Bigbank AS

(registry code 10183757)

Issue of EUR 3,000,000[1] Tier 2 Subordinated Bonds

under the EUR 30,000,000 Tier 2 Bond Programme

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest in Bonds which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of the Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Tier 2 Subordinated Bonds (the "**Terms of the Bonds**"). This document constitutes the Final Terms of the securities described herein for the purposes of the Regulation (EU) 2017/1129 (and amendments thereto) (the "**EU Prospectus Regulation**"), and must be read in conjunction with the Prospectus dated 8 November 2023 and the Supplement No. 1 to it dated 8 May 2024 which together constitute a base prospectus for the purposes of the EU Prospectus Regulation (the "**Prospectus**"), including the Terms of the Bonds incorporated by reference in the Prospectus to obtain all relevant information.

Full information on the Company and the offer of the Bonds is only available on the basis of the combination of these Final Terms, the Terms of the Bonds, and the Prospectus as so supplemented. The Prospectus and supplement to the Prospectus and the Terms of the Bonds are available for viewing through the Company's website (https://investor.bigbank.eu).

A summary of this Series has been appended to these Final Terms. The Final Terms have been approved by a decision of the Company's management board of 8 May 2024. The Final Terms have been filed with the EFSA but are not subject to approval proceedings.

1.	Issuer	Bigbank AS
2.	Number of series	2
3.	Aggregate Nominal Amount of the series	EUR 3,000,000. The Aggregate Nominal Amount of the series may be increased by the Company up to EUR 10,000,000 until the Issue Date
4.	Issue currency	EUR
5.	Nominal Amount	EUR 1,000
6.	Issue Price	100% of the original Nominal Amount
7.	Issue Date and Interest Commencement Date	29 May 2024
8.	Maturity Date	29 May 2034
9.	Redemption/Payment Basis	Redemption at par
10.	Interest	
	i. Calculation basis	Fixed rate
	ii. Interest Payment Dates	15 September, 15 December, 15 March, and 15 June with the first interest payment being made on 15 September 2024
	iii. Interest Rate	7.00% *per annum*

[1] The Aggregate Nominal Amount of the series may be increased by the decision of the Company until Issue Date (including) by up to EUR 10,000,000.

iv. Interest calculation method	30/360
v. Rate of Delay Interest	0.025% per day

Signed digitally on behalf of Bigbank AS

[signed digitally] Martin Länts	[signed digitally] Ken Kanarik	[signed digitally] Argo Kiltsmann
[signed digitally] Ingo Põder	[signed digitally] Mart Veskimägi	

PART B – OTHER INFORMATION

1. OFFERING

The Offering Period:	From 10:00 (Tallinn time) on 14 May 2024 until 15:30 (Tallinn time) on 24 May 2024
Offering jurisdictions	Estonia, Latvia, Lithuania The Prospectus and its supplement have been notified to the competent authorities in Latvia and Lithuania
Description of the subscription process:	See Sections “Subscription Undertakings” and “Payment” of the Prospectus
Date of publishing the results of the Offering:	27 May 2024
Description of distribution and allocation:	See Section “Distribution and Allocation” of the Prospectus
Date of settlement:	29 May 2024

2. LISTING

Listing	Nasdaq Tallinn Stock Exchange
Admission to Trading:	Application has been made for the Bonds to be admitted to trading on the Baltic Bond List of the Nasdaq Tallinn Stock Exchange on or about 30 May 2024

3. RATINGS

Ratings:	Not Applicable – No ratings have been or are expected to be assigned to the Bonds to be issued at the request of or with the co-operation of the Company in the rating process

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer:	See "Reasons for Offering and Use of Proceeds" in the Prospectus and “Why is this Prospectus being produced?” in the summary of this Series.

Estimated net proceeds:	EUR 2.9 million, or such higher amount if the Aggregate Nominal Amount is increased, but not more than EUR 9.9 million.

5. YIELD

Indication of yield:	7.00% *per annum*
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is NOT an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code:	EE3300004340

SUMMARY

Introduction and warnings

This Summary (the **Summary**) is a brief overview of the information disclosed in the base prospectus, dated 8 November 2023, including as supplemented with Supplement No. 1, dated 8 May 2024 (jointly, the **Prospectus**), in connection with the public offering, listing and admission to trading (the **Offering**) of up to 10,000 subordinated bonds with the nominal value of EUR 1,000 each (the **Bonds**) of Bigbank AS (the **Company**) which forms the second series in the programme whereby up to 30,000 Bonds in total may be issued in separate series (the **Programme**). The Bonds shall be listed on the Baltic Bond List of the Nasdaq Tallinn Stock Exchange (**Nasdaq Tallinn**). The Summary has been appended to the final terms applicable to the Bonds issued in the second series (the **Final Terms**) and is, therefore, specific to the Bonds in the second series. Information given in this Summary has been presented by the Company as at the registration of the Supplement No 1 to the Prospectus, unless otherwise stipulated.

