

**INDEXO<sup>7</sup>**

**SECURITIES NOTE FOR  
THE UNIVERSAL  
REGISTRATION  
DOCUMENT OF 11 April  
2025**

## IPAS “Indexo”

*incorporated and registered in Latvia under registration number 40203042988*

IPAS “Indexo” is publicly offering up to 400,000 shares to be listed and admitted to trading on the

**Baltic Main List of Nasdaq Riga**

**Price EUR 10.15 per Offer Share**

**Offer Period April 15, 2025 – April 25, 2025**

### **SECURITIES NOTE FOR THE UNIVERSAL REGISTRATION DOCUMENT**

IPAS “Indexo” (“INDEXO”) is a joint stock company organised and existing under the laws of Latvia. INDEXO is a licensed investment management company having an investment company operation licence issued on 16 May 2017. INDEXO’s shares are admitted, listed and traded on the Baltic Main List of Nasdaq Riga

This Securities Note, the Universal Registration Document and the Summary together constitute a prospectus (the “**Prospectus**”) relating to INDEXO prepared pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on regulated market (the “**Prospectus Regulation**”) and in accordance with Commission Delegated Regulation No 2019/980/EU of 14 March 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation No 809/2004/EC, in particular Annexes 2, 1 and 11 thereof.

Although the whole text of this Securities Note, together with the Universal Registration Document and the Summary (and the documents incorporated by reference) should be read, the attention of persons receiving this Securities Note and of potential investors in INDEXO are drawn to the Section 3 “RISK FACTORS” contained on pages 29-30 of this document and those set out in the Universal Registration Document.

This Securities Note has been drawn up and published by INDEXO in connection with (i) newly issued shares; and (ii) listing and admission to trading of the newly issued shares (the “**Offer Shares**”) on the Baltic Main List of Nasdaq Riga. A public offering will be carried out only in Latvia and Estonia and there will be no public offering of the Offer Shares in any other jurisdiction.

INDEXO is offering up to 400,000 newly issued Shares (the “**Offer Shares**”).

The subscription/purchase period for the Offer Shares will commence on 15 April 2025 at 10:00 (Eastern European Time – Latvian time) and expire on 25 April 2025 at 15:30 (Eastern European Time – Latvian time) (the “**Offer Period**”) in accordance with the terms and conditions set out in this Securities Note. The Offer Price is EUR 10.15 per one Offer Share (the “**Offer Price**”), of which EUR 1 is the nominal value of one Offer Share and EUR 9,15 is the issue premium.

This Securities Note and the Summary has been approved by the Bank of Latvia (in Latvian: Latvijas Banka) on 11 April 2025 under the Prospectus Regulation.

INDEXO will submit a listing application to Nasdaq Riga for the listing and admission to trading of INDEXO Offer Shares on the Baltic Main list of Nasdaq Riga. Trading with INDEXO Shares is expected to commence on Nasdaq Riga on the same date when the Offer Shares will receive the permanent ISIN LV0000101863, which is expected to occur on or about 12 May, 2025.

INDEXO reserves the right to cancel or postpone the Offering or amend the terms and conditions of the Offering in accordance with the terms and conditions set out in this Securities Note.

**Investment in shares entails risks. While every care has been taken by the Management Board of INDEXO to ensure that this Securities Note, the Universal Registration Document and the Summary presents a fair and complete overview of the risks related to INDEXO, the operations by INDEXO and its subsidiaries, and the Offer Shares, the value of investment in the Offer Shares may be significantly affected by circumstances that are either not evident at the date of approval of this Securities Note,**

**the Universal Registration Document, the Summary or not reflected in the documents thereof. Investment in the Offer Shares must be based on this Securities Note, the Universal Registration Documents and the Summary as a whole. Hence, we ask you to study the relevant documents with care.**

**MIFID II product governance.** Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) implementing measures under Latvian law (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares have been subject to a product approval process, which has determined that such shares are: (i) **compatible with an end target market of retail investors and investors** who meet the criteria of professional clients and eligible counterparties only, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MIFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the private placement of the shares.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares. Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

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## 1. SUMMARY

### 1.1. Summary in English

#### 1.1.1. Introduction and warnings

##### ***Name and international securities identification number (ISIN) of the securities***

Share of INDEXO, international securities identification number (ISIN) of the securities: LV0000101863.

##### ***Identity and contact details of the issuer, including its legal entity identifier (LEI)***

IPAS "Indexo" is a joint stock company (*akciju sabiedrība*), incorporated in Latvia, registered in the Commercial Register on 10 January 2017 under the registration number 40203042988, having its registered address at Roberta Hirša street 1, Riga, LV-1045, Latvia. The Company's e-mail is [info@indexo.lv](mailto:info@indexo.lv), the telephone number is +371 20006088. Its legal entity identifier (LEI) is 875500AT8JI5HU41AY20.

##### ***Identity and contact details of the competent authority approving the Prospectus***

This Prospectus has been approved by the Bank of Latvia (in Latvian: Latvijas Banka), as the competent authority, with its address at Krišjāņa Valdemāra street 2A, Riga, LV-1050, Latvia, e-mail: [info@bank.lv](mailto:info@bank.lv), telephone number: +371 67022300, in accordance with Regulation (EU) 2017/1129.

##### ***Date of approval of the Prospectus***

The Prospectus was approved on 11 April 2025.

##### ***Warnings***

The Summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 and should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration by the investor of the Prospectus as a whole. The investor could lose all or part of the invested capital. Where a claim relating to the information in the Prospectus is brought before court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches (relates) only to those persons who have tabled the Summary including any translation thereof, but 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 such securities.

#### 1.1.2. Key information on the Company

##### ***Who is the issuer of the securities?***

##### ***Domicile, legal form, LEI, the law under which it operates and country of incorporation***

INDEXO is incorporated in Latvia and operates under Latvian law, with its registered address at Roberta Hirša street 1, Riga, LV-1045, Latvia, and its LEI number is 875500AT8JI5HU41AY20. INDEXO is incorporated and registered as a joint stock company (*akciju sabiedrība*) in the Commercial Register of Latvia with registration number 40203042988.

##### ***Principal activities***

INDEXO operates in the asset management market in Latvia with respect to managing retirement savings and is active in the following segments of the market: (1) management of state-funded pension scheme assets (2<sup>nd</sup> pension pillar); and (2) management of private pension fund assets (the 3<sup>rd</sup> pension pillar). INDEXO subsidiary Indexo Atklātais Pensiju Fonds AS operates in the market of private pension fund services (private pension fund administration), and INDEXO subsidiary INDEXO Bank operates in the banking market.

##### ***Strategy***

INDEXO's strategy is based on four main pillars: (1) passive asset management; (2) active and focused client acquisition; (3) INDEXO brand – agent of positive change; (4) transparency about costs and fees; simplicity in product offering and communication.

INDEXO's mission regarding the bank development is to reignite the competition in Latvian banking sector by offering modern banking solutions and better access to financing for private customers and later also corporate customers.

### Major shareholders

The largest direct and indirect shareholders of INDEXO (on 25 March 2025) are:

Name of the shareholder	Percentage (%) of all shares of INDEXO held
Henrik Karmo (directly and indirectly through PERFECT MATCH SIA (Latvia) and BEACON PROPERTIES OU (Estonia))	8.54%
Valdis Siksnis (directly and indirectly through VSCAP SIA (Latvia))	5.76%
BAROLO FINANTS OU (Estonia)	5.39%

As of the date of the Securities Note, no other shareholder of INDEXO holds more than 5% of all shares in INDEXO. As of the date of the Securities Note, INDEXO does not have any individual or legal entity having a qualifying holding in INDEXO.

There is no shareholders agreement entered into between the issuer and any shareholder of the Company.

### Key management officers

Details on the members of key corporate governance institutions of the Company, as of the date of the Securities Note, are provided below.

Name	Position	Appointment date	Expiration of the Term in Office
<b>Supervisory Board</b>			
<b>Valdis Vancovičs</b>	Chairman of the Supervisory Board	28 March 2025	27 March 2030*
<b>Svens Dinsdorfs</b>	Deputy Chairman of the Supervisory Board	28 March 2025	27 March 2030*
<b>Renāts Lokomets</b>	Member of the Supervisory Board	28 March 2025	27 March 2030*
<b>Ramona Miglāne</b>	Member of the Supervisory Board	28 March 2025	27 March 2030*
<b>Mārtiņš Jaunarājs</b>	Member of the Supervisory Board	28 March 2025	27 March 2030*
<b>Management Board</b>			
<b>Henrik Karmo</b>	Chairman of the Management Board	3 June 2024	2 June 2029
<b>Marija Černoštana</b>	Member of the Management Board	3 June 2024	2 June 2029
<b>Artūrs Roze</b>	Member of the Management Board	3 June 2024	2 June 2029

\* - In accordance with the decision of the Shareholders' meeting of 28 March 2025 the term of office started on 28 March 2025.

### Identity of statutory auditors

PricewaterhouseCoopers SIA, registration number: 40003142793, legal address: Kr. Valdemāra street 21-21, Riga, LV-1010, Latvia was INDEXO's auditor for the accounting periods covering the period from 01.01.2020. to 31.12.2024.

ERNST & YOUNG BALTIC SIA, registration number: 40003593454, legal address: Riga, Muižas street 1A, LV-1010, was elected by the Shareholders' meeting of 28 March 2025 as INDEXO's auditor for the year 2025.

### ***What is the key financial information regarding the issuer?***

The Audited Financial Statements have been prepared according to International Accounting Standards, issued by the International Accounting Standards Council, International Financial Reporting Standards, and standard interpretations by the IFRS Interpretations Committee, as approved by the European Union. Since 2021 INDEXO included in its consolidation scope its wholly owned subsidiary Indexo Atklātais Pensiju Fonds AS, and since 2022 – its wholly owned subsidiary AS IDX1R (now – AS INDEXO Banka). INDEXO Group's consolidated financial information presented below includes INDEXO's subsidiaries' Indexo Atklātais Pensiju Fonds AS and AS INDEXO Banka financial information.

INDEXO continues to grow income from fees. In the year ended 31 December 2024 INDEXO's income from fees resulted in 41,6% y-o-y growth from the year ended 31 December 2023 in amount of EUR 3.08 million to the amount of EUR 4.36 million for the year ended 31 December 2024.

INDEXO pension business recorded a net profit of EUR 813 974 in 2024, with EUR 178 115 coming in December. Excluding group costs and one-off items related to the capital raise at the end of 2023 and in September 2024, the profit before client acquisition costs would have reached EUR 3.3 million at the end of 2024, and the normalized net profit of the pension business would be EUR 1.337 million.

The total group losses in 2024 amounted to EUR 5.38 million.

*Selected consolidated and separate statements of comprehensive income of INDEXO Group and INDEXO (EUR)*

	Year ended 31 December		
	Consolidated		
	2022	2023	2024
Commission income	2,277,620	3,123,426	4,474,815
Commission expense	-	-	(129,042)
Administrative costs	(3,514,964)	(5,994,955)	(9,374,475)
Interest income calculated using the effective interest rate	2,495	51,466	470,854
Interest costs	(3,147)	(4,713)	(773,344)
Other operating income	-	-	150,000
Other operating expenses	(32,738)	(63,632)	(102,716)
Allowances for expected credit losses	-	(3,497)	(88,961)
<b>Profit/(loss) before corporate income tax</b>	<b>(1,270,734)</b>	<b>(2,891,905)</b>	<b>(5,372,869)</b>
Corporate income tax	(1,069)	(6,296)	(9,461)
<b>Profit or loss of the reporting year</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>
<b>Total comprehensive profit/(loss) for the year, attributable to shareholders for the year</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>

	Year ended 31 December		
	Stand-alone		
	2022	2023	2024
Commission income	2,257,065	3,078,289	4,358,622
Administrative costs	(3,269,188)	(3,293,174)	(3,178,802)
Interest income calculated using the effective interest rate	2,495	29,725	69,859
Interest costs	(3,147)	-	(303,084)
Other operating expenses	(3,557)	(43,795)	(64,743)
Allowances for expected credit losses	-	(3,497)	(1,229)
<b>Profit/(loss) before corporate income tax</b>	<b>(1,016,332)</b>	<b>(237,165)</b>	<b>880,623</b>
Corporate income tax	(1,069)	(5,226)	(7,388)
<b>Profit or loss of the reporting year</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>
<b>Total comprehensive profit/(loss) for the year, attributable to shareholders for the year</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>

*Selected consolidated and separate financial position statements of INDEXO Group and INDEXO (EUR)*

	Year ended 31 December		
	Consolidated		
	2022	2023	2024
<b>Total Assets</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>
<b>Total liabilities</b>	<b>701,415</b>	<b>1,443,342</b>	<b>36,315,337</b>
<b>Total equity and reserves</b>	<b>8,091,241</b>	<b>5,872,181</b>	<b>12,124,695</b>
<b>Total equity and Liabilities</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>



	Year ended 31 December		
	Stand-alone		
	2022	2023	2024
<b>Total Assets</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>
<b>Total liabilities</b>	<b>538,019</b>	<b>441,061</b>	<b>555,076</b>
<b>Total equity and reserves</b>	<b>8,585,670</b>	<b>9,022,420</b>	<b>21,530,499</b>
<b>Total equity and Liabilities</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>

Consolidated and separate cash flow statements of INEXO Group and INEXO (EUR)

	Year ended 31 December		
	Consolidated		
	2022	2023	2024
(Decrease)/increase in cash and cash equivalents from operating activities before changes in assets and liabilities	(889,521)	(2,168,501)	(3,765,478)
Increase/(decrease) in cash and cash equivalents from operating activities	(1,291,620)	(2,672,657)	26,506,883
Decrease in cash and cash equivalents from investing activities	(146,402)	(2,067,365)	(3,693,038)
(Decrease)/increase in cash and cash equivalents from financing activities	7,506,304	216,295	11,125,784
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>6,068,282</b>	<b>(4,523,727)</b>	<b>33,939,629</b>

	Year ended 31 December		
	Stand-alone		
	2022	2023	2024
(Decrease)/increase in cash and cash equivalents from operating activities before changes in assets and liabilities	(663,458)	432,595	1,718,306
Increase/(decrease) in cash and cash equivalents from operating activities	(1,284,795)	(165,270)	883,052
Decrease in cash and cash equivalents from investing activities	(2,049,000)	(4,039,015)	(11,734,347)
(Decrease)/increase in cash and cash equivalents from financing activities	7,506,304	216,295	11,336,751
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>4,172,509</b>	<b>(3,987,991)</b>	<b>485,456</b>

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

This section provides a brief description of the most material risk factors specific to INEXO, taking into consideration the risks attributable to INEXO Group as a whole. The risks attributable to other Group entities included in financial consolidation scope impacts the financial position of INEXO as a mother company.

#### Risk related to macroeconomic and geopolitical environments

In recent years, several factors have affected the global economy, with some being more relevant to Europe and Latvia specifically. These factors may cause events or situations beyond INEXO's and INEXO Group's reasonable control, thereby affecting its business and operations unpredictably. During recent years and up until today macroeconomic developments and geopolitical tensions are potential risks to INEXO's and INEXO Group's marketing and sales strategy. These factors could have a material adverse effect on INEXO's and INEXO Group's business, financial and operational results, conditions or prospects

#### Risk related to the operating environment

INEXO and INEXO Group is conducting its business in a competitive environment. Therefore, the operational and financial results of INEXO and INEXO Group could be materially adversely affected if INEXO and INEXO Group does not anticipate and respond to competitive changes, government initiatives or client preferences in a timely and cost-effective manner.

#### Business strategy risk

INEXO and INEXO Group's ability to achieve strategic objectives and Group's overall business strategy could be affected by several factors, including macro-economic risks, competition risk and risks factors related to unsuccessful development of new

products and services. Future development of INDEXO Bank's business may be affected by unavailability of necessary financial resources required to further develop INDEXO Bank services, to implement new product or service rollouts as well as to accurately fulfil all of the regulatory requirements. Delays in development may also lead to additional expenses.

Capital adequacy risk manifests as the inability to ensure a sufficient level of capital to cover all significant risks that may arise from market changes, inadequate strategic planning, or the lack of a sustainable income model. Such factors can jeopardize the INDEXO Group's company's ability to implement the chosen business model in the long term.

The INDEXO Group and Bank capital adequacy is assessed within the ICAAP framework by analysing whether the existing and planned capital is sufficient to cover all significant risks in both base and stress scenarios. This assessment allows evaluating the viability of the business model and the ability to maintain an adequate capital base under various operating conditions.

#### Operational risks

INDEXO and INDEXO Group may be affected by operational risks, which may occur as a result of inadequate or failed internal processes, non-compliant implementation of internal processes by people involved, inadequate or failed systems or from external circumstances, including risks associated with outsourcing/third party service providers and legal risks. The operational risk events could result in breach of regulatory requirements, incorrect calculation of assets under management value, breach of legal obligations towards third parties, temporary technical unavailability of services, loss of existing or potential clients, various IT/cybersecurity/data protection related risks, damage to reputation or temporary interruption of business continuity.

*Risk factors with respect to IT/Cybersecurity/Data breach.* INDEXO and INDEXO Group, as with other asset management and financial service providers, has in the past been and could in the future be the target of cybercrime or other external or internal fraudulent activities. Any of the aforesaid risk factors could have a material adverse effect on INDEXO's and INDEXO Group's reputation, expose INDEXO Group to financial risks, as well as loss of existing or potential clients. INDEXO Group may also lose significant internal confidential information.

*Risk factors associated with outsourcing/third party service providers.* INDEXO and INDEXO Group relies on third party service providers in connection with its IT systems, including an outsourcing service for the operations of the IT systems. INDEXO and INDEXO Group is therefore heavily reliant on these third parties not just to deliver timely and high-quality services, but also to comply with applicable laws and regulations and adhere to its ethical business expectations of third-party providers.

*Risk factors associated with legal activities.* INDEXO and INDEXO Group operates in complex and shifting legal and regulatory environment, which exposes INDEXO and INDEXO Group to a risk of non-compliance with applicable laws regulations. INDEXO and INDEXO Group have legislative and regulatory watch systems in place to guard against risks arising from failure to apply any new laws or regulations. INDEXO and INDEXO Group pursue compliance of their activities and legal documentation with applicable laws and regulations.

*Risk factors associated with modelling.* Internal models used within INDEXO and INDEXO Group may prove to be flawed and inadequately calibrated and therefore could produce erroneous results that affect decision-making and may lead to negative financial consequences.

#### Risk related to the reputation and brand awareness.

Reputation is one of the most important assets with respect to INDEXO's and INDEXO Group's relationship with clients. Trust and confidence of clients as well as integrity are paramount in the business where INDEXO Group operates. Moreover, INDEXO has established a well-known and strong brand name. Complaints from INDEXO's and INDEXO Group's clients or any kind of negative publicity concerning the service, employees' working conditions, preservation of customer data and security practices, publicly available for a large part of society, could have a material adverse effect on the business, financial condition and results of operations of INDEXO and INDEXO Group.

#### Compliance risk

INDEXO's and INDEXO Group's business is subject to national and EU legal legislation and regulations, as well as guidelines and recommendations issued by the Bank of Latvia (in Latvian: Latvijas Banka) and other competent authorities. Failure to comply with applicable regulations and laws can expose INDEXO and INDEXO Group to the risk of monetary fines and other penalties, which may have a material adverse effect on the reputation, business, financial condition and results of operations.

#### Credit risk

Credit risk relates to the possibility of incurring losses if a debtor fails to meet its contractual obligations. INDEXO Group is subject to credit risk related to loans, receivables, cash and cash equivalents and other investments.

#### Liquidity risk

Liquidity risk relates to the ability of INDEXO and INDEXO Group to meet its contractual obligations in a timely manner without incurring significant losses and will not be able to cope with unplanned changes in company's resources and/or market conditions due to insufficient liquid assets.

#### Concentration risk

Concentration risk refers to the potential for financial loss due to an overexposure to a single counterparty, sector, or geographic region. Concentration risk is closely related to other risks. Concentration risk can lead to significant losses if the INDEXO or other INDEXO Group entity has a large exposure to a single debtor or sector that defaults. This interconnectedness means that high concentration can exacerbate credit risk. Concentration risk can also impact liquidity. If INDEXO or other INDEXO Group entity is heavily reliant on a few funding sources, any disruption in these sources can lead to liquidity shortages.

#### Interest rate risk

Interest rate risk refers to the potential for financial losses due to changes in interest rates. It primarily affects fixed-rate investments, such as bonds, where as interest rates rise, bond prices fall, and vice versa. This risk can impact the AUM within INDE XO's managed pension plans, the INDE XO's profitability and the value of its assets and liabilities. The extent to which the INDE XO Group is exposed to interest rate risk is characterized by the term structure of interest rate-sensitive assets, liabilities, and off-balance sheet claims and liabilities, prepared by considering the remaining repayment or interest rate repricing terms of interest rate-sensitive financial instruments

#### Market risk

Market risk is the possibility of losses from the revaluation of assets under management due to changes in the market price of financial instruments, commodities, and their derivatives as a result of changes in foreign exchange rates, interest rates, and other factors. INDE XO Bank has established a bond portfolio valued at amortized cost, with the intention of holding these bonds until maturity. Although fluctuations in the market price of these financial instruments do not immediately impact the bank's income and expenses, there is a risk of significant losses if the bank is compelled to liquidate these instruments before their maturity date. Additionally, the assets under management (AUM) within INDE XO's managed pension plans may be affected by market risk. However, according to the passive management philosophy for each pension plan, INDE XO does not actively interfere with the plan portfolio due to market risk considerations.

#### Foreign currency risks

INDE XO is not exposed to direct currency risk which may arise from fluctuation in exchange rates of various currencies. INDE XO has no foreign currency positions and they are not planned in the near future, except for the AUM within INDE XO's managed pension plans. The AUM within the pension plans managed by INDE XO are invested in index funds, many of which further invest in various currency nominated assets, therefore the value of AUM within pension plans is heavily exposed to indirect currency risk. However, according to the passive management philosophy, INDE XO does not actively interfere in the composition of the plan portfolio for currency risk reasons.

### **1.1.3. Key information on the securities**

#### ***What are the main features of the securities?***

##### **Type, class and ISIN**

All the Shares (including the Offer Shares) of the Company are dematerialised shares with a nominal value of EUR 1 each. The Shares are registered with Nasdaq CSD under the ISIN LV0000101863 and are kept in book-entry form. No share certificates have been or will be issued.

##### **Currency, denomination, par value, number of Shares issued and duration**

As of the date of the Securities Note, the number of INDE XO Shares is 4,774,117. The number of the Offer Shares is up to 400,000. Therefore, the number of INDE XO Shares after successful registration of the increase in the share capital of INDE XO will be up to 5,174,117 provided, however, that the number of the Offer Shares is not changed in accordance with the terms and conditions. Therefore, shareholdings in INDE XO existing immediately prior to the Offering will be diluted by up to 7,73 % as a result of the Offering. The Shares are denominated in Euro and governed by the law of Latvia and the currency of the Offer will be the Euro. All existing Shares grant equal rights (including one share, one vote) to shareholders.

##### **Rights attached to the Shares**

All shareholders of INDE XO are subject to equitable treatment. Each Share of INDE XO confers upon its holder the same rights to a share of INDE XO's assets and profits. In the event of liquidation of INDE XO, shareholders are entitled to a share of the surplus of assets in proportion to the number of Shares held (liquidation quota). The following rights attach to each Share: (1) right of share disposal; (2) right to dividends; (3) right to vote; (4) right to participate in the Shareholders' meeting; (5) right to liquidation quota; (6) pre-emption rights; (7) right to information.

##### **Rank of the Shares in the issuer's capital structure in the event of insolvency**

The Shares do not carry any special rights to participate in distribution (including in the case of liquidation) other than those that exist under the Latvian Insolvency Law, which provides that INDE XO's funds remaining after settling the costs of insolvency proceedings of INDE XO and settling the claims by creditors are divided among the shareholders of the Company in proportion to the size of their shareholding.

##### **Restrictions on free transferability of the Shares**

No specific restrictions apply to transferability of the Shares, either under the statutory provisions of Latvian law or under the Articles of Association.

##### **Dividend Policy**

On 24 March 2022 the Shareholders' meeting approved INDE XO's Dividend policy. Dividends are paid to a Shareholder in proportion to the total number of shares in INDE XO held by the Shareholder. Dividends can only be calculated and paid out for fully paid-up shares. Dividends are to be paid in cash by bank transfer to Shareholders' accounts on the day of payment. Annual dividends can be paid out once a year in accordance with the payment schedule after the Shareholders' meeting in which the financial report for the previous financial year has been approved. Under Latvian law extraordinary dividends may be paid only if provided for in the Articles of Association. Extraordinary dividends are not provided for in INDE XO's Articles of Association. INDE XO has not declared dividend payments on net profit since the date of its incorporation. According to current business strategy INDE XO is not planning to declare dividends until the year 2027. The available capital for the business operations of INDE XO will be invested into the growth of INDE XO Group, therefore INDE XO plans to start declaring dividends when the profits of INDE XO exceed the INDE XO Bank loan book growth opportunities.

