



CAPITAL MARKETS | INVESTMENT BANKING



GANDÍA HILLS
RESIDENCIAL EXCLUSIVO

Public issue of Metanira UAB senior secured bonds
Completion and commercialisation of the construction of a residential property in the city of Gandia, Valencia region, Spain

Confidential - 2025 March

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Before making a decision to invest in the Company, each potential investor should carefully read the Company's information document, as updated and restated on 6 March 2025 (the "Information Document"), and the final terms and conditions of Tranche 5 of the Notes (which form an integral part of the Information Document), available at www.metanira.lt.

Content

Summary of the investment proposal	4
Market overview	12
Project description	16
Financial information	22
Organisational structure	27
Reasons for the issue	33
Risk factors	36
Contact	42
Annexes	43



A blurred background image of a business meeting. Several people in suits are gathered around a table. In the foreground, a person's hand is visible, holding a pen and using a large desktop calculator. There are papers and a laptop on the table. The scene is lit with warm, golden light, possibly from a window. Two thin vertical orange lines flank the central text.

Summary of the investment proposal

Terms of the issue

Additional tranche of the secured bond issue

Issuer	UAB Metanira
Project SPV	Jepri Haus S.L.
Issue size	EUR 7 000 000 (nominal value)
Bonds issued until the latest tranche	EUR 3 225 000 (nominal value)
Size of the tranche to be issued	EUR 3 745 000 (nominal value)
Issue Price of a Bond	EUR 1 006,944
Issue date of the tranche	31 March 2025
Maturity date	5 September 2025
Coupon rate	10 %
Interest payment	Semi-annually
LTV	48 % (according to the market value of the pledged property)
Use of funds	<ul style="list-style-type: none"> • 100% completion of the <i>Gandia Hills</i> residential property project <ul style="list-style-type: none"> ◦ Current completion at 95% • Partial refinancing of shareholders' bridge loans
Project description	<ul style="list-style-type: none"> • The Issuer, through the Project SPV, is developing and commercialising a residential and commercial real estate property in Gandia, Spain • 100% ownership of the property belongs to the Project SPV
Overview of the property	<ul style="list-style-type: none"> • Two 8-storey apartment buildings • 61 apartments, 202 underground parking spaces, 2 commercial premises • Padel court, swimming pool, gym

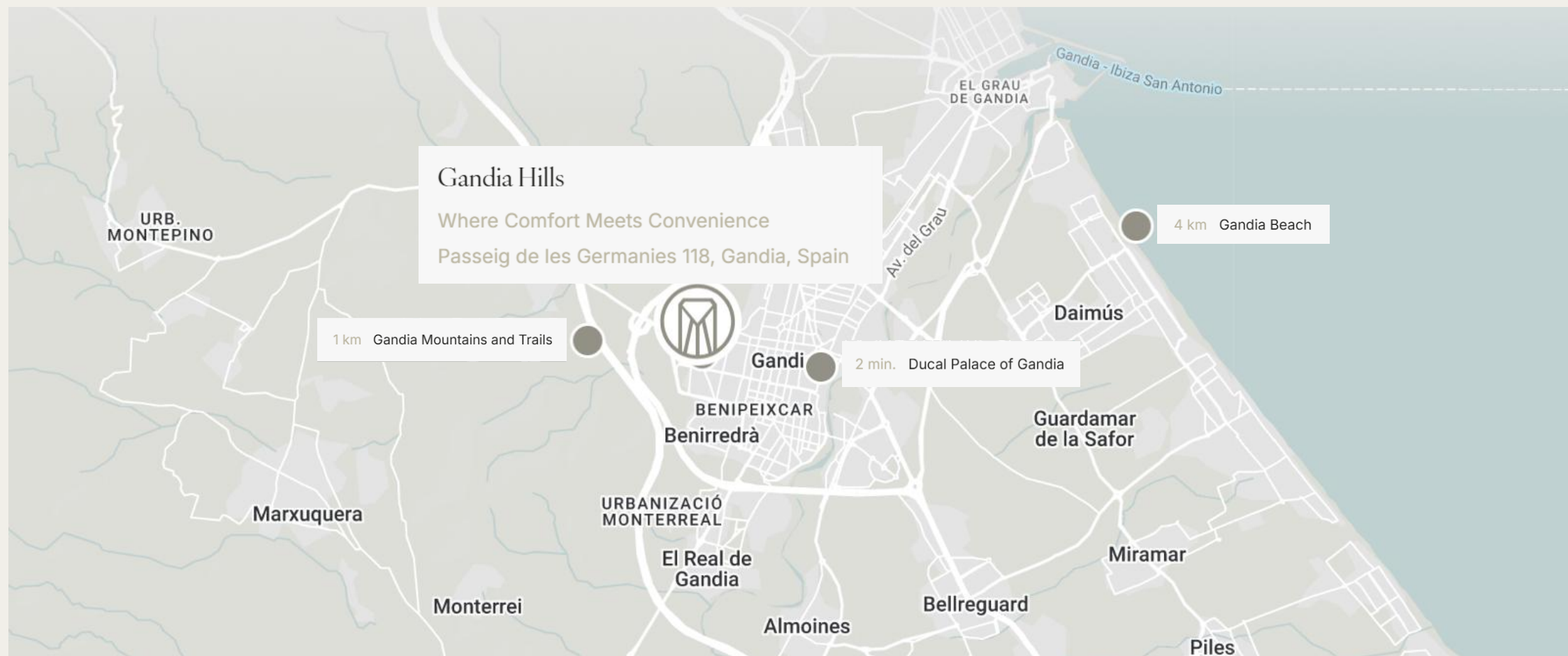


GANDÍA HILLS
RESIDENCIAL EXCLUSIVO



Gandia Hills

Address Passeig de les Germanies 118, Gandia, Spain



1 minute to the supermarket, restaurants, promenade and daily services

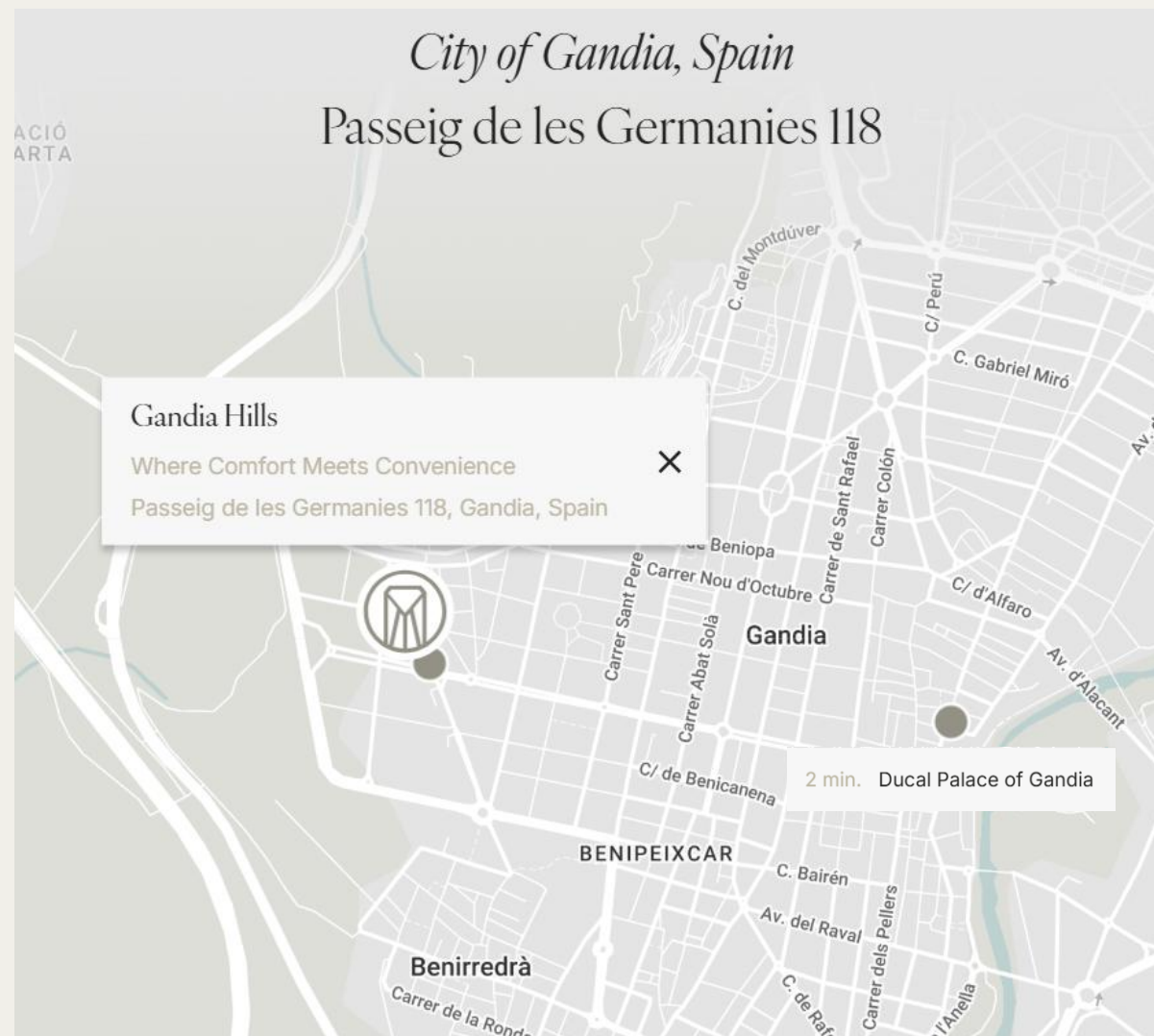
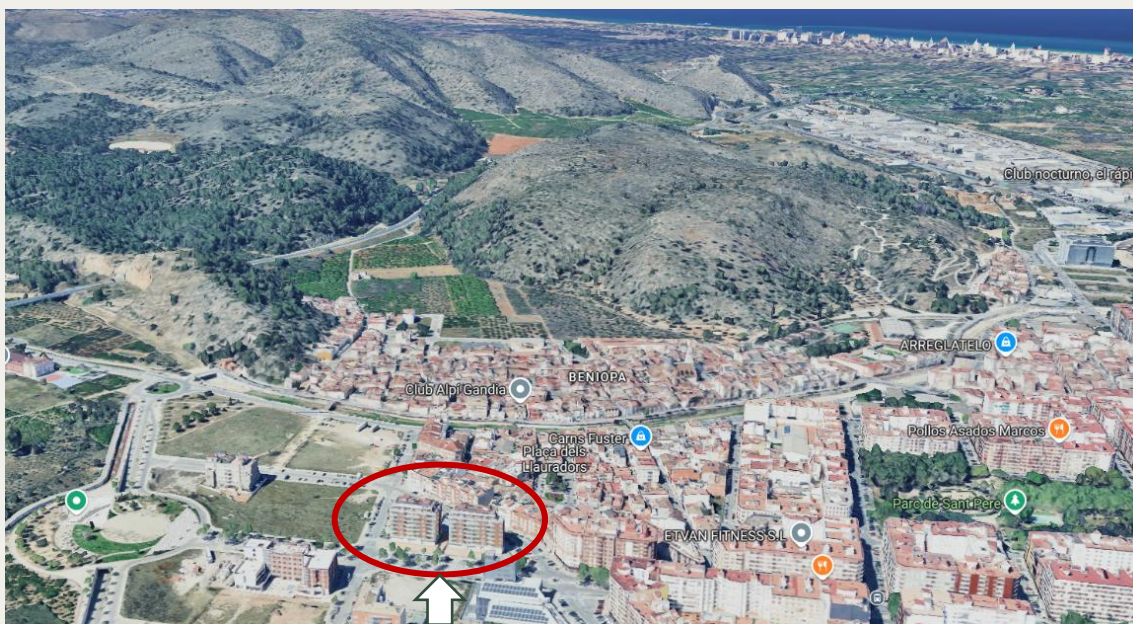
Gandia Beach is just a 10-minute drive away

