory minimum capital (through minimising risks and high transparency) whilst maintaining a sufficient and conservative capital reserve which will ensure economic preservation even in a severe negative scenario; and

- the risk appetite set by the Group is an important input to capital management planning and goal setting as a higher risk appetite requires a higher capital buffer.

All EU credit institutions (including their consolidated holding companies) are required to maintain 4.5 per cent. of common equity tier 1 ("CET1") capital, 6.0 per cent. of tier 1 capital and 8.0 per cent. of both tier 1 and tier 2 capital. In addition, in Estonia an additional capital maintenance buffer of 2.5 per cent. (imposed by the EFSA) applies. The Group is also subject to 1.5 per cent. O-SII buffer. Starting from 7 December 2022 the countercyclical buffer of 1.0 per cent. will also become applicable. Additionally, the Group is subject to Pillar 2 buffers resulting from the SREP process.

The table below shows an overview of the capital requirements applicable to the Group following LHV Bank's SREP notification in December 2021.

	CET1	Tier 1	Total
		(per cent.)	
Pillar 1 requirement	4.50	6.00	8.00
Pillar 2 requirement	<u>1.54</u>	<u>2.06</u>	<u>2.74</u>
Total SREP capital requirement.....	6.04	8.06	10.74
Capital conservation buffer.....	2.50	2.50	2.50
Systemic importance buffer ⁽¹⁾	1.50	1.50	1.50
Systemic risk buffer.....	—	—	—
Countercyclical buffer.....	—	—	—
Total minimum regulatory requirement...	10.04	12.06	14.74
Additional internally determined buffers ⁽²⁾	<u>1.46</u>	<u>1.44</u>	<u>1.76</u>
Total internal capital target.....	11.50	13.50	16.50

Notes:

(1) The Bank became a systemically important bank in Estonia in 2018.

(2) These are buffers determined by the supervisory board of the Group.

Each year, the Group undertakes an ICAAP which identifies potential internal capital needs in addition to regulatory capital requirements. Capital adequacy and the use of regulatory capital are monitored by the Finance department. Compliance reports are submitted to the supervisory authorities in accordance with the applicable requirements. The Group uses the standard method for calculating its capital requirements for credit and market risk, and the basic indicator approach for calculating its operational risk requirement.

The own funds of LHV Asset Management are required at all times to exceed the minimum amount of share capital laid down in the Investment Funds Act (currently, €3 million). In addition, from January 2017, the net own funds of a fund manager are required to be at least 0.5 per cent. of the market value of its managed second pillar pension funds (for the market value up to €1 billion) and additional 0.02 per cent. of the market value of its managed pension funds for the portion of the market value which exceeds €1 billion.

The table below shows the Group's capital base, capital requirements and capital adequacy calculations prepared in accordance with the common reporting framework initiated by the Committee of European Banking Supervisors as at 31 December in each of 2021, 2020 and 2019.

	2021	2020	2019
	(€ thousand, except percentages)		
Capital base			
Paid-in share capital.....	29,864	28,819	28,454
Share premium.....	97,361	71,468	70,136
Statutory reserves transferred from net profit.....	4,713	4,713	4,713
Other reserves	47	—	212
Accumulated profit.....	179,746	90,434	69,452

Intangible assets.....	(14,473)	(18,761)	(18,319)
Net profit for accounting period (COREP)	—	14,239	12,186
Deductions.....	(128)	(323)	(33)
CET1 capital elements or deductions.....	(12,209)	(2,188)	—
CET1 instruments of financial sector entities where the institution does not have a significant investment.....	(5,236)	—	—
CET1 instruments of financial sector entities where the institution has a significant investment.....	(4,328)	(4,842)	—
Tier 1 own funds	275,357	183,559	166,801
Additional Tier 1 capital.....	35,000	35,000	20,000
Total Tier 1 capital	310,357	218,559	186,801
Subordinated debt	75,000	75,500	55,000
Total tier 2 own funds	75,000	75,000	55,000
Total net own funds	385,357	293,559	241,801
Capital requirements			
Credit risk and counterparty risk.....	1,769,983	1,388,945	1,231,161
Market risk.....	6,779	5,004	5,192
Operational risk.....	152,778	124,638	109,546
Total capital requirements	1,929,540	1,518,517	1,345,899
Total capital ratio.....	19.97%	19.33%	17.97%
Tier 1 capital ratio.....	16.08%	14.39%	13.88%