##### ***Where will the Shares be traded?***

In the event of a successful Offering the Shares will be traded on Baltic Main List of the Baltic Regulated Market of Nasdaq Riga. No application has been or will be submitted to trading of the Shares on any other stock exchange. Trading with INEXO Shares is expected to commence on Nasdaq Riga on the same date when the Offer Shares will receive the permanent ISIN LV0000101863, which is expected to occur on or about 12 May, 2025.

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

Share price and share liquidity risk. Nasdaq Riga is considerably less liquid and considerably more volatile compared to other established securities markets with a longer history. The fairly small market capitalisation and low liquidity of Nasdaq Riga may impair the ability of Shareholders to sell the Shares on Nasdaq Riga or could increase the volatility of the price of the Shares as the impact of individual transactions may be significant with respect to the market price of the Shares.

Cancellation of Offering and undersubscription. There can be no assurances by INEXO that the Offering will be successful and that the investors will receive the Offer Shares they subscribe for. INEXO is entitled to cancel the Offering.

Risk of share dilution. The proportion of shareholding held by the shareholders in INEXO may be diluted if the share capital of INEXO is increased and new Shares are issued in the future. Future equity offerings may also be conducted below market value and INEXO may decide to offer shares at a discount to the prevailing market price. A future equity offering could also depress the market value of the Shares.

Risks related to ability to pay dividends. There is no assurance that INEXO will distribute dividends in the future. INEXO's ability to pay dividends may be limited by corporate law and restrictions contained in its financial arrangements. The Management Board's recommendations for distribution of profit will depend on the Company's existing and future financial condition, results of operations, capital requirements, liquidity needs and other matters that it may consider relevant from time to time.

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

***Under what conditions and timetable can I invest in this security?***

The Offering is directed to retail investors in Latvia and Estonia, qualified investors, and to other investors in reliance on certain exemptions available in the laws of respective member states.

Trading with INEXO Shares is expected to commence on Nasdaq Riga on the same date when the Offer Shares will receive the permanent ISIN LV0000101863, which is expected to occur on or about 12 May 2025. The Offer Period is the period during which persons who have a right to participate in the Offering may submit Subscription Undertakings for the Shares. The Offer Period commences on 15 April 2025 at 10:00 local time in Latvia and Estonia and terminates on 25 April 2025 at 15:30 local time in Latvia and Estonia unless shortened or extended. The indicative timetable of the Offering is the following:

Start of the Offer Period	April 15, 2025
End of the Offer Period	April 25, 2025
Announcement of results of the Offering and Allocation	On or about April 28, 2025
Settlement of the Offering	On or about April 30, 2025
The Offer Shares will receive the permanent ISIN LV0000101863	On or about May 12, 2025
First trading day on Nasdaq Riga	Same as the date when the Offer Shares will receive the permanent ISIN LV0000101863

An investor participating in the Offering may apply for the Offer Shares for the Offer Price only. The minimum investment amount is EUR 10.15 for which an investor can subscribe for one share. All investors participating in the Offering may submit Subscription Undertakings in Euro only. An investor shall bear all costs and fees charged in connection with the submission, cancellation or amendment of a Subscription Undertaking pursuant to the price list of the respective financial institution that is a member of Nasdaq Riga accepting the Subscription Undertaking.

As of the date of the Securities Note, the number of the Shares of the Company is 4,774,117. The number of the Offer Shares is up to 400,000. Therefore, the shareholdings in INEXO existing immediately prior to the Offering will be diluted by up to 7,73% as a result of the Offering. Expenses directly related to the Offering are estimated to be approximately EUR 30 000.

***Why is this prospectus being produced?***

The net proceeds of the Offering are expected to be up to EUR 4 030 000. The key reason for the Offering is to raise capital for the further development of INEXO Bank.

The Offer is not subject to an underwriting agreement on a firm commitment basis.

Certain members of the Management Board and Supervisory Board and certain Key Personnel of INEXO own shareholdings in INEXO and therefore those persons are interested in the future wellbeing and success of INEXO, including the success of the Offering. However, there are no other material personal interests from the viewpoint of the Offering and there are no material conflicts of interest pertaining to the Offer or admission to trading.

## 1.2. Summary in Latvian (Kopsavilkums)

### 1.2.1. Ievads un brīdinājumi

#### **Vērtspapīru nosaukums un starptautiskais vērtspapīru identifikācijas numurs (ISIN)**

INDEXO Akcija, starptautiskais vērtspapīru identifikācijas numurs (ISIN): LV0000101863.

#### **Emitenta identitāte un kontaktinformācija, tai skaitā juridiskās personas identifikators (LEI)**

IPAS "Indexo" ir Latvijā dibināta akciju sabiedrība, reģistrēta Komercreģistrā 2017. gada 10. janvārī ar reģistrācijas numuru 40203042988, juridiskā adrese: Roberta Hirša iela 1, Rīga, LV-1045. Uzņēmuma e-pasta adrese: [info@indexo.lv](mailto:info@indexo.lv), tālruņa numurs +371 20006088. Juridiskās personas identifikators (LEI) 875500AT8JI5HU41AY20.

#### **Kompetentās iestādes, kas apstiprina Prospektu, identitāte un kontaktinformācija**

Prospektu kā kompetentā iestāde ir apstiprinājusi Latvijas Banka, adrese Krišjāņa Valdemāra iela 2A, Rīga, LV-1050, e-pasts: [info@bank.lv](mailto:info@bank.lv), tālruņa numurs: +371 67022300, saskaņā ar Regulu (ES) 2017/1129.

#### **Prospekta apstiprināšanas datums**

Šis Prospekts tika apstiprināts 2025. gada 11. aprīlī.

#### **Brīdinājumi**

Šis Kopsavilkums ir sagatavots saskaņā ar Regulas 2017/1129 7. pantu un tas uzskatāms par Prospekta ievadu. Jebkurš lēmums ieguldīt vērtspapīros būtu jābalsta uz ieguldītāja vērtējumu par visu Prospektu kopumā. Ieguldītājs var zaudēt visu vai daļu no ieguldītā kapitāla. Ja tiesā tiek celta prasība par Prospektā ietverto informāciju, ieguldītājam (prasītājam), atbilstoši valsts tiesībām, pirms tiesvedības sākšanas var būt jāsedz Prospekta tulkošanas izmaksas. Civiltiesiskā atbildība gulstas (attiecas) tikai uz tām personām, kas iesniegušas Kopsavilkumu, tai skaitā veikušas jebkādu tā tulkošanu, bet tikai tad, ja Kopsavilkums ir maldinošs, neprecīzs vai, lasot to kopsakarā ar pārējām Prospekta daļām, nav sniegta pamatinformācija, lai palīdzētu ieguldītājiem apsvērt, vai ieguldīt minētajos vērtspapīros.

### 1.2.2. Pamatinformācija par Sabiedrību

#### **Kas ir vērtspapīru emitents?**

Reģistrācijas vieta, tiesiskā forma, LEI, reģistrācijas jurisdikcija un darbības valsts

INDEXO ir dibināts Latvijā un veic darbību Latvijā, juridiskā adrese Roberta Hirša 1, Rīga, LV-1045, tās LEI numurs ir 875500AT8JI5HU41AY20. INDEXO ir dibināts kā akciju sabiedrība un reģistrēta Latvijas Komercreģistrā ar reģistrācijas numuru 40203042988.

#### Galvenās darbības jomas

INDEXO darbojas aktīvu pārvaldības tirgū Latvijā, pārvaldot pensiju uzkrājumus un piedalās šādos tirgus segmentos: (1) valsts fondētās pensiju shēmas aktīvu (2. pensiju līmenis) pārvaldība; un (2) privāto pensiju fondu aktīvu (3. pensiju līmenis) pārvaldība. INDEXO meitas uzņēmums Indexo Atklātais Pensiju Fonds AS darbojas privāto pensiju fondu pakalpojumu tirgū (privāto pensiju fondu administrēšana), un INDEXO meitas uzņēmums INDEXO Banka darbojas banku tirgū.

#### Stratēģija

INDEXO stratēģija ir balstīta četros galvenajos pīlāros: (1) pasīvā līdzekļu pārvaldība; (2) aktīva un fokusēta klientu piesaiste; (3) INDEXO zīmols – pozitīvo pārmaiņu aģents; (4) izmaksu un maksājumu caurskatāmība; produktu piedāvājuma un komunikācijas vienkāršība.

INDEXO misija attiecībā uz bankas attīstību ir atjaunot konkurenci Latvijas banku sektorā, piedāvājot modernus banku risinājumus un labāku piekļuvi finansējumam privātajiem klientiem, un vēlāk arī korporatīvajiem klientiem.

#### Lielākie akcionāri

Lielākie INDEXO akcionāri (uz 2025. gada 25. martu) ar tiešo un netiešo līdzdalību ir:

Akcionāra nosaukums	Piederošā daļa (%) no visām INDEXO akcijām
Henrik Karmo (tieši un netieši caur PERFECT MATCH SIA (Latvija) un BEACON PROPERTIES OU (Igaunija))	8.54%
Valdis Siksnis (tieši un netieši caur VSCAP SIA (Latvija))	5.76%
BAROLO FINANTS OU (Igaunija)	5.39%

Uz vērtspapīru ziņojuma datumu INDEXO nav citu akcionāru, kas turētu vairāk nekā 5% INDEXO akciju. Uz vērtspapīru ziņojuma datumu uzņēmumam INDEXO nav neviena individuāla vai juridiska subjekta, kas būtu ieguvis kvalificētu daļu uzņēmumā. Starp emitentu un kādu no uzņēmuma akcionāriem nav noslēgts akcionāru līgums.

#### Galvenie rīkotājdirektori

Tabulā norādīta informācija par Sabiedrības galveno korporatīvās pārvaldības institūciju dalībniekiem šī Vērtspapīru ziņojuma sagatavošanas brīdī.

Vārds	Amats	Iecelšanas datums	Pilnvaru termiņa izbeigšanās datums
Padome			

<b>Valdis Vancovičs</b>	Padomes priekšsēdētājs	2025. g. 28. martā	2030 g. 27. marts*
<b>Svens Dinsdorfs</b>	Padomes priekšsēdētāja vietnieks	2025. g. 28. martā	2030 g. 27. marts*
<b>Renāts Lokomets</b>	Padomes loceklis	2025. g. 28. martā	2030 g. 27. marts*
<b>Ramona Miglāne</b>	Padomes locekle	2025. g. 28. martā	2030.g. 27. marts*
<b>Mārtiņš Jaunarājs</b>	Padomes loceklis	2025. g. 28. martā	2030.g. 27. marts*
<b>Valde</b>			
<b>Henrik Karmo</b>	Valdes priekšsēdētājs	2024. g. 3. jūnijs	2029. g. 2. jūnijs
<b>Marija Černoštana</b>	Valdes loceklis	2024. g. 3. jūnijs	2029. g. 2. jūnijs
<b>Artūrs Roze</b>	Valdes locekle	2024. g. 3. jūnijs	2029. g. 2. jūnijs

\* - Saskaņā ar 2025. gada 25. marta Akcionāru kopsapulces lēmumu pilnvaru termiņš sākas 2025. gada 28. martā.

#### Zvērināti

*revidenti*

SIA PricewaterhouseCoopers, reģistrācijas numurs: 40003142793, juridiskā adrese: Kr.Valdemāra iela 21-21, Rīga, LV-1010, Latvija bija INDEKO revidents pārskata periodos no 01.01.2020. līdz 31.12.2024.

Ernst & Young Baltic SIA, reģistrācijas numurs: 40003593454, juridiskā adrese: Muižas iela 1A, Rīga, LV-1010, Latvija tika ievēlēta 2025. gada 28. marta INDEKO akcionāru sapulcē par INDEKO revidentu 2025. gadam.

#### **Kāda ir emitenta finanšu pamatinformācija?**

Revidētie finanšu pārskati ir sagatavoti saskaņā ar Starptautiskajiem grāmatvedības standartiem, kurus izdevusi Starptautiskā grāmatvedības standartu padome, Starptautiskajiem finanšu pārskatu standartiem un SFPS interpretāciju komitejas standartu interpretācijām, kurus apstiprinājusi Eiropas Savienība. Kopš 2021. gada INDEKO savā konsolidācijas ietvarā iekļāva tai pilnībā piederošo meitas uzņēmumu AS Indexo Atklātais Pensiju Fonds, bet kopš 2022. gada – pilnībā piederošo meitas uzņēmumu AS IDX1R (tagad – AS INDEKO Banka). Zemāk sniegtā INDEKO Grupas konsolidētā finanšu informācija ietver INDEKO meitas uzņēmumu Indexo Atklātais Pensiju Fonds un AS INDEKO Banka finanšu informāciju.

INDEKO turpina palielināt komisiju ieņēmumus. INDEKO izdevās būtiski, par 41,6%, palielināt gada ienākumus no komisijām līdz 4.36 miljoniem EUR 2024. gada 31. decembrī salīdzinājumā ar 3.08 miljoniem EUR 2023. gada 31. decembrī.

INDEKO pensiju business 2024.gadā uzrādīja neto peļņu 813 974 eiro apmērā, no kuriem 178 115 eiro tika gūti decembrī. Izslēdzot grupas un vienreizējās izmaksas, kas saistītas ar kapitāla piesaisti 2023.gada beigās un 2024.gada septembrī, peļņa pirms klientu piesaistes izmaksām būtu sasniegusi 3.3 miljonus eiro 2024.gada beigās, un normalizētā pensiju biznesa neto peļņa būtu 1.337 miljoni eiro.

Kopējie Grupas zaudējumi 2024.gadā bija 5.38 miljoni eiro.

Atlasītais INDEXO grupas un INDEXO konsolidētais un atsevišķais visaptverošo ienākumu pārskats (EUR)

	Par gadu, kas beidzās 31. decembrī		
	Konsolidēts		
	2022	2023	2024
Komisijas ienākumi	2,277,620	3,123,426	4,474,815
Komisijas izdevumi	-	-	(129,042)
Administratīvie izdevumi	(3,514,964)	(5,994,955)	(9,374,475)
Procentu ienākumi	2,495	51,466	470,854
Procentu izdevumi	(3,147)	(4,713)	(773,344)
Pārējie darbības ienākumi	-	-	150,000
Pārējie darbības izdevumi	(32,738)	(63,632)	(102,716)
Uzkrājumi sagaidāmajiem kredītzaudējumiem	-	(3,497)	(88,961)
<b>Peļņa/(zaudējumi) pirms uzņēmumu ienākuma nodokļa aprēķināšanas</b>	<b>(1,270,734)</b>	<b>(2,891,905)</b>	<b>(5,372,869)</b>
Uzņēmuma ienākumu nodokļa izdevumi	(1,069)	(6,296)	(9,461)
<b>Pārskata perioda peļņa/(zaudējumi)</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>
<b>Pārskata perioda visaptverošie ienākumi/(zaudējumi), kas attiecināma uz akcionāriem</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>

	Par gadu, kas beidzās 31. decembrī		
	Atsevišķs		
	2022	2023	2024
Komisijas ienākumi	2,257,065	3,078,289	4,358,622
Administratīvie izdevumi	(3,269,188)	(3,293,174)	(3,178,802)
Procentu ienākumi	2,495	29,725	69,859
Procentu izdevumi	(3,147)	-	(303,084)
Pārējie darbības izdevumi	(3,557)	(43,795)	(64,743)
Uzkrājumi sagaidāmajiem kredītzaudējumiem	-	(3,497)	(1,229)
<b>Peļņa/(zaudējumi) pirms uzņēmumu ienākuma nodokļa aprēķināšanas</b>	<b>(1,016,332)</b>	<b>(237,165)</b>	<b>880,623</b>
Uzņēmuma ienākumu nodokļa izdevumi	(1,069)	(5,226)	(7,388)
<b>Pārskata perioda peļņa/(zaudējumi)</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>
<b>Pārskata perioda visaptverošie ienākumi/(zaudējumi), kas attiecināma uz akcionāriem</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>

Atlasītais INDEXO grupas un INDEXO finanšu stāvokļa konsolidētais un atsevišķais pārskats (EUR)

	Par gadu, kas beidzās 31. decembrī		
	Konsolidēts		
	2022	2023	2024
<b>Kopā aktīvi</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>
<b>Kopā kreditori</b>	<b>701,415</b>	<b>1,443,342</b>	<b>36,315,337</b>
<b>Kopā kapitāls</b>	<b>8,091,241</b>	<b>5,872,181</b>	<b>12,124,695</b>
<b>Kopā pašu kapitāls un saistības</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>

	Par gadu, kas beidzās 31. decembrī		
	Atsevišķs		
	2022	2023	2024
<b>Kopā aktīvi</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>
<b>Kopā kreditori</b>	<b>538,019</b>	<b>441,061</b>	<b>555,076</b>
<b>Kopā kapitāls</b>	<b>8,585,670</b>	<b>9,022,420</b>	<b>21,530,499</b>
<b>Kopā pašu kapitāls un saistības</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>



Atlasītais INDEXO grupas un INDEXO konsolidētais un atsevišķais naudas plūsmas pārskats (EUR)

	Par gadu, kas beidzās 31. decembrī		
	Konsolidēts		
	2022	2023	2024
Naudas un tās ekvivalentu pieaugums/(samazinājums) pamatdarbības rezultātā pirms izmaiņām aktīvos un saistībās	(889,521)	(2,168,501)	(3,765,478)
Naudas un tās ekvivalentu pieaugums/(samazinājums) pamatdarbības rezultātā	(1,291,620)	(2,672,657)	26,506,883
Naudas un tās ekvivalentu pieaugums/(samazinājums) ieguldījumu darbības rezultātā	(146,402)	(2,067,365)	(3,693,038)
Naudas un tās ekvivalentu pieaugums/(samazinājums) finansēšanas darbības rezultātā	7,506,304	216,295	11,125,784
<b>Nauda un tās ekvivalentu pieaugums/(samazinājums)</b>	<b>6,068,282</b>	<b>(4,523,727)</b>	<b>33,939,629</b>

	Par gadu, kas beidzās 31. decembrī		
	Atsevišķs		
	2022	2023	2024
Naudas un tās ekvivalentu pieaugums/(samazinājums) pamatdarbības rezultātā pirms izmaiņām aktīvos un saistībās	(663,458)	432,595	1,718,306
Naudas un tās ekvivalentu pieaugums/(samazinājums) pamatdarbības rezultātā	(1,284,795)	(165,270)	883,052
Naudas un tās ekvivalentu pieaugums/(samazinājums) ieguldījumu darbības rezultātā	(2,049,000)	(4,039,015)	(11,734,347)
Naudas un tās ekvivalentu pieaugums/(samazinājums) finansēšanas darbības rezultātā	7,506,304	216,295	11,336,751
<b>Nauda un tās ekvivalentu pieaugums/(samazinājums)</b>	<b>4,172,509</b>	<b>(3,987,991)</b>	<b>485,456</b>

**Kādi ir emitentam raksturīgie būtiskākie riski?**

Šajā sadaļā ir sniegta pamatinformācija par riskiem, kas saistīti ar emitentu un tā darbību, ņemot vērā arī riskus, kas attiecināmi uz INDEXO Grupu kopumā. Riski, kas attiecināmi uz citiem finanšu konsolidācijas jomā iekļautajiem Grupas uzņēmumiem, ietekmē arī INDEXO kā mātes uzņēmuma finanšu stāvokli.

Risks, kas saistīts ar makroekonomisko un ģeopolitisko vidi

Pēdējos gados vairāki faktori ir ietekmējuši globālo ekonomiku, un daži no tiem ir īpaši nozīmīgi Eiropai un Latvijai. Šie faktori ir potenciāli riska avoti ietekmētajās ekonomikās, jo tie var izraisīt notikumus vai situācijas, kas pārsniedz INDEXO un INDEXO Grupas saprātīgu kontroli, tādējādi neparedzami ietekmējot tās uzņēmējdarbību un operācijas. Līdz pat šodienai makroekonomikas attīstība un ģeopolitiskā spriedze ir potenciāli riski INDEXO un INDEXO Grupas mārketinga un pārdošanas stratēģijai. Šie faktori var būtiski negatīvi ietekmēt INDEXO un INDEXO Grupas uzņēmējdarbību, finanšu un operatīvos rezultātus, stāvokli vai perspektīvas.

Risks, kas saistīts ar INDEXO darbības vidi.

INDEXO un INDEXO Grupa veic savu uzņēmējdarbību konkurences apstākļos. Tāpēc ir iespējama negatīva ietekme uz INDEXO un INDEXO Grupas darbības un finanšu rezultātiem, ja INDEXO un/vai INDEXO Grupa laikus un izmaksu ziņā efektīvi neparedzēs un nereaģēs uz konkurences izmaiņām, valdības iniciatīvām vai klientu vēlmēm.

Biznesa modeļa (stratēģijas) risks.

INDEXO un INDEXO Grupas spēju sasniegt stratēģiskos mērķus un kopējo Grupas biznesa stratēģiju var ietekmēt vairāki riska faktori, tostarp makroekonomiskie riski, konkurences risks, un riska faktori, kas saistīti ar neveiksmīgu jaunu produktu un pakalpojumu izveidi. INDEXO Bankas biznesa nākotnes attīstību var ietekmēt finanšu resursu nepieejamība, kas nepieciešami, lai turpinātu attīstīt INDEXO Bankas pakalpojumus vai , ieviest jaunus produktus un pakalpojumus, kā arī precīzi izpildīt visas normatīvās prasības. Attīstības kavēšanās var arī radīt papildu izdevumus.

Kapitāla pietiekamības risks izpaužas kā nespēja nodrošināt pietiekamu kapitāla līmeni visu būtisko risku segšanai, kas var rasties tirgus izmaiņu, nepietiekamas stratēģiskās plānošanas vai ilgtspējīga ienākumu modeļa trūkuma rezultātā. Šādi faktori var apdraudēt INDEXO Grupas uzņēmumu spēju īstenot izvēlēto biznesa modeli ilgtermiņā.

Kapitāla pietiekamību INDEXO Grupai un Bankai novērtē ICAAP ietvaros, analizējot, vai pastāvošais un plānotais kapitāls ir pietiekams visu būtisko risku segšanai gan bāzes, gan stresa scenārijos. Šis novērtējums ļauj izvērtēt biznesa modeļa dzīvotspēju un spēju noturēt pietiekamu kapitāla bāzi dažādos darbības apstākļos.

Operacionālie riski.

INDEXO un INDEXO Grupu var ietekmēt operacionālie riski, kas var rasties nepietiekami izpildītu vai neveiksmīgu iekšējo procesu, iesaistīto cilvēku neatbilstoši veiktu iekšējo procesu, nepietiekamu vai nefunkcionējošu sistēmu vai ārējo apstākļu rezultātā, tostarp risku, kas saistīti ar ārpalpojumiem/trešo pušu pakalpojumu sniedzējiem un juridisko risku rezultātā. Operacionāla riska faktoru rezultātā var rasties normatīvo aktu prasību pārkāpumi, nepareizi līdzekļu pārvaldības plānu vērtību aprēķini, saistību pret trešajām personām pārkāpumi, īslaicīga pakalpojumu tehniska nepieejamība, esošo vai potenciālo klientu



zaudējums, dažādi IT/kiberdrošības/datū aizsardzības riski, kaitējums reputācijai vai īslaicīgs uzņēmējdarbības nepārtrauktības pārtraukums.

*Ar IT/kiberdrošību/datū aizsardzības pārkāpšanu saistītie riska faktori.* Tāpat kā citi finanšu pakalpojumu sniedzēji arī INDEKO un INDEKO Grupa pagātnē bijusi un nākotnē var kļūt par kibernetizāciju vai citu ārēju vai iekšēju krāpniecisku darbību mērķi. Jebkurš no šiem riska faktoriem var būtiski negatīvi ietekmēt INDEKO un INDEKO Grupas reputāciju, pakļaut finanšu riskiem, kā arī izraisīt esošo vai potenciālo klientu zaudēšanu. INDEKO Grupa var arī zaudēt svarīgu konfidencialu iekšējo informāciju.