Valencia Airport (VLC) and Valencia city centre can be reached in 40 minutes by car

Location – Gandia, Spain

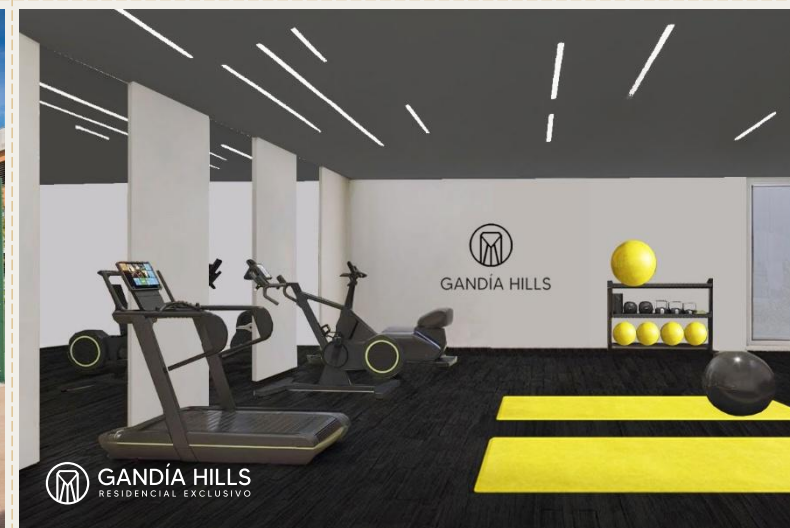
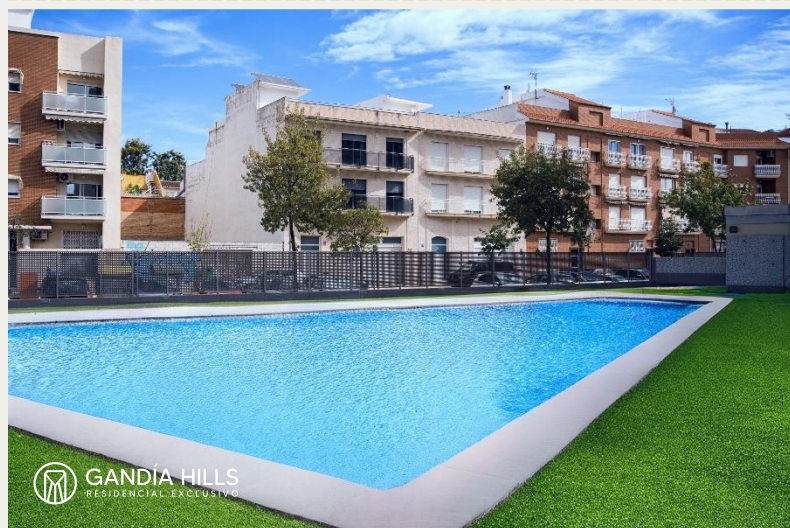
80 000 permanent residents

- **Gandia** has a permanent population of **80 000**, rising to **200 000** in the summer due to tourist arrivals
- Gandia has public and private schools, a university, supermarkets, a golf club and tennis courts
- Gandia is known for its rich history, beautiful beaches and lively cultural activities
- **Spaniards** are currently the main homebuyers in Gandia



Photos

Exterior and interior photos of the apartment complex and a visualisation of the gym



Investment highlights

1

Secured bond issue

- The bonds are already secured:
 - Pledge of the Issuer's shares
 - Pledge of shares in the Project SPV
- First ranking mortgage over the Property will be created after completion of the issue:
 - The market value of the Property is estimated at 14.7 mEUR as of February 2025

2

Short investment horizon

- Redemption of the bonds on 5 September 2025.
- The project is at an advanced stage:
 - Fully acquired property
 - Installation and construction work has begun
 - 10/61 apartment reservations
 - Negotiations with banks to refinance the project have started

3

Experienced development team

- The management and shareholders have financed, developed and fully realised several real estate projects in Spain
- Strong shareholder base, which has lent over 5.3 mEUR for the project and has contributed a 1.2 mEUR of equity capital
- Management speaks Spanish and understands the specifics of the Valencian real estate market

4

Addressing a relevant issue

- In the Valencia region, the supply of housing is not keeping pace with the demand for housing, which is caused by:
 - Rapid population growth
 - Interest from foreign investors
 - Insufficient development of new housing

Terms of the bond issue

Metanira, UAB

Issuer:	Metanira, UAB
Currency of bond issue:	EUR
Issue type:	Public issue of senior secured bonds
Size of the third tranche:	3 745 000 EUR
Collateral (provided by the Issuer):	<ul style="list-style-type: none"> • Maximum pledge of the Issuer's bank account • Maximum pledge of the Issuer's receivables from the Project SPV • Maximum first ranking pledge of the Issuer's shares
Covenants (applicable to the Issuer):	<ul style="list-style-type: none"> • Borrowing restrictions, pledge restrictions, change of control restrictions, reporting obligation, restrictions on disposal of assets • The maximum debt-to-value ratio (LTV) calculated at the consolidated level may not exceed 70%
Collateral (provided Jepri Haus, S.L.):	<ul style="list-style-type: none"> • A first ranking mortgage over Property to be created and perfected in accordance with the Information Document • Maximum pledge of shares in the Project SPV under Spanish law; • A maximum pledge of the Project SPV's bank account, which will only be created under the conditions set out in the Information Document
Covenants (Jepri Haus, S.L.):	Borrowing restrictions, collateral restrictions, change of control restrictions, reporting obligation
Form of bond issue:	Public issue in Lithuania, Latvia, Estonia
Coupon rate:	10%
Coupon payments:	Semi-annually
Maturity:	2025.09.05
Redemption:	100% at maturity, with payment of the nominal value of the bonds plus accrued and unpaid interest
Early redemption:	Full or partial redemption at the Company's option and with 30 days' notice, at par plus accrued interest
Nominal value of one bond:	EUR 1 000
Value of one bond:	1 006.944 EUR
Distribution channel:	Nasdaq auction with DvP settlement
Subscription period:	2025.03.10 – 2025.03.27
Interest accrual method:	30E/360
Source of repayment:	Bank refinancing of a property project
Use of funds raised through bond issue:	Financing of construction costs for the 100% completion of the property; legal, financing and other costs related to the development and realisation of the property project; partial refinancing of bridging shareholder loans
Trustee:	Audifina, UAB

