KAITA Development public bond issue

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Summary of the investment proposal

Issue

Public placement of 2-year UAB KAITA Development bonds

- **Issue size** – up to 4,5 mEUR
- **Size of the first tranche** – up to 3 mEUR
- **Annual coupon rate** – 10,5%
- **Collateral**
    - First rank pledge of subsidiary companies‘ shares
        - UAB Namų plėtros projektai (Moods) - **pledge of 100% of shares**
        - UAB Miesto forma (Off!) - **pledge of 100% of shares**
    - First rank pledge of 2,4 mEUR loans granted to UAB KAITA International
- **Coupon payments** - semi-annual
- **Term** - 2 years
- **Use of proceeds** – refinancing of the existing debt and financing of the working capital
- **Sources of redemption** – sales of Newton and Off! projects, redemption of UAB KAITA International receivables

About KAITA Development

- **KAITA Development** forms the development backbone of KAITA Group's real estate pipeline, particularly in Vilnius.
- Focus: Major residential and urban regeneration projects in Vilnius, valued at tens of millions, aligning with KAITA Group's expansion goals.
- Strategic role: Acts as the backbone financing engine and delivery vehicle for KAITA Group's broader real estate portfolio—both local and international.

26
Developed property projects

2
Property projects planned

3
Projects under development

Summary of consolidated financial data

kEUR	2023	2024	2024 09*	2025 09*
Revenue	**4 104**	**458**	**272**	**2 770**
Gross profit	**2 714**	**781**	**161**	**1 565**
GP margin, %	66%	171%	59%	57%
EBITDA	**1 432**	**199**	**-118**	**969**
EBITDA margin, %	35%	43%		35%
EBT	**-1 565**	**-4 308**	**-2 581**	**-562**
EBT margin, %				
Net profit	**-1 139**	**-3 303**	**-2 584**	**-561**
NP margin, %				

Assets	**51 972**	**71 666**		**65 385**
Long term assets	24 291	27 333		28 423
Short term assets	27 601	44 286		36 948
Liabilities	**28 655**	**51 590**		**44 249**
Long term liabilities	16 310	12 339		22 000
Financial debt	6 326	12 339		22 000
Short term liabilities	12 345	39 252		22 249
Financial debt	7 664	30 590		17 446
Shareholders' equity	**23 244**	**19 942**		**21 127**

* Results are not audited

KAITA

Terms and conditions

Issuer:	KAITA Development UAB
Specified Currency:	EUR
Bond distribution:	Public offering in the Republic of Lithuania, Latvia and Estonia
ISIN	LT0000136376
Size of the first tranche:	Up to EUR 3 000 000 (The Issuer may, at its discretion, increase to total issue amount)
Issue size:	Up to EUR 4 500 000
Subscription period:	2025.12.04-2025.12.18
Issue date:	2025.12.23
Maturity date:	2027.12.23
Coupon rate:	10,5%
Coupon payment:	Semi-annual
Term:	2 years

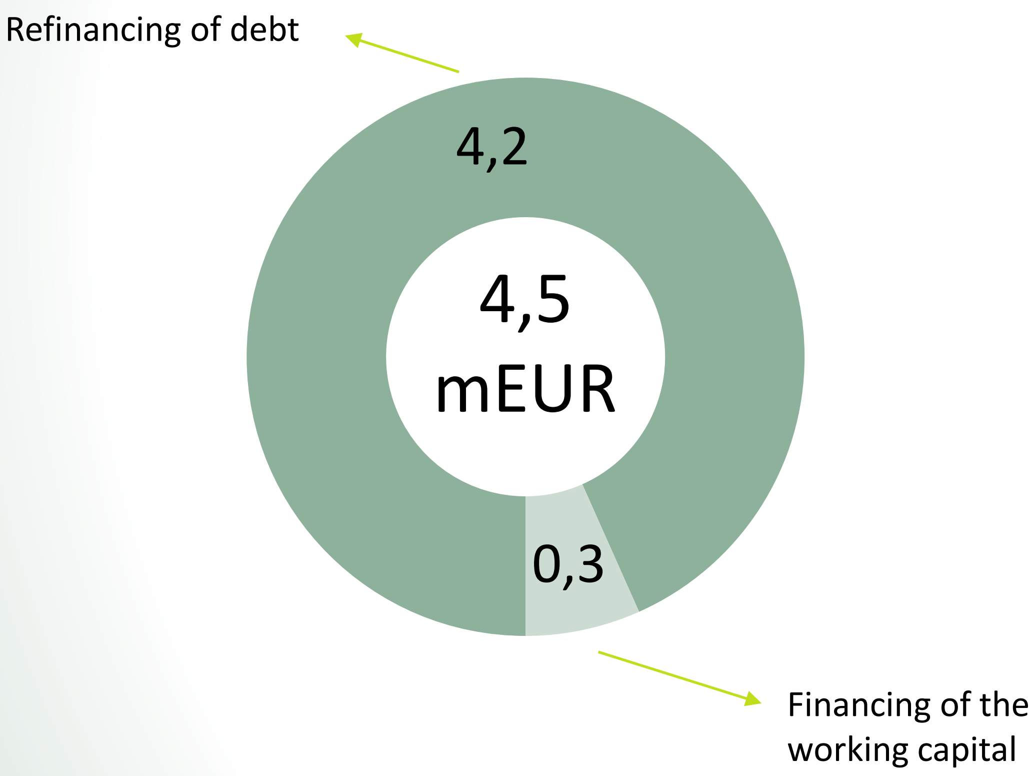
Collateral:	• First rank pledge of subsidiary companies‘ shares
	  • Namų plėtros projektai UAB - pledge of 100% of shares
	  • Miesto forma UAB - pledge of 100% of shares
	• First rank pledge of 2,4 mEUR loans provided to UAB KAITA International

Bond redemption:	The bonds are to be redeemed on the maturity date at 100% of their nominal value plus accrued interest
Issue value per bond:	EUR 1 000 (at par)
Method for calculating interest:	ACT/ACT ICMA
Listing:	Nasdaq Vilnius First North market within 6 months from the date of the issue of the Bonds
Source of redemption:	Sale of real estate properties; redemption of UAB KAITA International receivables
Bondholder trustee:	UAB Audifina

Events of default:	Non-payment; Breach of other obligations; Breach of Collateral; Cross Default; Cessation of Business; Liquidation; Insolvency; Insolvency proceedings; Impossibility or illegality
Use of the funds:	The proceeds of the issue of Bonds will be used to refinance existing debt and to finance working capital.
Financial Covenants:	• **Bonds to Collateral Value Ratio.** The Issuer undertakes to ensure that the ratio of outstanding principal amount of the Bonds to the Collateral Value at all times is 60 (sixty) per cent or lower during the period from the Issue Date to 31 December 2026 and 50 (fifty) per cent or lower, starting from 1 January 2027 • **Equity Ratio.** The Issuer ensures that Equity Ratio: of the Issuer (on consolidated basis) at all times is 30 (thirty) per cent or greater.
Other Covenants:	Limits on disposal of Asset; Corporate status; Nature of business; Subordinated Debts; Limits on dividends; De-mergers; Mergers; Financial reporting; General warranties and undertakings
Early redemption (call-option):	The issuer has the option to redeem the bonds in full: - During the period 12 months after the Issue Date, but not later than 6 months before the maturity date, by paying 102% of the nominal value of the bonds; - 6 months before the maturity date, by paying 100% of the nominal value of the bonds.