*Ar ārpalpojumiem/trešajām personām – pakalpojumu sniedzējiem saistītie riska faktori.* Savā uzņēmējdarbībā INDEKO un INDEKO Grupa paļaujas uz trešajām personām – pakalpojumu sniedzējiem – saistībā ar savām IT sistēmām, tostarp ārpalpojumu INDEKO IT sistēmu darbības nodrošināšanai. Tādējādi INDEKO un INDEKO Grupa ir būtiski atkarīga no šīm trešajām pusēm ne tikai savlaicīgu un augstas kvalitātes pakalpojumu nodrošināšanā, bet arī spēkā esošo normatīvo aktu prasību ieviešanā un savu trešajām personām – pakalpojumu sniedzējiem – noteikto ētiskas uzņēmējdarbības principu ieviešanā.

*Ar juridiskajām darbībām saistītie riska faktori.* INDEKO un INDEKO Grupa darbojas sarežģītā un mainīgā juridiskajā un normatīvajā vidē, kas rada risku, ka INDEKO un INDEKO Grupa varētu pārkāpt piemērojamos likumus un regulējošos noteikumus. INDEKO un INDEKO Grupa ir izveidojusi likumdošanas un normatīvās uzraudzības sistēmas, lai aizsargātu pret riskiem, kas rodas, nepiemērojot jaunus likumus vai noteikumus. INDEKO nodrošina savu darbību un juridiskās dokumentācijas atbilstību piemērojamiem likumiem un noteikumiem.

*Ar modeļu izmantošanu saistītie riska faktori.* Iekšējie modeļi, ko izmanto INDEKO un INDEKO Grupa, var izrādīties kļūdaini un nepietiekami kalibrēti, tādējādi var radīt kļūdainus rezultātus, kas ietekmē lēmumu pieņemšanu un var radīt negatīvas finansiālas sekas.

#### Ar reputāciju un zīmola atpazīstamību saistītie riski.

Reputācija ir viens no visbūtiskākajiem aktīviem saistībā ar INDEKO un INDEKO Grupas attiecībām ar klientiem. INDEKO Grupas darbības jomā klientu uzticība un paļāvība, kā arī integritāte ir vissvarīgākais. Turklāt INDEKO ir izveidojusi atpazīstamu un spēcīgu zīmolu. INDEKO un INDEKO Grupas klientu sūdzības vai jebkāda veida negatīva publicitāte saistībā ar pakalpojumiem, darbinieku darba apstākļiem, klientu datu saglabāšanu un drošības pasākumiem, kas pieejama plašākai sabiedrības daļai, var būtiski negatīvi ietekmēt INDEKO un INDEKO Grupas uzņēmējdarbību, finansiālo stāvokli un darbības rezultātus.

#### Regulatīvo (atbilstības) prasību un likumdošanas izmaiņu risks.

INDEKO un INDEKO Grupas darbība ir pakļauta vietējiem nacionālajiem un Eiropas Savienības normatīvajiem aktiem, kā arī Latvijas Bankas un citu kompetentu uzraudzības iestāžu vadlīnijām un rekomendācijām. Spēkā esošā normatīvā regulējuma neieviešana var radīt soda naudu un citu soda veidu piemērošanas risku, kam var būt būtiska negatīva ietekme uz INDEKO un INDEKO Grupas reputāciju, uzņēmējdarbību, finanšu stāvokli un darbības rezultātiem.

#### Kreditrisks.

Kreditrisks ir saistīts ar zaudējumu rašanās iespēju, ja parādnieks nepilda savas noteiktās līgumsaistības. INDEKO Grupai kreditrisks rodas saistībā ar aizdevumiem, debitoru parādiem, naudas līdzekļiem un naudas ekvivalentiem, kā arī citiem ieguldījumiem. INDEKO Grupas aktīvi tiek izvietoti Latvijas Bankā, Latvijas kredītiestādēs, augsti likvidos vērtspapīros un aizdevumos.

#### Likviditātes risks.

Likviditātes risks ir saistīts ar INDEKO un INDEKO Grupas spēju laikus izpildīt savas līgumiskās saistības, neradot būtiskus zaudējumus un nespēju reaģēt uz neplānotām izmaiņām uzņēmuma resursos un/vai tirgus situācijā likvidu aktīvu nepietiekamības dēļ.

#### Koncentrācijas risks

Koncentrācijas risks attiecas uz iespējamiem finansiāliem zaudējumiem, kas rodas pārmērīgas ekspozīcijas dēļ pret vienu darījumu partneri, nozari vai ģeogrāfisko reģionu. Koncentrācijas risks ir cieši saistīts ar citiem riskiem. Koncentrācijas risks var radīt ievērojamus zaudējumus, ja INDEKO un/vai INDEKO Grupai ir liela ekspozīcija pret vienu parādnieku vai nozari, kas nepilda saistības. Šī savstarpējā saistība nozīmē, ka augsta koncentrācija var paaugstināt kreditrisku. Koncentrācijas risks var ietekmēt arī likviditāti. Ja INDEKO un/vai INDEKO Grupa būtu ļoti atkarīga no atsevišķiem finansēšanas avotiem, šo avotu nepieejamība var izraisīt likviditātes trūkumu.

#### Procentu likmju risks

Procentu likmju risks izpaužas kā iespējamie finansiālie zaudējumi, kas rodas procentu likmju izmaiņu dēļ. Tas galvenokārt ietekmē fiksētas procentu likmes ieguldījumus, piemēram, obligācijas, kur procentu likmju pieauguma gadījumā obligāciju cenas samazinās, un otrādi. Šis risks var ietekmēt INDEKO pārvaldīto pensiju plānu aktīvus, INDEKO rentabilitāti un tā aktīvu un saistību vērtību. INDEKO Grupas pakļautība procentu likmju riskam ir raksturota ar procentu likmju jutīgo aktīvu, saistību un ārpusbilances prasību un saistību termiņu struktūru, ņemot vērā procentu likmju jutīgo finanšu instrumentu atlikušos atmaksas vai procentu likmju pārskatīšanas termiņus.

#### Tirgus risks.

Tirgus risks ir iespējama zaudējumu rašanās no pārvaldāmo aktīvu vērtības pārvērtēšanas finanšu instrumentu, preču un to atvasinājumu tirgus cenas izmaiņu rezultātā, kas rodas valūtas kursu, procentu likmju un citu faktoru izmaiņu rezultātā. INDEKO Banka ir izveidojusi obligāciju portfeli, kas novērtēts amortizētajā vērtībā, ar nolūku turēt šīs obligācijas līdz termiņa beigām. Lai gan šo finanšu instrumentu tirgus cenu svārstības nekavējoties neietekmē bankas ienākumus un izdevumus, pastāv ievērojams zaudējumu risks, ja banka ir spiesta realizēt šos instrumentus pirms to termiņa beigām. Turklāt pārvaldīto aktīvu (AUM) vērtība INDEKO pārvaldītajos pensiju plānos var būt pakļauta tirgus riskam. Tomēr, saskaņā ar katra pensiju plāna pasīvās pārvaldības filozofiju, INDEKO aktīvi neiejaucas plāna portfelī tirgus riska apsvērumu dēļ.

#### Ārvalstu valūtu riski.

INDEKO nav pakļauts tiešiem valūtas riskiem, kas var rasties dažādu valūtu kursu svārstību dēļ. INDEKO ārvalstu valūtas pozīciju, un tās nav plānotas tuvākajā nākotnē, izņemot aktīvus, kas pārvaldīti INDEKO pensiju plānos. Pensiju plānos pārvaldītie aktīvi tiek ieguldīti indeksu fondos, no kuriem daudzi tālāk iegulda dažādu valūtu nominētos aktīvos, tādējādi pensiju plānu aktīvu

vērtība ir ļoti pakļauta netiešam valūtas riskam. Tomēr saskaņā ar pasīvās pārvaldības filozofiju, kas aprakstīta plāna prospektā, tā neparedz aktīvu iekļaušanos plāna portfeļa sastāvā valūtu riska dēļ.

### 1.2.3. Informācija par vērtspapīriem

#### ***Kādas ir vērtspapīru galvenās iezīmes?***

##### **Veids, kategorija un ISIN**

Visas INDEXO Akcijas (tostarp Piedāvājuma akcijas) ir dematerializētas akcijas ar nominālvērtību 1 EUR. Akcijas ir reģistrētas Nasdaq CSD ar ISIN LV0000101863 un tiek glabātas dematerializētā formā. Nav izsniegtas un netiks izsniegtas nekādas akciju apliecības.

##### **Emitēto akciju valūta, paritāte, nominālvērtība, skaits un to termiņš**

Šī Vērtspapīru apraksta sagatavošanas datumā INDEXO Akciju skaits ir **4,774,117**. Piedāvājuma akciju skaits nepārsniedz 400,000. Tāpēc INDEXO Akciju skaits pēc veiksmīgas pamatkapitāla palielinājuma reģistrācijas būs ne vairāk kā 5,174,117, tomēr ar nosacījumu, ka Piedāvājuma akciju skaits atbilstoši noteikumiem un nosacījumiem netiek mainīts. Tāpēc tieši pirms Piedāvājuma pastāvošais INDEXO akciju turējums Piedāvājuma rezultātā tiks mazināts par ne vairāk kā 7,73%. Akciju valūta ir eiro un tām noteicošie ir Latvijas normatīvie akti, kā arī Piedāvājuma valūta būs eiro. Visas esošās Akcijas nodrošina akcionāriem vienādas tiesības (tostarp arī viena akcija – viena balss).

##### **No vērtspapīriem izrietošās tiesības**

Attieksme pret visiem Sabiedrības akcionāriem ir vienlīdzīga. Katra INDEXO Akcija piešķir tās īpašniekam vienādas tiesības uz INDEXO aktīviem un peļņu. INDEXO likvidācijas gadījumā akcionāriem ir tiesības uz daļu no aktīvu atlikuma proporcionāli viņiem piederošajām Akcijām (likvidācijas kvota). Katra Akcija dod šādas tiesības: (1) tiesības rīkoties ar akcijām; (2) tiesības saņemt dividendes; (3) tiesības balsot; (4) tiesības piedalīties Akcionāru kopsapulcē; (5) tiesības saņemt likvidācijas kvotu; (6) pirmpirkuma tiesības; (7) tiesības saņemt informāciju.

##### **Akciju pakārtotība emitenta kapitāla struktūrā maksātnespējas gadījumā**

Akcijām nepiemīt nekādas īpašas tiesības piedalīties sadalē (tostarp likvidācijas gadījumā) papildus tiesībām, kuras pastāv Latvijas Maksātnespējas likuma ietvaros, kas nosaka, ka atlikušie INDEXO līdzekļi pēc INDEXO maksātnespējas procesa izmaksu segšanas un kreditoru prasījumu apmierināšanas tiktu sadalīti Sabiedrības akcionāru starpā proporcionāli viņiem piederošo akciju skaitam.

##### **Akciju brīvas atsavināšanas ierobežojumi**

Akciju atsavināšana netiek piemēroti nekādi īpaši ierobežojumi, nedz saskaņā ar Latvijas normatīvajiem aktiem, nedz uz Statūtu pamata.

##### **Dividenžu politika**

2022. gada 24. martā Akcionāru kopsapulce apstiprināja INDEXO Dividenžu politiku. Dividendes akcionāriem izmaksā proporcionāli attiecīgajam akcionāram piederošo INDEXO akciju skaitam. Dividendes aprēķina un izmaksā tikai par pilnībā apmaksātām akcijām. Dividendes izmaksā naudā, ar bankas pārskaitījumu uz akcionāra norādītajiem kontiem samaksas dienā. Ikgadējās dividendes var izmaksāt reizi gadā atbilstoši maksājumu grafikam pēc Akcionāru kopsapulces, kurā apstiprina iepriekšējā finanšu gada pārskatu. Saskaņā ar Latvijas normatīvajiem aktiem ārkārtas dividendes izmaksājamas tikai, ja tās paredzētas uzņēmuma statūtos. INDEXO Statūtos ārkārtas dividendes nav noteiktas. Kopš sava dibināšanas brīža INDEXO nav paziņojis par dividenžu izmaksu no tīrās peļņas. Saskaņā ar pašreizējo biznesa stratēģiju INDEXO neplāno izmaksāt dividendes līdz 2027. gadam. INDEXO saimnieciskajai darbībai pieejamais kapitāls tiks ieguldīts INDEXO izaugsmē, tāpēc INDEXO plāno sākt dividenžu izmaksu, kad INDEXO peļņa pārsniegs INDEXO Bankas aizdevumu portfeļa izaugsmes iespējas.

##### ***Kur tiks tirgotas Akcijas?***

Veiksmīga Piedāvājuma gadījumā Akcijas tiks tirgotas Nasdaq Riga Baltijas Oficiālajā sarakstā. Par Akciju tirdzniecību nav iesniegts un netiks iesniegts pieteikums nevienā citā biržā. Tirdzniecības uzsākšana ar INDEXO Akcijām Nasdaq Riga paredzēta tajā pašā datumā, kad Piedāvājuma akcijas saņems pastāvīgo ISIN LV0000101863, kas ir paredzēts aptuveni 2025. gada 12. maijā.

##### ***Kādi ir galvenie ar vērtspapīriem saistītie riski?***

Akciju cenas un akciju likviditātes risks. Salīdzinājumā ar citiem vērtspapīru tirgiem ar ilgāku pastāvēšanas vēsturi Nasdaq Riga ir ievērojami mazāk likvīda un būtiski nepastāvīgāka. Nasdaq Riga salīdzinoši nelielā tirgus kapitalizācija un zemā likviditāte var ietekmēt akcionāru iespējas pārdot Akcijas Nasdaq Riga vai palielināt Akciju cenas nepastāvību, jo atsevišķo darījumu ietekme var izrādīties būtiska attiecībā uz Akciju tirgus cenu.

Piedāvājuma anulēšana un parakstīšanas atsaukšana. INDEXO nesniedz nekādas garantijas, ka Piedāvājums būs veiksmīgs un ka ieguldītāji saņems Piedāvājuma akcijas, uz kurām tie parakstījušies. INDEXO ir tiesības anulēt Piedāvājumu.

Akciju turējuma proporcijas mazināšanās risks. INDEXO akcionāriem piederošo akciju proporcija var mazināties, ja nākotnē tiek palielināts INDEXO pamatkapitāls un tiek emitētas jaunas Akcijas. Nākotnes akciju emisijas piedāvājumi var arī būt par vērtību, kas ir zemāka par tirgus vērtību, un INDEXO var lemt par akciju emisijas piedāvājumu ar atlaidi iepretim tajā brīdī spēkā esošajai tirgus cenai. Tāpat arī nākotnes akciju emisijas piedāvājums var samazināt Akciju tirgus vērtību.

Riski saistībā ar dividenžu izmaksas spēju. Nepastāv nekādas garantijas, ka INDEXO nākotnē izmaksās dividendes. INDEXO spēju izmaksāt dividendes var ierobežot korporatīvās tiesības un tās finanšu darījumos noteiktie ierobežojumi. Valdes rekomendācijas peļņas sadalei būs atkarīgas no Uzņēmuma pašreizējā un nākotnes finanšu stāvokļa, darbības rezultātiem, kapitāla nepieciešamības, likviditātes vajadzībām un citiem aspektiem, kurus tā jebkurā laikā var uzskatīt par vērā ņemamiem.

#### 1.2.4. Informācija par vērtspapīru publisku piedāvājumu un tirdzniecības atļaušanu regulētā tirgū

##### **Ar kādiem nosacījumiem un kādā termiņā es varu ieguldīt šajā vērtspapīrā?**

Piedāvājuma mērķauditorija ir privātie ieguldītāji Latvijā un Igaunijā, kvalificētie ieguldītāji un citi ieguldītāji saistībā ar noteiktiem atbrīvojumiem, kas pieejami attiecīgo dalībvalstu normatīvajos aktos.

Plānots, ka INDEXO Akciju tirdzniecība tiks uzsākta Nasdaq Riga tajā pašā datumā, kad Piedāvājuma akcijas saņems pastāvīgo ISIN LV0000101863, kas ir paredzēts aptuveni 2025. gada 12. maijā. Piedāvājuma periods ir laika periods, kurā personas, kurām ir tiesības piedalīties Piedāvājumā var iesniegt Akciju Parakstīšanas pieteikumu. Piedāvājuma periods sākas 2025. gada 15. aprīlī pulksten 10:00 pēc Latvijas un Igaunijas vietējā laika un beidzas 2025. gada 25. aprīlī pulksten 15:30 pēc Latvijas un Igaunijas vietējā laika, ja tas netiek saīsināts vai pagarināts. Piedāvājuma indikatīvais laika grafiks ir šāds:

Piedāvājuma perioda sākums	2025. gada 15. aprīlis
Piedāvājuma perioda beigas	2025. gada 25. aprīlis
Piedāvājuma rezultātu paziņojums un piešķiršana	Aptuveni 2025. gada 28. aprīlis
Piedāvājuma norēķini	Aptuveni 2025. gada 30. aprīlis
Piedāvājuma akcijas saņems pastāvīgo ISIN LV0000101863	Aptuveni 2025. gada 12. maijs
Pirmā tirdzniecības diena Nasdaq Riga	Tajā pašā datumā, kad Piedāvājuma akcijas saņems pastāvīgo ISIN LV0000101863

Ieguldītājs, kas piedalās Piedāvājumā var pieteikties uz Piedāvājuma akcijām tikai par Piedāvājuma cenu. Minimālā ieguldījuma summa ir 10.15 EUR, par kuru ieguldītājs var parakstīties uz vienu Akciju. Ieguldītāji, kas piedalās Piedāvājumā, iesniedz Parakstīšanas pieteikumu tikai un vienīgi eiro. Ieguldītājs sedz visas izmaksas un maksājumus saistībā ar Parakstīšanas pieteikuma iesniegšanu, anulēšanu vai grozīšanu atbilstoši attiecīgās Parakstīšanas pieteikumu pieņemošās finanšu institūcijas, kura ir Nasdaq Riga biedrs, cenrādīm.

Šī Vērtspapīru apraksta sagatavošanas datumā INDEXO Akciju skaits ir 4,774,117. Piedāvājuma akciju skaits nepārsniedz 400,000. Tāpēc tieši pirms Piedāvājuma pastāvošais INDEXO akciju turējums Piedāvājuma rezultātā tiks mazināts par ne vairāk kā 7,73%. Tiek lēsts, ka ar Piedāvājumu tieši saistītie izdevumi ir aptuveni 30 000 EUR.

##### **Kāpēc tiek veidots šis Prospekts?**

Piedāvājuma tīro ieņēmumu summa ir plānota līdz 4 030 000 EUR. Piedāvājuma galvenais iemesls ir piesaistīt kapitālu INDEXO Bankas turpmākai darbības attīstībai.

Uz Piedāvājumu neattiecas emisijas izplatīšanas līgums, pamatojoties uz stingri noteiktām saistībām.

Atsevišķiem INDEXO valdes un padomes locekļiem un atsevišķiem galvenajiem darbiniekiem pieder INDEXO Akcijas, tāpēc šīs personas ir ieinteresētas INDEXO turpmākajā labklājībā un panākumos, tostarp Piedāvājuma panākumos. Tomēr no Piedāvājuma viedokļa nav citu būtisku personisku interešu un nav būtisku interešu konfliktu attiecībā uz Piedāvājumu vai atļauju veikt tirdzniecību.

### 1.3. Summary in Estonian (Kokkuvõtte eesti keeles)

#### 1.3.1. Sissejuhatus ja hoiatused

##### **Väärtpaberite nimi ja rahvusvaheline identifitseerimisnumber (ISIN)**

INDEXO aktsia, rahvusvaheline väärtpaberite identifitseerimisnumber (ISIN): LV0000101863.

##### **Emitendi nimi ja kontaktandmed, sealhulgas tema juriidilise isiku tunnus (LEI)**

IPAS „Indexo“ on Lätis asutatud aktsiaselts (*akciju sabiedrība*), mis on registreeritud äriregistris 10. jaanuaril 2017 registrikoodiga 40203042988 ja mille registrijärgne aadress on Roberta Hirsa tn 1, Rii, LV-1045. Ettevõtte e-posti aadress on [info@indexo.lv](mailto:info@indexo.lv), telefoninumber on +371 20006088. Selle juriidilise isiku tunnus (LEI) on 875500AT8JI5HU41AY20.

##### **Prospekti kinnitanud pädeva asutuse nimi ja kontaktandmed**

Käesoleva prospekti on pädeva asutusena kinnitanud Läti Pank (läti keeles: Latvijas Banka), aadress: Krišjāņa Valdemāra tn 2A, Rii, LV-1050, e-post: [info@bank.lv](mailto:info@bank.lv), telefoninumber: +371 67022300, vastavalt määrusele (EL) 2017/1129.

##### **Prospekti kinnitamise kuupäev**

Käesolev Prospekt kinnitati 11. aprillil 2025.

##### **Hoiatused**

Kokkuvõtte on koostatud kooskõlas määruse (EL) 2017/1129 artikliga 7 ja seda tuleks käsitleda prospekti sissejuhatusena. Väärtpaberitesse investeerimise otsus peaks põhinema investori kaalutlusel prospekti kui terviku suhtes. Investor võib kaotada investeeritud kapitali täielikult või osaliselt. Kui kohtusse esitatakse nõue seoses prospektis sisalduva teabega, võib hagejast investoril olla siseriikliku õiguse kohaselt kohustus kanda prospekti tõlkimise kulud enne kohtumenetluse algatamist. Tsiviilvastutus on ainult nendel isikutel, kes on esitanud kokkuvõtte, sealhulgas selle mis tahes tõlke, kuid ainult juhul, kui kokkuvõtte on eksitav, ebatäpne või prospekti muude osadega koos loetuna vastuolus või kui see ei sisalda koos prospekti muude osadega lugedes põhiteavet, mis aitaks investoritel otsustada, kas sellistesse väärtpaberitesse investeerida.

#### 1.3.2. Peamine teave äriühingu kohta

##### **Kes on väärtpaberite emitent?**

##### Alaline asukoht, õiguslik vorm, LEI kood, õigus, mille alusel ta tegutseb, ja asutamiskiik

INDEXO on asutatud Lätis ja tegutseb Läti Vabariigi seaduste alusel, registreeritud aadressil Roberta Hirsa tn 1, Rii, LV-1045, ja selle LEI kood on 875500AT8JI5HU41AY20. INDEXO on asutatud ja registreeritud aktsiaseltsina (*akciju sabiedrība*) Läti äriregistris registrikoodiga 40203042988.

##### Põhitegevusalad

INDEXO tegutseb Läti varahaldusturul seoses pensionisäästude haldamisega ning tegutseb järgmistes turusegmentides: 1) riikliku kogumispensioniskeemi varade haldamine (2. pensionisammas); ja 2) erapensionifondide varade valitsemine (3. pensionisammas). Erapensionifondide valitsemine toimub Indexo tütarettevõtte Indexo Atklatais Pensiju Fonds AS kaudu. INDEXO tütarettevõtte INDEXO Bank AS tegutseb pangandusturul.

##### Strateegia

INDEXO strateegia tugineb neljale alussambale: 1) passiivne varahaldus; 2) aktiivne ja sihipärane klientide hankimine; (3) INDEXO kaubamärk – positiivsete muutuste looja; 4) kulude ja tasude läbipaistvus; lihtsus toodete pakkumisel ja suhtlemisel.

INDEXO missioon pangandusturul on pakkuda tänapäevaseid panganduteenuseid eraisikutele (ning hiljem ka ettevõtetele) ja seda kaudu elavdada konkurentsi Läti pangandusturul.

##### **Peamised aktsionärid**

Suuremad INDEXO aktsionärid (kuni 25. märts 2025), kellel on otsene ja kaudne osalus, on:

Aktsionäri nimi	Omatud protsent (%) kõigist INDEXO aktsiatest
Henrik Karmo (otse ja kaudselt koostöös PERFECT MATCH SIA (Läti) ja BEACON PROPERTIES OU (Eesti))	8,54%
Valdis Siksnis (otse ja kaudselt VSCAP SIA (Läti) kaudu)	5,76%
BAROLO FINANTS OU (Eesti)	5,39%

Väärtpaberite teatise kuupäeva seisuga ei ole teisi aktsionäre, kellel oleks rohkem kui 5% kõigist INDEXO aktsiatest.

Väärtpaberite teatise kuupäeva seisuga ei ole ettevõttel INDEXO ühtegi füüsilist ega juriidilist isikut, kellel oleks kvalifitseeritud osalus ettevõttes. Ettevõtte ja ühegi aktsionäri vahel ei ole sõlmitud aktsionäride lepingut.

##### **Juhtkonna võtmeisikud**

Allpool on esitatud andmed äriühingu peamiste juhtorganite liikmete kohta väärtpapierikirjelduse kuupäeva seisuga.