Key bond issue dates

2025 March

Mon	Tue	Wed	Thu	Fri	Sat	Sun
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

Key dates

**March 10, 2025 –
March 27, 2025.**

Public placement of bonds to investors in the Baltics

March 28, 2025

Allocation of bonds to investors

March 31, 2025

First day of validity of bond issue

September 5, 2025

Final maturity of the bonds

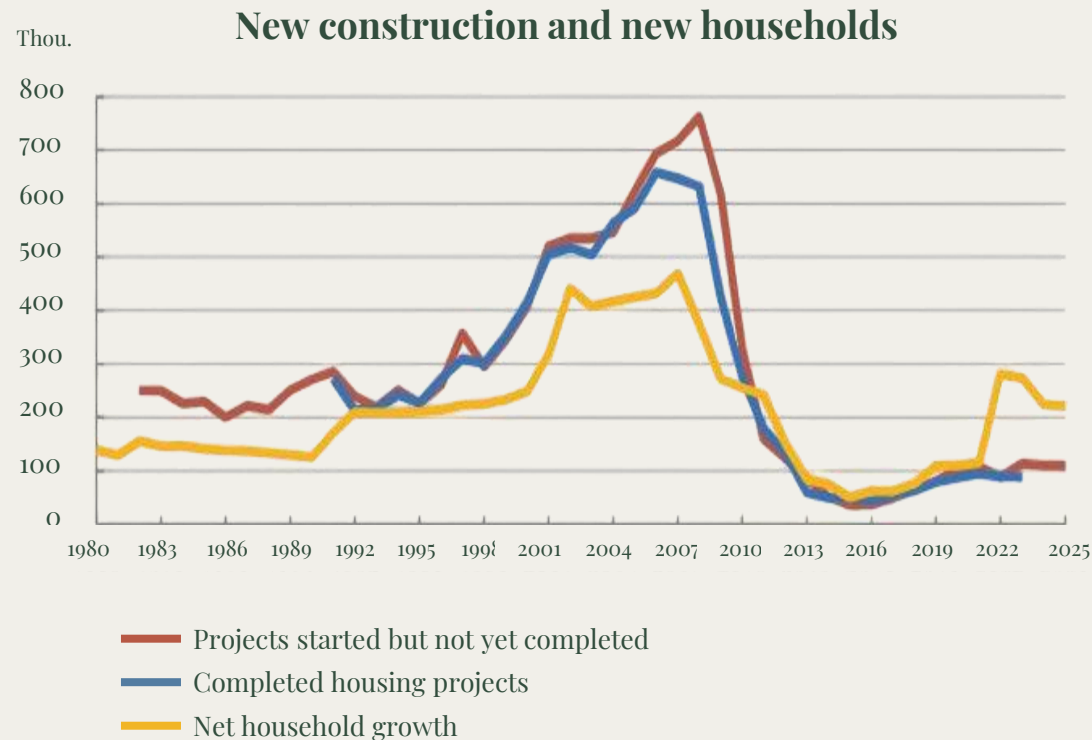
An aerial photograph of a coastal city at dusk. The foreground shows a wide, sandy beach with some small structures and a few people. The middle ground is filled with a dense urban area, mostly composed of multi-story apartment buildings in various shades of beige, white, and light blue. The background features a range of mountains under a clear, darkening sky. Two vertical yellow lines are drawn on the image, one on the left and one on the right, framing the central text.

Market overview

Market overview (1)

Spanish property market

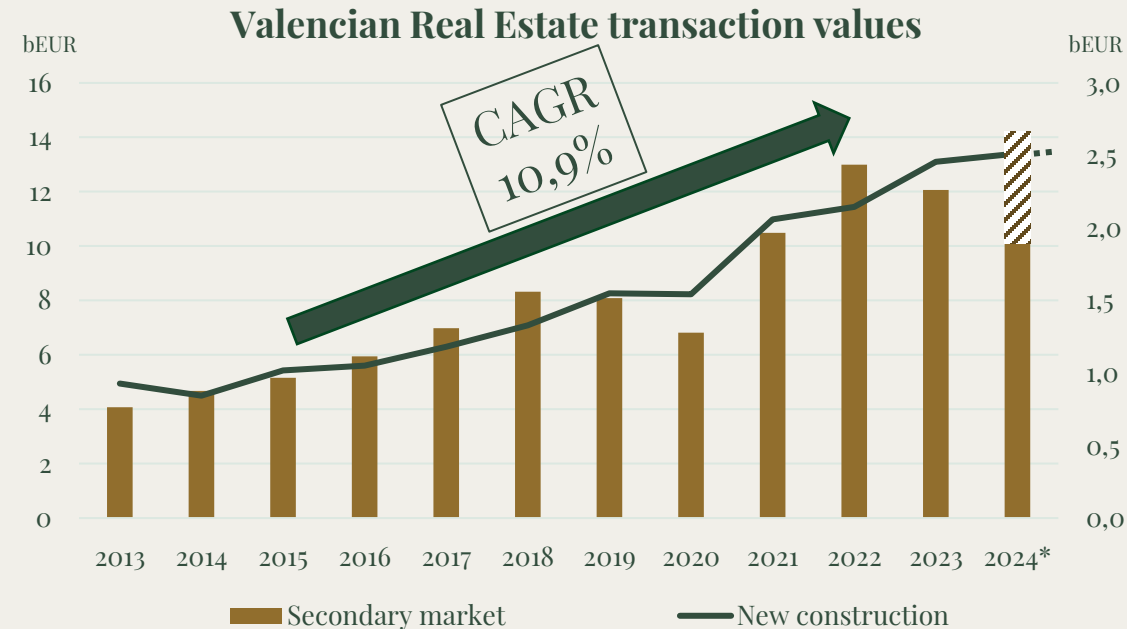
From 2021-2022, Spain recorded a significant increase in the number of households, which has continued to date. The limited supply of new construction has not kept pace with the growing demand for housing across Spain, which has led to rapidly rising property prices across the country. In recent years, new-build housing has accounted for only ~40% of new households.



Source: Banco de España

Values of residential real estate transactions in the Valencia region have grown by an average of 10.9% per year since 2013.

Despite the DANA storm, the value of real estate transactions in the Valencian Community in Q4 2024 increased by as much as 30% compared to Q4 2023.



* Data for Q4 2024 are projected

Source: Gobierno de España - Ministerio de Transportes y Movilidad Sostenible

Market overview (2)

Lack of housing supply in the Valencia region

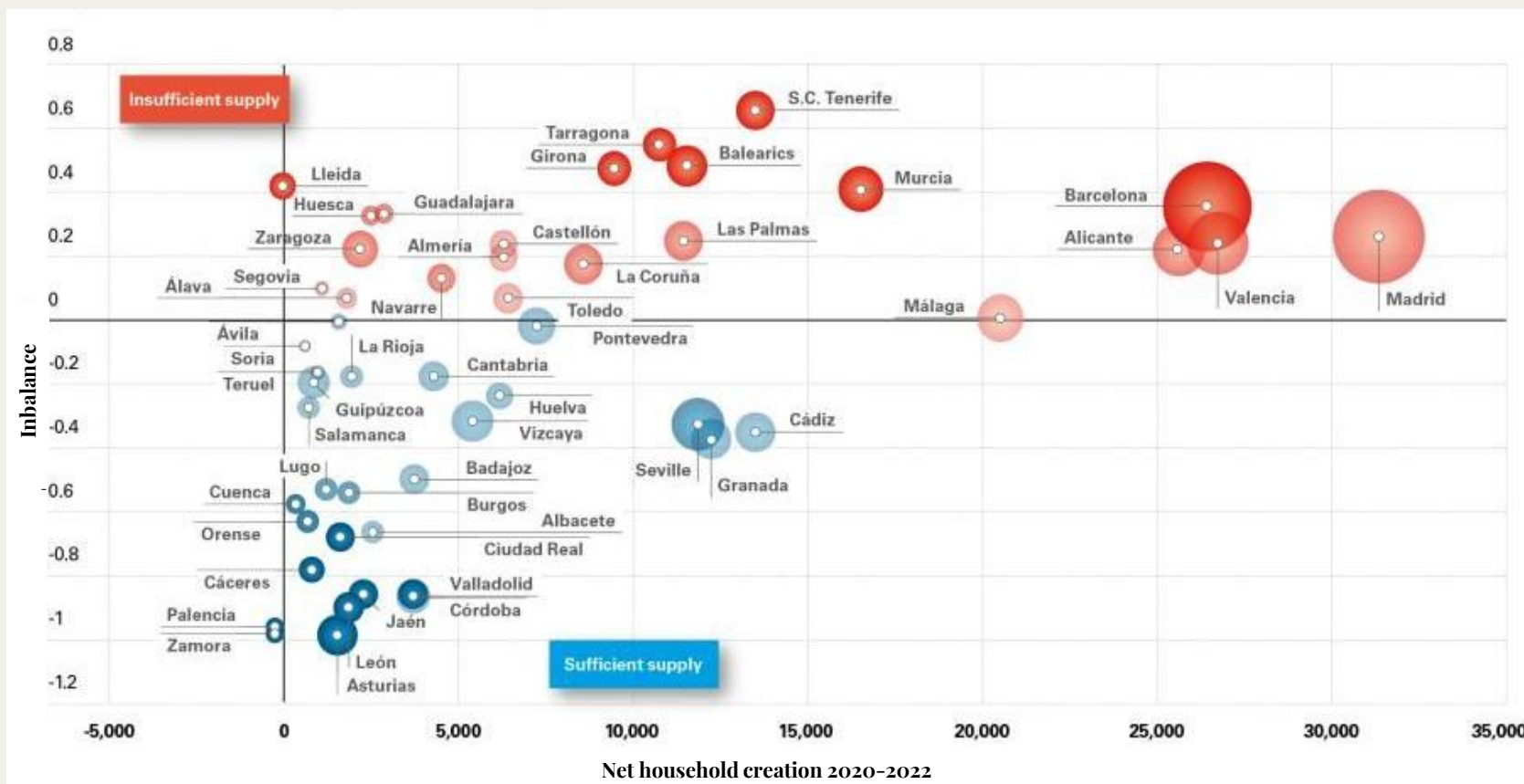
Valencia continues to face one of the most significant imbalances between housing supply and demand in Spain, due to rapid population growth, interest from foreign investors and a lack of new housing development.

