NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN, CANADA, NEW ZEALAND, SOUTH AFRICA, HONG KONG, SWITZERLAND, SINGAPORE, SOUTH KOREA OR IN ANY OTHER JURISDICTION WHERE THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER ACTION BEYOND WHAT IS REQUIRED UNDER LITHUANIAN AND POLISH LAW

NOVATURAS AB EXEMPTION DOCUMENT PREPARED AND DATED 30 JUNE 2026 IN ACCORDANCE WITH ARTICLE 1(4)(DB), ARTICLE 1(5)(BA) AND ANNEX IX OF THE REGULATION (EU) 2017/1129

THIS DOCUMENT IS NOT A PROSPECTUS AND THEREFORE DOES NOT CONTAIN A COMPREHENSIVE DESCRIPTION OF THE ISSUER OR THE NEW SHARES. ANY INVESTMENT DECISION MUST BE BASED ON THE TOTALITY OF THE ISSUER'S PERIODIC AND ONGOING PUBLIC DISCLOSURE AND WHICH IT HAS PUBLISHED AS REQUIRED UNDER THE APPLICABLE LAWS AND REGULATIONS

An investment in the New Shares (as defined below) involves a high degree of risk. See section *VIII. Risk factors* of this Document (the "Document") for certain risks to be considered in connection with an investment in the New Shares. Any investment may lead to a total loss of invested capital. The New Shares are intended only for investors who are able to understand and bear the risks of the Offering, including the risk of a total loss of their investment.

This Document is not a prospectus and has not been approved by the Bank of Lithuania (the "**BoL**"), the Polish Financial Supervision Authority (KNF) or any other competent authority. The Offering should be viewed as a high-risk financing transaction with a material liquidity, debt repayment and refinancing component. Investors may lose all or substantially all of their investment.

The New Shares have not been and will not be registered under the Securities Act or any U.S. state securities laws. The New Shares may be offered and sold only outside the United States of America in accordance with Regulation S under the Securities Act, and may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

I. GENERAL INFORMATION ABOUT THE ISSUER

The issuer of the New Shares is **Novaturas AB** (the "**Issuer**" or the "**Company**"), which is a public limited company registered and incorporated in the Republic of Lithuania. The Issuer's Legal Entity Identifier (LEI) is **097900BGCW0000042109**. The address of its website is **https://www.novaturasgroup.com/**.

For the purposes of this Document, the "**Group**" shall mean the Issuer and its wholly owned subsidiaries (collectively the "**Subsidiaries**", individually, the "**Subsidiary**"), being at the date of this Document the following entities: (i) Novatours SIA, registered in the Republic of Latvia, (ii) Novatours OU, registered in the Republic of Estonia, (iii) Aviaturas ir partneriai UAB, registered in the Republic of Lithuania, (iv) Novatours Holidays SRL, registered in the Republic of Romania[1].

II. RESPONSIBILITY STATEMENT

The person responsible for the information provided in this Document is Novaturas AB, legal entity code 135567698, with the registered office at A. Mickevičiaus st. 27, LT-44245, Kaunas, Lithuania. To the best of the knowledge of the Company and its CEO Mr. Aleksejs Kriščuks the information contained in this Document is in accordance with the facts and the Document makes no omission likely to affect its import. This Document was signed by electronic signature of CEO of the Company, Mr. Aleksejs Kriščuks.

Orion securities FMĮ UAB and Trigon Dom Maklerski S.A. ("**Trigon DM**"), acting as the offering brokers for the Offering and/or any other offering broker(-s), selected by the Company for the Offering (if any) (collectively, the "**Offering Brokers**"), act solely as intermediaries in connection with the Offering and do not assume responsibility for the Issuer's disclosure in this Document, to the fullest extent permitted by applicable law. The Issuer is solely responsible for the completeness, accuracy and fairness of the information contained in this Document, and the Offering Brokers have not independently verified that information except as required by applicable law. Each investor should make its own assessment of the Issuer, the New Shares, the risks of the Offering and its own ability to bear a total loss of invested capital.

III. COMPETENT AUTHORITY

In Lithuania, the Bank of Lithuania (Lithuanian Central Bank), address of its website www.lb.lt, is the competent authority in accordance with Article 20 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**").

The Issuer hereby declares that this Document does not constitute a prospectus within the meaning of the Prospectus Regulation and it has not been subject to the scrutiny and approval by the BoL as the competent authority in Lithuania, being the home Member State. This Document has been prepared in accordance with Articles 1(4)(db) and 1(5)(ba) of the Prospectus Regulation and drafted in accordance with the requirements set out in Annex IX of the Prospectus Regulation. BoL, as the national competent authority, has not authorised or reviewed this Document. Each investor shall make its own judgement as to whether it is appropriate to invest in the New Shares. This Document and any related legal matters shall be subject to the exclusive jurisdiction of the competent Lithuanian courts.