This Summary should be read as an introduction to the Prospectus and any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor. Civil liability in relation to this Summary attaches only to those persons who have tabled the Summary, including any translation thereof, and only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds. Investment into the Bonds involves risks, and the investor may lose all or part of the investment. The investor must consider that in the event the investor wants to bring a claim to the court in relation to the information contained in the Prospectus, they may be required to bear the costs of translating the Prospectus.

Name and international securities identification number (ISIN) of the securities. EUR 7.00 BIGBANK ALLUTATUD VÕLAKIRI 24-2034, ISIN code EE3300004340.

The identity and contact details of the issuer, including its legal entity identifier (LEI). The business name of the Company is Bigbank AS. The Company is registered in the Estonian Commercial Register under registry code 10183757 and its legal entity identifier (LEI) code is 5493007SWCCN9S3J2748. The contact details of the Company are the following: address: Riia tn 2, 51004 Tartu, Estonia; phone: +372 731 1333; e-mail: info@bigbank.ee.

The identity and contact details of the competent authority approving the prospectus, date of approval of the prospectus. The Prospectus has been approved by the Estonian Financial Supervision and Resolution Authority (the **EFSA**) under registration number 4.3-4.9/4909 on 13 November 2023.The Supplement No 1 has been approved by the EFSA under registration number 4.3-4.9/4909-13 on 13 May 2024. The contact details of the EFSA are the following: address Sakala 4, Tallinn 15030, Estonia; phone: +372 668 0500; e-mail: info@fi.ee.

Key information on the issuer

"Who is the issuer of the securities?"

The issuer is Bigbank AS (the **Company**). The Company has been established and is currently operating under the laws of the Republic of Estonia in the form of a public limited company (in Estonian: *aktsiaselts* or AS) and is established for an indefinite term. The principal and permanent activity of the Company is to act as a credit institution. The Group's banking operations are divided into two operating segments, identified by reference to customer categories: retail banking and corporate banking. Both segments offer loan products to customers and raise deposits. Group entities that are involved in investment property and agriculture and units that support banking operations (incl. the treasury) form the segment of other operations.

The Company's group includes the following consolidated subsidiaries (the **Group**): OÜ Rüütli Majad, Balti Võlgade Sissenõudmise Keskus OÜ, AS Baltijas Izaugsmes Grupa. Furthermore, the Company has branches in Latvia, Lithuania, and Finland via which it offers lending services mostly similar to those provided by the Company in Estonia. Through branches in Latvia, Lithuania, Finland, Sweden[2] and Bulgaria[3] the Company also offers deposit services. In addition, the Company provides deposit services on a cross-border basis in Germany, the Netherlands and Austria but does not conduct any lending activities in those markets.

The Shareholders holding directly over 5% of all shares in the Company (the **Shares**) are the following:

Shareholder	Number of Shares	Proportion
Parvel Pruunsild	40,000	50%
Vahur Voll	40,000	50%

There are no persons who have an indirect qualifying holding in the Company. The Company is jointly controlled by the above shareholders (Parvel Pruunsild and Vahur Voll). As of the date of this Prospectus, the Company is not aware of any arrangements or circumstances, which may at a subsequent date result in a change in control over the Company.

[2] The Group decided to stop issuing new loans via its Swedish branch from 1 September 2022 to ensure efficient allocation of capital and improve the Group's long-term ability to generate strategically targeted return on equity to shareholders. The Group continues to service its existing consumer loan customers and offer deposit products via the branch.

[3] The Group decided to stop issuing new loans via its Bulgarian branch from 1 November 2022 for the same reasons as described above with regard to the Swedish branch. However, the Group has re-launched issuing consumer loans in Bulgaria as of 1 January 2024.

The Company has a three-layer management. The management board is responsible for the day-to-day management of the Company and each of its members is eligible to represent the Company in keeping with the law and the articles of association of the Company. The supervisory board of the Company is responsible for the strategic planning of the activities of the Company and for supervising the activities of the management board. The highest governing body of the Company is the general meeting of shareholders.