As a result, property prices are rising significantly, with residential property prices in 2024 in the City of Valencia increasing by 24% to €2,836/m² compared to the last year.

In the region of Valencia residential property prices have increased by 16%, and the average house price increased to €2,061/m² (the average market price for residential property includes both primary and secondary markets).

*The average market price for residential property includes both primary and secondary markets

Housing supply in Spain by region



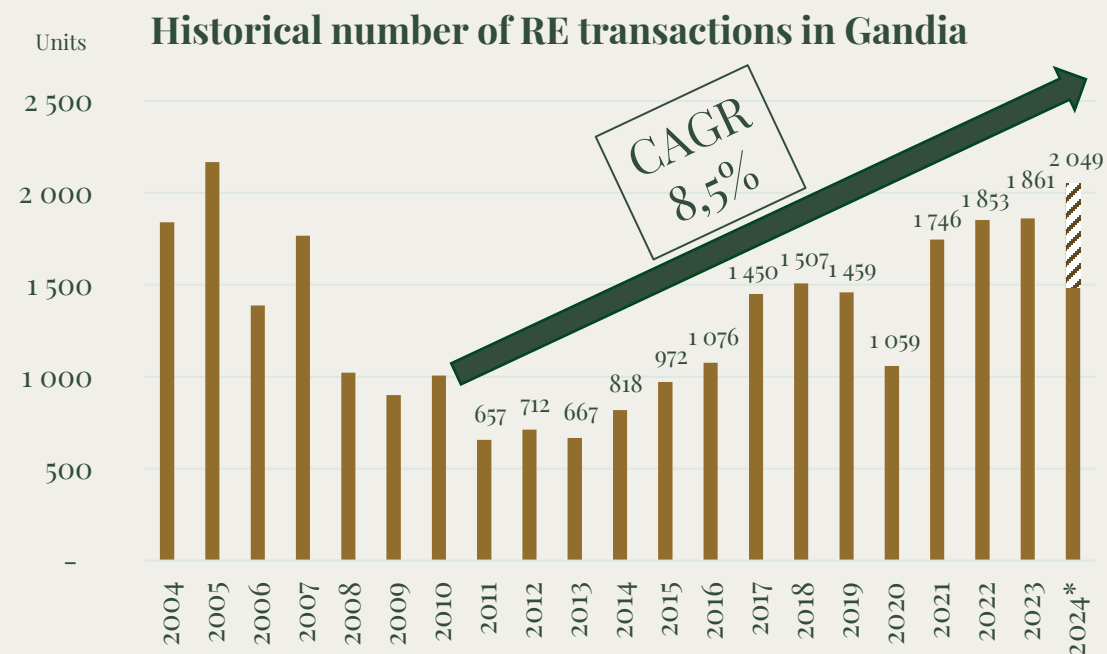
Source: CaixaBank Research, Investropa

Market overview (3)

Gandia is a town in the Valencia region

Gandia is a Spanish seaside resort town just 70 km from Valencia.

Over the past years, real estate sales prices in Gandia rose by 8%, while rents increased by 37% on average. The leading Spanish property portal Fotocasa has identified Gandia as the most profitable place to invest in real estate in Spain.



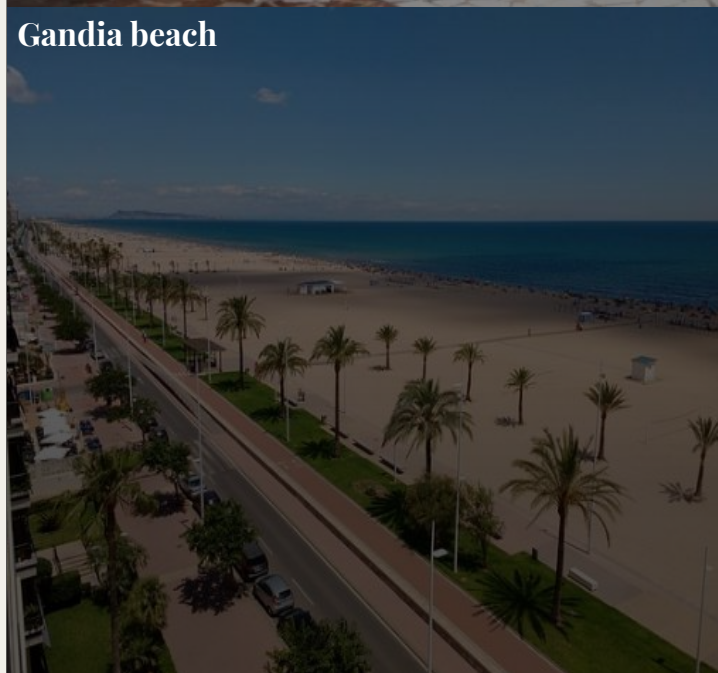
Source: Gobierno de España - Ministerio de Transportes y Movilidad Sostenible

*Data for Q4 2024 are projected

Gandia promenade



Gandia beach



Palace of the Dukes of Gandia



Project description

Project description

Gandia Hills located in the heart of the historic city

- Designed to combine the comfort of modern living, the convenience of a central location and the tranquillity of the natural environment
- Acquired in 2024 from Spanish developer **Bayas Passeig S.L.** for EUR 8.85 million, which went into insolvency in 2014
 - Acquired at 95% completion, so the new owners are investing in refurbishment
- Gandia Hills consists of two 8-storey apartment buildings: 61 apartments, 202 underground parking spaces, 2 commercial premises
- Just a few steps from the main street with its charming pedestrian promenade, shops, supermarkets and restaurants
- At the same time, just a few steps from the breathtaking landscapes and nature trails of the La Saforo mountain range and a **10-minute drive to the Gandia beach**



Project description

Premium economy housing

- Apartments range in size from stylish 2-bedrooms (65 m²) to 4-bedrooms (120 m²)
- The rooms, kitchens and bathrooms are larger than in traditional Spanish apartments and were built with high quality materials to ensure comfort and elegance
- Natural parquet floors, aluminium window frames, fully fitted kitchen appliances, electric blinds, air conditioning and solar heating – modern comfort combined with the highest quality standards
- Each apartment has a private terrace with stunning views
- *Gandia Hills* provides each homeowner with a convenient underground parking with at least two spacious parking spaces and private garages
- 47 storage facilities
- The common areas include a padel court, swimming pool and gym
- Elevators in the stairwells for easy access to the apartments



Project budget

Total project budget – EUR 13 095 000

- Additional investment of **1,745 mEUR** is needed to complete **the project in full**
- The additional construction works will raise the current 95% completion rate to 100% and the value of the property will increase accordingly from 14.7 mEUR to 21.7 mEUR.

Cost structure	Invested until 2025.03:	Remaining costs:	Total:
Acquisition costs (including notaries, legal costs, taxes related to the acquisition)	9 250 000		9 250 000
Construction costs	100 000	1 745 000	1 845 000
Financing and other development costs (including interest)		2 000 000	2 000 000
Total	9 350 000	3 745 000	13 095 000

- The real estate’s valuation carried out by Cruz Rocafor (appraiser’s licence No 2927) indicates that the market value of the 95% complete complex is currently **14,7 mEUR** and that of the 100% complete complex is around **21,7 mEUR**.
- The sales of the apartments are handled by RE/MAX, one of the world's leaders in real estate sales.
- In the first two weeks of the project's launch, 50+ interested buyers were brought in and 10 apartment reservations were made.