Use of proceeds

Proceeds of the issue will be used to refinance the existing debt and to finance working capital needs



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Sources of redemption

Primary sources

Newton

Vilnius

- **Address :** Viršuliškių skg. 8, Vilnius
- **Volume :** 238 apartments
- **Area for sale :** 10 275 m² of apartments and 313 m² of commercial premises

41%

Of apartments sold

1,2 m EUR

Planned Issuer's proceeds

Off!

Vilnius

- **Address :** Smolensko st. 5, Vilnius
- **Volume :** 242 apartments
- **Area for sale :** 4 859 m² of apartments, 447 m² of commercial premises and 4 857 m² non-residential

41%

Of apartments sold

6,7 m EUR

Planned Issuer's proceeds

Additional sources

Konenova Living

Czech Republic

- **Address :** Hartigova st. 1743/114, Praha
- **Volume :** 107 apartments
- **Area for rent :** 2 281 m² of apartments, 358 m² of commercial premises and 282 m² basement

98%

Of apartments occupied

5,12 m EUR

Planned KAITA Group proceeds

V38

Latvia

- **Address :** Valdemara 38, Ryga
- **Volume :** 174 apartments
- **Area for rent :** 4 432 m² of total area

100%

Of apartments occupied

0,85 m EUR

Planned KAITA Group proceeds

Key dates

Dates of distribution, interest payment and redemption of bonds

2025

4 December – 18 December

Public placement of bonds to investors in Lithuania, Latvia and Estonia

2025

23 December

Issue date

2026

23 June

1st interest payment

2026

23 December

2nd interest payment

2027

23 June

3rd interest payment

2027

23 December

4th interest payment and bond redemption date

Key investment highlights

1

A team with extensive experience in real estate development

- Successfully completed 26 residential and commercial projects in Vilnius
- The company has been among the largest real estate developers in Lithuania for several consecutive years

2

Part of KAITA Group – one of the leading RE market players in Lithuania

- KAITA Living for 5th year in a row manages one of the largest residential rental portfolios in Lithuania - 555 units
- KAITA International successfully implements substantial international real estate projects (LV, CZ, UK)

3

Diversified financing structure of projects

- Company's currently developed projects are financed by wide variety of different creditors, which shows strong financial credibility and trust among partners
- Hanner - one of the largest market players participates in company's financing structure as well

4

Quality collateral

- Bonds are secured by first-rank pledges:
    - 100% shares of subsidiaries developing major projects
    - 2,4 mEUR receivables from KAITA International backed by operational projects in Latvia and Czech Republic

02

Overview of the Issuer and KAITA Group

KAITA Group structure

The Issuer and its affiliated companies

KAITA Group, UAB

KAITA Group services, UAB — 100%

KAITA Development, UAB - ISSUER (100%)

Incorporated on 8 August 2017, the subsidiary develops residential real estate projects in Vilnius under a build-to-sell model.

KAITA Development owns and manages all SPVs which own development projects and focuses on major residential and urban regeneration projects in Vilnius.

KAITA Development has implemented over 20 residential real estate development projects in Vilnius, Lithuania.

KAITA Living, UAB (100%)

Company activities – management and operations of a portfolio of co-living, co-working, serviced apartments properties for rent in Vilnius, Lithuania.

KAITA Operations, UAB (100%)

This subsidiary was incorporated on November 6, 2023 and focuses on operational management of co-living, micro living, serviced apartment properties under "Youston" brand.

KAITA Operations is operating coworking properties in some of properties of KAITA Living and KAITA International under the brand "DoDay".

KAITA International, UAB (100%)

Incorporated on 3 November 2022, the subsidiary sources and develops co-living, micro-living, and serviced apartment properties across Central Europe and the UK.

Once the properties are developed KAITA International organizes their rental and management activities in cooperation with KAITA Operations UAB.

Currently KAITA International operates in the Czech Republic, Latvia, the UK.

About KAITA Group

KAITA Group business areas

- Build-to-Sell: development of apartments for sale in Vilnius
- Build-to-Rent: development and operation of co-living, coworking properties in the Baltics, Central Europe, UK

KAITA Group real estate development focus

- Conversion projects in central urban areas by reconstructing and repurposing existing buildings for residential use
- New construction projects in key city areas
- Sustainable projects which bring value for residents, communities, cities

KAITA Group experience & internal capabilities

Strong capabilities in such areas:

- Real estate sourcing, development, repurposing
- Construction management
- In terms of sales - among top 10 developers in Lithuania
- The biggest co-living owner and operator in Vilnius

Key figures*

26
Projects implemented and under development

1 282
Apartments sold

942
Build-to-rent units developed and under development

78 600
Gross area of the projects developed (sq.m.)

82 mEUR
Investments

4
Countries where KAITA Group is currently present (LT, LV, CZ, UK)

* As of the date of Informational document

Projects under development

Off!

Location: Smolensko str. 5, Vilnius

Property units: 242

Share of units sold: 41%

Value of units sold: 15,9 mEUR

Parking spaces: 168

Construction progress: 9%

Completion: Q4 2027

Project value – 32,8 mEUR

Moods

Location: Riterių str. 18, Vilnius

Property units: 204

Share of units sold: 68%

Value of units sold: 14,8 mEUR

Parking spaces: 160

Construction progress: 69%

Completion: Q2 2026

Project value – 21,9 mEUR

Newton

Location: Viršuliškių Skg. 8, Vilnius

Property units: 238

Share of units sold: 41%

Value of units sold: 14,5 mEUR

Parking spaces: 151

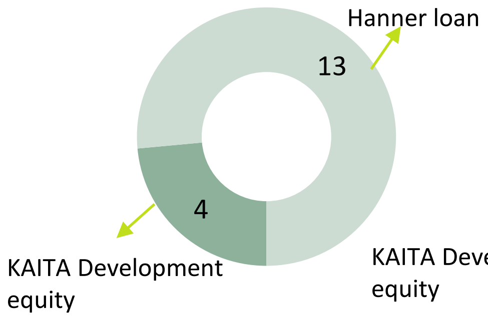
Construction progress: I stage - 64%, II stage - 8%

Completion: I stage – Q2 2026, II stage - Q2 2027

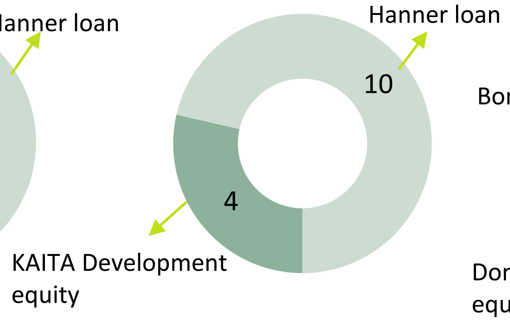
Project value – 33,7 mEUR

Funding sources (mEUR)

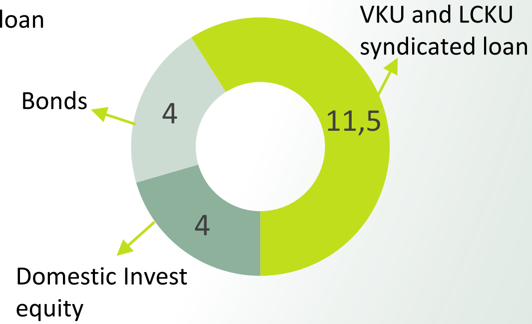
Off!