As of the date of this Prospectus, the management board of the Company has five members – Mr Martin Länts (Chairman of the management board, his authorities remain valid until 14 March 2025), Mr Argo Kiltsmann (his authorities remain valid until 30 June 2025), Mr Ingo Põder (his authorities remain valid until 14 March 2025), Mr Ken Kanarik (his authorities remain valid until 14 March 2025) and Mr Mart Veskimägi (his authorities remain valid until 5 February 2026).

The statutory auditor of the Group for the financial years 2020–2023 is KPMG Baltics OÜ (registry code 10096082; having its registered address at Narva mnt 5, 10117 Tallinn, Estonia). KPMG Baltics OÜ is a member of the Estonian Auditors' Association with licence number 17. On 11 October 2023 the shareholders of the Company decided to appoint Ernst & Young Baltic AS (registry code 10877299; having its registered address at Rävala pst 4, 10143, Tallinn, Estonia) to act as the statutory auditor of the Group for the financial years 2024-2026. Ernst & Young Baltic AS is a member of the Estonian Auditors' Association with licence number 58.

"What is the key financial information regarding the issuer?"

The Group's consolidated audited financial statements of and for the years ended on 31 December 2023, 31 December 2022 and 31 December 2021 (**Audited Financial Statements**), and the Group's unaudited interim condensed consolidated financial statements for the 3-months ended on 31 March 2024 (the **Unaudited Interim Financial Statements**, together with the Audited Financial Statements, the **Financial Statements**) have been incorporated to the Prospectus by reference. The Audited Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The Unaudited Interim Financial Statements have been prepared in accordance with International Accounting Standards (IAS) 34, Interim Financial Reporting. Below information has been presented in accordance with Annex III of European Commission Delegated Regulation (EU) 2019/979 as deemed most appropriate in relation to the Bonds by the Company.

Table 1. Consolidated income statement (in millions of euros)

Year	2023 restated[1] (unaudited)	2023 (audited)	2022 restated[2] (audited)	2022 (audited)	2024 3 months (unaudited)	2023 3-months (unaudited)
Net interest income	97.8	98.0	82.4	83.3	26.4	22.5
Net fee and commission income	8.2	8.2	7.4	7.4	2.1	2.0
Net loss allowances on loans and financial investments	-20.9	-20.9	-15.5	-15.25	-6.5	-3.9
Net income (-loss) on financial assets	9.2	9.2	0.8	-0.8	1.3	0.6
Profit for the period	40.7	40.8	32.7	33.7	6.4	9.6
Net profit attributable to owners	40.7	40.8	32.7	33.7	6.4	9.6

[1] Some prior period figures have been restated in connection with the correction of an error – namely in 2024 the Group identified an error in the calculations for the application of the effective interest method regarding the accounting treatment of income and costs directly associated with the issuance of loans to customers. As a result of the said error an unproportionate amount of revenue was accounted in the beginning of the period (moment of the conclusion of contract) and less revenue was accounted for future periods. This error was corrected in the financial statements for the 3-months ended on 31 March 2024.

[2]Some prior period figures have been restated in connection with the correction of an error – namely certain contracts related to acquisition of agricultural land with repurchase rights were re-classified as loans to customers (loan receivables), instead of being classified as investment properties. Furthermore, the accounting policies for loans to customers (loan receivables) measured at FVTPL and the valuation technique used to measure their fair value was amended. The result of correction of this error is evidenced in the audited financial statement of and for the year ended on 31 December 2023 and reproduced here. Furthermore in 2024 the Group identified an error in the calculations for the application of the effective interest method regarding the accounting treatment of income and costs directly associated with the issuance of loans to customers. As a result of the said error an unproportionate amount of revenue was accounted in the beginning of the period (moment of the conclusion of contract) and less revenue was accounted for future periods. This also affected the results for 2022 and the correction of this additional error has been taken into account in the preparation of interim condensed consolidated financial statement for the 3-months ended on 31 March 2024. However, due to the immaterial effect of said corrections, the second restatement of the figures for 2022 is not published.