Nimi	Ametikoht	Ametisse määramise kuupäev	Volituste lõppemise tähtpäev
<b>Nõukogu</b>			
<b>Valdis Vancovičs</b>	Nõukogu esimees	28. märts 2025	27. märts 2030*
<b>Svens Dinsdorfs</b>	Nõukogu aseesimees	28. märts 2025	27. märts 2030*
<b>Renāts Lokomets</b>	Nõukogu liige	28. märts 2025	27. märts 2030*
<b>Ramona Miglāne</b>	Nõukogu liige	28. märts 2025	27. märts 2030*
<b>Mārtiņš Jaunarājs</b>	Nõukogu liige	28. märts 2025	27. märts 2030*
<b>Juhatus</b>			
<b>Henrik Karmo</b>	Juhatusesimees	3. juuni 2024	2. juuni 2029
<b>Marija Černoštana</b>	Juhatuses liige	3. juuni 2024	2. juuni 2029
<b>Artūrs Roze</b>	Juhatuses liige	3. juuni 2024	2. juuni 2029
<b>Auditikomitee</b>			
<b>Svens Dinsdorfs</b>	Auditikomitee liige	28. märts 2025	27. märts 2028*
<b>Renāts Lokomets</b>	Auditikomitee liige	28. märts 2025	27. märts 2028*
<b>Ieva Jāgere</b>	Auditikomitee liige	28. märts 2025	27. märts 2028*

\* - Vastavalt aktsionäride koosoleku 28. märtsi 2025. aasta otsusele algas ametiaeg 25. märtsil 2025.

#### Vannutatud audiitorite andmed

PricewaterhouseCoopers SIA, registrikood: 40003142793, registreeritud asukoht: Kr. Valdemāra tn 21-21, Rīa, LV-1010, Lāti, kes oli ja on INDEXO audiitor aruandeperioodidel alates 01.01.2020 kuni 31.12.2024.

Ernst & Young Balti SIA, registrikood: 40003593454, registreeritud asukoht: Muižas tēnav 1A, Rīa, LV-1010, Lāti, valiti aktsionāride koosolekul 28. mārtsil 2025 Indexo audiitoriks aastaks 2025.

#### Milline on peamine finantsteave emitendi kohta?

Auditeeritud finantsaruanded ja vahearuanded on koostatud vastavalt rahvusvahelistele raamatupidamisstandarditele, mille on vālja andnud Rahvusvaheliste Raamatupidamisstandardite Nōukogu, rahvusvahelistele finantsaruandlusstandarditele ja Euroopa Liidu poolt heaks kiidetud IFRS-i tōlgendamise komitee standarditōlgendustele. 31. detsembril 2021 lōppenud aastal alustas INDEXO konsolideeritud finantsaruannete koostamist, kuna tūtarettevōte AS „Indexo Atklātais Pensiju Fonds“ hakkas klientidele pakkuma 3. pensionisamba tooteid ja alustas oma tegevust. 2022 aastast alates konsolideerib INDEXO ka tūtarettevōtte AS IDX1R (tāna AS INDEXO Banka) finantstulemused.

INDEXO jātka tasudest saadava tulu kasvatamist. Aastal, mis lōppes 31. detsembril 2024, kasvas INDEXO tasudest saadud tulu 31. detsembril 2023 lōppenud aastaga vōrreldes 41,6% - 3.08 miljoni eurolt 4.36 miljoni euroni.

INDEXO pensioniāri sai 2024 aastal 813 974 eurot puhaskasumit, millest detsembri kuu kasum oli 178 115 eurot. Eraldades kasumiaruandest grupi tegevusega ja 2023 aas lōpus ning 2024 aasta septembris toimunud kapitalikaasamise kulud, oleks 2024 aasta turunduse ja mūūgikulude eelne kasum 3.3 miljoni eurot nin pensioniāri normaliseeritud kasum 1.337 miljoni eurot.

Grupi konsolideeritud kahjum 2024. aastal oli 5.38 miljoni eurot.

INDEXO Groupi ja INDEXO valitud konsolideeritud ja konsolideerimata koondkasumiaruanded (EUR)

	31. detsembril lõppenud aasta		
	Konsolideeritud		
	2022	2023	2024
Vahendustasude tulu	2,277,620	3,123,426	4,474,815
Komisjonikulud	-	-	(129,042)
Halduskulud	(3,514,964)	(5,994,955)	(9,374,475)
Intressitulu, mis on arvatatud efektiivse intressimäära alusel	2,495	51,466	470,854
Intressikulud	(3,147)	(4,713)	(773,344)
Muud põhitegevuse tulud	-	-	150,000
Muud tegevuskulud	(32,738)	(63,632)	(102,716)
Oodatavate krediitkahjude eraldised	-	(3,497)	(88,961)
<b>Kasum/(kahjum) enne</b>	<b>(1,270,734)</b>	<b>(2,891,905)</b>	<b>(5,372,869)</b>
Ettevõtte tulumaks	(1,069)	(6,296)	(9,461)
<b>Aruandeaasta kasum või kahjum</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>
<b>Aasta koondkasum/(-kahjum), mis omistatakse aktsionäridele aasta kohta</b>	<b>(1,271,803)</b>	<b>(2,898,201)</b>	<b>(5,382,330)</b>

	31. detsembril lõppenud aasta		
	Konsolideerimata		
	2022	2023	2024
Vahendustasude tulu	2,257,065	3,078,289	4,358,622
Halduskulud	(3,269,188)	(3,293,174)	(3,178,802)
Intressitulu, mis on arvatatud efektiivse intressimäära alusel	2,495	29,725	69,859
Intressikulud	(3,147)	-	(303,084)
Muud tegevuskulud	(3,557)	(43,795)	(64,743)
Oodatavate krediitkahjude eraldised	-	(3,497)	(1,229)
<b>Kasum/(kahjum) enne</b>	<b>(1,016,332)</b>	<b>(237,165)</b>	<b>880,623</b>
Ettevõtte tulumaks	(1,069)	(5,226)	(7,388)
<b>Aruandeaasta kasum või kahjum</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>
<b>Aasta koondkasum/(-kahjum), mis omistatakse aktsionäridele aasta kohta</b>	<b>(1,017,401)</b>	<b>(242,391)</b>	<b>873,235</b>

INDEXO Groupi ja INDEXO valitud konsolideeritud ja konsolideerimata finantsseisundi aruanded (EUR)

	31. detsembril lõppenud aasta		
	Konsolideeritud		
	2022	2023	2024
<b>Varad kokku</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>
<b>Kohustused kokku</b>	<b>701,415</b>	<b>1,443,342</b>	<b>36,315,337</b>
<b>Omakapital ja reservid kokku</b>	<b>8,091,241</b>	<b>5,872,181</b>	<b>12,124,695</b>
<b>Omakapital ja kohustused kokku</b>	<b>8,792,656</b>	<b>7,315,523</b>	<b>48,440,032</b>

	31. detsembril lõppenud aasta		
	Konsolideerimata		
	2022	2023	2024
<b>Varad kokku</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>
<b>Kohustused kokku</b>	<b>538,019</b>	<b>441,061</b>	<b>555,076</b>
<b>Omakapital ja reservid kokku</b>	<b>8,585,670</b>	<b>9,022,420</b>	<b>21,530,499</b>
<b>Omakapital ja kohustused kokku</b>	<b>9,123,689</b>	<b>9,463,481</b>	<b>22,085,575</b>

	31. detsembril lõppenud aasta		
	Konsolideeritud		
	2022	2023	2024
Raha ja raha ekvivalentide suurenemine / (vähenemine) äritegevusest enne muudatusi varades ja kohustustes	(889,521)	(2,168,501)	(3,765,478)
Raha ja raha ekvivalentide suurenemine / (vähenemine) äritegevusest	(1,291,620)	(2,672,657)	26,506,883
Raha ja raha ekvivalentide suurenemine / (vähenemine) investeerimistegevusest	(146,402)	(2,067,365)	(3,693,038)
Raha ja raha ekvivalentide suurenemine / (vähenemine) finantseerimistegevusest	7,506,304	216,295	11,125,784
<b>Raha ja raha ekvivalentide suurenemine / (vähenemine)</b>	<b>6,068,282</b>	<b>(4,523,727)</b>	<b>33,939,629</b>

	31. detsembril lõppenud aasta		
	Konsolideerimata		
	2022	2023	2024
Raha ja raha ekvivalentide suurenemine / (vähenemine) äritegevusest enne muudatusi varades ja kohustustes	(663,458)	432,595	1,718,306
Raha ja raha ekvivalentide suurenemine / (vähenemine) äritegevusest	(1,284,795)	(165,270)	883,052
Raha ja raha ekvivalentide suurenemine / (vähenemine) investeerimistegevusest	(2,049,000)	(4,039,015)	(11,734,347)
Raha ja raha ekvivalentide suurenemine / (vähenemine) finantseerimistegevusest	7,506,304	216,295	11,336,751
<b>Raha ja raha ekvivalentide suurenemine / (vähenemine)</b>	<b>4,172,509</b>	<b>(3,987,991)</b>	<b>485,456</b>

#### Millised on emitendiga seotud konkreetsed põhiriskid?

See osa kirjeldab kokkuvõtvalt olulisemaid riske mis on seotud INDEXO tegevusega. See kirjeldus käsitleb kõiki INDEXO Grupi ettevõtete olulisemaid riske, sest tütarettevõtete tegevusega seotud spetsiifilised riskid kanduvad läbi finantstulemuste konsolideerimise ka emaettevõtte finantstulemustesse.

#### Makromajanduse ja geopoliitilise olukorraga seotud riskid

Viimastel aastatel on paljud erinevad faktorid mõjutanud maailmamajandust, ning mõned nendest faktoritest on olulisemalt mõjutanud Euroopat ja konkreetselt Lätti. Sellised faktorid võivad põhjustada riske, mis ei ole INDEXO ja INDEXO Grupi ettevõtete kontrolli all ning nende mõjud ettevõtte tegevusele on ettearvamatud. Viimaste aastate kuni tänaseni kestvad makromajanduse ja geopoliitilised riskid võivad mõjutada INDEXO turundus- ja müügitegevust. Need riskifaktorid võivad omada olulist mõju INDEXO ja INDEXO Grupi äritegevusele, operatiiv- ja finantstulemustele, tingimustele ja tulevikuvõimalustele.

#### Ärikeskkonnaga seotud risk

INDEXO ja INDEXO Grupp tegutsevad konkurentsitihedas keskkonnas. Seetõttu võivad INDEXO ja INDEXO Grupi tegevus- ja finantstulemusi oluliselt negatiivselt mõjutada asjaolud, kui nad ei suuda õigeaegselt ja kuluefektiivselt reageerida konkurentsiolekordade muutustele, valitsuse algatustele või klientide eelistustele.

#### Äristrateegia risk

INDEXO ja INDEXO Grupi võime saavutada strateegilisi eesmärgi ja ellu viia kogu Grupi äristrateegiat võib olla mõjutatud mitmetest teguritest, sealhulgas makromajanduslikest riskidest, konkurentsiriskidest ning uute toodete ja teenuste arendamise ebaõnnestumisega seotud riskidest. INDEXO Panga edasist arengut võib mõjutada rahaliste ressursside puudumine, mis on vajalikud teenuste edasiarendamiseks, uute toodete või teenuste turule toomiseks ning kõigi regulatiivsete nõuete täpseks täitmiseks. Arenduste viivitused võivad samuti kaasa tuua täiendavaid kulusid.

Kapitalinõuete täitmise risk avaldub suutmatuses tagada piisavat kapitali taset kõigi oluliste riskide katmiseks, mis võivad tuleneda turumuutustest, ebapiisavast strateegilisest planeerimisest või jätkusuutliku tulumudeli puudumisest. Sellised tegurid võivad ohustada INDEXO Grupi ettevõtete suutlikkust valitud ärimudeli pikaajalisel rakendamisel.

INDEXO Grupi ja Panga kapitali piisavust hinnatakse ICAAP-raamistiku alusel, analüüsides, kas olemasolev ja kavandatav kapital on piisav kõigi oluliste riskide katmiseks nii baas- kui ka stressistsenaariumites. See hindamine võimaldab hinnata ärimudeli elujõulisust ja suutlikkust säilitada piisav kapitalibaas erinevates tegevusoludes.

## Tegevusriskid.

INDEXO Groupi võivad mõjutada tegevusriskid, mis võivad tuleneda ebapiisavatest või ebaõnnestunud sisemistest protsessidest, sisemiste protsesside nõuete mittevastavast rakendamisest kaasatud inimeste poolt, ebapiisavatest või ebaõnnestunud süsteemidest või välistest asjaoludest, sealhulgas õiguslikest riskidest. Riskitegurid võivad põhjustada regulatiivsete nõuete rikkumist, varahaldusplaani väärtuse ebaõiget arvutamist, juriidiliste kohustuste rikkumist kolmandate isikute suhtes, teenuste ajutist tehnilist kättesaamatust, olemasolevate või potentsiaalsete klientide kaotust, mitmesuguseid IT/küberturvalisuse/andmekaitsega seotud riske, maine kahjustamist või talitluspidevuse ajutist katkemist.

*IT / küberturvalisuse / andmelekkagega seotud riskitegurid.* INDEXO Group, nagu ka teised finantsteenuste osutajad, on varem olnud ja võib tulevikus olla küberkuritegevuse või muu välise või sisemise pettuse sihtmärk. Kõik eespool nimetatud riskitegurid võivad oluliselt kahjustada INDEXO Groupi mainet, tekitada INDEXO-le finantsriske, nagu valitsetavate varade (AUM) vähenemine, trahvid, karistused ja vastutusele võtmine võimalikes kohtuvaidlustes, lisakulude tekkimine süsteemide taastamiseks, samuti olemasolevate või potentsiaalsete klientide kaotus. INDEXO Group võib kaotada ka olulise konfidentsiaalse sisemise teabe.

*Allhankimise / kolmandatest isikutest teenusepakkujatega seotud riskid.* INDEXO Group tugineb oma äritegevuses osaliselt kolmandatest isikutest teenusepakkujate teenustele, toodetele ja teadmistele. Näiteks on INDEXO Group oma raamatupidamis- ja siseauditi funktsiooni allhankinud. Samuti tugineb INDEXO Group kolmandatest isikutest teenusepakkujatele oma IT-süsteemidega seoses, sealhulgas allhanketeenusele INDEXO Groupi IT-süsteemide käitamiseks. Seetõttu sõltub INDEXO Group suuresti nendest kolmandatest isikutest mitte ainult õigeaegsete ja kvaliteetsete teenuste osutamisel, vaid ka kohaldatavate seaduste ja määruste järgimisel ning oma eetiliste äriootuste järgimisel kolmandatest isikutest pakkujate suhtes.

1.1.1 *Õigusvaldkonnaga seotud riskitegurid.* INDEXO ja INDEXO Grupp tegutsevad keerulises ja pidevalt muutumas õiguslikus ning regulatiivses keskkonnas, mis toob kaasa riski, et nad ei pruugi vastata kehtivatele seadustele ja määrustele. INDEXO-l ja INDEXO Grupil on kehtestatud õigusloome ja regulatiivsete muudatuste seiresüsteemid, et ennetada riske, mis võivad tuleneda uute seaduste või määruste mittejärgimisest. INDEXO ja INDEXO Grupp järgivad oma tegevuses ja õigusdokumentatsioonis kehtivaid seadusi ja regulatsioone.

1.1.2 *Modelleerimisega seotud riskitegurid.* INDEXO ja INDEXO Grupi poolt kasutatavad sisemudelid võivad osutada vigaseks või ebapiisavalt kalibreerituks, mistõttu võivad need anda eksitavaid tulemusi, mis mõjutavad otsuste tegemist ning võivad kaasa tuua negatiivseid finantsilisi tagajärgi.

## Regulatiivsete (vastavus)nõuete ja regulatiivsete muudatuste riskid.

INDEXO äritegevus allub riiklikele ja ELi õigusaktidele ja määrustele ning Läti Panga (läti keeles: Latvijas Banka) ning Euroopa Väärtapaberiturujärelevalve (ESMA) suunistele ja soovitudele. Kohaldatavate eeskirjade ja seaduste eiramine võib INDEXO Groupile kaasa tuua rahatrahvid ja muud karistused, millel võib olla oluline negatiivne mõju INDEXO Groupi mainele, äritegevusele, finantsseisundile ja tegevustulemustele.

## INDEXO Groupi maine ja kaubamärgi tuntusega seotud riskitegurid.

Maine on üks olulisemaid varasid seoses INDEXO Groupi kliendisuhetega. Klientide usaldus ja kindlustunne ning ausus on valdkonnas, kus INDEXO Group tegutseb, ülimalt tähtsad. Lisaks on INDEXO Group loonud tuntud ja tugeva kaubamärgi. INDEXO Groupi klientide kaebused või mis tahes negatiivne reklaam teenuse, töötajate töötingimuste, kliendiandmete säilitamise ja turvatavade kohta, mis on suurele osale ühiskonnast avalikult kättesaadavad, võivad avaldada olulist negatiivset mõju INDEXO Groupi äritegevusele, finantsseisundile ja tegevustulemustele.

## Krediidirisk

Krediidirisk on seotud võimalike kahjudega, mis tekivad juhul, kui võlgnik ei täida oma lepingulisi kohustusi. INDEXO Grupp puutub kokku krediidiriskiga, mis on seotud laenude, nõuete, raha ja raha ekvivalentide ning muude investeeringutega.

Likviidsusrisk. Likviidsusrisk on seotud INDEXO Groupi suutlikkusega täita oma lepingulisi kohustusi õigeaegselt ilma märkimisväärseid kahjusid kandmata ning suutmatusega toime tulla planeerimata muutustega ettevõtte ressurssides ja/või turutingimustes, mis on tingitud ebapiisavatest likviidsetest varadest.

## Kontsentratsioonirisk

Kontsentratsioonirisk viitab võimalusele kanda finantskahjusid seoses liigse kokkupuutega ühe vastaspoole, sektori või geograafilise piirkonnaga. Kontsentratsioonirisk on tihedalt seotud teiste riskidega. See võib põhjustada märkimisväärseid kahjusid, kui INDEXO või mõni teine INDEXO Grupi üksus on oluliselt seotud ühe võlgniku või sektoriga, kes jääb maksevõimetuks. Selline seotus võib võimendada krediidiriski. Kontsentratsioonirisk mõjutab ka likviidsust – kui INDEXO või mõni teine INDEXO Grupi üksus sõltub tugevalt vähestest rahastamisallikatest, võib häire nendes allikates põhjustada likviidsusprobleeme.

## Intressimäära risk

Intressimäära risk viitab finantskahjude võimalusele, mis tulenevad intressimäärade muutustest. See mõjutab eelkõige fikseeritud intressimääraga investeeringuid, näiteks võlakirju – intressimäärade tõustes langevad võlakirjade hinnad ja vastupidi. See risk võib mõjutada INDEXO hallatavate pensionifondide varade mahtu (AUM), INDEXO kasumlikkust ning tema varade ja kohustuste väärtust. INDEXO Grupi kokkupuude intressimäära riskiga sõltub intressitundlike varade, kohustuste ning bilansiväliste nõuete ja kohustuste tähtaegadest või intressitundlike instrumentide intressimäära muutmise tingimustest ja perioodidest.

## Tururisk

Tururisk on võimalus kanda kahjusid hallatavate varade ümberhindluse tõttu, mis on põhjustatud finantsinstrumentide, toorainete ja nende tuletisinstrumentide turuhindade muutumisest, sealhulgas valuutakursside, intressimäärade ja muude



tegurite mõjul. INDEXO Pangal on loodud amortiseeritud maksumusega hinnatud võlakirjaportfell, mille eesmärk on hoida võlakirju tähtajani. Kuigi nende finantsinstrumentide turuhinna kõikumine ei mõjuta kohe selgelt panga tulu ja kulusid, esineb märkimisväärse kahju risk, kui pank on sunnitud need enne tähtaega müüma. Lisaks võivad tururisk mõjutada ka INDEXO hallatavate pensionifondide varasid (AUM). Siiski, vastavalt pensionifondide passiivse juhtimise põhimõttele, ei sekku INDEXO aktiivselt fondiportfelli tururiskist lähtuvalt.

#### Välisvaluuta riskid.

INDEXO Grupi ei ole avatud otsesele valuutariskile, mis võib tuleneda erinevate valuutade vahetuskursside kõikumisest. INDEXO Grupil ei ole välisvaluutaposisioone ja neid ei planeerita lähitulevikus, välja arvatud INDEXO hallatavate pensioniskeemide all valitsetavad varad (AUM). INDEXO hallatavate pensioniskeemide all valitsetavad varad (AUM) investeeritakse indeksfondidesse, millest paljud investeerivad edasi erinevas valuutas nomineeritud varadesse, mistõttu on valitsetavate varade väärtus pensioniskeemides suures ulatuses avatud kaudsele valuutariskile. Passiivse juhtimisfilosoofia kohaselt ei sekku INDEXO aga valuutariskiga seotud põhjustel aktiivselt plaani portfelli.

### **1.3.3. Põhiteave väärtpaperite kohta**

#### ***Mis on väärtpaperite põhitunnused?***

##### **Tüüp, liik ja ISIN**

Kõik äriühingu aktsiad (sh pakkumise aktsiad) on dematerialiseeritud aktsiad, millest igaühe nimiväärtus on 1 euro. Aktsiad registreeritakse Nasdaq CSD-s ISIN-LV0000101863 all ja neid hoitakse registrikande vormis. Aktsiatähti ei ole emiteeritud ega emiteerita.

##### **Vääring, nimiväärtus, arvestuslik väärtus, emiteeritud aktsiate arv ja kestus**

Väärtpaperikirjelduse kuupäeva seisuga on INDEXO aktsiate arv **4,774,117**. Pakkumise aktsiate arv on kuni **400,000**. Seetõttu on INDEXO aktsiate arv pärast INDEXO aktsiakapitali suurendamise edukat registreerimist kuni 5,174,117, kuid tingimusel, et pakkumise aktsiate arvu ei muudeta vastavalt tingimustele. Seetõttu lahjendatakse vahetult enne pakkumist olemasolevaid osalusi INDEXO-s pakkumise tulemusena kuni 7,73%. Aktsiad on vääringustatud eurodes ja nende suhtes kohaldatakse Läti õigust ning pakkumise valuutaks on euro. Kõik olemasolevad aktsiad annavad aktsionäridele võrdsed õigused (sh üks aktsia, üks hääli).

##### **Aktsiatega kaasnevad õigused**

Kõiki INDEXO aktsionäre koheldakse võrdselt. Iga INDEXO aktsia annab selle omanikule samad õigused osale INDEXO varadest ja kasumist. INDEXO likvideerimise korral on aktsionäridel õigus saada osa varade ülejäägist proportsionaalselt talle kuuluvate aktsiate arvuga (likvideerimiskvoot). Iga aktsiaga kaasnevad järgmised õigused: 1) aktsiate käsutamise õigus; 2) õigus dividendidele; 3) hääleõigus; 4) aktsionäride üldkoosolekul osalemise õigus; 5) õigus likvideerimiskvoodile; 6) ostueesõigus; 7) õigus saada teavet.

##### **Aktsiate järk emitendi kapitalisstruktuuris maksejõuetuse korral**

Aktsiatega ei kaasne mingeid erioigusi jaotuses osalemiseks (sh likvideerimise korral), välja arvatud need, mis on sätestatud Läti maksejõuetusseaduses, mis näeb ette, et need INDEXO vahendid, mis jäävad alles pärast INDEXO maksejõuetusmenetluse kulude tasumist ja võlausaldajate nõuete rahuldamist, jagatakse äriühingu aktsionäride vahel proportsionaalselt nende osaluse suurusega.

##### **Aktsiate vaba võõrandatavuse piirangud**

Aktsiate võõrandatavusele ei kohaldata mingeid konkreetseid piiranguid ei Läti seaduste ega põhikirja alusel.

##### **Dividendipõhimõtted**

24. märtsil 2022 kiitis aktsionäride üldkoosolek heaks INDEXO dividendipõhimõtted. Aktsionäridele makstakse dividende proportsionaalselt aktsionäridele kuuluvate INDEXO aktsiate koguarvuga. Dividende saab arvutada ja välja maksta ainult täielikult sisse makstud aktsiate eest. Dividendid tasutakse sularahas pangaülekandega aktsionäride kontodele maksepäeval. Iga-aastaseid dividende saab välja maksta üks kord aastas vastavalt maksegraafikule pärast aktsionäride koosolekut, kus on kinnitatud eelmise majandusaasta finantsaruanne. Läti seaduste kohaselt võib erakorralisi dividende maksta ainult põhikirjas sätestatud juhtudel. Erakorralisi dividende INDEXO põhikirjas ette nähtud ei ole. INDEXO ei ole alates äriühingu asutamise kuupäevast dividendimakseid puhaskasumilt välja kuulutanud. Praeguse äristrateegia kohaselt ei plaani INDEXO dividende välja kuulutada enne 2027. aastat. INDEXO äritegevuseks olemasolev kapital investeeritakse INDEXO kasvu, mistõttu INDEXO plaanib hakata dividende deklareerima, kui INDEXO kasum ületab laenuportfelli kasvuvõimalusi.