Moods



Newton



KAITA

Projects under development

Newton (2nd phase)

Location: Viršilų str. 17, Vilnius

Property units: 60

Share of units sold: 0%

Value of units sold: 0 mEUR

Parking spaces: 48

Construction progress: 0%

Completion: Q4 2028

Project value – 7,1 mEUR

Off! (2nd phase)

Location: Smolensko str. 3, Vilnius

Property units: 122

Share of units sold: 0%

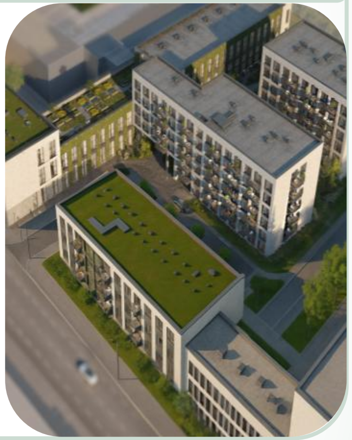
Value of units sold: 0 mEUR

Parking spaces: 47

Construction progress: 0%

Completion: Q1 2029

Project value – 21,5 mEUR

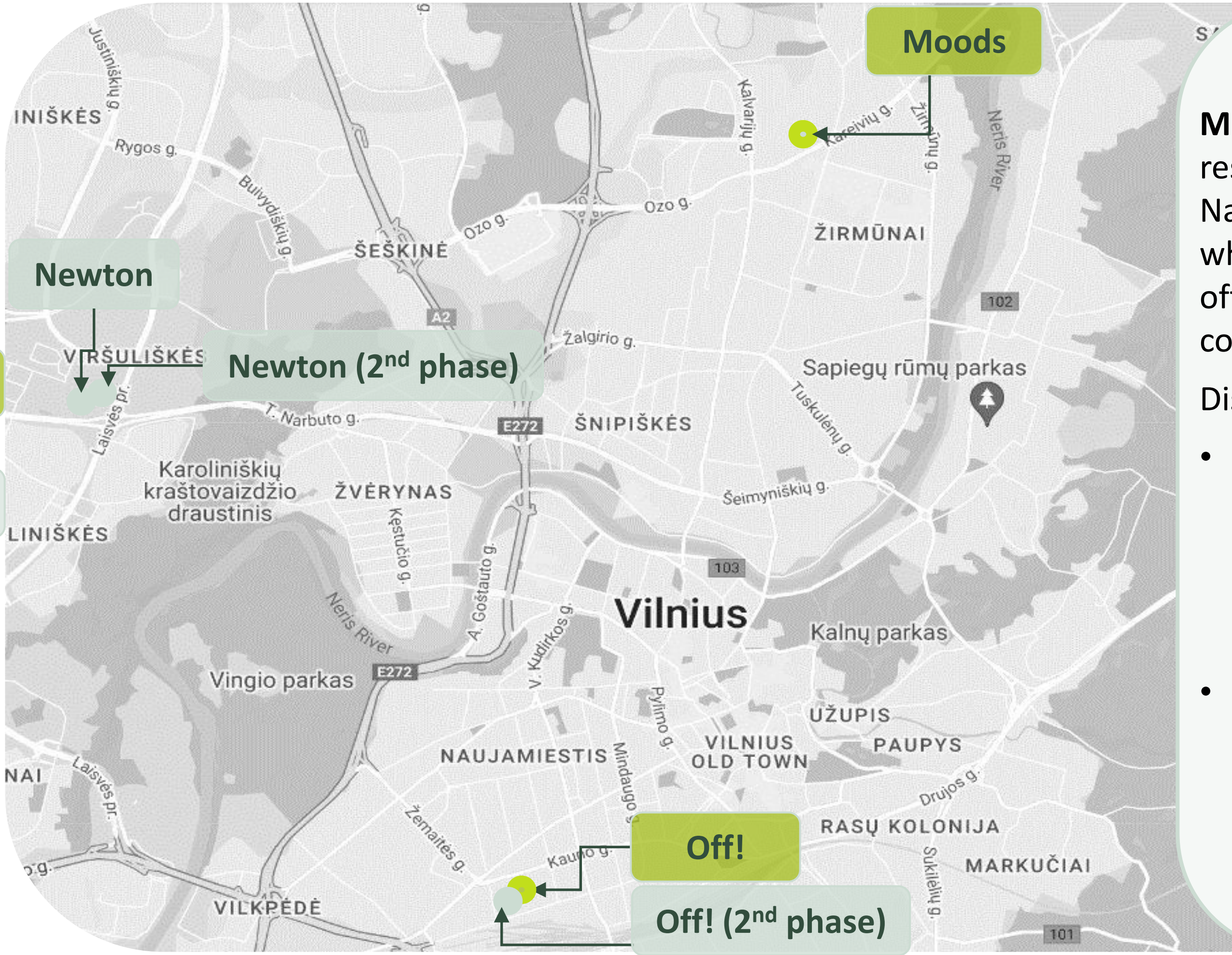


KAITA

Locations of Real Estate projects

Pledged projects

Other projects



Moods is based in Zirmunai, the biggest residential area in town. **Off!** is based in Naujamiestis which is the unicorn district where two Lithuanian unicorn headquarter offices as well as cluster of technology companies are located.

Distances to the main points in Vilnius:

- **Moods**
  - Old town – 5 km
  - Vilnius train station – 6 km
  - Cathedral square – 4,6 km
- **Off!**
  - Old town – 2,3 km
  - Vilnius train station – 1,8 km
  - Cathedral square – 3 km

About KAITA International

- KAITA International, UAB’s operations are aligned with KAITA Group’s pan-European expansion in markets such as Latvia, Poland, Czech Republic, Sweden, and the UK
- Successfully launched its Youston co-living in Prague—transforming a former hotel into a modern, sustainable, and community-driven rental space
  - Designed for young adults and international residents, it blends private living with shared amenities, backed by a 14 mEUR renovation and recognized sustainability credentials
  - The Prague Youston co-living space is BREEAM In-Use certified

Youston
Prague

107 UNITS

- Conversion: from hotel to co-living
- Status: **Operational**
- Occupancy: **98%**
- GAV: **20 mEUR**
- KAITA’s role: investor, developer, asset manager and operator

Youston
Riga

174 UNITS

- Conversion: from hotel to co-living
- Status: **Operational**
- Occupancy: **100%**
- GAV: **13 mEUR**
- KAITA’s role: investor, developer, asset manager and operator

Youston
London

105 UNITS

- Conversion: from office building to co-living
- Status: **Under reconstruction**
- GAV: **39,3 mEUR**
- KAITA’s role: investor, developer, asset manager and operator

03

Overview of pledged assets

Pledged assets

1

Subsidiary	Namų plėtros projektai, UAB (Moods)	Miesto forma, UAB (Off!)
Type of activity	Apartment-type housing	Apartment-type housing
Location	Riterių str. 18	Smolensko str. 5
Project completion	2026-06	2027-12
Number of apartments	204	242
Parking spaces	160	157
Other remaining assets	*Storage rooms - 20*	*None*
RE market value (as of 2025-11)	16,6 mEUR	8,1 mEUR
Net value of the project companies' shares being pledged	**4,6 mEUR**	**0,872 mEUR**

2

Receivables from UAB KAITA International
Full amount of receivables (2,4 mEUR) is expected to be covered by cash flows generated from international projects in Czech Republic and Latvia. Youston Riga (LV) and Youston Prague (CZ) projects are fully operational with apartments occupation being 98% and 100% respectively. Total GAV of these projects amounts to 33 mEUR.

Pledged shares net value - 5,5 mEUR

Pledged receivables - 2,4 mEUR

Assets visualization: Moods

Estimated completion of construction – Q2 2026





Assets visualization: Off!