Table 2. Consolidated balance sheet (in millions of euros)

Year	31.12.2023 (audited)	31.12.2023 restated[1] (unaudited)	31.12.2022 restated[2] (audited)	31.12.2022 (audited)	31.03.2024 (unaudited)
Total assets	2,291.1	2,287.4	1,645.0	1,646.4	2,503.1
Loans from banks	8.9	8.9	9.2	9.2	8.9
Subordinated debt securities	76.1	76.1	40.1	40.1	76.5
Loans to customers	1,665.7	1,662.0	1,359.4	1,349.8	1,747.6
Deposits from customers	1,937.4	1,937.4	1,367.8	1,367.8	2,152.6
Total equity	248.0	244.8	212.0	213.4	243.5
Key ratios (unaudited)					
Common equity tier 1 (CET1) ratio	14.0%	13.9%	13.6%	13.6%	14.0%
Total capital ratio	19.1%	19.0%	16.7%	16.7%	18.9%
Leverage ratio	9.7%	9.6%	10.5%	10.5%	9.2%

[1] Some prior period figures have been restated in connection with the correction of an error – namely in 2024 the Group identified an error in the calculations for the application of the effective interest method regarding the accounting treatment of income and costs directly associated with the issuance of loans to customers. As a result of the said error an unproportionate amount of revenue was accounted in the beginning of the period (moment of the conclusion of contract) and less revenue was accounted for future periods. This error was corrected in the financial statements for the 3-months ended on 31 March 2024.

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"What are the key risks that are specific to the issuer?"

Credit Risk. Credit risk arises most significantly from the core business line of the Group – lending to retail and corporate customers. The Group assesses and makes provisions for expected credit losses in accordance with the applicable requirements, however, such provisions are made based on the available information, estimates and assumptions, which by definition are subject to certain amount of uncertainty. Therefore, there can be no assurance that provisions are sufficient to cover potential losses.

Liquidity Risk and Funding Risk. Liquidity risk is the risk that the Group is unable to fulfil its obligations in a timely manner or to the full extent without incurring significant costs. As part of liquidity risk, the Group is also exposed to funding risk which is the risk that the Group is unable to raise resources without negatively affecting its daily business activities or financial position. The Group applies a conservative strategy to liquidity risk, including having in place liquidity buffers for the purposes of covering a significant outflow of deposits. Nevertheless, such risk policies and liquidity buffers may not be adequate or sufficient in order to ensure the Group's access to funding resources when needed, to the extent needed or on favourable terms in order to ensure sufficient liquidity. The volume of deposits is impacted by factors which are beyond the control of the Group.

Interest Rate Risk. Profitability of the Group depends on the difference between the interest it charges from its debtors and the interest it pays to its creditors (net interest). The amount of net interest income earned by the Group companies materially affects the revenues and the profitability of the operations of the Group. Interest rates are affected by numerous factors beyond the control of the Group companies, which may not be estimated adequately.

Operational Risk. Operational risk is a risk of potential loss caused by inadequate or failed internal processes or systems, people or external events, it is present across all the Group's activities, for example, operational risk and losses can result from fraud, errors by employees or failures by the Group's counterparties. The Group also relies on certain outsourcing partners and third parties in carrying out its business and is therefore dependent on the continuous availability of services by such partners as well as their compliance with all applicable laws, regulations, and standards. Similar to other financial institutions, the Group's operations are subject to cyber-threats as the Group's operations are highly dependent on a variety of outsourced information technology solutions as well as custom made solutions the Group is using for its internal processes and for providing its services to customers. For the Group, the realisation of operational risks could lead to a disruption in provision of services, security breaches, non-compliance with applicable legal requirements and financial losses. Furthermore, any materialisation of operational risk may have a negative impact on the reputation of the Group.

Strategic Risk. For reasons of corporate growth, the Group's strategic risk is estimated to exceed the strategic risk of a bank positioned in a stable stage, which may result in losses arising from the pursuit of wrong strategic decisions.

Maintaining Capital Adequacy Ratios. The Company and the Group must adhere to strict capital adequacy requirements subject to frequent reforms and changes, which may result in the need to increase capital, reduce leverage and risk weighted assets, modify the Group's legal structure or even change the Group's business model.

Risk of Money Laundering and Terrorist Financing. The recent discoveries of the vulnerability of banks with regard to AML, the regulatory environment as well as the supervisory approach have become very strict and focused on AML risks. Failure to comply would most likely lead to implementation of strict supervisory measures, reputational damage and could result in business disruption.

Exposure to Regulatory Actions and Investigations. The Group offers financial services and products and is therefore subject to extensive and comprehensive regulations imposed both through local and through European legal acts. Any determination by the authorities regarding the incompliance with any applicable regulations may have a material adverse effect on the Company's business, financial condition, and results of operations.