##### **Kus aktsiatega kaubeldakse?**

Eduka pakkumise korral kaubeldakse aktsiatega Nasdaq Riia börsi Balti reguleeritud turu Balti põhinimekirjas. Ühelgi teisel väärtpaperibörsil ei ole aktsiatega kauplemiseks esitatud ega esitata edaspidi ühtegi avaldust. INDEXO aktsiatega kauplemine algab Nasdaq Riia börsil eelduslikult samal kuupäeval, mil pakutavad aktsiad saavad püsiva ISIN-LV0000101863, mis peaks toimuma 12. mais 2025. aastal või selle paiku.

##### **Mis on väärtpaperitele omased põhiriskid?**

Aktzia hind ja aktsia likviidsusrisk. Nasdaq Riia on oluliselt vähem likviidne ja oluliselt volatiilsem võrreldes teiste väljakujunenud ja pikema ajalooga väärtpapieriturgudega. Nasdaq Riia suhteliselt väike turu kapitalisatsioon ja madal likviidsus võivad pärssida aktsionäride võimet müüa aktsiaid Nasdaq Riia börsil või suurendada aktsiate hinna volatiilsust, kuna üksikute tehingute mõju võib olla aktsiate turuhinna suhtes märkimisväärne.

Pakkumise tühistamine ja alamärkimine. INDEXO ei saa tagada, et pakkumine on edukas ja investorid saavad kätte pakutavad aktsiad, mida nad märgivad. INDEXO-l on õigus pakkumise tühistada.

Aktsia väärtuse lahjenemise oht. INDEXO aktsionäridele kuuluva osaluse osakaalu võib lahjendada, kui INDEXO aktsiakapitali suurendatakse ja tulevikus emiteeritakse uusi aktsiaid. Tulevased aktsiapakkumised võivad toimuda ka alla turuväärtuse ja INDEXO võib otsustada pakkuda aktsiaid valitsevast turuhinnast madalama hinnaga. Tulevane aktsiapakkumine võib vähendada ka aktsiate turuväärtust.

Dividendide maksamise võimega seotud riskid. Puudub garantii, et INDEXO tulevikus dividende jagab. INDEXO võimet maksta dividende võivad piirata äriühinguõigus ja äriühingu finantskokkulepetes sisalduvad piirangud. Juhatuse soovitusel kasumi jaotamiseks sõltuvad äriühingu olemasolevast ja tulevast finantsseisundist, tegevustulemustest, kapitalinõuetest, likviidsusvajadustest ja muudest küsimustest, mida võidakse aeg-ajalt asjakohaseks pidada.

### 1.3.4. Põhiteave väärtpapierite avaliku pakkumise ja reguleeritud turul kauplemisele võtmise kohta

#### ***Millistel tingimustel ja millise ajakava alusel saan ma sellesse väärtpapierisse investeerida?***

Pakkumine on suunatud jaeinvestoritele Lätis ja Eestis, kutselistele investoritele ja teistele investoritele, tuginedes teatud eranditele, mis on sätestatud vastavate liikmesriikide seadustes.

INDEXO aktsiatega kauplemine algab Nasdaq Riia börsil eelduslikult samal kuupäeval, mil pakutavad aktsiad saavad püsiva ISIN-LV0000101863, mis peaks toimuma 12. mail 2025. aastal või selle paiku. Pakkumisperiood on periood, mille jooksul isikud, kellel on õigus pakkumises osaleda, võivad esitada aktsiate märkimiskorraldusi. Pakkumisperiood algab Lätis ja Eestis 15. aprillil 2025 kell 10.00 kohaliku aja järgi ning lõpeb Lätis ja Eestis 25. aprillil 2025 kell 15.30 kohaliku aja järgi, kui seda ei lühendata ega pikendata. Pakkumise orienteeruv ajakava on järgmine.

Pakkumisperioodi algus	15. aprill 2025
Pakkumisperioodi lõpp	25. aprill 2025
Pakkumise ja jaotamise tulemuste väljakuulutamise	28. aprill 2025 või selle paiku
Pakkumise eest arveldamine	30. aprill 2025 või selle paiku
Pakutavad aktsiad saavad alalise ISIN-LV0000101863	12. mai 2025 või selle paiku
Esimene kauplemispäev Nasdaq Riia börsil	Sama kuupäev, mil pakutavad aktsiad saavad püsiva ISIN-LV0000101863

Pakkumises osalev investor võib taotleda pakutavaid aktsiaid üksnes pakkumishinnaga. Minimaalne investeeringusumma on 10.15 EUR, mille eest investor saab märkida ühe aktsia. Kõik pakkumises osalevad investorid võivad esitada märkimiskorraldusi ainult eurodes. Investor kannab kõik kulud ja tasud, mida võetakse seoses märkimiskorralduse esitamise, tühistamise või muutmise vastu selle finantsasutuse hinnakirjale, kes on Nasdaq Riia liikmeks ja võtab märkimiskorralduse vastu.

Väärtpapierikirjelduse kuupäeva seisuga on äriühingu aktsiate arv 4,774,117. Pakkumise aktsiate arv on kuni 400,000. Seetõttu lahjendatakse pakkumise tulemusena vahetult enne pakkumist eksisteerinud osalusi INDEXO-s kuni 7,73%. Pakkumisega otseselt seotud kulud on hinnanguliselt ligikaudu 30 000 eurot.

#### ***Miks see prospekt koostatakse?***

Pakkumise puhastulu on eeldatavasti kuni 4 030 000 eurot. Pakkumise peamine põhjus on kapitali kaasamine INDEXO Banki asutamiseks.

Pakkumise suhtes ei kehti siduva kohustuse alusel märkimislepingut.

Teatavatele juhatuse ja nõukogu liikmetele ning teatavatele INDEXO võtmeisikutele kuuluvad osalused INDEXO-s ja seetõttu on need isikud huvitatud INDEXO tulevases heaolust ja edust, sealhulgas pakkumise edukusest. Siiski puuduvad pakkumise seisukohast muud olulised isiklikud huvid ning pakkumise või kauplemisega seoses ei esine olulisi huvide konflikte.

## 2. INTRODUCTORY INFORMATION

### 2.1. Responsible Persons and Limitation of Liability

IPAS "Indexo" (the "**INDEXO**") and its Management Board is responsible for the information provided in this Securities Note. INDEXO and its Management Board accepts responsibility for the correctness and accuracy of the information contained in this Securities Note. Having taken all reasonable care, INDEXO and its Management Board believes that the information in this Securities Note is, to the best of the INDEXO's and its Management Board's knowledge, in conformity with the facts and excludes no information likely to affect the meaning of this Securities Note.

*signed with a safe electronic signature*

Chairman of the Management Board  
Henrik Karmo

*signed with a safe electronic signature*

Member of the Management Board  
Artūrs Roze

*signed with a safe electronic signature*

Member of the Management Board  
Marija Černoštana

### 2.2. Presentation of Information

Unless expressly stated otherwise, this Securities Note provides information as of the date of signing of the Securities Note. If information has been provided as of any other date than the date of this Securities Note (i.e., the date of signing), it is indicated with reference to the specific date.

#### ***Approximation of numbers***

Numerical and quantitative values in this Securities Note (e.g., monetary values, percentage values) are presented with such precision that INDEXO deems necessary in order to provide adequate and sufficient information on the relevant matter while avoiding an excessive level of detail. In some cases, quantitative values have been rounded up to the nearest decimal place or whole number to avoid an excessive level of detail. As a result, certain values may not necessarily add up to the respective totals due to the effects of the approximation. Exact numbers can be examined and derived from the Audited Financial Statements to the extent that the relevant information is reflected therein.

#### ***Currencies***

In this Securities Note, financial information is presented in Euro (EUR), the official currency of the EU Member States participating in Economic and Monetary Union, including Latvia.

#### ***Updates***

INDEXO will only update the information contained in this Securities Note to such extent, with the regularity, and by such means as required by the applicable law or considered necessary and appropriate by the Management Board. INDEXO is under no obligation to modify or update the Section 5 for "REASONS FOR THE OFFERING AND USE OF PROCEEDS" of this Securities Note.

#### ***Definitions of terms***

In this Securities Note, terms with capitalised first letters have the meaning given to them in Section 9 "GLOSSARY", unless the context evidently requires the contrary, whereas the singular includes plural and vice versa. Other terms may be defined elsewhere in the Securities Note.

## **References to the INDEXO Website**

This Securities Note contains references to the INDEXO website (<https://indexo.lv/en/for-investors/>). INDEXO does not incorporate the information available on the website in the Securities Note, i.e., the information on the website is not part of this Securities Note and has not been verified or confirmed by the Bank of Latvia (in Latvian: Latvijas Banka). This does not apply to the hyperlinks indicating information incorporated by way of reference.

### **2.3. Use of this Securities Note**

This Securities Note is prepared solely for the purposes of the Offering as well as for listing and Admission to trading of the Offer Shares on the Baltic Main List of Nasdaq Riga. No public offering of the Offer Shares is conducted in any jurisdiction other than Latvia and Estonia, and, consequently, dissemination of this Securities Note in other countries may be restricted or prohibited by law. This Securities Note may not be used for any other purpose than deciding on participating in the Offering or investing in the Shares. Copying, reproduction (other than for private and non-commercial use) or dissemination of this Securities Note without the express written consent of INDEXO is prohibited.

### **2.4. Notice to US investors**

The Offer Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) or with any securities regulatory authority of any state of the United States. This Securities Note, the Universal Registration Document and its Summary is not to be distributed to the United States or in any other jurisdiction where it would be unlawful. Accordingly, the Offer Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom, and in compliance with applicable state securities laws.

### **2.5. Approval of this Securities Note**

This Securities Note has been approved by the decision of the Bank of Latvia (in Latvian: Latvijas Banka), dated 11 April 2025, as competent authority under the Prospectus Regulation. The approval by the Bank of Latvia (in Latvian: Latvijas Banka) merely confirms that this Securities Note is in accordance with the standards of completeness, comprehensibility and consistency laid down in the Prospectus Regulation. Registration of this Securities Note should not be regarded as an endorsement of the Offer Shares. Prospective investors should assess the suitability of investing in the Offer Shares by themselves.

### **2.6. Documents on Display**

This Securities Note and the Summary that accompanies the Universal Registration Document will be available in electronic form on the website of the Bank of Latvia (in Latvian: Latvijas Banka) (<https://www.bank.lv/>) and the Nasdaq Riga website ([www.nasdaqbaltic.com](http://www.nasdaqbaltic.com)). In addition, the following documents can be accessed through INDEXO’s website (<https://indexo.lv/>) during the validity period of this Securities Note, Universal Registration Document and Summaries (the Prospectus): Securities Note (including the Summaries in Latvian and Estonian) and Universal Registration Document (available at: <https://indexo.lv/en/for-investors/>).

Any interested party may download the above documents from the INDEXO website free of charge or request delivery of electronic copies of the documents from INDEXO.

### **2.7. References incorporated into this Securities Note**

The following information has been incorporated into this Securities Note by reference: the Universal Registration Document registered by the Bank of Latvia (in Latvian: Latvijas Banka) on 11 April 2025.

### 3. RISK FACTORS

An investment in the Offer Shares is subject to a certain number of risks, which may independently or collectively have an adverse effect on the business of INDE XO or INDE XO Group, financial results, operations or prospects and result in a corresponding decline in the value of the Shares. As a result, investors could lose a part or all of the value of their investment. Each prospective investor should carefully consider, among other information contained in this Securities Note, the factors and risks associated with the shares of INDE XO. In case of any doubts about the investment, prior to investing, each prospective investor should seek professional advice.

INDE XO believes that the risks described below are the material risks relating to the Shares, as at the date of this Securities Note. Nevertheless, it must be noted that the following list is not an exhaustive list of all risks that a prospective investor might face upon investment and that additional risks and uncertainties not currently known to INDE XO or that INDE XO currently considers immaterial may also individually or cumulatively have a material adverse effect on INDE XO's or INDE XO's Group business, brand, financial results of operations or prospects.

#### ***Share price and share liquidity risk***

Nasdaq Riga is considerably less liquid and considerably more volatile compared to other established securities markets with a longer history. The fairly small market capitalisation and low liquidity of Nasdaq Riga may impair the ability of Shareholders to sell the Shares on Nasdaq Riga, or could increase the volatility of the price of the Shares as the impact of individual transactions may be significant with respect to the market price of the Shares. Low general levels of transactional activity may cause material differences in the total consideration of overall sale and purchase transaction in the Shares. The decision of one or more new companies could have a significant impact on the market capitalisation and liquidity of Nasdaq Riga as a whole.

#### ***Risk of share dilution***

The proportion of shareholding held by the shareholders in INDE XO may be diluted if the share capital of INDE XO is increased and new Shares are issued in the future. In such case, the shareholders will be entitled to the right to subscribe for such new shares of INDE XO proportionally to their existing shareholding in INDE XO. Such preferential right can, however, be excluded by a respective resolution of the Shareholders' meeting, which requires the affirmative vote of three-quarters of the votes represented at the Shareholders' meeting. Furthermore, shareholders will not be able to exercise the preferential right to subscribe for new shares of INDE XO proportionally to their existing shareholding in INDE XO with respect to the shares to be issued within the Share Option Plans (please see Section 15.2. "Personnel Share Option Plans for Management Board and Employees" of the Universal Registration Document) due to regulatory aspects arising from the Latvian Commercial Law which regulates the personnel share option institute in Latvia.

Future equity offerings may also be conducted below market value and INDE XO may decide to offer shares at a discount to the prevailing market price if it believes that this would be appropriate in the context of the financing options available to it. A future equity offering could also depress the market value of the Shares.

#### ***Risks related to the ability to pay dividends***

INDE XO has not distributed dividends during the period covered by the Audited Financial Statements. There is no assurance that INDE XO will distribute dividends in the future. For example, INDE XO may not be able to, or its Shareholders' meeting may choose not to, pay any dividends. INDE XO's ability to pay dividends may be limited by corporate law and restrictions contained in its financial arrangements. The Management Board's recommendations for distribution of profit will depend on INDE XO's existing and future financial condition, results of operations, capital requirements, liquidity needs and other matters that it may consider relevant from time to time, including, without limitation, its capital needs, financial performance, strategic considerations and prevailing equity market conditions which may not necessarily coincide with the short-term interests of all the Shareholders. Payment of dividends and the amount thereof will be subject to the ultimate discretion of the Shareholders' meeting of INDE XO.

In addition to the above mentioned, the current business strategy of INDE XO and its Dividend Policy foresees that INDE XO is not planning to declare dividends until the year 2027. The available capital for the business operations of INDE XO will be invested into the growth of INDE XO, therefore INDE XO plans to start declaring dividends when the profits from INDE XO exceed the INDE XO Bank loan book growth opportunities.

#### ***Lack of adequate analyst coverage***

There is no guarantee of continued (or any) analyst research coverage for INDEXO. Over time, the amount of third-party research available in respect of INDEXO may increase or decrease with little or no correlation with the actual results of its operations, as INDEXO has no influence on the analysts who prepare such research. Negative or insufficient third-party coverage would be likely to have an adverse effect on the market price and the trading volume of Shares.

***Risks related to changes in the tax regime***

The current tax regime applicable to dividends and/or capital gains upon future sale of the Shares may increase the tax burden on the Shareholder and consequently may affect the rate of return from the investment.

***Risks posed to investors whose principal currency is other than EUR***

The Shares of INDEXO are, and any dividends to be paid in respect of them will be, denominated in EUR. An investment in INDEXO's shares by investors whose principal currency is other than EUR exposes those investors to foreign currency exchange rate risk. Any depreciation of EUR in relation to the investor's principal currency will reduce the value of investment in the shares of INDEXO or any dividends in relation to such currency.

**3.1. Risk factors related to the Offering**

***Cancellation of Offering and undersubscription***

Best efforts will be made by INDEXO to ensure that the Offering is successful; however, there can be no assurances by INDEXO that the Offering will be successful and that investors will receive the Offer Shares they subscribe for. INDEXO is entitled to cancel the Offering (please see Section 7.12 "Postponement or Cancellation of the Offering" of this Securities Note).

## 4. CAPITALISATION AND INDEBTEDNESS

### 4.1. Working Capital Statement

Considering INDEXO's existing assets, financial position and future plans, in the opinion of the Management Board INDEXO's working capital is sufficient to cover all liabilities for the upcoming 12 months after the date of this Securities Note and there is no need to involve additional external funds to cover working capital needs. The proceeds of the Offering have not been included in the calculation of INDEXO's working capital.

### 4.2. Capitalisation and Indebtedness

The tables below present INDEXO's capitalisation and indebtedness as at 31 December 2024, which is based on reviewed financial data. The information presented does not account for the Offering and use of proceeds therefrom, which will potentially have a significant impact on INDEXO's capitalisation and indebtedness (please see Section 5 "REASONS FOR THE OFFERING AND USE OF PROCEEDS" of this Securities Note). Investors should read this Section in conjunction with Section 5 "REASONS FOR THE OFFERING AND USE OF PROCEEDS" of this Securities Note.

#### Capitalisation of INDEXO (EUR)

Negative Retained Earnings are largely related to investment of client acquisition throughout the years.

Table 4.2.1

	<i>As at 31 December 2024</i>
<b>Total current debt (including current portion of non-current debt) *</b>	<b>77,323</b>
Guaranteed	-
Secured	-
Unguaranteed / unsecured	77,323
<b>Total non-current debt (excluding current portion of non-current debt) *</b>	<b>-</b>
Guaranteed	-
Secured	-
Unguaranteed / unsecured	-
<b>Shareholder equity</b>	<b>21,530,499</b>
Share capital	4,760,549
Legal reserve(s)	-
Other reserves (share and option premium)	17,794,311
Other reserves (retained earnings)	(1,024,361)
<b>Total capitalisation</b>	<b>21,607,822</b>

Table 4.2.2

#### Indebtedness of INDEXO (EUR)

		<i>As at 31 December 2024</i>
A	Cash	1,468,245
B	Cash equivalents	-
C	Other current financial assets	-
D	<b>Liquidity (A + B + C)</b>	<b>1,468,245</b>
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	-
F	Current portion of non-current financial debt *	77,323
G	<b>Current financial indebtedness (E + F)</b>	<b>77,323</b>
H	<b>Net current financial indebtedness (G - D)</b>	<b>(1,390,922)</b>
I	Non-current financial debt (lease liabilities) *	-
J	Debt instruments	-
K	Non-current trade and other payables	-
L	<b>Non-current financial indebtedness (I + J + K)</b>	<b>-</b>
M	<b>Total financial indebtedness (H + L)</b>	<b>(11,390,922)</b>

*\*[Unaudited management assumption used to split long-term lease liability into current and non-current portions based on audited data]*

Financial debt as per Table 4.2.2 consists only of liabilities related to leases.

## 5. REASONS FOR THE OFFERING AND USE OF PROCEEDS

The expected amount of gross proceeds of the Offering is up to 4 060 000 EUR. Expenses directly related to the Offering are estimated to be approximately EUR 30 000, including fees and commissions to be paid to the consultants of the Offering. Therefore, the net proceeds of the Offering are expected to be up to EUR 4 030 000.

The key reason for the Offering is to raise capital for the further development of INDEXO Bank.

### 5.1. The idea of INDEXO Bank

Over recent years an ever-increasing domination of the local market by foreign-owned banks has started to show signs of underserving the Latvian economy. Latvian households have least leverage amongst EU countries. Relative to GDP Latvia's banking sector has the smallest loan portfolio with one of the highest interest margins in Eurozone. Comparison with Estonia and Eurozone average indicators suggest a lending gap of over 4 billion euros.

In addition, major AML-related scandals and existing increased Sanctions risks in the Baltic market have also had the unwelcome and significant side-effect of making banking very difficult for fully legitimate enterprises with a non-standard or export-related business model. Finally, the largest banks in the Latvian market have in the past decade underinvested in developing their product and technological offerings.

To improve competition in the Latvian banking market, as it did in the pension savings' market, INDEXO has established a new, local, digitally focused bank. INDEXO Bank intends to fill the gap that current market players have left in retail banking and is offering customer centric digital banking services to Latvian residents leveraging the existing INDEXO customer base and well recognised brand.

AS INDEXO Bank started operations on August 28, 2024 three and a half months after receiving its banking license on May 16, 2024. During 2024 INDEXO Bank completed its first 4 months of operation. In the first month of banking operation, INDEXO Bank attracted more than 10 thousand clients with total deposits almost amounting to EUR 9.0 million. For comparison, it took more than a year for the pension management company IPAS INDEXO, which now has over 140 thousand clients, to attract its first 10 thousand clients. At the end of February 2025 INDEXO Bank has 28.6 thousand clients with EUR 42.8 million in total deposits and EUR 4.2 million in consumer loans.

Given that INDEXO already operates in retail financial services market by offering pension management for 8 years and has overcome trust issues inherent to start-ups in financial services field, INDEXO Bank has been able to attract customer deposits as funding for financing its lending portfolio. INDEXO Bank is part of the deposit guarantee fund that protects client funds up to 100 000 euros deposited in the licensed bank.

We have invested significant effort to ensure that INDEXO Bank stands out in the Latvian financial market with the ease of use of its services and innovative products, offering new opportunities and more favorable conditions for clients. We involved our customers in this process by gathering their opinions on various topics, from the design of the mobile app to the appearance of payment cards.

The bank's operations were launched with a suite of daily banking services for private individuals payments, cards, savings (deposits and vaults) and consumer lending all available in user friendly and modern mobile app, executed with insights from the best European banking and fintech market participants. INDEXO Bank is the only credit institution in Latvia which pays 1.5% for customer current account balances and is among top payers also for other deposit products. We consider this as a starting point for expanding our product offering.

#### *Advantages of INDEXO Bank*

INDEXO Bank has several competitive advantages:

- INDEXO Bank, free from the constraints of legacy products and service channels, has introduced a modern, user-friendly banking solution.
- The absence of legacy IT systems enables INDEXO Bank to operate with a high level of automation and offer products and services at attractive pricing.



- Since INDEXO Bank started from a clean slate, INDEXO Bank does not need to offboard problematic historical clients, and using existing INDEXO Group customer base is rapidly building a **fully legitimate, resident-only Latvian client base**.
- Exceptional management talent with in-depth local market knowledge is putting INDEXO at a market advantage compared to competitors with centralized foreign decision-making.

#### *Products and services offered by INDEXO Bank*

At the present, our timeline for the planned introduction of key new services for 2025 is as follows:

- **Daily banking improvements.** In our commitment to providing seamless and innovative banking solutions, INDEXO Bank launched Google Pay on April 1, 2025 and by the end of April 2025 will launch Apple Pay. This milestone reflects our dedication to embracing cutting-edge technology to enhance the payment experience for our customers. With these digital wallet integrations, clients will be able to make secure, fast, and convenient transactions using their mobile devices, whether in-store, online or within apps. After Google Pay and Apple INDEXO Bank will launch first features of family accounts in Q3 2025. This new feature is designated to simplify family financial management while also enabling parents to issue dedicated debit cards for their children.
- **Mortgage lending product.** Mortgage loan is a cornerstone retail banking product. In Latvia we see huge growth potential as Latvian households are among least leveraged in Europe, at the same time mortgage rates in Latvia are one of the highest in Eurozone. We will start by offering refinancing product in the beginning of May 2025, followed with new mortgage lending product in Q3 2025. Designed to deliver competitive rates, smooth service and flexible terms, this offering aims to empower customers in achieving their homeownership dreams while setting a new benchmark in the market.
- **Consumer lending product.** We are very proud of our consumer lending product providing customers opportunity to receive a loan in less than 5 minutes through the INDEXO Bank mobile app. Advertising limitations have restricted the Bank's communication and promotion options, so the initial lending portfolio growth has been relatively slow. At the end of 2024 the Bank started cooperation with lending platforms and that helped to boost new lending volumes which reached EUR 7,4 million in the beginning of April. During 2025 the Bank will continue different initiatives to boost lending growth offering consumer loan refinancing products and extending co-operation with different partners.
- **Custody bank services.** Due to the limited number of service providers IPAS INDEXO is forced to pay high fee for custody of managed pension funds. In our continued efforts to expand our suite of services, INDEXO Bank is set to introduce custody services during Q3 2025 that will enable not only to lower costs for its parent IPAS INDEXO but also offer competitive service to other asset managers in Latvia. This new offering is designated to provide secure and efficient asset safeguarding, ensuring the highest standards of compliance and operational excellence. Moving away from using competitors' custody services will increase the independence of INDEXO, reduce certain business risks via diversification, and significantly reduce costs. The cost reduction will allow INDEXO to offer its customers cheaper pension products in the medium term.