IV. COMPLIANCE WITH REPORTING AND DISCLOSURE OBLIGATIONS

The Issuer hereby declares that it has maintained continuous compliance with reporting and disclosure obligations throughout the period of its

[1] Activities of this Subsidiary is suspended as from the year 2009.

Shares (the "**Shares**") being admitted to trading on Nasdaq Vilnius AB ("**Nasdaq**") and on the Warsaw Stock Exchange (the "**WSE**"), including under Directive 2004/109/EC, Regulation (EU) No 596/2014 and, where applicable, Delegated Regulation (EU) 2017/565. Solely with respect to the publication of the audited consolidated financial statements of the Company and the Company's separate financial statements for the years ended 31 December 2025, 31 December 2024, 31 December 2022 and 31 December 2019 there had been a delay.

V. STATEMENTS ON REGULATED INFORMATION

Websites where the regulated information is published by the Issuer pursuant to ongoing disclosure obligations is available:

Issuer's website: https://www.novaturasgroup.com/.

Nasdaq Stock Exchange's website: https://nasdaqbaltic.com/.

Warsaw Stock Exchange's website: https://www.gpw.pl/.

Website of the Central Base of Regulated Information in Lithuania: https://crib.lt/.

Websites where the previously published prospectus (which was approved by the competent authority (BoL) on 23 February 2018 in English language only and not updated by means of supplements and is no longer valid) can be obtained on:

Issuer's website: https://www.novaturasgroup.com/initial-public-offering/.

Nasdaq Stock Exchange's website: https://nasdaqbaltic.com/statistics/en/instrument/LT0000131872/company?date=2026-05-18.

VI. STATEMENT REGARDING INSIDE INFORMATION

The Issuer hereby declares that at the time of the Offering (as defined below), the Issuer is not delaying the disclosure of inside information pursuant to Regulation (EU) No 596/2014.

VII. REASON FOR THE OFFERING AND USE OF PROCEEDS

The Issuer will receive the net proceeds of the Offering resulting from the sale of the New Shares to the Existing Shareholders (as defined below). From the gross proceeds resulting from the sale of the New Shares the Issuer will pay the fees of Offering Brokers and other Offering-related expenses (including costs of legal counsels of the Issuer and the Offering Brokers, listing costs, etc.). The amount of net proceeds the Issuer will receive from the Offering is dependent on the actual number of New Shares placed, the fees of the Offering Brokers and other actual costs related to the Offering. Assuming the issue of all 14,705,882 New Shares at the Offer Price of EUR 0.68 per New Share (the "**Offer Price**"), the gross proceeds from the Offering would amount to EUR 9,999,999.76. The net proceeds will be lower, reflecting the fees of the Offering Brokers and other Offering-related expenses.

Over the last few years, the Company has faced increased competition from a number of new entrants to the Baltic travel market. This has caused the reduction of its sales volume and margin leading to overall losses for the Company's business. The recent events in Iran have further exacerbated the financial situation of the Company and has added further pressure to its business profitability and working capital. Following COVID-19 a number of medium-term loans were taken out to aid the Company's business recovery. These loans are becoming due for repayment (i) in the first half of 2026 (in total EUR 3 million), (ii) in the second half of 2026 (in total EUR 2 million) and (iii) in the first half of 2027 (in total EUR 5.5 million), and there is no guarantee that the repayment deadlines thereof will be extended.

Depending on the success of this Offering, the Company intends to use the gross proceeds from the Offering to repay the above credit facilities (part thereof) with the remaining funds (if any) to be used for general corporate purposes, including, if necessary, for the implementation of the judgment of the Court of Appeal of Lithuania, dated 29 June 2026 (for more information please see Section *VIII Risk Factors*, risk named *The Court of Appeal of Lithuania has made the ruling for payment by the Company significant damages to GetJet Airlines UAB)*.

VIII. RISK FACTORS

Investing in the Shares of the Issuer involves several risks. Every investor or potential investor in the Issuer's securities should carefully consider these risks. Any of the following risks could have a material adverse effect on the Issuer, its business, and prospects. Materialization of any such risks may cause the value of the Issuer's Shares to decline, and investors could lose all or part of their investments. In accordance with Annex IX of the Prospectus Regulation, the risk factors below are limited to those risks which the Issuer deems are material and specific to the Issuer. Investment decisions shall not be made solely on the basis of the risk factors set out below, since there may be additional risks associated with an investment in the New Shares, which the Issuer is currently not aware of or that have not yet materialized. The Issuer is constantly exposed to a wide range of internal or external developments or events that could significantly impact the achievement of its financial and non-financial objectives. The risk factors below are based on information available and estimates made on the date of this Document.