Changes in Macroeconomic Environment. Each of the Group's operating segments is affected by general economic and geopolitical conditions. Severe market disruptions have occurred in the recent past and may occur again in the future. Out of macroeconomic factors, the Group's performance continues to be strongly affected by an overall increase in interest rates and Group's ability to pass the rise in funding costs to borrowers. The increases in cost of living as a result of rising energy costs, interest rate rises, inflation as well as other factors like increase of unemployment, may negatively impact the ability of the customers of the Group to repay their loans. Similarly, adverse changes in the economic environment, especially of countries where the Group operates, could negatively affect the operations of the Group in several ways, including significantly increasing the default rates stemming from the Group's loan portfolio and decreasing the demand for the Group's services as well as increasing the financing costs of the Group.

The Revenue from Real Estate Properties. The Group earns revenue from its real estate investments by renting out the properties to tenants and the Group's revenues are dependent on the solvency of the tenants which is not guaranteed. Rental income from agricultural land may be also impacted by factors such as prices of agricultural products, weather, and support measures from the state. It may in turn have a material adverse effect on the Group's business, financial condition, and results of operations.

Key information on the securities

"What are the main features of the securities?"

The Bonds are subordinated bonds with the nominal value of EUR 1,000. The Bonds represent an unsecured debt obligation of the Company before the bondholder. The Bonds are issued in dematerialised book-entry form. The second series of the Bonds are registered in Estonian Register of Securities under ISIN code EE3300004340.

The rights attached to the Bonds have been established by the terms and conditions of the Bonds (the **Terms of the Bonds**). The main rights of bondholders arising from the Bonds and the Terms of the Bonds are the right to the redemption of the Bonds and the right to receive payment of interest. Bondholders can exercise their rights in accordance with the Terms of the Bonds and applicable law.

The rights and remedies available to a bondholder in case of a default by the Company under the Bonds are very limited and a bondholder may claim payment in respect of the Bonds only in the bankruptcy or liquidation proceedings of the Company.

Interest and yield. Bonds carry an annual coupon interest at the rate of 7.00 per cent, calculated from the Issue Date until the date of redemption. Interest payments will be made quarterly on 15 September, 15 December, 15 March, and 15 June in each year with the first interest payment being made on 15 September 2024. The interest on the Bonds is calculated based on the 30-day calendar month and 360-day calendar year (30/360).

Maturity of Bonds. Bonds are issued with a maturity of 10 years with the maturity date on 29 May 2034. According to the Terms of the Bonds, the Company is entitled to redeem the Bonds prematurely at any time after the lapse of 5 years as from the date of issue by notifying the bondholders at least 30 days in advance. The Company is further entitled to redeem the Bonds prematurely before the lapse of the 5-year term if there is a change in the regulative classification of the Bonds resulting in the Bonds being, in the opinion of the Company, excluded from the classification as own funds of a credit institution or if there is a significant change in the taxation regime applicable in respect of the Bonds, provided that the Company was not in a position to foresee such changes upon the issue of the Bonds.

The Bonds may be redeemed prematurely by the Company on the above-described grounds only if the EFSA has granted its consent to the early redemption. The bondholders are not entitled to claim early redemption of the Bonds under any circumstances.

Ranking and subordination. The Bonds are intended to qualify as own funds instruments within the meaning of point 119 of Article 4(1) of the EU Capital Requirements Regulation (No 575/2013) (**CRR**) in the form of Tier 2 instruments as defined in Article 63 of the CRR. In the event of the (a) voluntary or involuntary liquidation or (b) bankruptcy of the Company, the rights of the bondholders under the Bonds to payments on or in respect of the Bonds shall rank as follows:

(i) junior to any present or future claims of (A) unsecured and unsubordinated creditors of the Company, and (B) holders of senior subordinated notes and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, in priority to the Bonds;

(ii) *pari passu* among themselves and with any other present or future indebtedness of the Company which constitutes Tier 2 capital (as defined in Article 71 of the CRR);

(iii) in priority to claims of holders of any outstanding Additional Tier 1 instruments (as defined in Article 52 of the CRR), and payments to holders of all classes of share capital of the Company in their capacity as such holders, and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, junior to the Bonds,

subject, in all cases, to mandatory provisions of the Estonian law.