Estimated completion of construction – Q4 2027

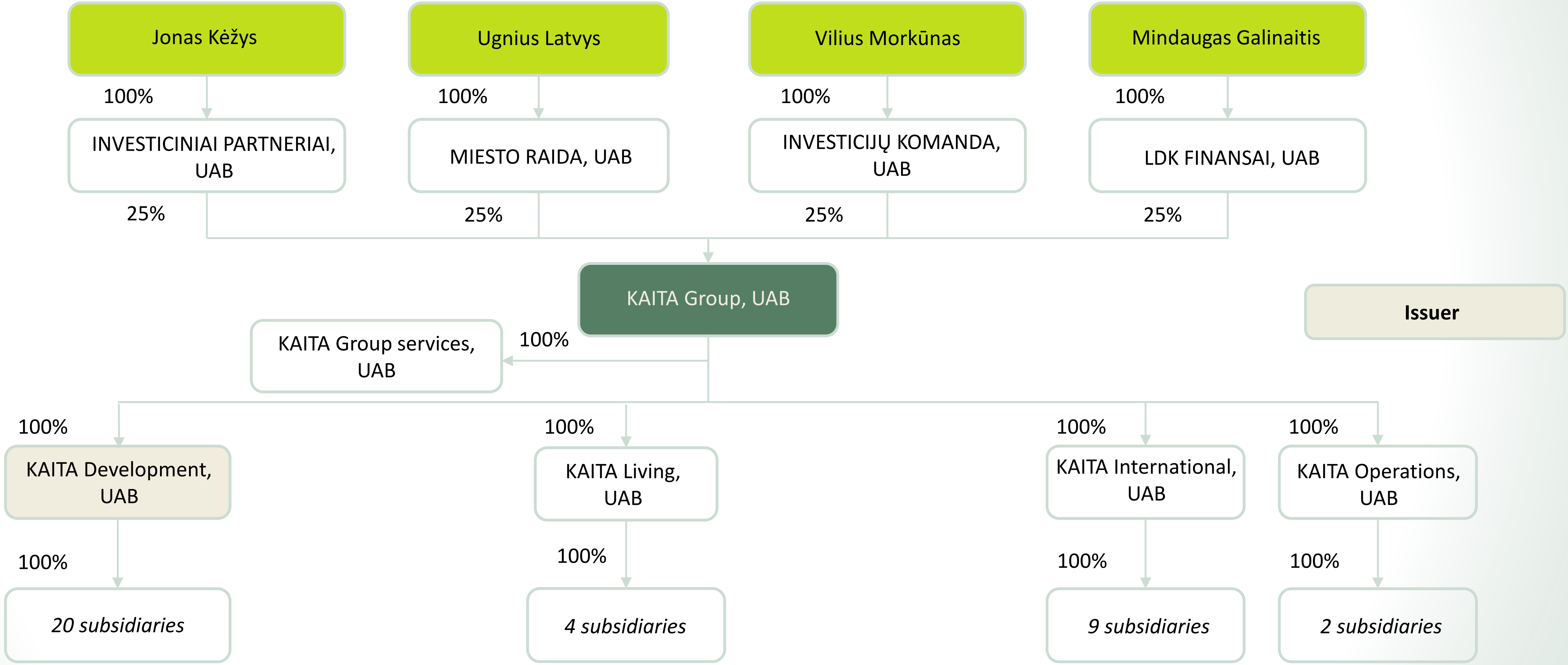





04

The Issuer and KAITA Group structure

KAITA Group structure



Members of the Board of KAITA Group

Mindaugas Galinaitis

Founder, Member of the Board

Experience

- 11 years experience in real estate development, brokerage and start-ups, with a focus on finance and investments.
- Mindaugas has worked for Hanner, the largest real estate development company in Lithuania, and Citus, one of the 10 largest real estate development companies in Lithuania.
- He initiated entry into the rental income-generating co-living housing market in Vilnius.

Jonas Kėžys

Founder, Member of the Board

Experience

- 11 years of experience in real estate development, mediation and real estate project management.
- Jonas worked at the real estate development company "Citus", which is one of the ten largest in Lithuania.
- He was one of the founders of the Creston real estate brokerage company.
- Jonas is the founder and board member of B2SCREEN, the first digital signage agency in Lithuania.

Vilius Morkūnas

Founder, Member of the Board

Experience

- 10 years' experience in real estate development, sourcing investment projects and transaction management.
- Vilius has worked for several years in sales at Citus, a real estate development company, which is one of the ten largest in Lithuania.
- Was one of the founders of Creston, a real estate brokerage company.

Ugnius Latvys

Founder, KAITA Group, UAB CEO, Member of the Board

Experience

- 14 years of experience in real estate investment, development and construction management.
- For eight years, Ugnius worked for the real estate development company "Citus", which is among the ten largest in Lithuania, in the field of project search and investment. At this company, he was responsible for project operations and execution on many important projects.
- Was one of the partners of Citus real estate brokerage company.

Dalius Kaveckas

Chief Financial Officer (CFO), Member of the Board

Experience

- 25 years' experience in banking, finance and real estate, focusing on corporate finance, fund management, real estate investment, development and management.
- Worked as Deputy Chairman of the Board of Swedbank, the largest retail bank in Lithuania. Responsible for retail banking and life insurance.
- Worked with Scandinavian and UK investors on various real estate investment and development projects in the Baltic States.

05

Financial data

Issuer - KAITA Development

Audited consolidated income statement

Income statement	2023	2024	2024 09*	2025 09*
Sales revenue	**4 103 894**	**457 895**	**272 029**	**2 770 491**
Cost of goods sold	-1 390 204	322 670	-111 503	-1 205 489
GROSS PROFIT (LOSS)	**2 713 690**	**780 565**	**160 526**	**1 565 002**
Cost of sales	-76 560	-26 761	-21 420	-1 723
General and administrative expenses	-3 460 347	-2 880 897	-1 883 001	-923 556
Other operating results	87 814	177 133	74 056	32 434
Income from investments in shares of parent, subsidiaries and associates	488 526	5 889	0	0
Other interest and similar income	1 642 058	2 094 571	1 515 474	1 669 945
Interest and other similar charges	-2 960 325	-4 458 965	-2 426 164	-2 904 450
PROFIT (LOSS) BEFORE TAX	**-1 565 145**	**-4 308 464**	**-2 580 530**	**-562 348**
Corporate income tax	-33 865	1 005 885	-3 760	1 100
PROFIT (LOSS) BEFORE MINORITY INTEREST	**-1 599 010**	**-3 302 579**	**-2 584 290**	**-561 248**
MINORITY INTEREST	460 219	0	0	0
NET PROFIT (LOSS)	**-1 138 791**	**-3 302 579**	**-2 584 290**	**-561 248**

Comments

- The Issuer consolidates the Sales income of its Subsidiaries
- General and administrative expenses of the first 9 months of 2025 compared to similar timeframe in 2024 decreased mainly because the company reduced the number of employees
- Other interest and similar income consists of real estate revaluations
- Interest and other similar charges include interest expenses incurred on loans from related parties

*Unaudited. 2025 Q3 balance does not consolidate UAB “P34”, because 51% of shares were sold to private investor in 2025-07-31