Court of Appeal of Lithuania has made the ruling for payment by the Company significant damages to GetJet Airlines UAB

The Company is a party in a dispute against GetJet Airlines UAB. The dispute relates to the Company's non-performance of contractual obligations arising from Charter Flight Agreement No. 2018-1203/1 dated 3 December 2018 (the "**Agreement**") during the COVID-19 pandemic.

On 11 September 2023, the court of first instance ruled that the Company's termination of the Agreement was unlawful, and ordered the Company to pay GetJet Airlines UAB EUR 1,150,000 in penalties (in addition to EUR 500,000 deposit already retained by it), 8% of annual interest, and litigation costs incurred by GetJet Airlines UAB.

On 7 March 2024, the Court of Appeal of Lithuania adopted a ruling confirming the decision. This ruling was enforceable from the date of its adoption, and the Company has already paid the adjudged amount to GetJet Airlines UAB. The Company had also an agreement in place with one of its suppliers for compensation of EUR 1,100,000 in respect of these litigation losses.

On 28 November 2024, the Supreme Court of Lithuania annulled partially the decision and remanded the case to the Court of Appeal of Lithuania for further proceedings.

The damages claimed by GetJet Airlines UAB amount to EUR 13,872,084.80.

The damages claimed by GetJet Airlines UAB were re-examined by the Court of Appeal of Lithuania. The hearing was concluded, and the court delivered its decision on 29 June 2026. The Court of Appeal of Lithuania amended part of the Vilnius Regional Court's judgment of 11 September 2023 concerning the award of liquidated damages and legal costs, and decided to partially uphold GetJet Airlines' claim – ordering the Company to pay GetJet Airlines UAB EUR 4,500,000 in penalties and annual interest at a rate of 8 per cent, calculated on the awarded sum from 5 March 2021 until the judgment is fully enforced. Given that the Company has already paid EUR 1,150,000 in penalties pursuant to a previous court judgment, the additional amount payable (without the interest and litigation costs) is EUR 3,350,000. The Company is considering filing a cassation appeal with the Supreme Court of Lithuania (statutory term for this action is 3 months from the date on which the ruling entered into force).

Disregarding this, there may be no guarantee that the Supreme Court of Lithuania will accept the cassation appeal at all and/or that it will change the above judgement of the Court of Appeal in favour of the Company. If the cassation appeal is not accepted by the court and/or the Company has to pay all the outstanding amounts under the above judgement of the Court of Appeal, it may give rise to a material uncertainty and may cast significant doubt on the Company's ability to continue as a going concern unless the Offering is completed, Company's other creditors continue to forbear and/or additional refinancing or waivers are obtained. In addition to that, if the Company has to pay the remaining amounts, indicated in the above court judgement, part of the proceeds of the Offering would have to be used for this purpose. For more information, please see Section *VII Reason for the Offering and Use of Proceeds*.

The Offering is a high-risk liquidity and rescue financing; the Company faces going-concern, covenant breach and acceleration risks

The Company is undertaking the Offering against a background of significant liquidity pressure. The Company has near-term debt maturities, currently fails to comply with certain of its financial covenants, and is dependent on the proceeds of the Offering, the continued forbearance of its creditors and further refinancing or waivers to meet its obligations as they fall due. There can be no assurance that the minimum proceeds of EUR 7,000,000 required for the Offering to succeed, or even the full proceeds of the Offering, will be sufficient to stabilise the Company's financial position, repay or refinance its indebtedness, restore compliance with its financial covenants or provide adequate working capital for the next twelve months. A breach of financial covenants entitles the relevant creditors to terminate the financing agreements and demand early repayment (acceleration) of the loans granted to the Company. If the Offering does not complete, if creditors accelerate their claims, or if the Company is unable to obtain waivers or refinancing on acceptable terms, the Company may be unable to continue as a going concern, which could result in insolvency or restructuring proceedings and a total loss of the invested capital for investors. These circumstances may give rise to a material uncertainty and may cast significant doubt on the Company's ability to continue as a going concern unless the Offering is completed, creditors continue to forbear and/or additional refinancing or waivers are obtained.

The macroeconomic situation may have a material adverse effect on the organized charter flights market

The Group operates in the organized charter flights market in the Baltic states: in Lithuanian, Latvian and Estonian markets, whose growth is linked to economic growth and the macroeconomic situation in these countries. The organized charter flights market is affected by macroeconomic factors. In particular, the level of demand for tourist trips abroad is affected, among other things by macroeconomic factors such as: (i) GDP dynamics; (ii) dynamics of disposable income and (iii) the level of unemployment. Other macroeconomic factors affecting the Group's operations include: (i) the inflation rate; (ii) level of interest rates; (iii) exchange rates and (iv) increase in salaries. There is also a risk that, in the event of a deterioration in the macroeconomic situation of the Baltic states, the demand for products and services of the Group may decrease and/or the Group's costs will increase, which may have a negative impact on the Group's operations, its financial condition, results of operations and on the price of the Shares.