Type	Number, units	Price, EUR	Area, m²	Price, EUR/m²
Parking	202	2 956 937	7 068	418
Storage facilities	47	260 558	533	488
Commercial premises	2	1 258 905	1 058	1 190
Apartments	61	17 271 922	7 940	2 175
Total:		21 748 322	16 599	1 310

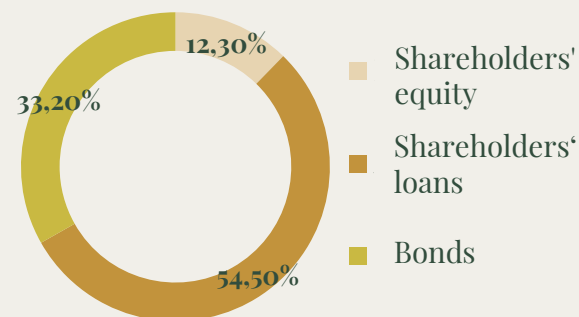
Completion	Property Valuation (2025.02.10)
95 %	14 672 382 EUR
100 %	21 748 322 EUR

Financing structure

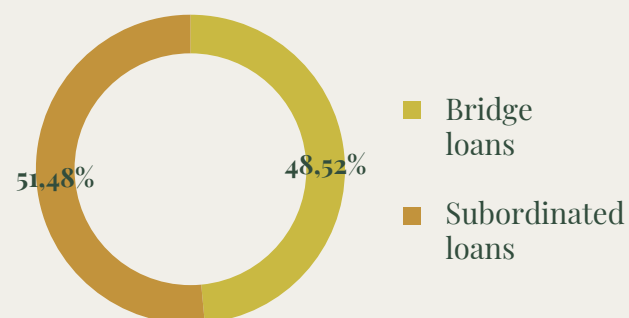
Most of the project is still financed by shareholders

Current financing structure

Sources of funding	Sum, EUR
• Shareholders' equity	1 200 000
• Shareholders' loans	5 341 725
• Bonds	3 255 000
Total:	9 796 725

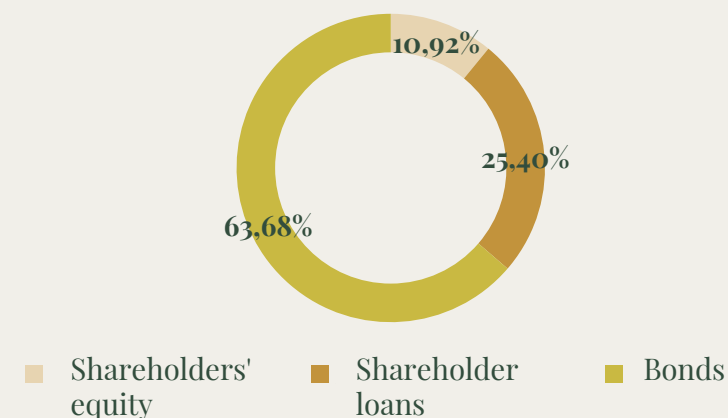


Type of shareholder debt	Sum, EUR	Comment
• Bridge loans (EUR)	2 591 725	EUR 2 000 000 returned to shareholders
• Subordinated loans (EUR)	2 750 000	Remains until bond maturity
Total remains (EUR):	3 341 725	

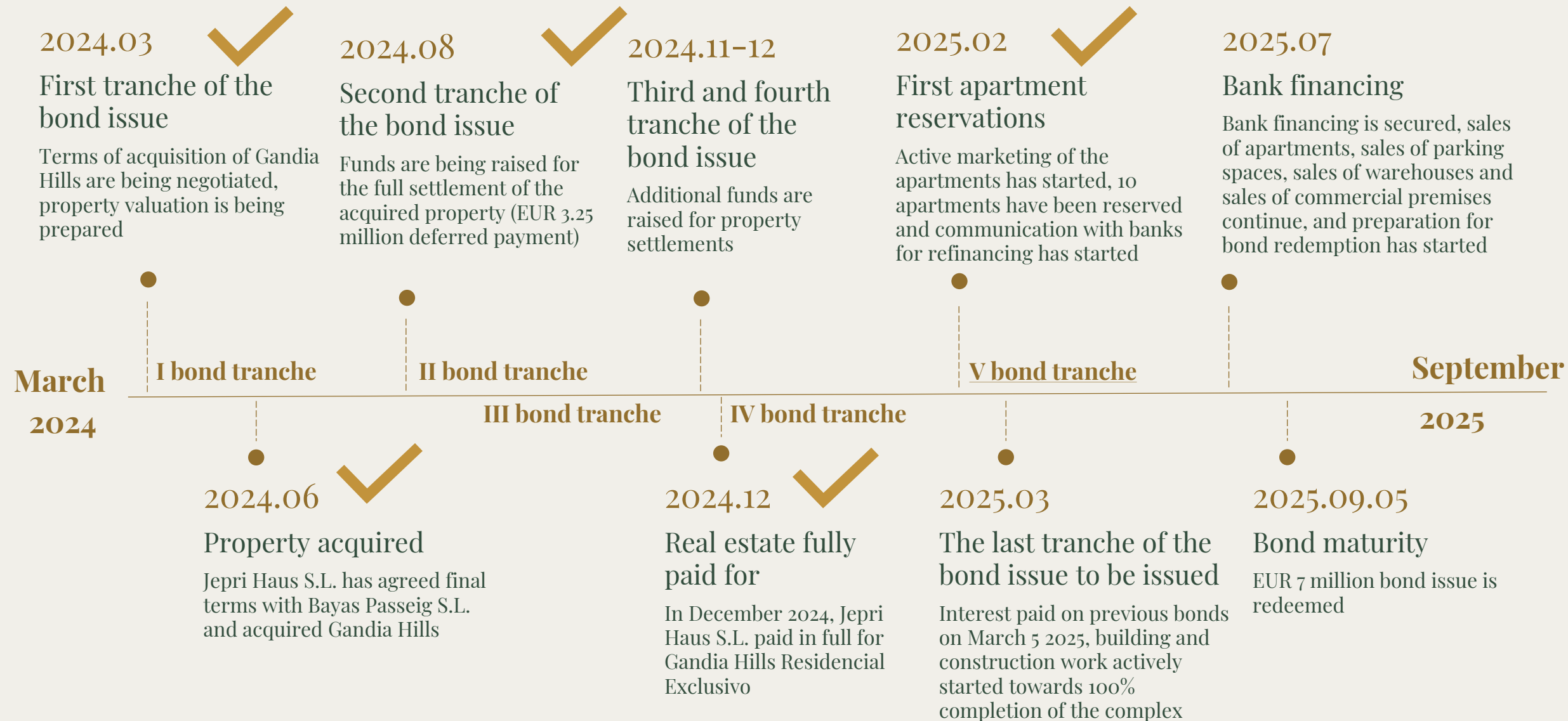


Financing structure after the new tranche

Sources of funding	Sum, EUR
• Shareholders' equity	1 200 000
• Shareholders' loans	3 341 725
• Bonds	7 000 000
Total:	11 541 725



Summary of the project's progress



A composite image featuring a hand holding a pen, overlaid with various financial charts including bar graphs and line graphs. The text "Financial information" is centered in a white serif font, flanked by two vertical orange lines. Numerical values like "12195.37" and "10414.01" are visible on the background charts.

Financial information

Profit and loss account

UAB „Metanira”

Profit and loss account	2023*	2024*
Revenue		133,098
Cost of goods sold		-133,098
GROSS PROFIT (LOSS)		
Cost of sales		
General and administrative expenses	-12,528	-10,175
Other long-term investment and interest income		333,798
Other interest and similar income		
Other interest and similar expenses	-15,430	-392,702
PROFIT (LOSS) BEFORE TAX	-27.958	-69,079
Income tax		
NET PROFIT (LOSS)	-27.958	-69,079

*Unaudited data

Balance sheet statement

UAB „Metanira”

EUR	2023*	2024*
NON-CURRENT ASSETS	1,001,000	1,001,000
Investment property	1,001,000	1,001,000
CURRENT ASSETS	39,173	8,997,180
Inventories		
Receivables	79	8,974,909
Cash and cash equivalents	39,034	22,271
TOTAL ASSETS	1,040,173	9,998,180
SHAREHOLDERS' EQUITY	-25,636	1,105,285
Equity	2,500	1,202,500
Retained earnings (losses)	-28,136	-97,215
LONG-TERM LIABILITIES		
SHORT-TERM LIABILITIES	1,065,809	8,892,895
TOTAL EQUITY AND TOTAL LIABILITIES	1,040,173	9,998,180

*Unaudited data

Profit and loss account

Project SPV Jepri Haus S.L.

Pelno (nuostolių) ataskaita	2024*
Revenue	
Cost of goods sold	
GROSS PROFIT (LOSS)	
General and administrative expenses	
Staff costs	-82,721
Other operating costs	-14,431
Income from financial activities	8
PROFIT (LOSS) BEFORE TAX	-97,144
Income tax	14,549
NET PROFIT (LOSS)	-82,594

* Unaudited data

Balance sheet statement

Project SPV Jepri Haus S.L.