Issuer - KAITA Development

Audited consolidated balance sheet

Balance sheet	2023	2024	2025 09*
NON-CURRENT ASSETS	**24 290 715**	**27 333 206**	**28 423 109**
INTANGIBLE ASSETS	**36 749**	**23 509**	**13 160**
TANGIBLE ASSETS	**113 736**	**86 162**	**69 410**
Vehicles	87 087	66 656	51 333
Other plants, appliances and tools	26 649	19 506	18 077
FINANCIAL ASSETS	**23 612 127**	**25 903 777**	**27 234 265**
Amounts receivable after one year	23 570 503	25 888 777	27 219 265
Other financial assets	41 624	15 000	15 000
OTHER NON-CURRENT ASSETS	**528 103**	**1 319 758**	**1 106 274**
Deferred income tax assets	528 103	1 319 758	1 106 274
CURRENT ASSETS	**27 600 746**	**44 286 262**	**36 948 396**
INVENTORIES	**17 568 387**	**33 518 108**	**26 879 462**
Work in progress	13 846 147	32 476 536	26 060 658
Advances paid	3 722 240	1 041 572	818 804
AMOUNTS RECEIVABLE WITHIN ONE YEAR	**6 488 698**	**10 329 869**	**9 634 972**
Trade receivables	1 317 907	1 405 145	1 812 477
Other receivables	5 170 791	8 924 724	7 822 495
CASH AND CASH EQUIVALENTS	**3 543 661**	**438 284**	**433 962**
DEFERRED CHARGES AND ACCRUED INCOME	**80 301**	**46 709**	**13 807**
TOTAL ASSETS	**51 971 762**	**71 666 177**	**65 385 313**

*Unaudited. 2025 Q3 balance does not consolidate UAB “P34”, because 51% of shares were sold to private investor in 2025-07-31

Comments

- Developing properties of UAB “Namų plėtros projektai”, UAB “Miesto forma” and UAB “Projektavimo plėtra” are accounted as Work in progress in the balance sheet and reduces only when notarial contract is signed
- The revaluation of properties is made on yearly basis by independent Real Estate Appraiser

Issuer - KAITA Development

Audited consolidated balance sheet

Balance sheet	2023	2024	2025 09*
SHAREHOLDERS' EQUITY	**23 244 085**	**19 941 506**	**21 127 092**
CAPITAL	**2 500**	**2 500**	**2 500**
Authorised (subscribed) or share capital	2 500	2 500	2 500
RESERVES	**250**	**250**	**250**
RETAINED EARNINGS (LOSSES)	**23 241 335**	**19 938 756**	**21 124 342**
Profit (loss) for the year under review	-1 138 791	-3 302 579	-3 863 872
Profit/(loss) for previous years	24 380 126	23 241 335	24 988 215
Minority part	**-**	**-**	**-**
GRANTS SUBSIDIES	**-**	**-**	**-**
PROVISIONS	**-**	**9 363**	**9 363**
Provisions for taxes	-	9 363	9 363

Balance sheet	2023	2024	2025 09*
ACCOUNTS PAYABLE AND LIABILITIES	**28 654 853**	**51 590 348**	**44 248 858**
PAYABLE AFTER ONE YEAR AND LONG-TERM LIABILITIES	**16 309 922**	**12 338 500**	**22 000 041**
Debt liabilities	6 326 330	7 338 500	21 756 641
Debts to credit institutions	-	5 000 000	243 400
Other payables and long-term liabilities	9 983 591	-	-
PAYABLE WITHIN ONE YEAR AND SHORT-TERM LIABILITIES	**12 344 932**	**39 251 848**	**22 248 816**
Debt liabilities	7 663 862	24 690 287	17 445 735
Debts to credit institutions	-	5 900 000	930
Advances received	1 120 932	2 700 892	2 020 030
Amounts due to suppliers	2 557 937	5 202 830	2 546 772
Income tax liabilities	103 427	1 100	4 410
Employment-related liabilities	142 700	173 036	163 337
Other payables and current liabilities	756 074	583 703	67 601
ACCRUED EXPENSES AND DEFERRED INCOME	**72 823**	**124 960**	**-**
TOTAL EQUITY AND TOTAL LIABILITIES	**51 971 762**	**71 666 177**	**65 385 313**

Comments

- As of September 30, 2025 total financial debt (incl. subordinated debt) of the Issuer adds up to 39,4 mEUR
- Out of all short-term and long-term liabilities, app. 9,3 mEUR debt is subordinated and could be regarded as additional equity
- Debt liabilities include wide variety of creditors, which shows strong financial credibility and trust among partners

*Unaudited. 2025 Q3 balance does not consolidate UAB “P34”, because 51% of shares were sold to private investor in 2025-07-31

Pledged shares SPV - Namų plėtros projektai, UAB

Audited consolidated income statement and balance sheet

Income statement	**2023***	**2024***	**2024 09***	**2025 09***
Sales revenue	0	24 701	8 995	37 308
Cost of goods sold	0	0	0	0
Gross profit (loss)	**0**	**24 701**	**8 995**	**37 308**
Cost of sales	0	0	0	0
General and administrative expenses	-434	-555	-18 855	-26 786
Other operating results	1 988	3 920	0	0
Other interest and similar income	0	0	0	24 250
Interest and other similar charges	-280 369	-1 016 967	-646 865	-1 088 034
Profit (loss) before tax	**-278 815**	**-988 901**	**-656 724**	**-1 053 262**
Corporate income tax	28 056	72 042	0	0
Net profit (loss)	**-250 759**	**-916 859**	**-656 724**	**-1 053 262**

Balance sheet	**2023***	**2024***	**2025 09***
Non-current assets	**48 378**	**120 420**	**120 420**
Tangible assets	48 378	120 420	120 420
Current assets	**4 493 369**	**10 427 297**	**13 631 294**
Inventories	4 258 106	10 011 827	13 277 705
Other current assets	235 263	415 470	243 284
Deferred charges and accrued income	-	2 007	-
Total assets	**4 541 747**	**10 549 724**	**13 751 714**
Shareholders‘ equity	**-459 856**	**-1 376 715**	**-2 429 976**
Accounts payable and liabilities	**4 982 251**	**11 922 839**	**16 181 690**
Payable after one year and long-term liabilities	-	5 000 000	13 380 286
Payable within one year and short-term liabilities	4 982 251	6 922 839	2 801 405
Accrued expenses and deferred income	**19 352**	**3 600**	**-**
Total equity and total liabilities	**4 541 747**	**10 549 724**	**13 751 714**

Comments

- The Subsidiary is developing flats, apartments and lofts complex in Riterių str. 16, Vilnius
- The latest Real Estate valuation was made on 2025-08
- As of September 30th 2025, total financial debt – EUR 8,16M
- As of September 30th 2025, shareholders and other KAITA Development companies‘ loans – EUR 4M

*Unaudited

Pledged shares SPV – Miesto forma, UAB

Audited consolidated income statement and balance sheet

Income statement	2023*	2024*	2024 09*	2025 09*
Sales revenue	0	0	0	748
Cost of goods sold	0	-35	-35	-670
Gross profit (loss)	**0**	**-35**	**-35**	**78**
Cost of sales	0	0	0	0
General and administrative expenses	-434	-611	-20 714	21 479
Other operating results	1 666	46	0	0
Other interest and similar income	0	0	0	0
Interest and other similar charges	-246 051	-573 463	-289 617	-940 402
Profit (loss) before tax	**-244 819**	**-574 063**	**-410 366**	**-961 804**
Corporate income tax	28 414	66 124	0	0
Net profit (loss)	**-216 405**	**-507 940**	**-410 366**	**-961 804**