The Group is also subject to a Basel III leverage ratio requirement of 3.0 per cent. The Group's leverage ratio was 4.32 per cent. as at 31 December 2021, 4.40 per cent. as at 31 December 2020 and 6.18 per cent. as at 31 December 2019. The Group's leverage ratio for these periods has been calculated in accordance with the Basel III leverage ratio and disclosure requirements.

The Group is also subject to MREL requirements which are gradually phased-in until 2024. The required MREL-TREA for the Group stands at 24.22 per cent. and the required MREL-LRE at 5.91 per cent. The limits will have to be met by 1 January 2024. The intermediate MREL target for the Group that had to be met by 1 January 2022 was 19.08 per cent. of the total risk exposure amount and 5.91 per cent. of the leverage ratio exposure measure. No subordination requirement is applicable currently to the MREL targets. In order to be able to pay dividends, the combined buffer requirement should be added on top of the MREL-TREA target. The combined buffer stands at 4 per cent. as at the date of this Prospectus but will increase to 5 per cent. in December 2022.

COMMITMENTS AND CONTINGENT LIABILITIES

The Group has contingent liabilities in respect of irrevocable commitments to extend credit that it has made, as well as in relation to letters of credit and guarantees issued by it.

The table below shows the Group's commitments and contingent liabilities as at 31 December in each of 2021, 2020 and 2019.

	2021	2020	2019
		(€ thousand)	
Unused loan commitments.....	679,579	413,818	359,230
Performance guarantees ⁽¹⁾	19,919	15,217	11,078
Financial guarantees	49,409	36,492	14,139
Letters of credit.....	1,438	8	10
Total	750,345	465,535	384,457

Note:

- (1) These are contracts that provide compensation if another party fails to perform a contractual obligation. For further information see note 22 to the 2021 Annual Financial Statements and note 23 to each of the 2020

Annual Financial Statements and the 2019 Annual Financial Statements. The Group did not record any losses on performance guarantees in 2021, 2020 and 2019.

The Group has a contingent tax liability reflecting the fact that the tax authorities in Estonia have the right to review a company's records for up to five years after the tax declaration has been submitted and may impose additional taxes, interest and fines if they discover any errors. No VAT or income tax audits have been undertaken on the Group in the past three years.

RELATED PARTY TRANSACTIONS

The Group's principal related party transactions are with its shareholders that have a significant impact on the Group and the entities related to them, members of its management board and legal entities controlled by them, members of its supervisory board and close relatives of the persons mentioned above and entities related to them. These transactions include transactions with related parties that generate interest income and expense and fee and commission income for the Group. Further information on the Group's related party transactions is set out in note 23 to the 2021 Annual Financial Statements and in note 24 to each of the 2020 Annual Financial Statements and the 2019 Annual Financial Statements.

TAXATION

The tax laws of the investor's jurisdiction and of the Issuer's jurisdiction might have an impact on the income received from the Notes. The following is a general description of certain Estonian tax considerations relating to the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes whether in those countries or elsewhere. Prospective purchasers of Notes should consult their own tax advisers as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of Estonia of acquiring, holding and disposing of Notes and receiving payments of interest, principal and/or other amounts under the Notes. This summary is based upon the law as in effect on the date of this Prospectus and is subject to any change in law that may take effect after such date.