EUR	2024*
NON-CURRENT ASSETS	29,732
Intangible assets	14,878
Investment property	305
Provisions	14,49
CURRENT ASSETS	9,920,475
Inventories	9,824,731
Trade debtors and other receivables	54,237
Current investment assets	79
Cash and cash equivalents	41,428
TOTAL ASSETS	9,950,208
SHAREHOLDERS' EQUITY	920,404
Equity	3,000
Retained earnings (losses)	-2
Other contributions from equity holders	1,000,000
LONG-TERM LIABILITIES	2,080,000
SHORT-TERM LIABILITIES	6,949,804
Short-term debts to group companies and associates	6,757,816
Debts from suppliers	191,988
TOTAL EQUITY AND TOTAL LIABILITIES	9,950,208

*Unaudited data

A blurred photograph of a modern building's glass facade, likely a convention center or office building. The glass reflects the sky and surrounding environment. In the foreground, several people are walking, their figures blurred to suggest motion. The text "Organisational structure" is overlaid in a white, serif font. Two thin vertical orange lines are positioned on either side of the text.

Organisational structure

Key people in the project

Experts with many years of experience in investment and real estate development in Spain



Sidas Paulauskas
Jepri Haus, S.L.
CEO

- Highly accomplished executive with over 20 years of experience in business management, real estate development, trading and construction management in the Republic of Lithuania, Spain and the United Kingdom.
- Multiple completed projects in real estate in Kalniečių Street, Romainiai, Radvilės Road, Vytauto Ave. in Kaunas
- 7 years of experience in real estate development and construction management in Spain. He is a shareholder in Casa Saida and Managing Director of Jepri Haus, S.L.
- Successfully completed and fully realised 3 apartment complexes and 5 individual villa projects in Spain
- Speaks Lithuanian, Russian, English, German, Swedish and Spanish.



Paulius Dzemijonas
Metanira
CEO

- Paulius Dzemijonas is CEO of Metanira UAB. He has 13 years of experience in investment and business management, private equity and business planning and analysis.
- Prior to his current position, he gained valuable experience in UAB Alna Group and UAB Eva Grupė. He has also been a member of the Supervisory Board and Management Board of several companies.
- He is currently a member of the Board of Directors of UAB Holdco A.
- He holds a Bachelor's degree in Management and Business Administration and a Master's degree in Financial Management.



Rytis Jakaitis
Metanira
Shareholder

- Rytis Jakaitis is one of the founders of Prime Investment, the first investment banking company in Lithuania, and Avestis, a leasing company.
- M&A, investment and corporate governance experience in Klaipėdos kartonas, Šiaulių plento grupė, General Financing, companies in Alna Group.
- For the past five years he has lived in Valencia and provided private finance for the acquisition and redevelopment of residential properties developed by Casa Saida in Spain.
- Fluent in Spanish, familiar with the specifics of doing business in Spain.

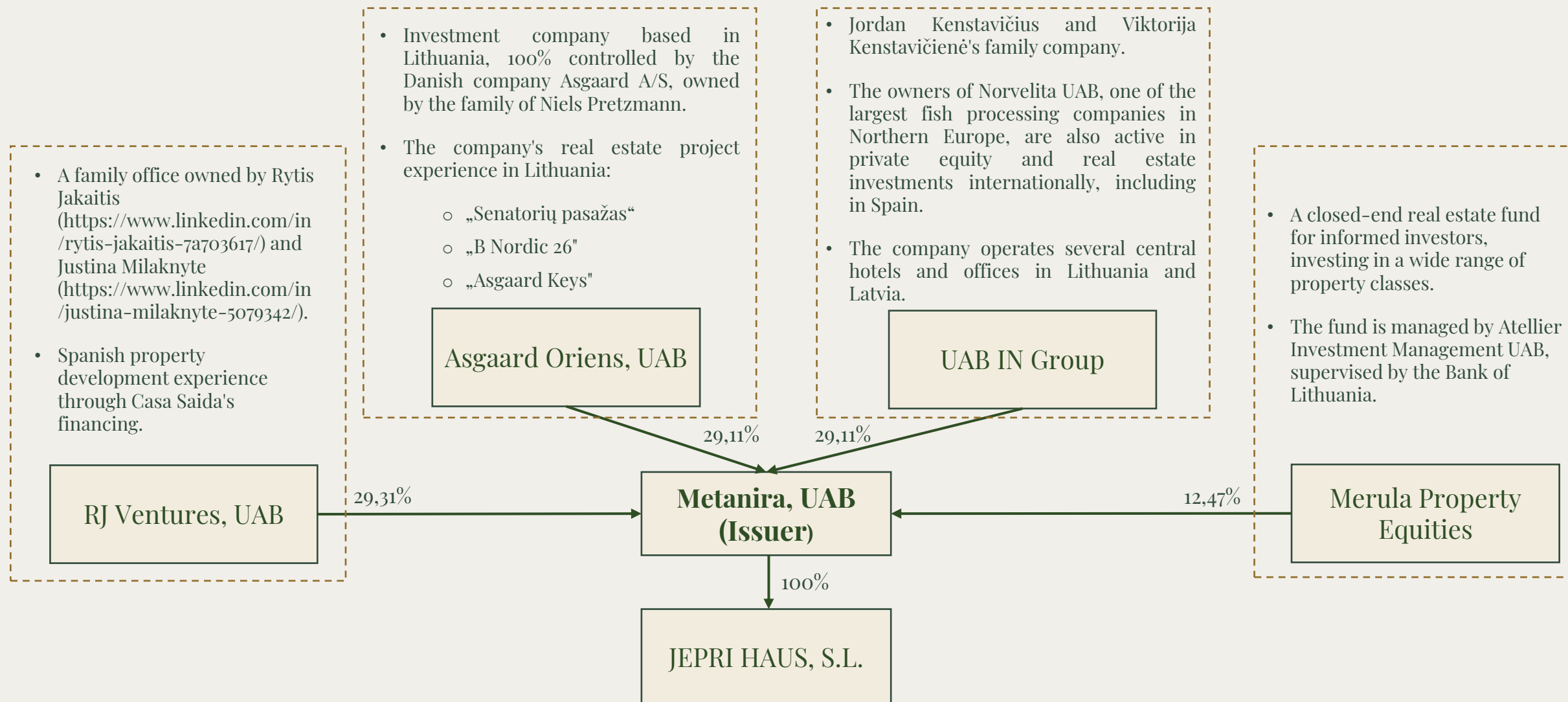


Alberto Milla
Architect

- The architects of the project are Alberto Milla Estudi D'Arquitectura, working in the field of residential, private, public and urban planning projects.
- Has been operating in the Valencia region since 1981.

Structure and governance

Strong shareholder base



Projects developed by the team (1)

La pobla de valbona

Purchased in 2019 for EUR 275 000
Renovation investment: EUR 700 000
Sales revenue in 2022: EUR 1 400 000

Before



After



Projects developed by the team (2)

Paiporta

Purchased in 2019 for EUR 320 000
Investment in renovation: EUR 700 000
Sales revenue in 2021: EUR 1 500 000

Before



After

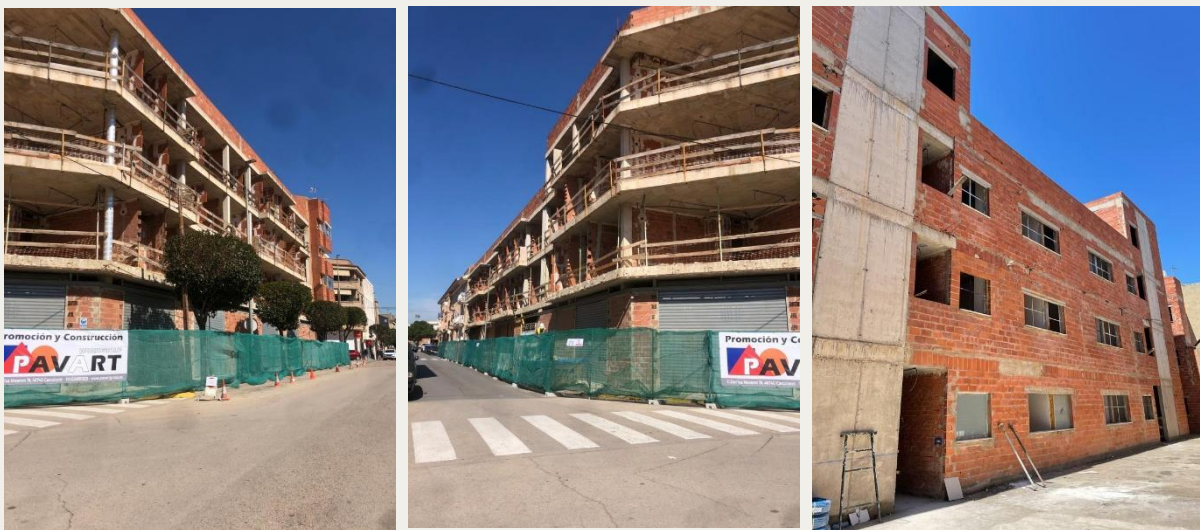


Projects developed by the team (3)