Political instability, terrorist attacks, military conflicts and other extraordinary events may have a material adverse effect on the organized charter flights market

One of the factors affecting the demand for tourist services related to international travel are the risks associated with political instability, terrorist attacks, military conflicts and other extraordinary events. Uncertainty in a certain region, understood as an increased probability of terrorist attacks or military conflicts, or the occurrence of such phenomena, may limit interest in such tourist destination. Terrorist attacks and other of the above events may adversely affect the tourism industry and concerns about such events could also result in: (i) higher costs to the airlines due to increased security measures; (ii) decreased passenger demand and revenue due to the inconvenience of additional security measures and danger in certain jurisdictions; (iii) significantly higher costs of insurance coverage for future claims caused by acts of war, terrorism and other similar perils, and the extent to which such insurance has been or will continue to be available; (iv) inability of airlines to reduce their operating costs (which could in turn lead the Group to also incur more costs for organising the trips) as a consequence of terrorist attacks and other conditions, including as a result of increase in price of aviation fuel, longer flight distances, and those referred to above.

The above events may have a material adverse effect on the Group's operations, its financial condition, results of operations and on the price of the Shares.

Competition between market players

Although the Group has a strong leading position in the organized charter flights market in the Baltic, it experiences competition between market players. The direct competitors of the Group are other tour operators organizing charter flights operating in Lithuania, Latvia and

Estonia. Furthermore, it cannot be excluded that new competitors (both regional and international) may decide to start operating in the Baltics. The tightening of competition between tour operators organizing charter flights operating in the Baltic states may increase the pressure on lowering the prices of services offered, which would have a significant negative impact on the Group's business and financial position, as well as prospects.

The above events may have a material adverse effect on the Group's operations, its financial condition, results of operations and on the price of the Shares.

The organized charter flights market is affected by the seasonality of sales

The organized charter flights market is characterized by seasonality. Sales of the Group, as well as sales of most of the tour operators organizing charter flights, are characterized by an increase in demand for Group products and services in the second and third quarters of the year and lower demand in the other periods. Consequently, the financial result for the second and third quarters of the year has a significant impact on the final result of the entire year.

The decrease in tourist traffic during this period, in particular due to the occurrence of unforeseen events, may cause the Group to incur losses or fail to achieve expected returns that cannot be compensated by profits obtained in the transition period. The above events may have a material adverse effect on the Group's operations, its financial condition, results of operations and on the price of the Shares.

The insurance coverage, held by the Group may be insufficient

According to the applicable laws every tour operator organizing package travels in Lithuania, Latvia and Estonia must secure its obligations towards customers. The Group fulfils this obligation by obtaining mandatory tour operator's duty fulfilment guarantee insurance. The level of insurance fluctuates in direct correlation with the executed sales. When issuing such insurance, insurance companies have the right, but not obligation, to request that the tour operator puts down a deposit or any other form of security. The Company has placed a deposit totalling EUR 2.250 million at the Group's level.

Moreover, mandatory insurance does not cover other claims than those related to non-fulfilment of a tour operator's obligations regarding package travel and linked travel arrangements toward the clients as a result of their lack of financial liquidity. Under the applicable laws, the Group Companies are fully liable for losses suffered by customers (tourists) while on trips organized by the Group Companies, regardless of whether the losses have been actually caused by third parties acting on behalf of the Group Companies. While the agreements with suppliers of various travel services generally provide for compensation of losses to the Group Companies, they do not generally require any of these suppliers to hold civil liability insurance. Therefore, recovery of any losses by the Group Companies from such third parties is contingent on the ability and willingness of such third parties to cover the losses of the Group Companies.

Historically all claims of clients and contractors were settled directly by the Group from its own funds (however, in many cases they are discussed and finally covered (partly or fully) by the supplier). It cannot be excluded that in the future the value of claims may be higher than usual and the Group may be forced to make material expenditures to cover such claims.

The Group Companies rely on a limited number of suppliers, in particular, for organizing charter flights or trips by bus. Interruption of the activities of any of these suppliers would also likely lead to interruption of the business activities of the Group Companies.

The above events may have a material adverse effect on the Group's operations, its financial condition, results of operations and on the price of the Shares.

The Group's hedging policy may be ineffective

The Group does not actively engage in hedging activities to manage foreign exchange risk, fuel price volatility, or USD exchange rate fluctuations. In addition to that, the Group does not hedge fuel price changes for early-booking sales through future or forward contracts.

As the Group does not apply active hedging strategy, hedge effectiveness testing for hedge accounting purposes is not performed.