Balance sheet	2023*	2024*	2025 09*
Non-current assets	**49 138**	**115 262**	**115 262**
Other non-current assets	49 138	115 262	115 262
Current assets	**3 426 235**	**8 516 936**	**8 693 569**
Inventories	1 397 602	8 020 004	8 406 009
Other current assets	2 028 633	496 933	178 988
Deferred charges and accrued income	**239**	**19 088**	**4 978**
Total assets	**3 475 612**	**8 651 286**	**8 813 809**
Shareholders‘ equity	**-364 651**	**-872 591**	**-2 266 182**
Accounts payable and liabilities	**3 834 147**	**9 523 877**	**11 079 991**
Accounts payable and other non-current liabilities after one year	-	-	5 256 321
Amounts payable within one year and other current liabilities	3 834 147	9 523 877	5 823 670
Accrued expenses and deferred income	**6 116**	**-**	**-**
Total equity and total liabilities	**3 475 612**	**8 651 286**	**8 813 809**

Comments

- The Subsidiary is developing flats, apartments and lofts complex in Smolensko str. 5, Vilnius
- The latest Real Estate valuation was made on 2025-07
- As of September 30th 2025, total financial debt – EUR 6M
- As of September 30th 2025, shareholders and other KAITA Development companies‘ loans– EUR 4,1M

*Unaudited

06

Risk factors

Risk factors 1/8

KAITA Development Group business risk factors

The following is a disclosure of certain risk factors that may affect the Issuer's ability to fulfil its obligations under the Bonds. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. In addition, factors which are material for the purpose of assessing the risks associated with the Bonds are described below. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Bonds, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Bonds may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to the Issuer or which it may not currently be able to anticipate. Prospective Investors should also read the detailed information set out elsewhere in this Information Document and reach their own views prior to making any investment decision.

Before deciding to purchase/subscribe the Bonds, Investors should carefully review and consider the following risk factors and other information contained in this Information Document. Should one or more of the risks described below materialize, this may have a material adverse effect on the business, prospects, shareholders' equity, net assets, financial position and financial performance of the Issuer or the Group. Moreover, if any of these risks occur, the market value of the Bonds and the likelihood that the Issuer will be in a position to fulfil its payment obligations under the Bonds may decrease, in which case the Bondholders could lose all or part of their investments. Additional risks and uncertainties, which are not currently known to the Issuer or which the Issuer currently believes are immaterial, could likewise impair the business operations of the Issuer and/or the Group and have a material adverse effect on their cash flows, financial performance and financial condition. The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the cash flows, financial performance and financial condition of the Issuer and/or the Group.

Risk factor	Description
Changes in Issuer's financial standing	The Issuer is a limited liability company established for the purposes of development of the real estate projects for sales in Vilnius, with the share capital of EUR 2,500. Based on the Issuer's audited annual financial statements for the financial year ended 31 December 2024, the own capital of Issuer is EUR 19,941,506, which is composed of the share capital of EUR 2,500, reserve of EUR 250 and undistributed profit of EUR 19,938,756. The undistributed profit was accumulated due to sale of shares or the assets owned by the Issuer and result of typical activities. The real estate assets owned by the Issuer were acquired from the funds lent to the Issuer by KAITA Group companies. Any adverse change in the Issuer's financial condition or prospects may have a material adverse effect on the liquidity of the Bonds, which may lead to a significant decrease in the market price of the Bonds, or may render the Issuer unable to fully redeem the Bonds, which may lead to investors losing part or all their invested funds.
Liquidity risk	Liquidity risk is the risk that the Issuer is unable to maintain a sufficient reserve of cash and other liquid financial assets that can be used to meet its payment obligations as they fall due and to redeem the Bonds. The Issuer is a holding company dependent on its asset sale income, ability to attract investors, acquire long term financing from third parties and performance of Subsidiaries and KAITA Group to support liquidity. The Issuer may receive funds through dividends or repaying issued loans which were issued to Subsidiaries if part or all assets being sold and projected covenants according to loan agreements are outperformed. However, receiving dividends is subject to financial institutions prior consent and it may result in delay or absence of dividends. The Issuer may receive funds through sale of part or whole of KAITA Development Group companies shares. However, onboarding new equity investors could take longer than anticipated which could result in funding delay or absence of additional capital. Availability of liquidity for business activities and for fulfilling Issuer's obligations also depends on ability to access project financing, through attracting financial partners, loans or funding from banks. Financing process could take longer or not occur due to market conditions or other factors which may result in inability of the Issuer to meet its payment obligations in cash, whether scheduled or unscheduled. Although the Issuer monitors its liquidity position and follows procedures to manage liquidity risk, a reduction in the Issuer's liquidity position could have a material adverse effect on the Issuer's business, financial condition, results of operations or prospects, as well as ability to redeem the Bonds at their maturity.

Risk factors 2/8

KAITA Development Group business risk factors

Risk factor	Description
Economic environment and insolvency risk	The Issuer's activities and results depend on the economic processes in Lithuania and internationally. COVID-19 pandemic impacted businesses across the globe which were facing economic disruptions, supply-demand imbalances, travelling, studying abroad or other social activities were impacted, which caused uncertainty about the prospects of business development. The war between Russia and Ukraine is also contributing to already existing economic tension, however currently it is hard to estimate what impact the ongoing war will have on Lithuanian economy. Even if currently there is no material economic downturn both domestically and internationally, in the event of its occurrence, the demand for the Issuer's services may decrease, the risk of insolvency of the Company's tenants and/or other contractors may increase, which may have a negative impact on the implementation and results of the Issuer's business strategy and the properties may not generate expected positive returns. These factors individually, or in combination might cause the insolvency of the Issuer. The Issuer is subject to the Law on Insolvency of Legal Entities of the Republic of Lithuania and Issuer's insolvency may affect the Investors' ability to recover their investments.
Risk of increase of operational costs due to inflation	Lithuania and other European economies have faced an excessive inflation in the year 2022-2023. Though expected to subside in the upcoming years, in 2025 inflation still could be significantly higher than historic average levels. Relevant expenses of the Issuer or KAITA Group, e.g. contracted services, are closely related to the general price level. Though the KAITA Development has succeeded in holding the estimated cost under control, managed construction contract prices and increase the prices of assets sold, but growing inflation in the future may prevent the Issuer from changing the prices of its services due to competition in the market and respectively to preserve the existing profit margin or may lead to losses. Thus, the Issuer's expenditure would increase considerably due to inflation and the Issuer would have to cover its increased costs from internal resources, unless the Issuer manages to increase its prices. Thus, strong inflation may have a considerable adverse influence on the Issuer's financial situation and business results.
Real estate market risk	A potential downturn in the Lithuanian real estate market, various economic factors (including pandemics, quarantines, geopolitical situations, etc.) could negatively impact real estate prices, demand for the Issuer's properties, and transaction volumes. This would adversely affect income from renting the Issuer's properties as well as limit Issuer's ability to sell the properties, impact the Issuer's performance and financial condition, and reduce the value and liquidity of Issuer's properties. Since one of the planned sources of redemption of the Bonds is sale of the Issuer's properties, real estate market downturn could negatively affect Issuer's ability to timely redeem the Bonds. Thus, significant fluctuations in real estate prices could negatively affect the profitability and solvency of the Issuer.
Counterparty risk	A counterparty risk is inherent to all business activities that the Issuer's Group is engaged in. Such a counterparty risk may result in financial losses (including, but not limited to, revenue not being received from customers, funds deposited in banks, partners in long-term projects failing to perform their obligations, etc.) to the Issuer. A default of the Issuer's counterparty may affect the completion of the Issuer's commenced investment projects, the quality of developing projects by the Issuer or may harm the Issuer's reputation. Although the Issuer monitors and manages the counterparty risk, the occurrence of any of the mentioned counterparty risks may have an adverse impact on the Issuer's business and financial position.
Competition risk	Residential real estate and accommodation as well as coworking rental services market is a competitive industry. It is impacted by the range of alternatives such as accommodation at the competing co-living and serviced apartment facilities, private rental residential market, airbnb.com listings, alternatives in the office market. To maintain the attractiveness of its properties, the Issuer has to be quick to react to changes in the competitive environment. Possible responses to competitors' actions include upgrading properties with new features (for instance, smart technologies and environmental solutions), refurbishment, rent discounts, and greater promotion and marketing activities. These could all result in unforeseen substantial expenses that could adversely affect the Issuer's financial position and cash flow. The competition might also result in lower rental prices and lower occupancy levels at the Company's facilities.