Also investors should note that the appointment by an investor in Notes, or any person through which an investor holds Notes, of a custodian, collection agent or similar person in relation to such Notes in any jurisdiction may have tax implications. Investors should consult their own tax advisers in relation to the tax consequences for them of any such appointment.

Estonia

Taxation of interest in Estonia

Estonian Resident Noteholders

Pursuant to Article 17(1) of the Estonian Income Tax Act of 1999 (tulumaksuseadus), as amended (the "EITA"), income tax at the rate of 20 per cent. is charged on all interest received by natural persons who are tax resident in Estonia. Income tax payable in respect of interest payments to be made to Estonian residents (natural persons) is to be withheld by the Issuer. The Issuer will not withhold income tax if the Estonian resident Noteholder, who is a natural person, has notified the Issuer that the interest was received on financial assets acquired for money held in an investment account as specified in Article 172 of the EITA.

Interest income earned by resident legal entities is not subject to annual taxation. Such income is included in their profits and taxed upon distribution of profit pursuant to the respective procedures.

Non-resident Noteholders

The Issuer does not withhold any income tax on interest payments to non-residents (legal and/or natural persons).

Provided that: (a) the tax residency of the Noteholders is not known by the Issuer at the time that the Issuer makes an interest payment to a Paying Agent; and (b) the Paying Agent is a non-resident person, no withholdings will be made in Estonia.

The income earned by non-resident Noteholders is not subject to taxation in Estonia but may be subject to taxation in their country of residence.

Definitive Notes

Noteholders should be aware that, if Definitive Notes are issued, holders of any Definitive Notes that are not held through Euroclear or Clearstream, Luxembourg, who are natural persons, will be required to present evidence of non-Estonian residency or other evidence as required by the Issuer, to the relevant Paying Agent if the Paying Agent is a tax resident in Estonia, in order to receive payments of interest free of Estonian withholding tax (which, as at the date of this Prospectus, is charged at a rate of 20 per cent.).

Taxation of capital gains in Estonia

Estonian Resident Noteholders

The income earned by resident individuals from the sale or exchange of the Notes is taxed as gain from the transfer of property which is subject to income tax at the rate of 20 per cent. A Noteholder has to declare the gain and pay the income tax on its annual income return.

Pursuant to Article 37(1) of the EITA, a resident individual has the right to deduct certified expenses directly related to the sale or exchange of Notes from the resident's gain or to add such expenses to the

resident's loss. The gain or loss derived from the transfer of Notes is the difference between the acquisition cost and the sale price of the Notes. The gains or loss derived from the exchange of the Notes is the difference between the acquisition cost of the Notes and the market price of the property received as a result of the exchange.

Individual Noteholders may postpone the taxation of their income derived from the sale or exchange of the Notes, by using an investment account specified in Article 172 of the EITA for the purposes of making transactions with the Notes and depositing the proceeds from the transfer of Notes in the investment account. The moment of taxation of the financial income held on an investment account is postponed until such income is withdrawn from the investment account (i.e. the amount withdrawn from the account exceeds the amount which had been previously paid into the account).

Gains received by resident legal entities from the sale of Notes is not subject to annual corporate income tax. Such gain is included in their profits and taxed upon distribution of profits pursuant to relevant procedures.

Non-resident Noteholders

Income earned from the sale or exchange of Notes is not subject to income tax in Estonia by non-resident Noteholders (i.e. non-resident legal persons who do not have a registered permanent establishment in Estonia, and/or natural persons).

The income earned by non-resident Noteholders may be subject to taxation in their country of residence.

The proposed financial transactions tax ("FTT")

On 14 February 2013, the European Commission published a proposal (the "**Commission's proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (each other than Estonia, the "**participating Member States**"). However, Estonia has ceased to participate.

The Commission's proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances.