The Issuer may breach covenants under the financial agreements

The Company is subject to financial and non-financial covenants under its financing agreements, including requirements related to leverage ratios, minimum liquidity levels, restrictions on additional indebtedness, dividend distributions. The Company currently fails to comply with certain financial covenants.

Failure to fulfil covenants under financial agreements allows the respective creditors to terminate the relevant agreements and demand early repayment of the loans granted to the Company. As of the date of this Document, none of the creditors has executed these actions.

The Group is exposed to goodwill impairment and accounting-estimate risks

The Group's financial statements include goodwill and other items that depend on significant management judgements and accounting estimates, including the assumptions used in goodwill impairment testing (such as cash-generating-unit assumptions and demand and margin assumptions), the recognition of prepayments and revenue recognition. The auditor's key audit matters include goodwill impairment, prepayments and revenue recognition. Adverse changes in these assumptions, or a deterioration in the Group's trading or macroeconomic environment, may result in a future impairment of goodwill or other assets, or in adjustments to reported results, which may have a material adverse effect on the Group's financial condition, results of operations and the price of the Shares.

The Group may suffer reputation risks

The Group's business is dependent on its market reputation. Reputation risk is inextricably linked to the specific nature of the industry in which the Group operates. It is characteristic for the travel industry that even the smallest shortcomings, or deficiencies of a tour operator organizing package travels, due to the wide audience, may result in a negative perception of the Group by clients and entities cooperating with the Group. Negative attitudes of consumers and business partners may have a negative impact on the Group's ability to attract or retain business partners and tourists. Furthermore, it is also possible that customers, counterparties, former employees of the Group and any other third parties make untrue and misleading statements in the press, social networks, internet portals and in any other means of communications regarding activities of the Group, its financial status, allegedly executed actions and any other aspect related to the Group, which may despise the reputation of the Group. The Group cannot guarantee that it will be able to effectively avoid the negative consequences of the risk of reputational loss that may have a negative impact on the Group's operations, its financial condition, results of operations and on the price of the Shares.

The Group is dependent on a limited number of key employees

The Group's success and the proper execution of its business strategy depend on the activities and expertise of its key employees. The Group relies on a skilled team of professionals, including its key executives, midlevel managers, accountants and other financial professionals, in the operation of its projects. If the Group is unable to retain its key employees, this could result in a significant loss of expertise and could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares. If the Group is unable to hire the necessary employees, staffing shortages may adversely affect its ability to adequately and efficiently manage and operate its assets or force it to pay increased salaries to attract skilled professionals or the necessary employees.

Furthermore, future success of the Group depends on its ability to hire key personnel. Failure by the Group to recruit and retain appropriate personnel may have a material adverse effect on the Group's operations, its financial condition, results of operations and on the price of the Shares.

In the last year the turnover of the key employees has been quite high and amounted to 35%. General staff turnover for the last year was 32%.

Risk of dilution

The General Meeting of Shareholders of the Company (the "**General Meeting**") is entitled to decide on an increase of share capital by issuing new ordinary Shares, in which case, if certain shareholders do not participate in the capital increase or the pre-emptive right to subscribe the new Shares is revoked to all the shareholders, their shareholdings in the Issuer's capital may decrease proportionally (the shareholder's ownership ratio may be diluted). The issuance of the New Shares and their potential admission and introduction to trading on the regulated markets operated by Nasdaq and/or the WSE may result in a significant increase in the number of the Company's Shares admitted to trading and available on the above markets. The actual or expected sale of a substantial number of Shares, or the markets' perception that such sales may occur, may result in increased supply of the Company's Shares on the markets and exert downward pressure on the market price of the Shares. Dilution effect of this Offering is indicated in Section *X Dilution and Shareholding*. The occurrence of this risk may lead to increased volatility of the market price of the Company's Shares, a decrease in their market value and difficulties for shareholders in selling their Shares at a satisfactory price or at all.

Risk relating to the admission and introduction of the New Shares to trading on the regulated market operated by Nasdaq and the WSE

The Company intends to apply for the admission and introduction of the New Shares to trading on the regulated markets operated by Nasdaq and the WSE.

There can be no assurance that the New Shares will be admitted and introduced to trading on any of the above regulated markets within the expected timeframe or at all. The admission and introduction of the New Shares to trading depends on the Company satisfying the applicable legal, regulatory and exchange requirements, including the requirements set out in the rules and regulations of Nasdaq and the WSE, as well as on the relevant decisions of the competent bodies and institutions. In particular, the Company may fail to satisfy, or may be considered not to satisfy, the applicable requirements for the admission or introduction of the New Shares to trading on either or both of these markets. The relevant applications may also be subject to delays, requests for additional information or documentation, or may not be accepted by the relevant institutions. As a result, the New Shares may be admitted and introduced to trading later than expected, may be admitted and introduced to trading only on one of the relevant markets, or may not be admitted and introduced to trading on either market at all.