#### **5.2. Financial targets for INDEXO Bank for 2025**

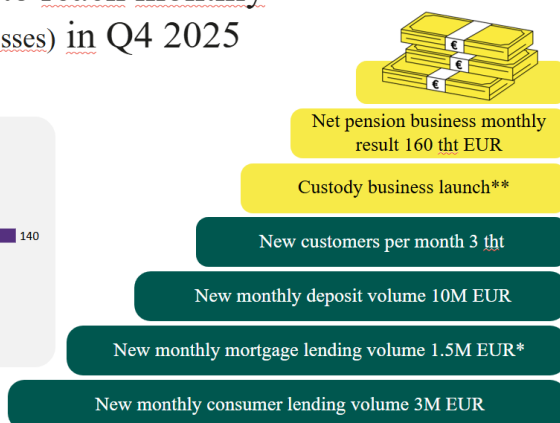
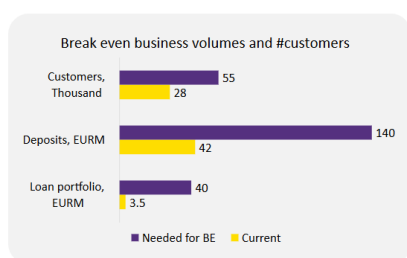
INDEXO Bank commenced operations on August 28, 2024, three and a half months after receiving its banking license on May 16, 2024. The bank establishment project began in early 2023 with the goal of opening the bank at the start of 2024. However, the licensing process extended beyond the anticipated timeline, resulting in a six-month delay compared to the original business plan submitted to the regulator during the licensing process. Despite the delay the Bank launch was successful and in the first month of operation, the Bank attracted more than 10 thousand clients and at the end of 2024 INDEXO Bank had 21.1 thousand clients with EUR 33.10 million in total deposits and its loan portfolio exceeded EUR 1.06 million (gross). As the Bank's operations have just commenced, INDEXO Bank does not yet generate sufficient revenue to cover its operating costs. At the same time the Bank makes significant IT investments to continue enhancing and developing a wider range of banking services. Therefore, INDEXO Bank incurred losses amounting to EUR 6.16 million in 2024.

For a start-up, reaching the break-even point is a crucial milestone. As communicated during the 2024 annual results webinar, INDEXO Group aims to achieve monthly break-even (before loan losses) in Q4 2025, based on current business development trends. This goal hinges on the successful implementation of all product

launches described in the previous section. The management of INDEXO Group believes that the Bank will achieve a run-rate break-even when the loan portfolio reaches EUR 40 million and deposits total approximately EUR 140 million. To attain these volumes, the Bank's customer base should approach 50,000 customers. Significant contributions to achieving monthly break-even (before loan losses) at the INDEXO group level will come from our pension business and the launch of custody services.

Reaching the break-even point is crucial for INDEXO Bank as it signifies that the business is generating enough income to cover its operating costs, the Bank is in control over its future capital needs and provides a solid foundation for future growth and expansion.

## INDEXO Group aims to reach monthly break-even (before loan losses) in Q4 2025



INDEXO

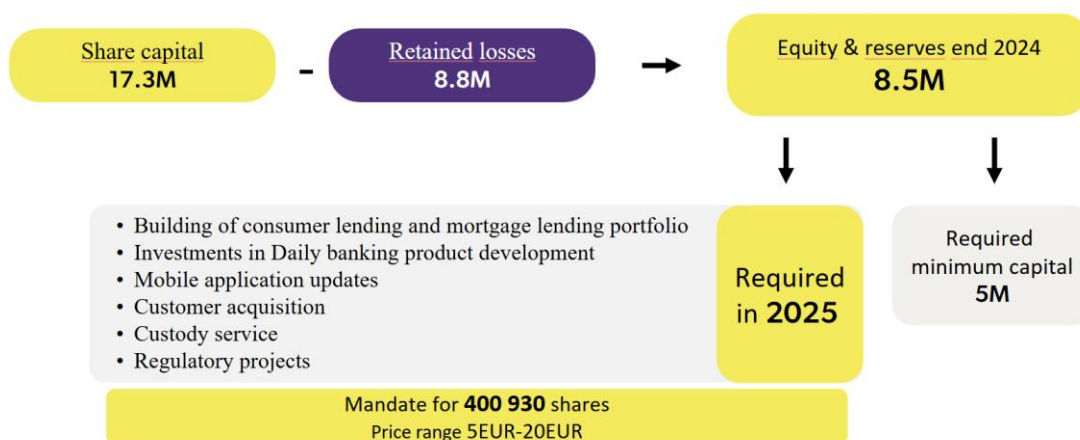
\* From Q2 2025  
\*\* From Q3 2025

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In 2024 the Bank's share capital was increased by EUR 12.31 million. As of 31 December 2024 the Bank's total capital ratio was 54.17%, well above the minimum of 20% set by the regulator, and liquidity coverage ratio was 1273.49%. However, to mitigate the impact of the delay in launch of operations, continue consumer lending and to successfully implement the ambitious product roadmap which includes the launch of mortgage lending, Google Pay, Apple Pay, family accounts and custody services (as presented above), INDEXO Bank will raise additional capital to build scale and support these strategic initiatives.

INDEXO Bank's parent and sole shareholder IPAS INDEXO after annual shareholder meeting on 28 March 2025 has in total contributed to Bank's capital EUR 933 500 from its 2024 annual profit.

## INDEXO Bank will raise the additional capital to deliver on ambitious long-term targets



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<sup>1</sup> As presented during 2024 result Annual webinar on 26.02.2025

<sup>2</sup> As presented during IPAS INDEXO shareholder meeting on 28.03.2025

The expected net proceeds of the Offering of up to EUR 4 030 000 will ensure the significant part of needed T1 capital resources to deliver on ambitious product roll-out for 2025 and to reach break-even point on INDE XO Group level (before loan losses).

INDE XO Group management is considering and evaluating different options for strengthening Bank's capital, including IPAS INDE XO current share issue and INDE XO Bank issuing T2, AT1 capital instruments later during the year. The additional capital inflow will enable the Bank to strengthen its operational capacity, enhance its technological infrastructure, and maintain financial resilience as the Bank delivers innovative solutions to INDE XO Group customers.

The management of the INDE XO Group and the Bank has already demonstrated the ability to attract the necessary capital for the development of the bank, however, there is significant uncertainty regarding the Bank's ability to successfully raise the needed financing.

### **5.3. Own funds and prudential requirements of INDE XO Bank**

#### *Risk weighted assets*

The risk weighted assets is based on a standardized approach (SA) for credit risk.

Mortgage loans will be underwritten in compliance with strict criteria defined in mortgage product underwriting rules. Mortgage lending will be fully secured by mortgages on residential property that is or will be occupied by the borrower, or that is rented, and therefore, mortgage loans with a loan-to-value (LTV) ratio that does not exceed 55% will be eligible for a 20% risk weight.

If consumer loans comply with the criteria for inclusion in retail exposures they will be subject to a 75% risk weight. High-level criteria that must be followed include:

- They are loans to one or more natural persons;
- They are sufficiently diversified;
- They are homogenous exposures with standardized underwriting requirements.

Consumer loans that do not meet the above-mentioned criteria are assigned a 100% risk weight.

#### *Capital Adequacy*

The INDE XO Bank maintains a strong capitalization structure at all times, considering forecasted business development, assumed risks, expected minimum regulatory requirements, and an additional management buffer.

The main risk exposure amounts are due to credit risk and operational risk requirements. The loan portfolio will be lent out based on capital adequacy availability and with strict emphasis on targets fulfilments.

The Bank of Latvia (in Latvian: Latvijas Banka) expects INDE XO Bank to maintain a capital adequacy ratio of 20%, which includes both Pillar I and Pillar II requirements.

According to the Bank of Latvia's regulations No. 166, INDE XO Bank, as a newly established institution, can set the date for the first capital adequacy assessment process report, including all evaluations and calculations, as the end date of the 2025 financial year, preparing the respective ICAAP report at the beginning of 2026.

#### *Liquidity Coverage Ratio*

INDE XO Bank will hold liquid assets required to always meet the LCR ratio target of at least 140%. To mitigate potential liquidity risks and while having little historical data on expected customer behaviour, the LCR target for the upcoming 2 years expected to exceed 200%. It is expected that a large volume of customer deposits will provide ample liquidity as the Bank will continue to grow its loan portfolio.

### *Net Stable Funding Ratio*

The INEXO Bank has attracted stable deposit base which is expected to grow significantly over the upcoming years. Deposit base helps to always maintain NSFR above the regulatory requirement. The minimum target ratio for NSFR is set at 120%.

#### **5.4. Corporate governance of INEXO Bank**

The overall internal corporate governance system of INEXO Bank is developed based on the applicable legal requirements and regulations and strives to provide effective, transparent, and compliant management, creating responsible, safe, and comfortable environment for INEXO Bank employees and clients.

INEXO Bank has two-tier governance structure, divided into a supervisory board, responsible for the supervision function and oversight of the internal control framework, and a management board, responsible for the executive and operational functions of INEXO Bank, including the effective functioning of the established internal controls.

Following acquisition of credit institution licence by AS INEXO Banka, under new INEXO Group governance structure introduced in year 2024 AS INEXO Banka acts as responsible entity within INEXO Group to ensure INEXO Group's compliance with prudential requirements on a consolidated basis within the meaning of the Credit Institutions Law and the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012. As a responsible entity within the Group, INEXO Bank is responsible for the development of Group strategy, Group business planning, financial and treasury management, as well as risk management framework.

The internal control system of INEXO Bank is organised in accordance with applicable regulatory requirements and:

- clearly states duties and allocation of powers of the members of the Supervisory and Management Board in respect of carrying out and controlling INEXO Bank's business;
- sets in place a system for identifying, managing, monitoring, and reporting risks existing in and potential to INEXO Bank's activities;
- establishes appropriate internal control procedures.

INEXO Bank has in place internal documents defining the set up and functioning of its internal corporate governance system.

#### *Risk management function*

The INEXO Bank's strategic aim is to achieve an appropriate balance between risks assumed by the INEXO Bank and returns and minimize the potential adverse effect on the Bank's financial performance and operations. The risk management function is integrated in the framework of the INEXO Bank's internal control based on the effective bank supervision requirements laid down by the Bank of Latvia (in Latvian: Latvijas Banka) and the Basel Committee on Banking Supervision to provide for a risk control function and operational compliance control function independent from business units. Risk measurement, assessment and control functions are separated from the business functions.

The INEXO Bank identifies all significant risks and develops documents and implements appropriate policies for risk management, including measurement, assessment, control, mitigation, and risk reporting and disclosures. Policies are reviewed annually to align with changes in the INEXO Banks's operations and external factors impacting the INEXO Bank's activities.

The risk management function promotes risk awareness within the organization and supports and advises departments on risk management and risk mitigation.

In order to identify risks in a timely and comprehensive manner and assess the acceptable levels of risks prior to launching new products and services INEXO Bank evaluates potential risks and approves internal normative documents related to risk management that include appropriate procedures, restrictions and limits, and hedging methods.

The duties and responsibilities of the risk management function are documented, and specific tasks are assigned to employees responsible for risk management, including, but not limited to:

- Identification and measurement of all material risks and their interaction;
- Development of policies and procedures for management of all material risks;
- Active participation in the development of the risk management strategy and decision making related to risk management;
- Control of compliance with the risk management strategy, policies and procedures, including defining limits and restrictions;
- Regular updating and enhancement of risk management policies and procedures to ensure that they are up-to-date and reflect the changes in the business activities and external factors;
- Preparation of regular reports on risk profile assessment and risk management to the management board and supervisory board, enabling the organization to assess risks affecting the ability of INEXO Bank to achieve its objectives and, if necessary, to take decisions on corrective measures.

#### *Compliance function*

For compliance management to be successful, merely following the right strategies, adopting the right tools, and "doing the same old thing" is not sufficient. Therefore, a culture of compliance is created at INEXO Bank across the organization, with the goal that compliance shouldn't have to be imposed on employees, but rather should come from within. INEXO Bank have a well-defined process as well as well-documented policies, procedures, and guidelines for compliance management. Corporate leadership is communicating expectations and values.

One of the competitive advantages and a cornerstone of the INEXO Bank's value proposition is the ability to design KYC and compliance processes from scratch that permits INEXO Bank to make these processes not only effective, but also efficient. By carefully constructing CRM, KYC & AML systems that work as a cohesive whole, INEXO aims to minimize customer bureaucratic burden while still insuring a full, industry-leading level of compliance.

INEXO is working to ensure that all customer-related information is processed centrally and available to relevant AML, compliance and risk units on a need-to-know basis, so that INEXO Bank employees always have access to the most up-to-date customer information needed for effective risk control, and so that the customer is never asked to provide the same information twice (except in cases where it is necessary to confirm the customer's competence or truthfulness). INEXO Bank also is working on the principle of compiling in-house all customer information that can be collected from reliable public sources, reducing the burden on the client.

In achieving its ambitious compliance standards, INEXO Bank is relying on a highly experienced, skilled and proven banking technology team, which is capable to implement an industry-leading CRM system for consistently storing and accessing client data across internal functions and structural units.

In practice, INEXO's vision means expanding the role of the compliance unit beyond offering advice on statutory rules, regulations, and laws by also emphasizing customer experience in compliance processes with a consistently friendly, warm and convenient approach. The unit must also generate practical perspectives on the applicability of laws, rules and regulations across businesses and processes and how they translate into operational requirements, become an active co-owner of risks, and provide an independent oversight of the control framework.

The INEXO Bank's compliance function is independent and have the resources to carry out its responsibilities effectively. The scope and breadth of the activities of the compliance function is subject to periodic review by

the internal audit function. Compliance is regarded as a core risk management activity within the INDEXO Bank. Specific tasks of the compliance function may be outsourced, but they will remain subject to appropriate oversight by the head of compliance.

To support independence, at INDEXO Bank compliance is created as stand-alone function, positioned similarly to internal audit with a clear separation from business, thus significantly rising its profile. This also creates the need for strong coordination and a high level of collaboration among all those who are involved in various areas of compliance, including senior management and the compliance and risk management teams. The Compliance function is headed by the Chief Compliance Officer (CCO). The CCO is appointed as a member of the management board and have direct contact to the supervisory board. The Chief Compliance Officer is not assuming duties related to performing tasks of the business units and isn't controlled by them but is authorized and enabled to directly interact with the business units. INDEXO Bank have ensured that the Chief Compliance Officer has sufficient experience, knowledge and skills for necessary duties.

#### *Internal audit function*

The key task of the internal audit function is to carry out independent supervision of the internal control framework and assess whether the framework is both sufficient and effective in order to help the supervisory board, management board, and the heads of the structural units of INDEXO Bank be effective in performing their functions and controls.

The duties of Internal audit include:

- Assessment of the results and effectiveness of the activities of INDEXO Bank;
- Compliance assessment of all activities and actions made by the structural units of INDEXO Bank with the relevant strategies, plans, policies and procedures;
- Verification of the capital adequacy assessment process of INDEXO Bank, including the assessment of their effectiveness, completeness and compliance with relevant regulations, policies and procedures;
- Assessment of the effectiveness of the risk management function and compliance function;
- Evaluation of the accounting and reporting systems;
- Evaluation of the information systems;
- Evaluation of the functioning of the internal control procedures;
- Evaluation of the credibility and completeness of financial information, as well as evaluation of how such information is identified, measured, classified and disclosed;
- Carrying out special examinations and investigations.

The procedure for appointing and dismissing the head of Internal audit ensures that the head of Internal audit is independent from the Management Board in decision making and the execution of duties. The Bank's organizational chart, policies and reporting procedures clearly state that the head of Internal audit has a direct reporting line to the supervisory board of INDEXO Bank.

In carrying out its duties, Internal audit considers the financial and operational plans approved by the supervisory board and defines the activities to be performed during the reporting period accordingly.

Internal audit prepares reports on findings from each inspection, including weaknesses in the internal control framework, violations of policies and procedures, and insufficiently identified or managed risks, and submits recommendations for addressing the problems discovered. The internal audit function ensures that the findings are discussed and that opinions and recommendations are prepared as a result of each performed inspection at the relevant level of management. It also follows up on the implementation of its issued recommendations. At least one a year, internal audit function prepares a report on its performed inspections and on the main problems discovered, expressing its view on the effectiveness of the internal control framework.

Internal audit assessments cover activities performed by outsourced service providers, functions performing the first line of defence, and functions performing second line of defence. Internal audit does not define risk limits or describe the control mechanisms and operational procedures that it audits.

## 5.5. Risk management framework

The INEXO Bank's risk management framework is defined and documented in its business strategy, risk management strategy, policies, and related operating procedures ensuring adequate, timely, and continuous identification, assessment, measurement, monitoring, mitigation, and reporting of material risks.

INEXO Bank only assumes risks that can be identified, measured, assessed, and controlled. The bank maintains policies and related operating procedures for all material risks and will define appropriate limits for these risks within the risk appetite statement embedded in the risk management strategy.

The Bank organises risk management according to the requirements of the Law of the Republic of Latvia on Credit Institutions, European Parliament and Council.

The risk management system is integrated into the bank's internal control system, ensuring independent risk control and compliance functions separate from business functions.

### *Risk Appetite Statement*

INEXO Bank is conservative in risk-taking, evaluates profitability on a risk-adjusted basis, and allocates sufficient capital to cover any unexpected losses or stress scenario outcomes. INEXO Bank does not reward excessive risk-taking in the pursuit of profitability targets.

For all material risks, INEXO Bank defines limits that prevent excessive exposure to specific risk areas. The risk management strategy and INEXO Bank's risk appetite are reviewed and approved by the supervisory council at least once per year. The risk management strategy defines both quantitative and qualitative targets for material risks. Actual risk exposures and compliance with the risk appetite statement are reported at least quarterly. Breaches of risk limits are identified and escalated to the management board and supervisory council.

Limits are defined, considering identified material risk exposures within the Business Plan and the Bank of Latvia (in Latvian: Latvijas Banka) requirements on required risk indicators. Limits are defined at three levels:

- the target level indicates the comfort level at which no corrective measures are required;
- the trigger level indicates that corrective measures need to be considered and escalated to the management board for the decision making;
- the regulatory minimum should always be more conservative than trigger level for corrective measures to be initiated before the actual breach of regulatory ratios.

### *Identification and measurement of risks*

Risk identification and measurement are embedded within the risk management process. The Bank conducts quantitative risk assessment based on methodologies developed by the Bank and also evaluates the adequacy of capital required to cover the risks based on the standardized and basic indicator approaches described in Regulations No. 575/2013 (26 June 2013) on prudential requirements for credit institutions and amending Regulation (EU) No. 648/2012, as well as the simplified methods outlined in the regulation of the Bank of Latvia 03.11.2020. No.321 "Regulations on the Capital Adequacy Assessment Process for Credit Institutions".

To assess inherent or anticipated risks in its operations, the Bank also conducts stress testing of risks.

INEXO Bank performs risk assessment including, but not limited to, the following risks:

- Business model risk;
- Compliance risk;
- Risks Related to Money Laundering and Financing of Terrorism, Sanction risk
- Reputation risk;
- Operational risk (including IT risk, outsourcing risk, legal risk and model risk);
- Credit risk;

- Liquidity risk;
- Concentration risk;
- Interest rate risk in the banking book (IRRBB);
- Other risks affecting the activities of INDEXO Bank.

If a risk is identified as material, INDEXO Bank develops risk measurement methods and includes the amount of capital required to cover the particular risk in the capital adequacy assessment. When measuring risks, INDEXO Bank applies an analytical approach proportionate to the specifics and complexity of the particular risk and utilizes stress testing, scenario analysis, and other methods to assess the potential unexpected loss in adverse scenarios.

#### *Management of identified risks*

INDEXO Bank develops, documents, and implements appropriate risk management policies and control procedures, specifying:

- The methods and regularity of risk measurement (for quantifiable risks) and assessment (for other risks that can be assessed, but not directly quantified);
- Appropriate risk control procedures in accordance with the risk management strategy, determining the restrictions and limits specifying the maximum risk amount that can be tolerated and control procedures for mitigating the risks that cannot be measured using quantitative figures;
- The procedure under which the supervisory board, the management board, the Chief Risk Officer, and heads of the functions receive regular information about the risks inherent to the activities of the institution, the scale and trends, the impact of risks on the amount and capital adequacy of the institution, as well as other information necessary for making decisions;
- Allocation of duties, powers, and responsibilities within the risk management function.

INDEXO Bank reports on risk exposures in accordance with its risk management strategy and regulatory requirement on a regular basis.

#### **5.6. Shareholding structure of INDEXO Bank**

INDEXO Bank is a 100% owned subsidiary of INDEXO. Please see section 16 of the Universal Registration Document for information about major shareholders of INDEXO.



## 6. INFORMATION ON THE SECURITIES

### 6.1. Resolution to increase share capital and to issue Offer Shares

The Offering will involve the issue of new Shares up to 400,000 shares as subscribed for in the course of the Offering. The Shares will be allocated to investors in accordance with the terms described in Section 7 “TERMS AND CONDITIONS OF THE OFFERING” of this Securities Note.

On 28 March 2025, the Shareholders’ meeting of INDEXO approved amendments to INDEXO’s Articles of Association by inclusion in the Articles of Association provisions granting the Management Board of INDEXO an authorisation within five years from the approval of the amendments to the Articles of Association to approve the issue of new shares of the Company in an amount of up to 572 000 (five hundred and seventy two thousand) shares, in accordance with the provisions of Article 249(4) of the Commercial Law. In accordance with the mentioned decision of the Shareholder’s meeting the shares issued in accordance with authorisation granted to the Management Board under Article 3.6. of the new version of the Articles of Association can be sold at a price ranging from EUR 5 (five euros) to EUR 20 (twenty euros) per share. The Management Board is authorised by the Shareholders’ meeting decision to determine the share price of the issue within the specified price range.

In accordance with Shareholders’ meeting decision, Shareholders waived their pre-emptive rights for the Offering. Please see Section 7.1 “The Offering” of this Securities Note for the indicative timetable of the Offering (the expected timeline for the completion of the Offer Shares issue).

Based on the authorisation of the Shareholders’ meeting of INDEXO, the Management Board determined the Offer Price.

The newly issued INDEXO Offer Shares are expected to be registered in the accounting system of Nasdaq CSD, as well as included in the Baltic Regulated Market of Nasdaq Riga (the Baltic Main List).

### 6.2. Shareholder rights

This Section aims to provide a general overview of the scope of rights conferred upon shareholders of INDEXO in accordance with the applicable rules of Latvian law.

This general overview is not intended to be exhaustive, nor does it purport to cover all legal issues that may arise in connection with ownership of the Shares.

Under the applicable laws, all shareholders of INDEXO are subject to equitable treatment. Each Share of INDEXO confers upon its holder the same rights to a share of INDEXO assets and profits. In the event of liquidation of INDEXO, shareholders are entitled to a share of the surplus of assets in the proportion to the number of Shares held. No restrictions apply with respect to the transferability of the Shares.

The following rights attach to each Share:

**Right of Share Disposal:** Each shareholder of INDEXO has the right to dispose of the Share(s) owned. Disposal includes sale (transfer of ownership) and other forms of disposal. No restrictions apply to the transferability of the Shares, either under the statutory provisions of Latvian law or under the Articles of Association.

**Right to Vote:** Shareholders have the right to participate and vote at Shareholders’ meetings. A shareholder is eligible to participate and vote at a Shareholders’ meeting if it is a shareholder of record (i.e., recorded as a shareholder in the shareholders’ register of INDEXO) at least five working days prior to the date of the Shareholders’ meeting. Each fully paid-up Share, including the Offer Shares, confers upon each shareholder at least one vote at the Shareholders’ meeting.

**Right to Participate in Shareholders’ meetings:** The Annual Shareholders’ meeting must be held once a year pursuant to the procedure and at a time set forth by law. The Annual Shareholders’ meeting adopts resolutions on approval of INDEXO’s annual report, reports by the Management Board and Supervisory Board, and application of profit reported in the previous financial year, as well as on other matters included in the agenda of the Annual Shareholders’ meeting.