Risk factors 3/8

KAITA Development Group business risk factors

Risk factor	Description
Sales market and unsold asset risk	The Company’s main client groups are residents purchasing housing for themselves or investors who invest by purchasing real estate as an investment with the aim of renting such property. These target groups are often also sensitive to economic changes. During economic downturn cycles, the target group of customers looking to buy a home for themselves tends not to purchase property or not to exchange their existing property for a better one and to look for cheaper alternatives, such as old-construction apartments, which may affect the Company's sales pricing and the sales results of the Company's developed and sold properties. Meanwhile, increased perception of geopolitical risk among customers due to the war between Russia and Ukraine may affect the willingness of customer groups planning to purchase both housing for themselves and as an investment to purchase properties in projects developed by the Company. All those circumstances could result in lower income of the Company.
Technology and data protection risks	As younger demographics which is the target audience of the Company are more tech-savvy, there is a growing expectation for digital engagement, such as online reservation systems and virtual tours. Failing to meet these technological standards may deter potential buyers. Handling personal data from a diverse client base heightens the risk of data breaches. Compliance with GDPR and other data protection regulations is very important. Failing to comply with the requirements in this area might lead to fines which could increase the cost level of the Company, including reputational damage.
Operational and construction quality risk	The Company's daily operations are directly and significantly dependent on the reliability of service providers and contractors. The Company's clients expect that the assets developed and sold by the Company will be of high quality and that construction will proceed according to schedule. Problems related to the reliability of service providers and contractors and the quality of work directly affect the Company's operations and the quality of the assets sold. This has a direct and indirect impact on the sales result. In addition, the Company may incur unexpected losses due to inadequate or unimplementable internal process control procedures, as well as errors or unauthorized actions of the Company's employees, which may adversely affect the Company's financial condition and possible future cash flows.
Unaudited Stand-Alone Financial Statements of UAB "Namų plėtros projektai", UAB "Miesto forma“ and UAB Kaita International	The stand-alone Financial Reports of the UAB "Namų plėtros projektai", UAB "Miesto forma" and UAB Kaita International regarding financial years ended 31 December 2023 and 31 December 2024 are unaudited because these companies neither have an obligation to audit stand-alone Financial Reports nor prepare consolidated Financial Reports pursuant to the applicable law. However, UAB "Namų plėtros projektai" and UAB "Miesto forma" are subsidiaries of the Issuer and belong to KAITA Development Group, thus their financial results are consolidated into Issuer’s consolidated Financial Reports for the financial years ended 31December 2023 and 31 December 2024 and the Issuer has audited those consolidated Financial Reports voluntarily (see Section 1.4 Information incorporated by Reference of the Information Document above). In addition, the Issuer took an obligation to prepare annual audited consolidated Financial Reports of the Issuer and publish them on the Issuer‘s website during the maturity of the Bonds (see Clause 13(j) of the General Terms and Conditions). Nonetheless, the investors should be aware that stand-alone Financial Reports of UAB "Namų plėtros projektai", UAB "Miesto forma" and UAB Kaita International are unaudited and may contain errors or inaccuracies.

Risk factors 4/8

KAITA Group specific risk factors

Risk factor	Description
Loss of management staff	Due to the nature of its business, the Company does not employ staff. The success of the Company depends on the employees of KAITA Group. There is no guarantee that it will be possible to retain all the existing people who are crucial to the management of the Company or to recruit new professional staff. The loss of people critical to the success of the Company's business, possibly through transfer to the Management Company's competitors, and the inability to attract new qualified personnel, could have a material adverse effect on the Company's management, operations, results of operations and financial condition.
Risks related to the use of service providers	As the Company outsources most of its services, such as design, construction, etc., it is highly dependent on these service providers to ensure the quality and continuity of property development and sales. Key operational functions such as project development, construction process management, sales are provided to KAITA Group subsidiaries. Professionalism, cost-effectiveness and efficiency are crucial to maintaining a fast pace of project development, timely decision-making, quality of external services and construction, and overall financial results of sales projects. Any failure of service providers and contractors to meet the required standards, delays in the provision of services and works or contractual disputes may result in operational inefficiency, dissatisfaction of property buyers, reduced sales and additional unforeseen costs for the Company. In addition, reputational damage due to poor service quality may affect the long-term attractiveness and value of the properties being sold.
Construction cost	KAITA Group employees and people contracted by KAITA Group companies invoked all available information and analytical resources when planning operations, however there is no guarantee, that all information on which the planned investments in KAITA Group development projects will not change due to market or other conditions and will materialize as planned. KAITA Group has extensive construction market suppliers knowledge and using reliable and proven contractors that deliver works and services across all development projects. However, as the situation in global markets and building materials supply chain is changing frequently, by the time of completion of KAITA Group development projects and key variables regarding which investments assumptions have been made, could significantly change and adjustments to the initial calculations might be required in the later stages of the expansion project due to reasons indicated above. An unexpected increase in construction costs or inability to secure construction material required to complete KAITA Group on-going real estate development projects may reduce the overall profitability and affect KAITA Group retained profit. As a result, this could adversely affect the KAITA Group financial situation and ability to redeem or support KAITA Development. Even, if economic and geopolitical situation would stabilize until completion of the expansion project, there is no guarantee the investments made will generate anticipated or planned return on the expansion project. Moreover, the KAITA Group or KAITA Development companies cannot provide any assurance that there will not be any disputes with its suppliers or that it will be able to maintain business relationships with its existing suppliers. Any disruption to the supply chain as a result of an issue with a supplier, or any damage to such supplier’s integrity could cause significant time and expense in remediation of any deficiencies and could impact its reputation, which could adversely affect its reputation and profitability.
Risks related to legal management	The company's portfolio of assets includes both residential and non-residential properties. The unstable and ever-changing legal framework governing the design, construction and sale of non-residential properties is creating increasing uncertainty. The company's professional team regularly monitors changing legal regulations and promptly adapts projects and processes to adapt to changes in the field of non-residential property regulatory law. However, changing legal regulations still pose risks to the smooth development of projects and affect the results.