Silla

Acquired in 2020 for EUR 1 100 000
Investment in renovation: EUR 2 600 000
Sales revenue in 2023: EUR 6 100 000

Before



After



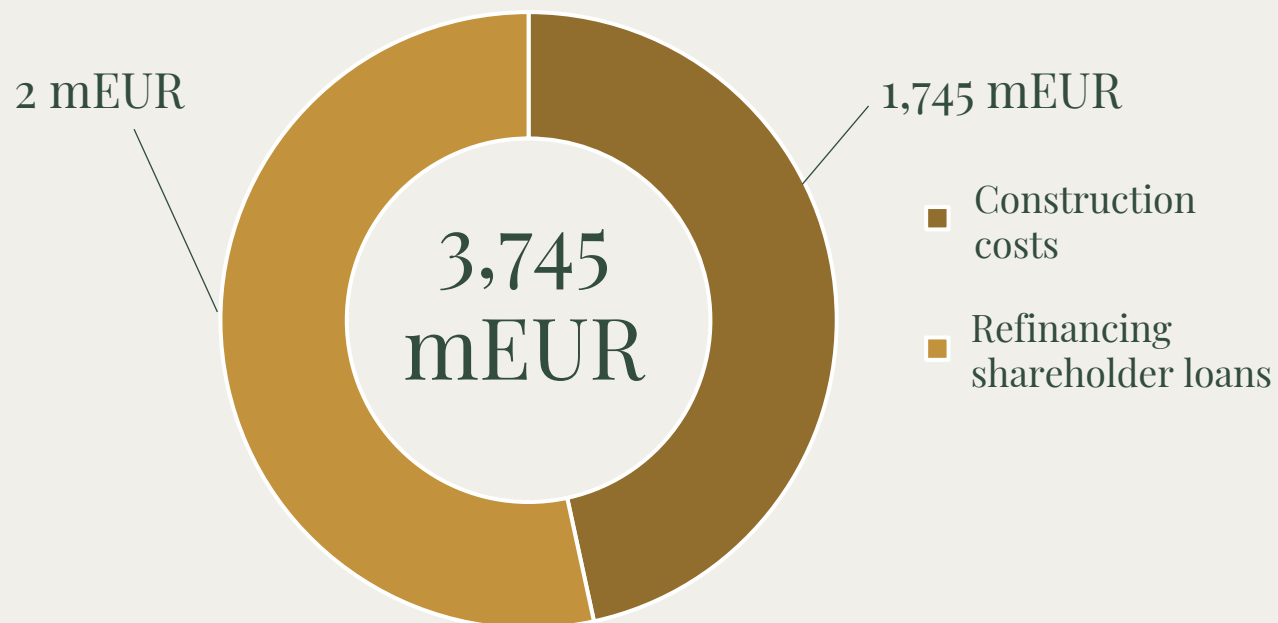


Reasons for the issue

Financing needs

Completion and commercialisation of the *Gandia Hills* project

- To date, the Issuer:
 - Issued 3.225 mEUR of bonds
 - Borrowed 5.342 mEUR from shareholders
 - 1.2 mEUR of equity capital contributed
 - There is an additional need to arrange the financing structure and complete the real estate project



Terms of the bond issue

Metanira, UAB

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Interest accrual method:	30E/360
Source of repayment:	Bank refinancing of a property project
Use of funds raised through bond issue:	Financing of construction costs for the 100% completion of the property; legal, financing and other costs related to the development and realisation of the property project; partial refinancing of bridging shareholder loans
Trustee:	Audifina, UAB

A low-angle, black and white photograph of several modern skyscrapers with glass facades. The buildings are viewed from below, creating a sense of height and scale. The sky is filled with soft, diffused clouds. Two thin, vertical yellow lines are positioned on either side of the central text.

Risk factors

Risk factors

Risk factors associated with the Issuer

Risk factor	Description
Construction cost and Project's success risk	<p>Considering that the Issuer raised financing for the Project SPV company to acquire the Property in Spain and continues to raise financing for the further development and fit-out of the Property, and that the repayment of the Loan granted by the Issuer to the Project SPV company is subject to the Project SPV company's ability to complete the Project on time and ability to sell the Property as scheduled and secure bank financing by September 2025, the Issuer is exposed to the risks related to the Project.</p> <p>It is important to note that the full completion of the Project highly depends on the success of the Offering, as the Issuer downstreams the proceeds as a Loan to the Project SPV company. Notably, for the completion of the Property's acquisition (i.e., closing of the sale and purchase transaction and payment of the deferred purchase price) the Issuer anticipated on raising at least EUR 3,250,000 in December 2024 through the Bonds issuance. However, as the amount raised during the Offering of Bonds was insufficient, the Issuer had to immediately arrange and borrow an additional EUR 2,591,725 from the Issuer's Shareholders for the same purpose (i.e., Bridge Loans). Without these Bridge Loans to finance the completion of the Property's acquisition, the entire Project might have had to be cancelled, posing a serious risk that the Issuer would not be able to redeem the Bonds at maturity, as the Project SPV company's investments, financial standing, and plans would be significantly impacted. Therefore, considering that the Bridge Loans were provided by the Issuer's Shareholders in order to continue the Project and safeguard the investments already made, the majority of the proceeds raised during the Offering of the remaining amount of the Issue are anticipated to be used to repay the Bridge Loans in the amount of EUR 2,000,000. After acquiring the Property (closing of the sale and purchase transaction closing and payment of the deferred purchase price) in December 2024, we anticipate completing the remaining refurbishment and construction works within 8-9 months, with a budget up to 1.845 million EUR. However, despite scheduling the first notarial sales of the Property in Q1 of 2026, the global markets and building materials supply chain are experiencing frequent changes due to the Russian-Ukraine war and related economic and geopolitical instabilities in the region. This includes instability in the energy market. As a result, there is a remote risk of unexpected increases in construction costs. These potential increases could reduce the overall profitability of the Project, delay its completion, or affect the sale timeline. Consequently, this could adversely impact the Project SPV company's plans, activities, financial situation, and its ability to secure bank financing for the repayment of the Loan, which in turn could affect the Issuer's ability to timely redeem the Bonds. However, the Management is routinely monitoring the development of the Project, overall market conditions and financial condition of suppliers, contractors and other counterparties, and plan various scenarios to mitigate risk of unexpected increase in construction costs.</p>

Risk factors

Risk factors associated with the Issuer

Risk factor	Description
Project SPV Company's and Issuer's refinancing risks	As the proceeds from the issuance of Bonds will be on-lent to the Project SPV Company, there is a risk that the Loan and other payable amounts under the Intercompany Loan Agreement will not be repaid upon the Bonds' maturity as the Project SPV Company might not succeed in selling the Property as planned and/or may not secure refinancing of the Loan to the Issuer through a bank loan by September 2025. This introduces uncertainty, as the terms of raising new financing depend on market conditions and the Project SPV company's creditworthiness. In adverse debt capital market conditions, the Project SPV Company may face challenges accessing financing sources on favourable terms or at all. Considering the above and other risks outlined in the Information Document, the Issuer may be required to refinance the Bonds by using other sources, than the repayment of the Loan. However, the Issuer's ability to successfully refinance its debt may not be possible at all. Even if the debt capital markets improve, the Issuer's access to financing sources at a particular time may not be available on favourable terms. Thus, it could have a negative impact on the Issuer's operations, financial condition, earnings, and on the Bondholders' recovery under the Bonds.
Credit and default risk of the Issuer	Investing in the Bonds carries credit risk, meaning the Issuer may fail to fulfil its obligations related to the Bonds in a timely manner. The Issuer's ability to fulfil these obligations, along with Bondholders' receipt of payments, depends on the financial standing and operational performance of both the Issuer and the Project SPV Company. These factors are subject to other risks outlined in the Information Document. Should either the Issuer or the Project SPV Company become insolvent, there's a risk that Bondholders may not receive any payments, or a portion thereof related to the Bonds. Therefore, the prospective Investors should independently evaluate the Issuer's creditworthiness before investing in the Bonds.
Economic environment and insolvency risk	The Issuer's anticipated income highly relies on the Project SPV Company's ability to fulfil its obligations under the Intercompany Loan Agreement. If the Project SPV Company defaults and Issuer's Shareholders don't inject additional capital, the Issuer could become insolvent under Lithuanian law, affecting Investors' ability to recover investments. The Project SPV Company's financial health is crucial for redeeming the Bonds; any economic downturn could hinder its operations and the Project's success. Reduced demand for the Project's premises during such downturns could disrupt the Project SPV Company's strategy and hinder access to refinancing. These factors could lead to the Project SPV Company's insolvency, directly impacting the Issuer's ability to recover the Loan and indirectly affecting Bondholders' rights.
Risk of functioning as a bond issuance entity	The Issuer functions as a vehicle for issuing bonds to finance the Project SPV Company's real estate Project in Spain, as outlined in the Information Document. Funds raised are intended to be on-lent to the Project SPV Company. As a result, the Issuer's primary income comes from payments from the Project SPV Company or, in a worst-case scenario, from contributions by the Issuer's Shareholders. Given its close affiliation with the Project SPV Company, there's a risk that if the latter defaults on the Intercompany Loan Agreement, the Issuer may encounter challenges in meeting its obligations to Bondholders promptly.
Real estate market risk	As part of its business activities, the Project SPV Company intends to sell the premises of the developed Project upon completion and fit-out of the Property. However, it is important to note that adverse developments in the Spanish real estate market could potentially lead to decreases in market prices and transaction volumes. These decreases may adversely affect the financial position of the Project SPV Company, reduce the value and liquidity of the Property, and impede the company's ability to repay the Loan in a timely manner. Consequently, such developments could also impact the financial position of the Issuer.