Under the Commission's proposal, FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

FATCA

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a "foreign financial institution" may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting, or related requirements. The Issuer may be a foreign financial institution for these purposes. A number of jurisdictions (including the jurisdiction of the Issuer) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to the date that is two years after the publication

of the final regulations defining "foreign passthru payment". Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

SUBSCRIPTION AND SALE

Each of the Joint Lead Managers have, pursuant to a subscription agreement dated 10 November 2022 (the "**Subscription Agreement**"), jointly and severally agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe the New Notes at 88.359 per cent. of their principal amount less a combined management and underwriting commission (plus 66 days' accrued interest in respect of the period from (and including) 9 September 2022 to (but excluding) the Issue Date). In addition, the Issuer has agreed to reimburse the Joint Lead Managers for certain of their expenses and to indemnify the Joint Lead Managers against certain liabilities in connection with the issue of the New Notes. The Subscription Agreement entitles the Joint Lead Managers to terminate it in certain circumstances prior to payment being made to the Issuer.

United States of America

The New Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S.

The New Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the United States Internal Revenue Code and regulations thereunder.

Each Joint Lead Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver the New Notes, (a) as part of their distribution at any time or (b) otherwise, until 40 days after the later of the commencement of the offering and the issue date of the New Notes, within the United States or to, or for the account or benefit of, U.S. persons, and that it will have sent to each dealer to which it sells New Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the New Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after commencement of the offering, an offer or sale of New Notes within the United States by a joint lead manager (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Prohibition of Sales to EEA Retail Investors

Each Joint Lead Manager has represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any New Notes to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive 2016/97/EU (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

United Kingdom

Prohibition of Sales to UK Retail Investors

Each Joint Lead Manager has represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any New Notes to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:

- (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or
- (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Other UK regulatory restrictions

Each Joint Lead Manager has further represented, warranted and undertaken that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the New Notes in circumstances in which section 21(1) of the FSMA would not, if it was not an authorised person apply to the Issuer; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the New Notes in, from or otherwise involving the United Kingdom.

Italy

The offering of the New Notes has not been registered with the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian securities legislation and, accordingly, no New Notes may be offered, sold or delivered, nor may copies of this Prospectus or of any other document relating to any New Notes be distributed in Italy, except:

- (a) to qualified investors (*investitori qualificati*), as defined pursuant to Article 2 of the Prospectus Regulation and any applicable provision of Italian laws and regulations; or
- (b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, Article 34-ter of CONSOB regulation No. 11971 of 14 May 1999, as amended from time to time, and the applicable Italian laws.

Any offer, sale or delivery of the New Notes or distribution of copies of this Prospectus or any other document relating to the New Notes in Italy under paragraphs (a) or (b) above must be:

- (i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Financial Services Act, Legislative Decree No. 385 of 1 September 1993 (the "**Banking Act**") and CONSOB Regulation No. 20307 of 15 February 2018, all as amended from time to time; and
- (ii) comply with any other applicable laws or requirements imposed by CONSOB, the Bank of Italy (including the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

General

Each Joint Lead Manager has represented, warranted and agreed that it has complied and will comply with all applicable laws and regulations in each country or jurisdiction in which it purchases, offers, sells or delivers New Notes or possesses, distributes or publishes this Prospectus or any other offering material, in all cases at its own expense, relating to the New Notes. Persons into whose hands this Prospectus comes are required by the Issuer and the Joint Lead Managers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer, sell or deliver New Notes or possess, distribute or publish this Prospectus or any other offering material relating to the New Notes, in all cases at their own expense.

GENERAL INFORMATION

Authorisation

1. The creation and issue of the New Notes has been authorised by the Supervisory Board of the Issuer given on 19 October 2022.

Expenses Relating to Admission to Trading

2. The Issuer estimates that the total expenses related to the admission to trading of the New Notes will be approximately €6,540.

Legal and Arbitration Proceedings

3. There are no governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which the Issuer is aware), which may have, or have had during the 12 months prior to the date of this Prospectus, a significant effect on the financial position or profitability of the Issuer and its Subsidiaries.