Risk factors 5/8

Risk factors related to the Bonds

Risk factor	Description
The Bonds may be not a suitable investment for all investors	Each potential Investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential Investor should: • have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Information Document; • have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio; • have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds; • understand thoroughly the terms of the Bonds; and • be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks. A potential Investor should not invest in the Bonds unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of such Bonds and the impact this investment will have on the potential investor's overall investment portfolio.
Credit and Issuer's default risk	Any person who purchases the Bonds is relying on the financial status of the Issuer, but the respective persons shall have no rights against any other person. Thus, Credit risk should be evaluated as a possibility that the Issuer might become insolvent, go bankrupt, its business being suspended or terminated, and as a result, it would be impossible to redeem the Bonds and/or pay the accrued interest to the Bondholders. Moreover, should the Issuer become insolvent, legal protection proceedings or out-of-court legal protection proceedings of the Issuer are initiated during the term of the Bonds, an investor may forfeit interest payable on, and the principal amount of, the Bonds in whole or in part. An investor is always solely responsible for the economic consequences of its investment decisions. The Bonds constitute direct, unconditional, and unsubordinated obligations of the Issuer, which will at all times rank pari passu without any preference 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. In addition to that no any state guarantee (insurance) is applicable in case of non-redemption of the Bonds. In addition, even if the likelihood that the Issuer will be in a position to fully perform all obligations under the Bonds when they fall due actually has not decreased, the market participants could nevertheless be of that opinion. In particular, the market participants may in particular be of such opinion if market participants' assessment of the creditworthiness of corporate debtors in general or debtors operating in the industries sector adversely change. If any of these risks occur, the third parties would only be willing to purchase Bonds for a lower price than before the materialization of said risk. The market value of the Bonds may therefore decrease.
Risk of insufficient value of the Collateral	The Bonds will be secured by the first ranking pledge of shares of certain Subsidiaries, the first ranking pledge of receivables from KAITA International UAB, UAB a Nonetheless, in the event of the insolvency of the Subsidiaries, their assets will be used primarily to satisfy the claims of those creditors whose claims are secured by the pledge and (or) mortgages of the Subsidiaries. Furthermore, in case of enforcement on the collateral, the costs of enforcement, including the expenses of the Trustee, will have to be covered from the proceeds of the sale of the collateral prior to claims of the Bondholders. The procedure of enforcement on collateral may also delay settlement with the Bondholders. Therefore, the provided collateral does not guarantee that in the event of a default by the Issuer, the Collateral will be capable of being realised in such manner or that the liquidation value of the Collateral will be sufficiently high to satisfy in full all the claims of the Bondholders.

Risk factors 6/8

Risk factors related to the Bonds

Risk factor	Description
Amendments to the Bonds bind all Bondholders	The Law on Protection of Interests of Bondholders requires and the terms of the Bonds contain provisions for calling Bondholders’ Meetings to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant Bondholders’ Meetings and Bondholders who voted in a manner contraryto the majority. This may incur financial losses, among other things, to all Bondholders, including such Bondholders who did not attend and vote at the relevant Bondholders’ Meetings and Bondholders who voted in a manner contrary to the majority.
Interest rate risk	If interest rates in general or particularly with regard to obligations of corporate debtors or corporate debtors with activities in the industries sector for durations equal to the remaining term of the Bonds increase, the market value of the Bonds may decrease. The longer the remaining term of a debt instrument, the stronger is its market value affected by changes of the interest rate level. There are further factors which may affect the market value of the Bonds, including, but not limited to global or national economic factors and crises in the global or national financial or corporate sector. Bondholders should be aware that movements of the market interest rate can adversely affect the market price of the Bonds and can lead to losses for the Bondholders if they sell their Bonds.
Inflation risk	The inflation risk is the risk of future money depreciation. The real yield from an investment is reduced by inflation. The higher the rate of inflation, the lower the real yield on the Bonds. If the inflation rate is equal to or higher than the nominal yield, the real yield is zero or even negative.
An active secondary market for the Bonds may not develop	The Bonds constitute a new issue of securities by the Issuer. Prior to Admission to trading on First North, which is an alternative market in Lithuania, there is no public market for the Bonds and other securities of the Issuer. Although application(s) will be made for the Bonds to be admitted to trading on First North, there is no assurance that such application(s) will be accepted, and the Bonds will be admitted to trading. In addition, Admission to trading the Bonds on an alternative market will not guarantee that a liquid public market for the Bonds will develop or, if such market develops, that it will be maintained, and neither the Issuer, nor the Lead Manager is under any obligation to maintain such market. If an active market for the Bonds does not develop or is not maintained, it may result in a material decline in the market price of the Bonds, and the liquidity of the Bonds may be adversely affected. In addition, the liquidity and the market price of the Bonds can be expected to vary with changes in market and economic conditions, the financial condition and the prospects of the Issuer, as well as many other factors that generally influence the market price for securities. Accordingly, due to such factors the Bonds may trade at a discount to the price at which the Bondholders purchased/subscribed the Bonds. Therefore, investors may not be able to sell their Bonds at all or at a price that will provide them with a yield comparable to similar financial instruments that are traded on a developed and functioning secondary market. Further, if additional and competing financial instruments are introduced on the markets, this may also result in a material decline in the market price and value of the Bonds.

Risk factors 7/8

Risk factors related to the Bonds

Risk factor	Description
Early redemption risk	According to the General Terms and Conditions of the Bonds, the Bonds may be redeemed prematurely on the initiative of the Issuer: (i) within 18 (eighteen) months after the Issue Date, with the respective Early Optional Redemption Amount equal to 102% of Nominal Amount plus accrued Interest; (ii) within the last 6 (six) months before the Maturity Date, with the respective Early Optional Redemption Amount equal to 100% of Nominal Amount plus accrued Interest, as described in the General Terms and Conditions of the Bonds. The Issuer may choose to redeem the Bonds, subject to certain regulatory conditions and approvals, at times when prevailing interest rates may be relatively low. In such circumstances a Bondholder may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Bonds and may only be able to do so at a significantly lower rate. Therefore, if this early redemption right is exercised by the Issuer, the rate of return from an investment into the Bonds may be lower than initially anticipated. In addition, this optional redemption feature is likely to limit the market value of the Bonds. During any period when the Issuer may, or is perceived to be able to, elect to redeem the Bonds, the market value of the Bonds generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.
Taxation of Bonds	Potential purchasers/subscribers and sellers of the Bonds should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Bonds are transferred or other jurisdictions. In some jurisdictions, no official statements of the tax authorities or court decisions may be available for financial instruments such as the Bonds. Potential investors are advised to ask for their tax advisers' advice on their individual taxation with respect to the acquisition, sale and redemption of the Bonds. Only these advisors are in a position to duly consider the specific situation of the potential investor.
Refinancing risk	The Issuer may be required to refinance certain or all of its outstanding debt, including the Bonds. The Issuer's ability to successfully refinance its debt is dependent on the conditions of the debt capital markets and its financial condition at such time. Even if the debt capital markets improve, the Issuer's access to financing sources at a particular time may not be available on favorable terms, or at all. The Issuer´s inability to refinance its debt obligations on favorable terms, or at all, could have a negative impact on the Group's operations, financial condition, earnings and on the Bondholders' recovery under the Bonds.

Risk factors 8/8

KAITA Development Group legal risk factors

Risk factor	Description
Environmental and Sustainability Risk	The increasing focus on environmental, social, and governance (ESG) principles by investors and regulatory authorities may lead to higher expectations related to energy efficiency, use of sustainable construction materials, and overall environmental performance of real estate projects. Any failure by the Issuer to comply with future environmental regulations or obtain sustainability certifications (e.g., BREEAM, LEED, energy class requirements) may result in reputational damage, financial penalties, or limitations to access financing. Additionally, future regulatory developments within the European Union or Lithuania related to climate action may lead to increased operational and development costs for the Issuer's projects.
Litigation risks	In the course of their ordinary business operations, companies of the Group might be involved in several court and official proceedings, as plaintiffs or defendants, the outcome of which cannot currently be predicted with any certainty. The Group may be required under a court order or settlement agreement to pay considerable amounts, which may also exceed any provisions set up for this purpose. In addition to these amounts, the legal costs incurred by the Group and in some cases of its opponent would also have to be borne. This could have a material adverse effect on the net assets, financial position and financial performance of the Group.

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