The subordination of the Bonds means that upon the liquidation or bankruptcy of the Company, all the claims arising from the Bonds shall fall due in accordance with the Terms of the Bonds and shall be satisfied only after the full satisfaction of all unsubordinated recognised claims against the Company in accordance with the applicable law.

Furthermore, any liability arising under the Bonds may be subject to the exercise of powers to write-down, conversion, transfer, modification, suspension or similar related power existing from time to time under, and exercised in compliance with, any laws, regulations, rules or requirements in effect in the Republic of Estonia (the **Bail-In and Loss Absorption Powers**) by the EFSA, or such other resolution authority or governmental body with the ability to exercise any Bail-in and Loss Absorption Powers in relation to the Company (the **Resolution Authority**) in cases where the Company meets the conditions for the initiation of resolution proceedings (i.e., fails or is likely to fail and certain other conditions are met). Exercising the Bail-in and Loss Absorption Powers is subject to numerous preconditions and will only be used as a last resort; however, if the powers are exercised, it is possible that: (a) the amount outstanding of the Bonds is reduced, including to zero; (b) the Bonds are converted into shares, other securities or other instruments of the Company or another person; (c) the Bonds or the outstanding amounts of the Bonds are cancelled; and/or (d) the Terms of the Bonds are altered (e.g., the maturity date or interest rate of the Bonds could be changed). Therefore, if the Company as a resolution entity meets the conditions for resolution, the exercising of the Bail-in and Loss Absorption Powers by the Resolution Authority may result in material losses for the bondholders. Financial public support will only be used after having assessed and exploited, to the maximum extent practicable, the resolution tools, including the bail-in tool. Consent of the bondholders is not necessary for affecting bail-in measures by the Resolution Authority.

Transferability. The Bonds are freely transferable; however, any bondholder wishing to transfer the Bonds must ensure that any offering related to such a transfer would not be qualified as requiring the publication of a prospectus in accordance with the applicable law. According to the Terms of the Bonds, ensuring that any offering of the Bonds does not require the publication of a prospectus in accordance with the applicable law is the obligation and liability of the bondholder.

"Where will the securities be traded?"

Nasdaq Tallinn Stock Exchange has on 29 November 2023 decided to approve the application of the Company and to list its up to 30,000 Bonds with nominal value of EUR 1,000 under the Bond Programme. The Company shall apply for the second series of the Bonds to be issued under the Programme to be also listed and admitted to trading on the Baltic Bonds List of Nasdaq Tallinn Stock Exchange. The expected date of listing and the admission to trading of the Bonds is on or about 30 May 2024.

"What are the key risks that are specific to the securities?"

Credit Risk. An investment into the Bonds is subject to credit risk, which means that the Company may fail to meet its obligations arising from the Bonds in a duly and timely manner.

Subordination Risk. The Bonds are subordinated to all unsubordinated claims against the Company. This means that in the event of insolvency of the Company, all claims raking senior to the claims under the Bonds will be satisfied ahead of the claims of the bondholders under the Bonds, and bondholders may lose all or some of their investment.

Bail-in Risk. Any liability arising under the Bonds may be subject to the exercise of the Bail-in and Loss Absorption Powers by the Resolution Authority, which may result in material losses for the bondholders. If such powers are exercised, it is possible that: (a) the amount outstanding of the Bonds is reduced, including to zero; (b) the Bonds are converted into shares, other securities or other instruments of the Company or another person; (c) the Bonds are cancelled; and/or (d) the Terms of the Bonds are altered (e.g., the maturity date or interest rate of the Bonds could be changed).

Price and Liquidity Risk. Although every effort will be made by the Company to ensure the listing of the Bonds as part of the Offering, no assurance can be provided that the Bonds will be listed and admitted to trading. Even if the Bonds are admitted to trading, the liquidity of the Bonds may remain low which may impair the ability of the bondholders to sell their Bonds on the open market, or sell them at the expected price or amount.

Key information on the offer of securities to the public and admission to trading on a regulated market

"Under which conditions and timetable can I invest in this security?"

In the course of the Offering, the Company offers up to 3,000 Bonds as the second series under the Programme. In case of over-subscription, the Company has the right to increase the Offering by up to a total 10,000 Bonds. The Offering may also be decreased by the amount unsubscribed.

Right to participate in the Offering. The Bonds are publicly offered to retail and institutional investors in Estonia, Latvia and Lithuania. The Company may also offer the Bonds non-publicly to investors in any Member State of the European Economic Area in circumstances described in Article 1(4) of the Prospectus Regulation.