Significant/Material Change

4. Since 31 December 2021 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries. Since 30 September 2022, there has been no significant change in the financial position or performance of the Issuer or the Issuer and its Subsidiaries.

Auditors

5. The audited consolidated financial statements of the Issuer have been audited without qualification for the year ended 31 December 2019 by AS PricewaterhouseCoopers. AS PricewaterhouseCoopers is a member of the Estonian Auditors' Association.

The audited consolidated financial statements of the Issuer have been audited without qualification for the years ended 31 December 2020 and 31 December 2021 by KPMG Baltics OÜ. KPMG Baltics OÜ is a member of the Estonian Auditors' Association.

Validity of the Prospectus and Prospectus Supplements

6. This Prospectus is valid for twelve months. For the avoidance of doubt, the Issuer shall have no obligation to supplement this Prospectus after the end of the offer or admission to trading of the Notes.

Documents on Display

7. Copies of the following documents (together with English translations thereof) may be inspected during normal business hours at the offices of the Issuer or at (i) <https://investor.lhv.ee/en/senior-bonds/> (in the case of the documents listed at (a) and (b) below) or (ii) <https://investor.lhv.ee/en/reports/> (in the case of the documents listed at (c) below) for 12 months from the date of this Prospectus:

- (a) the articles of association and trade register extract of the Issuer (as the same may be updated from time to time);
- (b) the Agency Agreement and the Deed of Covenant; and
- (c) the Financial Statements.

For the avoidance of doubt, unless specifically incorporated by reference into this Prospectus, information contained on the website of the Issuer does not form part of this Prospectus.

In addition, this Prospectus will be available, in electronic format, on the website of the Euronext Dublin (<https://live.euronext.com/en/markets/dublin>).

Yield

8. If the Issuer were to pay interest on each Interest Payment Date up to and including the Reset Date and were to redeem the Notes on the Reset Date, the yield on the New Notes would be 8.000 per cent. per annum. The yield is calculated as of the date of this Prospectus and may fluctuate in the future. It is not an indication of future yield.

ISIN and Common Code

9. The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The New Notes will be consolidated and form a single series and will be fungible for trading purposes with the Original Notes upon and to the extent of the Temporary Global Note being exchanged for interests in the Permanent Global Note and upon certification as to non-U.S. beneficial ownership, as provided in the Temporary Global Note. Until such exchange, the New Notes will have a temporary ISIN (XS2552262821) and a temporary common code (2552262821). Following such exchange and certification, the New Notes will have the same ISIN as the Original Notes, namely XS2379637767, and the same common code as the Original Notes, namely 237963776. The Original Notes are admitted to listing on Euronext Dublin and trading on its Regulated Market. The Classification of Financial Instrument (CFI) code and the Financial Instrument Short Name (FISN) code are each as set out on the website of the Association of National Numbering Agencies (ANNA).

Listing Agent

10. Arthur Cox Listing Services Limited is acting solely in its capacity as listing agent for the Issuer in relation to the Notes and is not itself seeking admission of the New Notes to the official list of Euronext Dublin or to trading on the Regulated Market for the purposes of the Prospectus Regulation.

The Legal Entity Identifier

11. The Legal Entity Identifier (LEI) code of the Issuer is 529900JG015JC10LED24.

Conflicts of Interest

12. Certain of the Joint Lead Managers have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for the Issuer and its affiliates in the ordinary course of business. Certain of the Joint Lead Managers and their affiliates may have positions, deal or make markets in the Notes, related derivatives and reference obligations, including (but not limited to) entering into hedging strategies on behalf of the Issuer and its affiliates, investor clients, or as principal in order to manage their exposure, their general market risk, or other trading activities.

In addition, in the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer and its affiliates. Certain of the Joint Lead Managers of their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer and its affiliates consistent with their customary risk management policies. Typically, such Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such positions could adversely affect future trading prices of the Notes. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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