If the New Shares are not admitted and introduced to trading on Nasdaq or on the WSE, holders of such Shares may not be able to trade them on the same terms as the existing Shares of the Company admitted to trading on those markets. This may materially limit the liquidity and marketability of the New Shares and make it more difficult for investors to sell such Shares.

Subscription by Mr Neşet Koçkar for unsubscribed New Shares may materially increase his control over the Company

If Mr Neşet Koçkar subscribes for a significant number of New Shares not subscribed for by other Existing Shareholders, when executing their pre-emptive right to subscribe the New Shares (if any), his shareholding and voting power in the Company may increase materially. This may enable him to exercise significant influence or control over the Company, including over matters requiring approval of the General Meeting. The extent of any such increase will depend on the final number of New Shares subscribed for by Mr Neşet Koçkar and by other Existing Shareholders, as further illustrated in Section X *Dilution and Shareholding*. A reduction in the free float following the Offering may also adversely affect the liquidity of the Shares on Nasdaq and on the WSE.

Completion of the Offering may trigger mandatory takeover bid obligations under Lithuanian law

Depending on the final number of New Shares subscribed for by Mr Neşet Koçkar, his current shareholding and the applicable Lithuanian takeover rules, such subscription may result in the crossing of statutory voting-rights threshold (1/3 of all the voting rights) and may trigger disclosure obligations and/or a mandatory takeover bid obligation.

Risk of failure or unilateral cancellation of the Offering

The Offering shall be deemed to have failed, if the raised capital does not reach EUR 7,000,000 at the close of the Offering.

In addition, the Issuer reserves the right to decide on the closure of the Offering without the issue of shares (i.e., cancel the Offering) until the New Shares are credited to the investors' securities accounts in cases specified in Section XI subsection *Cancellation, Suspension or Postponement of the Offering* hereof.

IX. THE CHARACTERISTICS OF THE SECURITIES (INCLUDING THEIR ISIN)

The characteristics of the ordinary shares issued by the Issuer (the "**Shares**") can be summarized as follows:

Issuer: **Novaturas AB**
Sector: **Tour operator**
Equity class: **Ordinary Shares**
Type of security: **Registered**
Form of security: **Dematerialised**
Code of security (ISIN): **LT0000131872**
Ticker symbol: **NTU1L** (Nasdaq Vilnius); NTU (Warsaw Stock Exchange)
Nominal value: **EUR 0.03**

The composition of the Issuer's share capital as of the date of this Document is as follows:

Series of Shares	ISIN code	Nominal value (EUR)	Number of units issued	Total nominal value (EUR)
Ordinary registered Shares	LT0000131872	0.03	7,807,000	234,210

The New Shares will carry the same rights as the previously issued ordinary registered Shares. The ordinary registered Shares carry and the New Shares will carry the rights specified in the Civil Code of the Republic of Lithuania, the Law of the Republic of Lithuania on Companies, Articles of Association of the Issuer, including, without limitation, the right to participate and vote in the General Meeting, the right to information, dividend right, minority rights, right to a liquidation share, etc.

X. DILUTION AND SHAREHOLDING

The new share issue represents 188.37% of the Company's authorized capital prior to the Offering. However, the Company has acquired 55,997 own shares for the purposes of the employees' stock option programme, which, as own shares, do not carry the right to acquire the New Shares and do not have voting rights. Thus, the new share issue represents 189.73% of the voting rights prior to the Offering.

In case all the Existing Shareholders (as defined in Section below) will participate in the Offering by exercising their pre-emptive right and subscribe the New Shares pro rata to their current shareholdings, no dilution effect would occur and the shareholdings of all the shareholders of the Company would remain the same as they are as at the date of this Document.

However, if certain Existing Shareholders will not participate in the Offering and will not subscribe the New Shares pro rata to their current shareholdings, the extent of dilution would depend on the number of New Shares issued, the level of participation by Existing Shareholders and the amount of New Shares (not subscribed by the Existing Shareholders), which will be subscribed by the current biggest shareholder Mr Neşet Koçkar. Assuming that none of the Existing Shareholders will subscribe the New Shares and all of them will be subscribed by Mr Neşet Koçkar, the Offering would result in dilution of approximately 2.90 times for the Existing Shareholders who would not participate in the Offering (i. e., the percentage of their total holding from all the voting Shares of the Company would reduce from 76.63% to 26.45%).