Offer Price. The Bonds are offered for the price of EUR 1,000 per one Bond (the **Offer Price**).

Offering Period. The Offering Period is the period during which the persons who have the right to participate in the Offering may submit Subscription Undertakings for the Bonds. The Offering Period commences on 14 May 2024 at 10:00 (Estonian time) and terminates on 24 May 2024 at 15:30 (Estonian time) (the **Offering Period**), unless the Offering is cancelled.

Participation in the Offering. In order to participate in the Offering, an investor must submit an undertaking to subscribe for the Bonds (the **Subscription Undertaking**) during the Offering Period.

Submission of Subscription Undertakings. An investor participating in the Offering may apply to subscribe for the Bonds only for the Offer Price. Multiple Subscription Undertakings by one investor, if submitted, shall be merged for the purposes of allocation. All investors participating in the Offering can submit Subscription Undertakings denominated only in euros. An investor shall bear all costs and fees charged by the respective account operator or another financial institution accepting the Subscription Undertaking in connection with the submission, cancellation or amendment of a Subscription Undertaking.

In order to subscribe for the Bonds, an Estonian investor must have a securities account with a Nasdaq CSD account operator. In order to subscribe for the Bonds, a Latvian and Lithuanian investor must have a securities account with a financial institution who is a member of Nasdaq Riga Stock Exchange or Nasdaq Vilnius Stock Exchange, respectively.

An Estonian investor wishing to subscribe for the Bonds should contact an account operator that operates such investor's Nasdaq CSD securities account and submit a Subscription Undertaking in the form set out below, accepted by the account operator and in conformity with the terms and conditions of the Prospectus. The Subscription Undertaking must be submitted to the account operator by the end of the Offering Period. The investor may use any method that such investor's account operator offers to submit the Subscription Undertaking (e.g., physically at the client service venue of the account operator, over the internet or by other means).

Owner of the securities account:	Name of the investor
Securities account:	Number of the investor's securities account
Account operator:	Name of the investor's account operator
Security:	EUR 7.00 BIGBANK ALLUTATUD VÕLAKIRI 24-2034
ISIN code:	EE3300004340
Amount of securities:	The number of Bonds for which the investor wishes to subscribe
Price (per one Bond):	EUR 1,000
Transaction amount:	The number of Bonds for which the investor wishes to subscribe multiplied by the Offer Price
Counterparty:	Bigbank AS
Securities account of counterparty:	99112336495
Account operator of the counterparty:	AS LHV Pank
Value date of the transaction:	29 May 2024
Type of transaction:	"subscription"
Type of settlement:	“delivery versus payment”

A Latvian and/or Lithuanian investor wishing to subscribe for the Bonds must contact the financial institution, which is a member of the Nasdaq Riga Stock Exchange or Nasdaq Vilnius Stock Exchange, respectively, and manages such investor's securities account and submit a Subscription Undertaking for the subscription of the Bonds in a form accepted by the financial institution and in conformity with the terms and conditions for the Offering as set out in the Prospectus.

A Subscription Undertaking is deemed submitted from the moment Nasdaq CSD in case of Estonia and Nasdaq Riga Stock Exchange and Nasdaq Vilnius Stock Exchange in case of Latvia and Lithuania respectively receives a duly completed transaction instruction from the account operator of the respective Estonian investor or the financial institution managing the securities account of the respective Latvian or Lithuanian investor.

An investor must authorise the account operator that operates such investor's securities account to disclose to the Company and Nasdaq CSD among other information the investor's name, personal ID code or registration code and address of the investor, the number of the investor's securities account, the name of the investor's account operator and the number of Bonds for which the investor wishes to subscribe for. Subscription Undertakings without the disclosure of the above information will be disregarded.

An investor must ensure that all information contained in the Subscription Undertaking is correct, complete and legible. The Company reserves the right to reject any Subscription Undertakings, which are incomplete, incorrect, unclear or illegible, or which have not been completed and submitted during the Offering Period in accordance with all requirements set out in these terms and conditions.

Payment. By submitting a subscription undertaking, an investor authorises and instructs the institution operating the investor's cash account connected to its/his/her securities account (which may or may not also be the investor's account operator) to immediately block the whole transaction amount on the investor's cash account until the settlement is completed or funds are released in accordance with the terms and conditions of the Offering. The transaction amount to be blocked will be equal to the Offer Price multiplied by the number of Bonds which the investor wishes to acquire.