Risk factors

Risk factors associated with the Issuer

Risk factor	Description
Risk of limited investment diversification	The Project SPV Company is investing in the real estate Project described in the Information Document. It's important to understand that this narrow investment approach, along with the potential risks of the project not going well, could directly affect the Issuer and indirectly affect the Bondholders. By putting all their resources into one project, the Project SPV Company is taking on more risk. If anything goes wrong or there are financial issues with the Project or its sale timeline, it could negatively affect the Project SPV Company's finances and cash flows. This could make it harder for the Project SPV Company to repay the Loan, which would impact the Issuer's operations, financial health, and earnings, as well as the Bondholders' ability to recover their investments.
Risk of flooding and adverse weather conditions	In Autumn 2024, parts of southern and eastern Spain, including certain areas of the Valencia region, were affected by severe flash flooding due to record rainfall. However, the Property, located in Gandia, Valencia region, is generally not exposed to significant flood or extreme weather risks due to its geographical location, which is distant from the areas that were heavily affected by the recent flooding. While the Valencia region is susceptible to occasional adverse weather conditions such as heavy rainfall, storms, and rising sea levels, the risk of flooding at this Property is considered remote due to its location outside high-risk zones. Although climate change may increase the frequency and severity of adverse weather events in Spain, the Property's location is believed to reduce the likelihood of it being materially damaged or destroyed. Nevertheless, the Investors should still consider the potential for force majeure events. However, at present, such events, if any, are not expected to affect the Property, its value, or its income-generating potential in the foreseeable future.
Management and human resources risk	The performance of both the Issuer and the Project SPV Company relies heavily on the Key Executives' decisions and the competence and experience of team members. The expertise of the Key Executives in the industry, their understanding of the Issuer's and Project SPV Company's markets and business processes, as well as their relationships with business partners, are crucial. The departure of one or more of these individuals could significantly impact the Issuer's (or Project SPV Company's) business, financial health, operational results, or future prospects. Moreover, Key Executives or other employees with technical or industry-specific knowledge may occasionally leave the Issuer or the Project SPV Company. Failure to promptly appoint qualified and capable successors for these individuals, or the inability to effectively manage temporary gaps in expertise or other disruptions caused by their departure, could have a significant adverse effect on the Issuer's and/or the Project SPV Company's business, financial condition, operational results, or future prospects.

Risk factors

Risk factors associated with the Bonds

Risk factor	Description
Risk of insufficient value of the Collateral	<p>As of the date of the original Information Document (29 March 2024), the Issue was secured by a first-ranking pledge over the Bank Account and Receivables, Issuer's Shares, established under a Lithuanian law governed maximum pledge agreement. Additionally, a pledge over the Project SPV Company's Shares is created under a Spanish law governed pledge agreement. Additional Collateral (a mortgage over the Property and a pledge over the Project SPV Company's Bank Account) will be created in favor of the Bondholders, pursuant to the terms and conditions of this amended and restated Document. Apart from indicated Collateral, there will be no other securities of third parties securing the whole Issue, including the Bonds issued under the Information Document.</p> <p>Considering what is outlined above, it is also important to understand that the value of the Collateral may vary from time to time, however in case of enforcement, the Trustee's and Bondholders' claims will be satisfied from the value of the Collateral, existing at the moment of the Collateral realization that is determined and carried out in accordance with the relevant laws of the Republic of Lithuania or Spain. It shall be noted that in case of enforcement, the foreclosure of the relevant Collateral may be prolonged (e.g., it may be hard to find buyers of the relevant Collateral). Moreover, please consider that the funds received upon realization of the Collateral as a first priority will be used for the satisfaction of and payment of all costs and expenses (including, without limitation, state duties, notary fees) related to or arising from enforcement (realization) of the Collateral incurred by the Trustee. Hence, the Bondholders will receive only the remaining amounts after satisfying the Trustee's claims.</p>
Inflation risk	<p>Inflation reduces the purchasing power of a Bond's future interest and principal. Inflation may lead to higher interest rates which could negatively affect the Bond price in the secondary market. In addition to that, at the time of this Document high inflation is viewed globally as one of the main macroeconomic factors posing significant risk to global economic growth and consequentially to the value of both equity and debt securities.</p>
Early redemption risk	<p>According to the terms of the Offering established in the Information Document, the Bonds may be redeemed prematurely on the initiative of the Issuer. If the early redemption right is exercised by the Issuer, the rate of return from an investment into the Bonds may be lower than initially anticipated by the Investor. Moreover, there is no guarantee by the Issuer that Extraordinary Early Redemption Event will not occur, therefore in case of the occurrence of the Extraordinary Early Redemption Event the Bonds will have to be redeemed by the Issuer in accordance with the procedure established in the Information Document and the rate of return from an investment into the Bonds may be lower than initially anticipated by the Investor.</p>
Transaction costs/charges	<p>When the Bonds are purchased/subscribed or sold, several types of incidental costs are incurred in addition to the purchase/issue or sale price of the Bonds. To the extent that additional – domestic or foreign – parties are involved in the execution of an order, including but not limited to domestic dealers or brokers in foreign markets, investors may also be charged for the brokerage fees, commissions and other fees and expenses of such parties and/or there might be other charges that could not be foreseen by the Issuer and disclosed in the Information Document.</p> <p>Moreover, changes to the laws and legal acts applicable in the Republic of Lithuania and/or the Investor's domicile, or the implementation of any new laws or other legal acts may cause additional expenses or taxes for the Investors and/or reduce the return on investment for the Investor.</p>

Risk factors

Risk factors associated with the Bonds

Risk factor	Description
Liquidity, listing and inactive secondary market risk	<p>The Bonds represent a new issuance of securities by the Issuer. As there is no established public market for the Bonds or any other securities issued by the Issuer, Bondholders may incur losses if they are unable to sell the Bonds or if they have to sell them at a lower price than anticipated.</p> <p>Please be aware that the Issuer is not obligated to apply for the Bonds to be traded on the First North market, but it may choose to do so at its discretion. However, it's important to note that trading on the First North market, which is characterized by smaller market size and lower trading volumes, may not ensure liquidity. This limitation may restrict opportunities for Bondholders to buy and sell Bonds. Consequently, Investors may encounter challenges in selling their Bonds or may be required to sell them at a reduced price compared to their purchase price due to these circumstances.</p>
Bonds may not be appropriate to some Investors	<p>The suitability of the Bonds as an investment varies for each Investor. Before investing, potential Investors should assess their financial resources and liquidity to manage risks, including potential loss of capital. Investors need sufficient knowledge and experience to evaluate the Bonds and access to analytical tools. Understanding the Bond terms, market trends, and economic scenarios is essential. The Issuer does not assess Bond suitability, so investing without thorough evaluation may lead to unsuitable decisions.</p>
Cancellation of the Offering	<p>This Offering is subject to the sole discretion of the Issuer. The Issuer reserves the right to cancel the Offering of any Tranche carried out under the respective Final Terms at any time prior to the Issue Date of that Tranche, for any reason, and without any permissions of the Investors and/or Trustee. Prospective investors should be aware that the decision to cancel the Offering of any Tranche conducted under the respective Final Terms may be influenced by various factors, including market conditions, regulatory considerations, or other unforeseen circumstances. In the event of the cancellation of the Offering of a particular Tranche, placed Subscription Orders will be disregarded, and any payments made in respect of the submitted Subscription Orders will be returned without interest or any other compensation to the investors. Moreover, if the Offering of a Tranche is cancelled, the Issuer shall not be liable for any costs, damages, or losses incurred by prospective Investors, including but not limited to expenses related to due diligence, legal, or other professional fees.</p>

Contacts



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A low-angle, black and white photograph of several modern skyscrapers with glass facades. The buildings are reflected in each other, creating a complex geometric pattern. The sky is filled with soft, diffused clouds. The overall mood is architectural and urban.

Annexes

Exterior

Spanish colour palette



View from the apartments

Passeig de les Germanies 118



Spacious rooms

With spectacular views



Equipped kitchen



Full furnishings

For the comfort of modern life



Underground garage

And storage facilities



The Padel court

For active leisure



Pool