XI. TERMS AND CONDITIONS OF THE OFFER

General information regarding the Offering

The repeated General Meeting, held on 12 June 2026, resolved, among other, (i) to increase the authorized capital of the Company with additional contributions of shareholders from EUR 234,210 to EUR 675,386.46, by issuing no more than 14,705,882 ordinary registered shares with a nominal value of EUR 0.03 par value each (the "**New Shares**"); (ii) not to revoke the pre-emptive right to acquire the New Shares for the shareholders of the Company (thus, ensuring that the New Shares will be first subscribed for by and allocated to the Existing Shareholders in proportion to the number of the Shares owned by them at the close of 29 June 2026, also determining that the biggest shareholder of the Company, Mr Neşet Koçkar, shall be entitled to subscribe for all the remaining (unsubscribed) New Shares (or part thereof at his discretion)); (iii) to authorise the Board of the Company (the "**Board**") to determine the final conditions of the Offering and take other actions related to the Offering; (iv) to list the New Shares on Nasdaq and on the WSE; and (v) taking into consideration the increase of the authorised capital of the Company, to amend its Articles of Association.

Thus, taking into consideration that the above repeated General Meeting approved all resolutions proposed by the Company's Board regarding the increase of the Company's authorized capital, the necessary amendments to the Company's Articles of Association, the issuance of New Shares and their admission to trading on the regulated markets, however, no resolution was adopted regarding the revocation of the Company's shareholders' pre-emptive right to acquire the New Shares, in this case Articles 15(1)(4) and 15(2) of the Law on Companies of the Republic of Lithuania are applied, according to which the pre-emptive right to acquire the Company's New Shares issued by the Company (the "**Pre-**

emptive Right") shall be held by persons who were shareholders of the Company at the end of the rights record date (tenth business day following the conclusion of the Repeated Meeting that adopted the relevant resolution, i. e., 29 June 2026, the "**Existing Shareholders**"), as indicated above.

Main data about the New Share issue of the Company:

Type of Shares	Ordinary registered shares
Intended number of New Shares	up to 14,705,882
Currency of the issue	Euro
Nominal value of each New Share	EUR 0.03
Total nominal value of all the New Shares, intended to be issued	up to EUR 441,176.46
Issue Price (Offer Price) of each New Share (the "Issue Price")	EUR 0.68
Total Issue Price of all the New Shares, intended to be issued	up to EUR 9,999,999.76

If not all the New Shares are subscribed for within the period intended for subscription of the New Shares (the "**Subscription**"), the authorized capital of the Company shall be increased by the amount of nominal values of the New Shares subscribed for, subject to the condition that the New Shares for at least EUR 7,000,000 shall be subscribed. In this case the Board shall be commissioned and authorised to adopt the respective decision, establishing that the increase of the authorized capital of the Company upon signing of not all the New Shares shall be deemed effected and the authorised capital of the Company shall be increased by the amount of nominal values of the New Shares subscribed for. In case within the period intended for Subscription, the New Shares for less than EUR 7,000,000 shall be subscribed, the Board shall be commissioned and authorised to terminate the procedure of increase of the authorised capital of the Company.

Thus, based on the above, the Board will determine the final number of Offer Shares allotted to Existing Shareholders (if any). Upon the decision hereon, the Issuer will issue the New Shares.

Offering Brokers: Orion securities FMĮ UAB (for the Existing Shareholders, the Shares of which are accounted through Nasdaq CSD, the merged central securities depository of Lithuania, Latvia, Estonia and Iceland, "**Nasdaq CSD**") and Trigon DM (for the Existing Shareholders, the Shares of which are accounted through Polish settlement institution – the Central Securities Depository of Poland (in Polish: *Krajowy Depozyt Papierów Wartościowych S.A.*, the "**CSDP**"), which is acting as a secondary depository for the Shares)) and/or other broker(-s), selected by the Company (if any).

This Offering consists of a public offering of New Shares solely directed to the Existing Shareholders of the Company (as described above). Only such Existing Shareholders will be eligible to participate in the Offering who at or by the time of placing their orders (before the end of the Subscription Period) have opened securities accounts with entities of their choice which are licensed to provide such services within the territory of the Republic of Lithuania, Republic of Latvia, Republic of Estonia or of the Republic of Poland.

For the purposes of the Offering no tranches of the Investors are being established. However, each of the Existing Shareholders are entitled and are guaranteed that, in case he/she/it will participate in the Offering (and subscribe for the below indicated number of Offer Shares by exercising his/her/its Pre-emptive Right), such an Existing Shareholder will be allocated the Offer Shares pro rata to the nominal value of his/her/its shareholding in the Company as at the close of 29 June 2026 or any lesser number of Offer Shares, in case he/she/it places an order for less Offer Shares, than indicated above (the "**Guaranteed amount of Offer Shares**"). The Existing Shareholders (except for the current biggest shareholder Mr Neşet Koçkar) having provided subscription orders (the "**Subscription Orders**") for more Offer Shares, than the Guaranteed amount of Offer Shares to a respective Existing Shareholder shall be allotted the Guaranteed amount of Offer Shares.