Distribution and Allocation. The Company will decide on the allocation of the Bonds after the expiry of the Offering Period. The Bonds will be allocated to the investors participating in the Offering in accordance with the following principles: (i) under the same circumstances, all investors shall be treated equally, whereas dependent on the number of investors and interest towards the Offering, the Company may set minimum and maximum number of the Bonds allocated to one investor; (ii) the Company shall be entitled to use different allocation principles between the groups of retail investors and institutional investors; (iii) the Company shall be entitled to use different allocation principles in groups of investors tiered based on the size of the Subscription Undertaking; (iv) the allocation shall be aimed to create a solid and reliable investor base for the Company; (v) the Company is entitled to give preference to the employees, management and supervisory board members of companies belonging to the Group; (vi) possible multiple Subscription Undertakings submitted by an investor shall be merged for the purpose of allocation; (vii) Subscription Undertakings via a nominee accounts (incl. if made on the account of pension investment accounts) are treated as Subscription Undertakings from separate independent investors. Although each investor subscribing via a nominee account is considered as an independent investor during the allocation process, the nominee account holder is responsible for the allocation of the Bonds to the investor, and (viii) each investor entitled to receive the Bonds shall be allocated a whole number of Bonds and, if necessary, the number of Bonds to be allocated shall be rounded down to the closest whole number. Any remaining Bonds which cannot be allocated using the above-described process will be allocated to investors on a random basis.

The results of the allocation process of the Offering will be announced through the information system of the Nasdaq Tallinn Stock Exchange and through the Company's website at https://investor.bigbank.eu. The Company plans to announce the results of allocation of the Bonds on or about 27 May 2024, but in any case, before the Bonds are transferred to the investors' securities accounts. The Bonds allocated to investors are expected to be transferred to their securities accounts on or about 29 May 2024 through the "delivery versus payment" method simultaneously with the transfer of payment for such Bonds.

Return of funds. If the Offering or a part thereof is cancelled in accordance with the terms and conditions described in the Prospectus, if the investor's subscription undertaking is rejected or if the allocation is less than the amount of Bonds applied for, the funds blocked on the investor's cash account, or the excess part thereof, will be released by the respective account operator or financial institution.

Cancellation of Offering. The Company has the right to cancel the Offering in full or in part in its sole discretion, at any time until the end of the Offering Period. Any cancellation of the Offering will be announced through the information system of the Nasdaq Tallinn Stock Exchange and through the Company's website https://investor.bigbank.eu. All rights and obligations of the parties in relation to the cancelled part of the Offering will be considered terminated as of the moment when such announcement is made public.

"Why is this Prospectus being produced?"

Reasons for the Offering. The overall purpose of the Programme and the Offering is to strengthen and optimise the regulatory own funds structure of the Group. In addition, the Company seeks to ensure stable access to additional capital to finance the Group's business and growth.

Use of Proceeds. Assuming that all the Bonds of the second series are subscribed for and issued by the Company, the expected amount of gross proceeds would be up to EUR 3 million (or up to EUR 10 million in case of oversubscription and increase of the Offering amount). Expenses directly related to the Offering of the second series of the Bonds are estimated to be EUR 0.1 million. The net proceeds from the issue of the second series of the Bonds, after deducting estimated costs and expenses would therefore be approximately EUR 2.9 million or up to EUR 9.9 million in case of oversubscription and increase of the Offering amount).

The Company intends to use up to EUR 2.9 million of the proceeds from the issue of the second series of the Bonds for early redemption of the existing unsecured subordinated bonds issued by the Company, provided that the Company is entitled to redeem such bonds before their maturity in accordance with the respective bond terms and applicable laws. Should the Company increase the number of Bonds issued as part of the second series, the Company intends to use up to EUR 5 million of the proceeds for early redemption of the existing unsecured subordinated bonds issued by the Company. In addition, in case the Company increases the number of Bonds issued as part of the second series the Company plans to use the proceeds from the Bonds for the purposes of covering the credit risk arising from the Group's corporate and housing loans portfolio in Estonia, Latvia, and Lithuania, as well as for the purposes of satisfying own funds requirements applicable to the Group.

Underwriting arrangements. The Offering is not subject to any underwriting on a firm commitment basis.

Material conflicts of interests. To the knowledge of the management board of the Company, there are no conflicting interests which are material to the Offering.