**Convening of Shareholders' meeting:** Shareholders' meetings, both Annual and Extraordinary, are convened by the Management Board. Apart from the Management Board, the right to request the convening of an Extraordinary Shareholders' meeting is also vested in the Shareholders representing at least one-twentieth (5%) of INDEXO share capital. In specific instances, where the Management Board fails to convene a Shareholders' meeting, it may be convened by the Supervisory Board or by the Latvian Enterprise Register at the request of INDEXO's auditor or Shareholders representing at least one-twentieth (5%) of INDEXO share capital.

**Right to Include Particular Matters in the Agenda of the Shareholders' meeting:** Shareholders representing at least one-twentieth (5%) of INDEXO share capital may request the Management Board to include particular matters into the agenda of the next Shareholders' meeting, provided that such request is made no later than within seven days from the date of receipt by the Shareholders of the notice convening the Shareholders' meeting.

**Right to Information:** The Management Board has an obligation, upon receipt of a written request by any Shareholder submitted to the Management Board at least 14 days prior to the date of the Shareholders' meeting, to provide the requesting shareholder with information regarding all matters included in the agenda of the Shareholders' meeting. The Management Board is entitled to refuse to provide the requested information if provision of such information would be detrimental to important economic interests of INDEXO, would result in disclosure of a trade secret or if disclosure is prohibited by law.

**Right to dividends:** All Shareholders of INDEXO have the right to participate in distribution of profits. A Shareholder shall be paid a share of the profit (dividend) according to the nominal or book value of the shareholder's Shares. Payment of dividends and the amount thereof shall be decided by the Shareholders' meeting. Dividends may be paid on the basis of the approved annual report, whereby a proposal for distribution of profit approved by the Supervisory Board is submitted to the Shareholders' meeting by the Management Board either as part of the annual report or as a separate document attached to the annual report. The list of Shareholders who are entitled to participate in the distribution of profit and receive dividends shall be determined on the basis of the list of Shareholders as maintained by the Nasdaq CSD SE, which is fixed on the date determined by the Shareholders' meeting, whereas in respect of companies listed on Nasdaq Riga, such date may not occur earlier than on the tenth trading day after the General Meeting where the decision to distribute dividends is taken. If a Shareholder fails to take out dividends within 10 years, these become the property of INDEXO unless the statute of limitations is deemed to be discontinued or suspended by law. While distributing profit and making dividend payments to shareholders, a public limited company is under the obligation to treat all shareholders equally. The same procedures and rights with respect to dividend payments are applied both to residents and non-residents of Latvia with the exception of taxation requirements.

**Revocation of Resolutions Adopted by the Shareholders' meeting:** A resolution of the Shareholders' meeting which is unlawful and is in breach of the Articles of Association is detrimental to the purposes and interests of INDEXO, or is aimed at aggrieving a Shareholder, may be appealed by way of legal action seeking revocation of the resolution. Legal action seeking revocation of resolutions adopted by the Shareholders' meeting shall be brought against INDEXO within three months from the day when a person should have got to know the decision of the meeting, but not more than a year from the day the meeting occurred.

**Right to Liquidation Quota:** Upon liquidation of INDEXO, each Shareholder is entitled to receive a liquidation quota in proportion to its existing shareholding, in the instances and accordance with the procedures established by the provisions of statutory law.

**Quorum:** According to Latvian law and the Articles of Association, the Shareholders' meeting is quorate (i.e., a sufficient number of shareholders is present to adopt resolutions) irrespectively of the number of votes represented at the meeting.

**Pre-Emption Rights:** In the event of an increase in the amount of INDEXO's share capital, each Shareholder has a right of pre-emption to purchase newly issued shares in the proportion to the total nominal value of Shares already owned. If a Shareholder fails to exercise the right of pre-emption within the specified period, the newly issued shares must be offered for subscription to those Shareholders who have exercised their pre-emption rights according to the procedure specified in the terms of share capital increase.

**Redemption Provisions:** Because the Shares are fully paid up, no redemption provisions are intended or applied.

**Conversion of Shares:** Latvian law stipulates no specific statutory procedure for conversion of shares from one category to another (nor is conversion prohibited). In order to enable conversion of Shares, the Articles of Association must be amended and corresponding adjustments must be made to the INDEXO shareholders' register. Currently, the Articles of Association do not provide for conversion of Shares.

**Shareholder Rights in Case of Mandatory Bid, Sell-Out, and Squeeze-Out:** Latvian law requires a mandatory bid for all Shares to be made by one or more persons acting in concert who seek to do any of the following:

- (1) acquire the voting rights attaching to the Shares, directly or indirectly, in an amount such that the voting power exercised by those person(s) would correspond to or exceed 30% of the total number of voting shares of INDEXO; or
- (2) have voted at a Shareholders' meeting in favour of excluding the Shares from a stock exchange.

The person(s) responsible for making a mandatory bid make a bid in accordance with the procedure specified in statutory law, once the making of the bid is permitted by the Bank of Latvia (in Latvian: Latvijas Banka).

A mandatory bid for the repurchase of Shares shall not be expressed by a qualifying person or persons if a shareholding stake which reaches or exceeds 30% of the total number of voting shares of INDEXO is acquired prior to listing of INDEXO shares on a regulated market and the shareholding stakes acquired prior to the listing of INDEXO shares are disclosed in the prospectus.

If any legal entity owns, directly or indirectly, Shares in INDEXO representing 90% or more of INDEXO share capital, any remaining minority Shareholder has a right to require that the respective legal entity purchases all of the Shares belonging to the minority Shareholders, whereas the legal entity has the obligation to purchase such Shares. The purchase price of the Shares belonging to the minority Shareholders is then determined by the majority Shareholder in accordance with the provisions of statutory law.

A squeeze-out offer can be made by a single Shareholder acquiring 90% or more of the total number of Shares. The acquiring Shareholder can offer that all of the other Shareholders sell to the acquiring Shareholder all of the remaining Shares owned by them on terms and conditions to be approved by the Bank of Latvia (in Latvian: Latvijas Banka). If the squeeze-out offer is made, it is exercised without the consent of the other Shareholders.

A settlement with respect to shares acquired pursuant to a final Share purchase offer shall take place in accordance with the rules governing the final share purchase prospectus. The final share purchase prospectus shall be compliant with the provisions of statutory law. A final share purchase offer can only be made following review of the offer prospectus by the Bank of Latvia (in Latvian: Latvijas Banka) and grant of permission to proceed with the offer.

The Bank of Latvia (in Latvian: Latvijas Banka) monitors and ensures compliance of the final share purchase, and settlement of the purchase, in accordance with the provisions of the Bank of Latvia (in Latvian: Latvijas Banka).

The provisions relevant to mandatory bids, sell-out and squeeze-out offers are established, primarily, under the Latvian Share Buy-back Law and the Latvian Financial Instrument Market Law.

## 7. TERMS AND CONDITIONS OF THE OFFERING

### 7.1. The Offering

INDEXO is offering up to 400,000 newly issued Shares (the “Offer Shares”).

The Offer consists of a public offering in Latvia and Estonia and listing and admission to trading of the Offer Shares (the “Offering”).

The Offering will take place in Latvia and Estonia after the Bank of Latvia (in Latvian: Latvijas Banka) has approved this Securities Note and the Summary relating to the Universal Registration Document and notified the competent authority in Estonia (the Estonian Financial Supervision and Resolution Authority) of approval of this Securities Note and the Summary in accordance with Article 25 of Prospectus Regulation and the Securities Note together with the Summary translated into Estonian has been published in Estonia.

The Shares are dematerialised shares with a nominal value of EUR 1 each (as also the Offer Shares will be). The Shares are registered with Nasdaq CSD under the ISIN LV0000101863 and are kept in book-entry form. No share certificates have been or may be issued. The Offer Shares are denominated in Euro and governed by the laws of Latvia. The Offer Shares are freely transferrable. INDEXO Shares since 15 July 2022 are listed and admitted to trading on the Baltic Main List of Nasdaq Riga.

All the Shares, including the Offer Shares, are of one class, rank *pari passu* with each other and carry equal voting rights. The Offer Shares will give rights to dividends (if any) declared by INDEXO. For further description of the rights attached to the Shares, including the Offer Shares (please see Section 6.2 “Shareholder rights” of this Securities Note).

Allocation of the Offer Shares has not been predetermined and will be decided by INDEXO in accordance with the principles described in Section 7.7 “Allocation of the Offer Shares and Offering Structure” of this Securities Note. The total amount of Offer Shares may decrease if any part of the Offering is cancelled. (Please see Section 7.12 “Postponement or Cancellation of the Offering” of this Securities Note).

INDEXO will submit a listing application to Nasdaq Riga for listing and admission to trading of the Offer Shares on the Baltic Main List of Nasdaq Riga. Trading with INDEXO Shares is expected to commence on Nasdaq Riga on the same date when the Offer Shares will receive the permanent ISIN LV0000101863, which is expected to occur on or about 12 May, 2025. The indicative timetable and statistics of the Offering are the following:

Table 7.1.1

#### The indicative timetable of the Offering

Start of the Offer Period	April 15, 2025
End of the Offer Period	April 25, 2025
Announcement of results of the Offering and Allocation	On or about April 28, 2025
Settlement of the Offering (during the settlement, the Offer Shares will carry a temporary ISIN*)	On or about April 30, 2025
Registration of the Offer Shares in the Latvian Commercial Register	On or about May 8, 2025
The Offer Shares will receive the permanent ISIN LV0000101863	On or about 12 May, 2025
First trading day on Nasdaq Riga	Same as the date when the Offer Shares will receive the permanent ISIN LV0000101863

\*The Offer Shares that are credited into investor’s securities account with a temporary ISIN carries a right to a Share attaching the shareholder rights provided in Section 6.2 “Shareholder rights” with permanent ISIN LV0000101863.

### The Offering statistics

Percentage of share capital being offered in the Offering	7,73
Number of Shares issued immediately following the Offering	up to 400 000
Expected (maximum) market capitalisation of INDEXO at the Offer Price (EUR) <sup>3</sup>	52 517 287. 55
Estimated net proceeds of the Offering receivable by INDEXO (EUR) <sup>4</sup>	up to 4 030 000

#### 7.2. Offer Period

The Offer Period is the period during which persons who have a right to participate in the Offering may submit Subscription Undertakings for the Offer Shares. The Offer Period commences on 15 April 2025 at 10:00 local time in Latvia and Estonia and terminates on 25 April 2025 at 15:30 local time in Latvia and Estonia unless it is shortened or extended (described in more detail in the Section 7.10 “Change to the Offer Price and Offer Period” of this Securities Note).

The time of the termination of the Offer Period on 25 April 2025 has been indicated subject to the closing of auction system of Nasdaq Riga through which each financial institution that is a member of Nasdaq Riga will register the received Subscription Undertaking.

It cannot be guaranteed that each financial institution that is a member of Nasdaq Riga will provide the possibility to submit the Subscription Undertaking until 25 April 2025 at 15.30 local time in Latvia and Estonia as the timetable of closing the respective systems may vary. Investors are recommended to contact the financial institutions that are members of Nasdaq Riga for more details with respect of the deadline of submission of Subscription Undertakings on 25 April 2025.

#### 7.3. Rights to Participate in the Offering

The Offering is directed to retail investors in Latvia and Estonia, qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in Latvia and member states of the European Economic Area where the exemptions provided for in Article 1 part 4(a) of the Prospectus Regulation are applicable, and to other investors in reliance on certain exemptions available in the laws of respective member states.

The Offering is not addressed to investors who are Russian or Belarusian nationals or natural person residing in Russia or Belarus. The latter shall not apply to nationals of a Member States of the European Union or natural persons holding a temporary or permanent residence permit in a Member State of the European Union. The Offering is also not addressed to investors that is a legal person, entity or body established in Russia or Belarus.<sup>5</sup>

For the purposes of the Offering, a natural person is considered to be “in Latvia or in Estonia”, if such person has a securities account opened with a financial institution of the investor’s choice which is a member of Nasdaq Riga and licensed to provide such services within the territory of Latvia or Estonia, respectively, and such person’s residential address recorded with that financial institution in connection with that person’s securities account is located in Latvia or Estonia, respectively.

A legal person is considered to be “in Latvia or Estonia” if such person has a securities account with a financial institution of the investor’s choice which is a member of Nasdaq Riga and licensed to provide such services within the territory of Latvia or Estonia, respectively, and such person’s legal address recorded with that financial institution in connection with such person’s securities account is located in Latvia or Estonia,

<sup>3</sup> The market capitalisation of INDEXO at any given time will depend on the market price of the Shares at that time. There can be no assurance that the market price of a Share will be equal to or exceed the Offer Price.

<sup>4</sup> The estimated net proceeds receivable by INDEXO are stated after deduction of estimated fees and expenses relating to the Offer (including VAT) payable by INDEXO.

<sup>5</sup> The prohibitions imposed in accordance with Article 5e and 5f of Regulation (EU) No. 833/2014 (as amended by Council Regulation (EU) No. 2022/328 and 2022/394) and Article 1x and 1y of Regulation (EC) No. 765/2006 (as amended by Council Regulation (EU) No 2022/398).

respectively, or if that person is registered in the Latvian Commercial Register or Estonian Commercial Register, respectively.

#### **7.4. Subscription Undertakings**

Subscription Undertakings may only be submitted during the Offer Period. An investor participating in the Offering may apply for the Offer Shares for the Offer Price only. The minimum investment amount is EUR 10.15 for which an investor can subscribe for one share. All investors participating in the Offering may submit Subscription Undertakings in Euro only. An investor shall bear all costs and fees charged in connection with the submission, cancellation or amendment of a Subscription Undertaking pursuant to the price list of the respective financial institution that is a member of the Nasdaq Riga accepting the Subscription Undertaking.

In order to subscribe for the Offer Shares an investor must submit its Subscription Undertaking through the member of Nasdaq Riga, the Subscription Undertakings submitted within the Offering are registered through the auction system of Nasdaq Riga. Investors may open a securities account through a financial institution which is a member of Nasdaq Riga. A list of financial institutions that are members of Nasdaq Riga is available on the webpage of Nasdaq Riga at <https://nasdaqbaltic.com/statistics/en/members> (in order to review the list of members of the Nasdaq Riga, the selection "Riga" should be made).

##### *Special provisions of the Law on Investment Management Companies*

Upon submitting a Subscription Undertaking, an investor must take into consideration the special provisions of the Law on Investment Management Companies applicable to acquiring a holding in an investment management company. A person that intends to acquire a direct or indirect qualifying holding in an investment management company or increase its holding so that it exceeds 10%, 20%, 33% or 50% of the investment management company's share capital or votes or undertake a transaction as a result of which an investment management company would become a company controlled by that person, is, inter alia, obliged to notify the Bank of Latvia (in Latvian: Latvijas Banka) of such intention beforehand and submit the information and documents required under the applicable law.

If a person that is suspected of having acquired a qualifying holding in an investment management company does not provide or refuses to provide the information set in the Law on Investment Management Companies or the holding of that person in total amounts to 10% or more of the company's share capital or number of voting shares, that person may not exercise the voting rights attached to all shares they own.

If a person disregards the Bank of Latvia (in Latvian: Latvijas Banka) prohibition and acquires or increases a qualifying holding, that person is not entitled to exercise voting rights attached to all shares they own, and the decisions of the Shareholders' meeting that have been taken by using the voting rights of those shares shall not be valid from the time of their adoption and may not, on the basis of these decisions, be required to make entries in the Commercial Register and other public registers.

##### *Special provisions of the Credit Institution Law*

Since INDEXO is the sole shareholder in a licensed credit institution INDEXO Bank, upon submitting a Subscription Undertaking, an investor must take into consideration that by acquiring shares in INDEXO the investor will become an indirect shareholder in the respective credit institution.

Therefore, special provisions of the Credit Institution Law and CRR will become applicable to acquiring a holding (also indirect) in a credit institution. A person who intends to acquire an indirect qualifying holding in a credit institution (bank) or increase its holding exceeding 10%, 20%, 33% or 50% of the credit institution's share capital or votes or undertakes a transaction as a result of which the credit institution would become a company controlled by that person, is, inter alia, obliged to notify the Bank of Latvia (in Latvian: Latvijas Banka) of such intention beforehand and submit the information and documents required under the applicable law. The Bank of Latvia (in Latvian: Latvijas Banka) will forward the notification documents to the European Central Bank which will decide on approving or refusing acquisition of a qualifying or controlling holding.

If a person that is suspected of having acquired a qualifying holding in the credit institution does not provide or refuses to provide the information set in the Credit Institution Law, or the holding of such person in total amounts to 10% or more of the company's share capital or number of voting shares, that person may not exercise the voting rights attached to all shares they own.

## 7.5. Terms and conditions for submission of Subscription Undertaking

An investor wishing to subscribe for the Offer Shares must contact a financial institution which is a member of Nasdaq Riga and manages that investor's securities account and submit a Subscription Undertaking for the purchase of Offer Shares in a form accepted by the financial institution and in conformity with the terms and conditions of the Securities Note. The investor may use any method that that investor's account operator offers to submit the Subscription Undertaking (e.g., physically at the client service venue of the account operator, via internet bank or by other means).

An investor may submit a Subscription Undertaking through a nominee account only if that investor authorises the holder of the nominee account to disclose the investor's identity to Nasdaq Riga. Subscription Undertakings submitted through nominee accounts shall be taken into account in allocation only if the owner of the nominee account has disclosed in writing to Nasdaq Riga the investor's identity, place of residence or seat, personal identification number or registry code, the number of securities subscribed for and the total amount of the transaction. Among others, the person's permanent address, personal identification number or the registered address in the case of a legal person must be disclosed. An investor may submit a Subscription Undertaking either personally or through a representative whom the investor has authorised to submit the Subscription Undertaking.

A Subscription Undertaking is deemed submitted from the moment Nasdaq Riga receives a duly completed transaction instruction from the financial institution managing an investor's securities account. An investor must ensure that all information contained in the Subscription Undertaking is correct, complete and legible. INDEXO reserves the right to reject any Subscription Undertakings which are incomplete, incorrect or illegible, or which have not been completed and submitted during the Offer Period in accordance with all the terms and conditions of the Securities Note.

By submitting a Subscription Undertaking each investor:

- (1) confirms that they have read this Securities Note, Universal Registration Documents and the Summary, including (but not limited to) the risk factors set out in this Securities Note and the Universal Registration Document and a description of rights and obligations resulting from ownership of the Shares;
- (2) accepts the terms and conditions of the Offering set out in this Section and elsewhere in this Securities Note and agrees with INDEXO that such terms will be applicable to the investor's acquisition of any Offer Shares;
- (3) acknowledges that the Offering does not constitute a binding offer for sale of the Offer Shares, and that submission of a Subscription Undertaking does not constitute acceptance of a binding sales offer, and therefore does not in itself entitle the investor to acquire the Offer Shares, nor does it result in an agreement for sale of the Offer Shares between INDEXO and the investor;
- (4) accepts that the number of Offer Shares indicated in the Subscription Undertaking will be regarded as the maximum number of Offer Shares which the investor wishes to acquire (the "**Maximum Amount**") and that the investor may receive less (but not more) Offer Shares than the Maximum Amount (described in more detail in the Section 7.7 "Allocation of the Offer Shares and Offering Structure" of this Securities Note);
- (5) undertakes to acquire and pay for any number of Offer Shares allocated to them in accordance with these terms and conditions up to the Maximum Amount;
- (6) authorises the financial institution and instructs them to forward the registered Subscription Undertaking to Nasdaq Riga;
- (7) consents to processing of the investor's personal data to the extent such data processing is required for the purposes of the Offering in accordance with this Securities Note;
- (8) accepts that INDEXO at its sole discretion has a right to refuse to allocate all or part of the subscribed Offer Shares to any investor due to AML and Sanctions regulations compliance risk.
- (9) authorises the financial institution, or Nasdaq Riga, as the case may be, to amend the information contained in the Subscription Undertaking, including to (a) specify the value date of the transaction and (b) specify the number of Offer Shares to be purchased by the investor and the total amount of the transaction, which results by multiplying the Offer Price by the number of Offer Shares allocated to the respective investor.

Investors have the right to amend or cancel their Subscription Undertakings at any time until the end of the Offer Period. To do so, the investor must contact a financial institution which is a member of Nasdaq Riga through whom the Subscription Undertaking in question has been made and carry out the procedure required by the financial institution for amending or cancelling the Subscription Undertaking (such procedures may differ between different financial institutions).

#### **7.6. Offer Price**

The Offer Price is **EUR 10.15** per one Offer Share, of which EUR 1 is the nominal value of one Offer Share and EUR 9,15 is the premium payment.

By submitting a Subscription Undertaking, each investor authorises the financial institution managing the investor's current account connected to their securities account to immediately block the whole transaction amount on the investor's current account until settlement is completed or funds are released in accordance with the terms and conditions of this Securities Note. The transaction amount to be blocked will be equal to the subscription price multiplied by the Maximum Amount. An investor may only submit a Subscription Undertaking when sufficient funds are in the current account. The Offer Shares allocated to the investor shall be paid for in the manner described in the Section 7.8 "Settlement and Trading".

Depending on the terms and conditions of the financial institution, which is a member of Nasdaq Riga, the financial institution which operates the current account connected to the investor's securities account may immediately block the whole transaction amount on the investor's current account until settlement is completed or funds released in accordance with the terms and conditions described in this Securities Note. The Offer Shares allocated to the investor shall be paid for in the manner described in Section 7.8 "Settlement and Trading".

#### **7.7. Allocation of the Offer Shares and Offering Structure**

Allocation of the Offer Shares is expected to take place after closing of the Offer Period on or about April 25, 2025, subject to acceleration or extension of the timetable for the Offering. Allocation of the Shares to investors who subscribed for the Offer Shares will be determined by INDEXO on the basis of the respective demand within the Offering and on the quantitative and the qualitative analysis of the order book, and full discretion will be exercised as to whether or not and how to allocate the Offer Shares subscribed for. Treatment of Subscription Undertakings in the allotment may not be determined on the basis of which firm they are made through or by.

A Subscription Undertaking is deemed submitted from the moment Nasdaq Riga receives a duly completed transaction instruction from the financial institution managing an investor's securities account (please see Section 7.5 "Terms and conditions for submission of Subscription Undertaking" of this Securities Note).

Upon allocation, all Subscription Undertakings submitted by one investor shall be aggregated.

If the Offering is undersubscribed, INDEXO may reduce the number of the Offer Shares accordingly, or cancel the Offering as described in the Section 7.12 "Postponement or Cancellation of the Offering".

If the Offering is over-subscribed, the Offer Shares will be allocated by giving priority to the Existing Shareholders of INDEXO participating in the Offering, in proportion to the amount of Existing Shareholders' participation in INDEXO capital.

For the purposes of the allocation, "Existing Shareholders" should be understood as natural or legal persons who directly or indirectly own Shares of INDEXO as of the date of this Securities Note.

The funds blocked on the current account of an investor who participated in the Offering will be released in the amount corresponding to the Offer Price multiplied by the number of Shares not allocated to that investor as described under the Section 7.11 "Release of Funds" of this Securities Note.

INDEXO is not aware whether any major Shareholders or any other members of management or senior management intend to subscribe for the Offering, or whether any person intends to subscribe for more than 5% of the Offering. INDEXO expects to announce the results of the allocation process on the website of Nasdaq Riga <https://nasdaqbaltic.com/> and the website of INDEXO at <https://indexo.lv/investors/> on or about April 28, 2025.



## 7.8. Settlement and Trading

### *Settlement*

Settlement of the Offering will be carried out by Nasdaq CSD. The Offer Shares allocated to investors will be transferred to their securities account on or April 30, 2025, through the “delivery versus payment” method simultaneously with transfer of payment for such Offer Shares, in accordance with the rules of Nasdaq CSD. During the settlement of the Offering, the Offer Shares will carry a temporary ISIN\*, which will be changed to the permanent ISIN LV0000101863 after registration of the Offer Shares in the Latvian Commercial Register.

*\*The Offer Shares that are credited into investor’s securities account with a temporary ISIN carries a right to a Share attaching the shareholder rights provided in Section 6.2 “Shareholder rights” with permanent ISIN LV0000101863.*

If an investor has submitted several Subscription Undertakings through several securities accounts, the Offer Shares allocated to that investor will be transferred to all such securities accounts proportionally to the number of shares indicated in the Subscription Undertakings submitted for each account, rounded up or down as necessary, in order to ensure that a whole number of Offer Shares is transferred to each securities account. If the transfer cannot be completed due to lack of sufficient funds on the investor’s current account, the Subscription Undertaking of that investor will be rejected and the investor will lose all rights to the Offer Shares allocated to that investor.

### *Trading*

INDEXO will submit a listing application to Nasdaq Riga for listing of the Offer Shares of INDEXO on the Baltic Main list of Nasdaq Riga. INDEXO will take all necessary measures in order to comply with the rules of Nasdaq Riga to ensure that the application is approved. The expected date of listing and Admission to trading of the Offer Shares on the Baltic Main List of Nasdaq Riga is expected on the same date when the Offer Shares will receive the permanent ISIN LV0000101863, which is expected to occur on or about 12 May 2025.

## 7.9. Agreements related to the Offering

### *Agreements on organising INDEXO share subscription process*

INDEXO has appointed AS Signet Bank as the Nasdaq Auction Arranger. INDEXO has signed an agreement with AS Signet Bank with respect to the Offering and the assistance of AS Signet Bank with thereof on April 10, 2025. INDEXO has also signed an agreement with AS Signet Bank and Nasdaq Riga on the organizing the share subscription process (the “**Agreement about organizing IPAS INDEXO share subscription process**”).

AS Signet Bank has undertaken to initiate the start of the Offering (auction) in Nasdaq Riga trading system, provide assistance with Allocation process and other undertakings in accordance with the Agreement about organizing INDEXO share subscription process.

## 7.10. Change to the Offer Price and Offer Period

In accordance with the Prospectus Regulation, INDEXO may be required to draw up a supplement to the Securities Note if the Offer Price of the Offering is changed. The supplement to this Securities Note will be published after registration thereof in the same way as this Securities Note and the Summaries. Furthermore, in accordance with the Prospectus Regulation, every significant new factor, material mistake or material inaccuracy relating to the information included in this Securities Note which may affect assessment of the securities and which arises or is noted between the time this Securities Note is approved and the time INDEXO Offer Shares are listed on Nasdaq Riga, shall be mentioned in a supplement to the Securities Note. All other changes will be disclosed on the website of Nasdaq Riga <https://nasdaqbaltic.com/> and on the INDEXO website <https://indexo.lv/en/for-investors/>.

If INDEXO is required to publish a supplement to the Securities Note, an investor who has submitted a Subscription Undertaking in the Offering before publication of the supplement to the Securities Note has a right to withdraw within two working days (or within another time period as specified in the supplement to this Securities Note) after publication of the supplement to the Securities Note in accordance with the procedure described under the Section 7.5 “Terms and conditions for submission of Subscription Undertaking” of this Securities Note.

The Management Board of INDEXO has the right to shorten or prolong the Offer Period by publishing the respective information on the website of Nasdaq Riga <https://nasdaqbaltic.com/> and on the INDEXO website <https://indexo.lv/en/for-investors/>. Should such a decision be made, a supplement to the Securities Note may not be required to be registered.

### **7.11. Release of Funds**

If the Offering or part thereof is cancelled in accordance with the terms and conditions described in this Securities Note, if the investor's Subscription Undertaking is rejected or if the allocation deviates from the amount of Offer Shares applied for, the funds blocked on the investor's current account, or part thereof (the amount in excess of payment for the allocated Offer Shares) is expected to be released by the respective account operator within two working days. Regardless of the reason for which funds are released, INDEXO shall not be liable for release of the respective funds and for payment of interest on the released funds for the time they were blocked.

### **7.12. Postponement or Cancellation of the Offering**

INDEXO has reserved the right to postpone or cancel the Offering in full or in part at any time until the end of the Offer Period. The reason for postponement or cancellation of the Offering could be, among others, the following circumstances:

- unexpected and significant change in the economic or political situation in Latvia or the world which may affect financial markets, the economic situation or the prospects and operations of INDEXO;
- significant change or development which affects the general situation, management, financial position, capital or results of operations of INDEXO;
- insufficient demand for the Offer Shares.

Any cancellation of the Offering will be announced on the website of Nasdaq Riga <https://nasdaqbaltic.com/> and through the INDEXO website (<https://indexo.lv/en/for-investors/>). 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.

### **7.13. Conflicts of Interest**

Certain members of the Management Board and Supervisory Board and certain Key Personnel of INDEXO own shareholdings in INDEXO and therefore those persons are interested in the future wellbeing and success of INDEXO, including the success of the Offering (the size of the shareholdings is described in more detail under Section 14 of the Universal Registration Document about management and supervisory bodies, remuneration and benefits).

According to the knowledge of the INDEXO Management Board, the persons connected with the Offering have no other material personal interests from the viewpoint of the Offering. The Management Board is not aware of any conflict of interest related to the Offering.

### **7.14. Dilution**

As of the date of this Securities Note, the number of the Shares of INDEXO is 4,774,117. The number of the Offer Shares is up to 400,000. Therefore, the number of the Shares of INDEXO after successful registration of the increase in the share capital of INDEXO will be up to 5,174,117, provided, however, that the number of the Offer Shares is not changed in accordance with the terms and conditions described in the Section 7.12 "Postponement or Cancellation of the Offering". Therefore, the shareholdings in INDEXO existing immediately prior to the Offering will be diluted by up to 7,73% as a result of the Offering.

INDEXO net asset value per share is EUR 4.52 as at 31 December 2024. Further information on the price formation of Offer Shares in the course of the Offering is provided under the Section 7.6 "Offer Price".

The following table shows the size of the holding of the Existing Shareholders in INDEXO as at the date of this Securities Note and the assumed size after completion of the Offering (assuming that the Shareholders will not subscribe for additional shares during the Offering and that the Offer Shares are issued in full volume).

Table 7.14.1

**The size of the holding of the Shareholders in INDEXO and maximum sizes after completion of the Offering**

	<i>As at the date of Securities Note</i>		<i>After completion of the Offering, the maximum dilution of the Shareholders, assuming the sale of all Offer Shares</i>	
	<b>Number of shares</b>	<b>% of votes</b>	<b>Number of shares</b>	<b>% of votes</b>
<b>Total Shareholder Shares</b>	4,774,117	100%	4,774,117	92,27
<b>Total Offer Shares</b>	-	-	400,000	7,73
<b>Total Shares</b>	4,774,117	100	5,174,117	100%

## 8. TAXATION

The following sections are based on tax laws, regulations, rulings and Double Taxation Treaties as in effect in the respective jurisdictions at the date of this Securities Note. The overview below outlines the key principles of the Latvian and Estonian tax regimes that may be relevant to acquisition, holding and transfer of the Shares as well as a general overview of taxation principles applicable to INDEXO as a Latvian tax resident. Legislative, judicial or administrative changes or interpretations may, however, be forthcoming that could affect or modify the statements set forth herein. Any such changes or interpretations may be retroactive and may have a material adverse effect on the owners of the Shares. The tax legislation of the investor's Member State and of Latvia, i.e., INDEXO's country of incorporation, may have an impact on the income received from the securities.

The section does not constitute a comprehensive or exhaustive explanation of all possible taxation aspects that may be of relevance to the owners of the Shares and shall not be treated as tax or legal advice to prospective investors. Any persons interested in acquisition of the Offer Shares are strongly encouraged to seek individual professional tax advice in order to assess particular tax implications of acquiring, holding or transferring the Shares.

Tax legislation of the investor's Member State and Latvia may have an impact on the income received from the Offer Shares.

Please see Section 3 "RISK FACTORS" of this Securities Note for summary of risks associated with taxation. Future increase of applicable tax rates or imposing of additional taxes by the Latvian or Estonian governments may affect taxation of dividends or capital gains of the shareholders.

### 8.1. Latvian tax implications

#### ***Taxation of INDEXO***

This section outlines a general overview of taxation principles applicable to INDEXO as a Latvian tax resident.

INDEXO is subject to a number of tax obligations, including corporate income tax (CIT), value added tax, personal income tax (PIT) (to the extent PIT is withheld at source as payroll tax or withholding tax, which may apply to other sources of income of private individuals), mandatory social insurance contributions, real estate tax, natural resource tax, vehicle operation tax and company car tax, along with other taxes. The tax policy of the government may change in a manner creating material adverse effects on business, prospects, financial condition, results of operations or cash flows of INDEXO.

#### CIT

The CIT regime in Latvia differs from traditional CIT systems, meaning that the profits of a Latvian company are not taxed upon accrual but are taxed upon distribution (actual or deemed profit distribution). Retained and reinvested profits are not taxable to CIT. Consequently, management fees received by INDEXO are not subject to CIT unless further profit distribution (actual or deemed) occurs.

The CIT rate is 20% and is applicable to the taxable base divided by a coefficient of 0.8 (i.e. distributions are taxed at the rate on 20/80 of the net amount).

Distribution of profits includes: dividends, payments equivalent to dividends and conditional dividends calculated upon completion of liquidation or reduction of share capital. Deemed distribution of profits includes, inter alia: business non-related expenses, bad debts, transfer pricing adjustments, liquidation quota, certain loans to related parties, certain transfer of assets upon reorganization, certain transfer of assets to a permanent establishment abroad.

The CIT charged on the above is payable only at the level of INDEXO with INDEXO being responsible for calculating, declaring and paying the respective CIT. CIT paid upon profit distribution (actual or deemed) is the company's tax and shall not be treated as a withholding tax or income tax for a recipient of profits.

Dividends and capital gains are treated as regular income at the legal entity level, and hence are not taxed upon accrual, but only upon further profit distribution. Nevertheless, several tax exemptions also apply to distribution of profits accrued from dividends or capital gains received. A legal entity shall not apply CIT to distribution of profits in the amount of:

- (1) dividends received from subsidiaries that are CIT payers or if tax was withheld at source (except when received from a low-tax or no-tax jurisdiction);
- (2) profits from sale of shares of a subsidiary company that are held for at least 36 months (with the exception of disposal of shares in a company established in a low-tax or no-tax jurisdiction; or if in the accounting year of disposal or the previous year more than 50% of the assets of the respective company are immovable property located in Latvia).

When dividends or profits received from disposal of shares to which tax exemption may be applied exceed distributed dividends by the legal entity within the respective tax period, the excess amount is attributable to profit distributions of the legal entity within the next tax periods in chronological order.

### ***Taxation of Shareholders***

A “resident individual” under this section means a private individual who is deemed a Latvian tax resident under Latvian laws and any applicable Double Taxation Treaty as outlined below.

Under Latvian laws a resident individual is a private individual with a declared place of residence in Latvia or present in Latvia for 183 days or longer during any twelve-month period, or a Latvian citizen employed abroad by the government of Latvia.

Whenever a private individual qualifies as a tax resident under Latvian laws and the laws of other jurisdictions, the tax residency of that person is determined by applying the rules of the Double Taxation Treaty entered into between Latvia and the respective country: the individual shall be deemed to be a resident of the country in which they have a permanent home available; an individual who maintains permanent homes in both countries shall be deemed to be a resident only of the country with which their personal and economic relations are closer (centre of vital interests); if the country in which the individual has their centre of vital interests cannot be determined, or if the individual has no permanent home available to them in either country, they shall be deemed to be a resident only of the country in which they have an habitual abode; an individual who has a habitual abode in both countries or in neither of them shall be deemed to be a resident only of the country of which they are a national; if the individual is a national of both countries or neither of them, the competent authorities of both countries shall settle the question by mutual agreement.

“Resident entity” under this section means a legal person that is deemed a Latvian tax resident under Latvian laws and any applicable Double Taxation Treaty.

Under Latvian laws a resident entity is a Latvian resident primarily if it is established and registered in Latvia or if it should have been established and registered in Latvia according to Latvian laws, due to performance of certain activities in Latvia.

Permanent establishment is treated as a regular taxpayer in Latvia. Whenever any activity by a non-resident entity is performed in Latvia, whether such activity creates a permanent establishment under Latvian laws and the applicable Double Taxation Treaty, if any, should be evaluated.

“Non-resident individual” and “non-resident entity” in this section means all private individuals and legal persons that do not qualify as a resident individual or resident entity under Latvian laws.

### ***Dividend income of Shareholders***

No withholding tax is applied to dividends upon distribution by INDEXO to resident and non-resident individuals or entities, except upon dividend payment to non-residents residing, located, established, or registered in low-tax or no-tax jurisdictions, when 20% withholding tax is applicable. Such jurisdictions are specified in accordance with the Regulations of the Cabinet of Ministers No. 333 of 27 June 202).

Resident individuals do not pay PIT on dividends received from Latvian company if CIT is applied upon profit distribution by the respective Latvian company.

Considering that generally no withholding tax applies to a dividend payment, non-resident individuals should determine if any tax payment and reporting obligations apply under the domestic laws in their country of residence. Non-resident individuals might not be able to credit any tax payments from INDEXO to the tax liabilities in their country of residence, as the tax paid in Latvia is CIT of the respective dividend distributor and not a withholding tax attributable to or PIT of the dividend recipient. Each non-resident individual therefore

should seek professional advice with respect to any tax obligations under the domestic law of their country of residence.

Resident entities do not pay CIT upon receipt of dividends.

Non-resident entities should determine if any tax and reporting obligations apply under the domestic laws of the country of residence. The possibility to credit CIT paid by INDEXO in Latvia upon profit distribution must be evaluated in each individual case in line with the domestic laws of the respective jurisdiction and applicable Double Taxation Treaty, if any.

### Capital gains of the Shareholders

Resident private individuals pay PIT from the capital gains obtained by a resident individual from the sale of the Shares. Starting from 1 January, 2025 the tax rate is 25,5%. Capital gains are determined as the difference between the sale price and acquisition value of an asset. Losses from sale of assets within a tax year may be offset against income from sale of other assets of the same type within the same tax year.

Non-resident private individuals do not pay PIT in Latvia from capital gains on the sale of publicly traded shares (i.e., the Shares). A non-resident individual might have an obligation to pay income tax from the sale of publicly traded shares in their country of residence.

Other capital gains of a non-resident private individual overall are subject to PIT of 25,5% in Latvia (25,5% tax rate applies from January 1, 2025), unless specific provisions of a Double Taxation Treaty allow application of tax exemption in Latvia.

Non-resident private individuals should always seek professional advice to determine whether any tax and reporting obligations apply under the domestic law of their country of residence.

Resident entities do not pay CIT upon receipt of capital gains from the disposal of Shares irrespective of the percentage of shareholding and holding period. The holding period of the Shares, however, might affect taxation of further profit distribution by a resident entity to its shareholders.

Non-resident entities do not pay CIT in Latvia upon receipt of capital gains from sale of Shares. No withholding tax is applied in Latvia to the respective income of non-resident entities, except when a non-resident entity is registered, located or established in a low-tax or no-tax jurisdiction and payment of income is made by a Latvian resident obliged to withhold tax of 20% at source.

Non-resident entities should determine if any tax or reporting obligations apply under the domestic law of their country of residence.

### Investment Account

Whenever private individuals use an investment account that qualifies as such under Latvian Law on Personal Income Tax for investments (including acquisition of the Shares), PIT of 25,5% applies to the difference between the amount paid into the investment account and the amount paid out from the investment account, minus dividend income and interest income that is already taxed upon payment and therefore not subject to additional PIT and minus income from Latvian or other EU or European Economic Area states and local government securities. As long as transactions with assets are performed through the investment account, no PIT is payable from the profits unless funds are transferred from the investment account to a regular account in an amount that exceeds payments into the investment account. Thus, if the Shares are acquired through a qualified investment account, the shareholder may benefit from the so-called deferred tax payment regime.

### Additional PIT rate

Starting from January 1, 2025 income exceeding EUR 200,000 annually is subject to an additional 3% PIT rate upon filing the annual income tax return. This additional rate will apply to employment income, capital gains, other capital income, income from economic activity, intellectual property income, and even dividends and liquidation quotas which are otherwise exempt from

### Other Taxes

No transfer tax, value added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of the Shares.

## **8.2. Estonian tax implications**

INDEXO is not considered to be an Estonian tax resident. This section outlines key principles of Estonian taxation system that may apply to the acquisition, holding and transfer of the Shares for shareholders that are tax residents of Estonia.

### ***Taxation of Shareholders***

“Resident individual” under this section means a private individual who is deemed an Estonian tax resident under Estonian laws and any applicable Double Taxation Treaty.

Under Estonian laws a resident individual is a private individual whose place of residence is Estonia or who stays in Estonia for at least 183 days over the course of a period of twelve consecutive calendar months. Estonian diplomats in foreign service are also deemed to be Estonian residents for tax purposes.

If a private individual qualifies as a tax resident under Estonian law and the domestic law of another country, the tax residency of the respective person is determined by applying the Double Taxation Treaty entered into between Estonia and the respective country, if any.

“Resident entity” under this section means a legal person that is deemed an Estonian tax resident under Estonian laws and any applicable Double Taxation Treaty, if any.

Under Estonian laws a resident entity is primarily a tax resident in Estonia if it is established pursuant to Estonian laws. European public limited companies (SE) and European associations (SCE) whose seat is registered in Estonia are also tax residents in Estonia.

“Non-resident individual” and “non-resident entity” in this section means all private individuals and legal persons that do not qualify as a resident individual or resident entity under Estonian laws.

### ***Dividend income of Shareholders***

No withholding tax is applied to dividends upon distribution by INDEXO to Estonian resident individuals or entities; however INDEXO pays Latvian CIT upon profit distribution to its shareholders.

Estonian resident individuals do not pay PIT on dividends received from foreign entities, provided that either the underlying profits out of which dividends are paid have been subject to foreign CIT or similar tax, or if income tax was withheld at source from the respective dividends (corresponding documents shall be provided). In other cases, Estonian resident individuals shall pay PIT of 22% on dividend income received from a foreign entity.

Estonian resident entities do not pay CIT upon receipt of dividends.

The Estonian resident legal entities' CIT is 22%, whereas the taxable amount upon profit distribution by an Estonian resident entity to its shareholders must be divided by the number of 0,78 before it is multiplied by the tax rate. Distribution of profits includes dividends, liquidation proceeds, share buy-backs, capital reductions, certain loans issued to a shareholder or a partner, deemed profit distributions (such as transfer pricing adjustments, business non-related expenses and payments). Certain CIT exemptions might be applicable for further distribution of profits to shareholders of an Estonian resident entity.

### ***Capital gains of Shareholders***

Estonian resident individuals pay PIT of 22% on capital gains from the disposal or exchange of shares. Capital losses can be offset against capital gains. Nevertheless, similarly as in Latvia, a tax-exempt investment account scheme is applicable for Estonian resident individuals, under which individuals can defer the moment of taxation of investment income and capital gains derived from qualified securities. Under certain conditions, individuals can reinvest respective income without paying any income tax.

Estonian resident entities do not pay CIT upon receipt of capital gains. General CIT principles apply to the income of Estonian resident entities from the disposal of a shareholding. The Estonian resident legal entities' CIT is 22%, whereas the taxable amount upon profit distribution by an Estonian resident entity to its shareholders must be divided by the number of 0,78 before it is multiplied by the tax rate.

Other Taxes

No transfer tax, value added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of the Shares. No net wealth tax is applied in Estonia.



## 9. GLOSSARY

The following definitions apply throughout this Securities Note unless the context requires otherwise. They are not intended as technical definitions and are provided purely for assistance in understanding certain terms used in this Securities Note.

Table 9.1

<b>AML</b>	Anti-money laundering.
<b>Articles of Association</b>	Articles of Association of INDEXO effective as of the date of this Securities Note.
<b>Audited Financial Statements</b>	Audited financial statements of INDEXO pertaining to the three financial years which ended on 31 December 2024, 31 December 2023, 31 December 2022.
<b>AUM</b>	Assets under management.
<b>Baltic Main List of Nasdaq Riga</b>	A list of shares and other capital securities of the Baltic Regulated market operated by Nasdaq Riga.
<b>Bank of Latvia (in Latvian: Latvijas Banka)</b>	An autonomous public institution of the Republic of Latvia, which carries out supervision of Latvian banks, credit unions, insurance companies and insurance brokerage companies, participants of the financial instruments market, as well as private pension funds, payment institutions and electronic money institutions.
<b>Belarus</b>	Republic of Belarus.
<b>CIT</b>	Corporate income tax.
<b>CFT</b>	Combating the financing of terrorism.
<b>Commercial Register</b>	The Register of Enterprises of the Republic of Latvia.
<b>CRR</b>	Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012.
<b>Delegated Regulation</b>	Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004.
<b>Double Taxation Treaty</b>	General reference to any applicable tax treaty for the avoidance of double taxation and prevention of fiscal evasion with respect to taxes on income that is concluded by Latvia or Estonia.
<b>Estonia</b>	The Republic of Estonia.
<b>EU</b>	The European Union.
<b>EUR</b>	Euro, the official currency of eurozone countries, including Latvia and Estonia.
<b>Existing Shareholders</b>	Natural or legal person(s) holding the Share(s) of INDEXO at the moment of approval of this Securities Note.
<b>Financial Statements</b>	Audited Financial Statements.
<b>IAS</b>	International Accounting Standards.
<b>INDEXO or IPAS “Indexo” or Company</b>	IPAS “Indexo” is a joint stock company (akciju sabiedrība), incorporated in Latvia and registered in the Commercial Register on 10 January 2017

	under registration number 40203042988, having its registered address at Roberta Hirša street 1, Riga, LV-1010, Latvia.
<b>Indexo Atklātais Pensiju Fonds AS</b>	Indexo Atklātais Pensiju Fonds AS is a joint stock company (akciju sabiedrība), incorporated in Latvia and registered in the Commercial Register on 13 June 2020 under registration number 40203248944, having its registered address at Elizabetes street 13 – 1A, Riga, LV-1010, Latvia. Indexo Atklātais Pensiju Fonds AS is a subsidiary of INDEXO.
<b>INDEXO Bank or AS INDEXO Banka or Bank</b>	A joint stock company (akciju sabiedrība) incorporated in Latvia and registered in the Commercial Register on 19.12.2022 under registration number 40203448611, having its registered address at Roberta Hirša street 1, Riga, LV-1045, Latvia. The legal name until 16.05.2024 - AS IDX1R. INDEXO Bank is a subsidiary of INDEXO.
<b>INDEXO Group</b>	INDEXO and its subsidiaries INDEXO Bank and Indexo Atklātais Pensiju Fonds AS.
<b>ISIN</b>	International Securities Identification Number.
<b>IT</b>	Information Technologies.
<b>Key Personnel</b>	Employees of the highest managerial level who are in charge of the general management and operation of INDEXO and are the most valuable asset of INDEXO.
<b>Latvia</b>	The Republic of Latvia.
<b>Listing</b>	Listing of Shares on the Baltic Main List of Nasdaq Riga.
<b>Lithuania</b>	The Republic of Lithuania.
<b>LEI</b>	Legal entity identifier.
<b>Maximum Amount</b>	The number of the Offer Shares indicated in the Subscription Undertaking will be regarded as the maximum number of Offer Shares which the investor wishes to acquire.
<b>Management Board</b>	The Management Board of INDEXO.
<b>Member States</b>	The Member States of the European Union.
<b>MIFID II</b>	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU.
<b>Nasdaq CSD</b>	Nasdaq CSD SE ( <i>Societas Europaea</i> ), the regional Baltic central securities depository (CSD), registration No. 40003242879, registered address Vaļņu street 1, Riga LV-1050, Latvia.
<b>Nasdaq Riga</b>	Nasdaq Riga AS, registration No. 40003167049, registered address at Vaļņu street 1, Riga, LV-1050, Latvia.
<b>Offering</b>	The public offering in Latvia and Estonia and listing and admission to trading of the Offer Shares
<b>Offer Period</b>	The Offer Period commences on 15 April 2025 at 10:00 local time in Latvia and Estonia and terminates on 25 April 2025 at 15:30 local time in Latvia and Estonia unless it is shortened or extended.
<b>Offer Price</b>	The price at which each Offer Share is to be issued or sold under the Offering.
<b>Offer Shares</b>	The number of the Offer Shares is up to 400,000.
<b>PIT</b>	Personal income tax.

<b>Prospectus Regulation</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public of admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
<b>Russia</b>	Russian Federation.
<b>Sanctions</b>	Restrictive measures, namely, restrictions or prohibitions imposed pursuant to international public law, including restrictive measures adopted by the United Nations Security Council (UN), the European Union (EU), Office for Foreign Assets Control (OFAC) and by the Republic of Latvia.
<b>Section</b>	A Section of this Securities Note.
<b>Securities Note</b>	This document.
<b>Shares</b>	Dematerialised bearer shares with a nominal value of EUR 1 each that are registered with Nasdaq CSD under the reserved ISIN LV0000101863 and kept in book-entry form.
<b>Shareholder</b>	Natural or legal person(s) holding the Share(s) of INDEXO at any relevant point in time.
<b>Shareholders' meeting</b>	A meeting of INDEXO's shareholders, the highest governing body of INDEXO.
<b>Subscription Undertaking</b>	An order submitted by an investor for the purchase of the Offer Shares in accordance with the terms and conditions of the Offering.
<b>Summary</b>	The summary of the prospectus.
<b>Supervisory Board</b>	The Supervisory Board of INDEXO.