The biggest shareholder of the Company, Mr Neşet Koçkar, shall be entitled to subscribe for (in addition to his Guaranteed amount of Offer Shares) all the New Shares, which will not be subscribed by the Existing Shareholders (their Guaranteed amount of the Offered Shares) (or part thereof at his discretion), as indicated in Sections *Terms of the Offering* and *Subscription and payment procedure* below.

If, within the last three business days of the offer period for the Offering, the Issuer amends or supplements the Document and publishes such amended or supplemented version, the offer period for the Offering shall be extended accordingly to ensure that at least three business days after the publication of such corrective amendment or supplement to the Document applies.

The Offering and all relating documents shall be governed by Lithuanian law.

Right of the Existing Shareholders to transfer their Subscription Pre-emptive Right

Following the requirements of the applicable Lithuanian law (namely Article 57(4) of the Law of the Republic of Lithuania on Companies and Resolution No. 03-150 of the Board of the BoL "On the Approval of the Rules for the Transfer of Pre-emptive Rights to Acquire Shares or Convertible Bonds Issued by a Public Limited Company", dated 16 September 2013), the Existing Shareholders shall have a right to transfer the Pre-emptive Right to subscribe the New Shares pro rata to the nominal value of his/her/its shareholding in the Company as at the end of the rights record day of the General Meeting (i. e., at the end of the tenth business day after the General Meeting (29 June 2026)) (the "**Subscription Pre-emptive Right**").

For this reason, no later than on 1 July 2026 Nasdaq CSD shall open a general Subscription Pre-emptive Right account. Based on the extract of the general Subscription Pre-emptive Right account (opened by Nasdaq CSD as indicated above), personal financial instrument account managers shall immediately (on the same day) make entries in these accounts in accordance with the procedure established by Nasdaq CSD and inform their clients (Existing Shareholders) of the Subscription Pre-emptive Rights transferred to them.

The holder of Subscription Pre-emptive Right shall have the right to transfer all or part of this right. One (1) book-entry Subscription Pre-emptive Right entitles its holder to subscribe for one (1) Offer Share. The minimum number of subscription right that may be transferred is one (1) subscription right (fractions of the Offer Shares shall not be transferred). Subscription Pre-emptive Right may be transferred, if the holder thereof (Existing Shareholder) does not intend to exercise the option to purchase (subscribe to) the New Shares being issued. The Subscription Pre-emptive Right may be freely transferred, however, it will not be traded on any of the regulated markets.

The transfer price of the Subscription Pre-emptive Right shall be freely determined by the transferor and the transferee and may be set at any amount, including zero (0) consideration (i.e., transferred free of charge). The holder transferring the Subscription Pre-emptive Right shall indicate the transferee (buyer) and the agreed transfer price (if any) in the relevant transfer instructions submitted to the personal financial instrument account manager. If a Company Share entitling to a Subscription Pre-emptive Right is subject to a pledge or another such restriction, the Subscription Pre-emptive Right may not be exercisable without the consent of the pledgee or other rights holder.

The holder of the Subscription Pre-emptive Right may transfer all or part thereof from the date of opening the general Subscription Pre-emptive Right account at Nasdaq CSD, as indicated above (i.e., from 1 July 2016), but no later than 3 business days prior to the end of the Offering Period, as indicated below (i. e., until 10 July 2026).

Based on the above, the abbreviation "Existing Shareholder" used in this Document also includes the persons, having acquired the Subscription Pre-emptive Right, as described herein. In addition to that, the persons having acquired the Subscription Pre-emptive Right shall be entitled to participate in this Offering under the terms and conditions described herein.

Unexercised Subscription Pre-emptive Rights shall expire and shall have no value when the Offer Period ends.

Terms of the Offering:

Offering Period: The offer period of this Offering to the Existing Shareholders (the "**Offer Period**" or "**Subscription Period**") is expected to commence on 1 July 2026 and to end on 15 July 2026, 14:00 (Vilnius time):

Start of the Offer Period (by way of exercising the Pre-emptive Right)	1 July 2026, 9:00 a.m. (Vilnius time)
Start of the period for transfer of the Subscription of the Pre-emptive Right (for Existing Shareholders not intending to subscribe for New Shares)	1 July 2026, 9:00 a.m. (Vilnius time)
End of the period for transfer of the Subscription of the Pre-emptive Right (for Existing Shareholders not intending to subscribe for New Shares)	10 July 2026
End of the Offer Period	15 July 2026, 14:00 (Vilnius time)
Decision of the Board on the allocation of the New Shares to the Existing Shareholders and notification to Mr Neşet Koçkar to subscribe the unsubscribed New Shares	15 July 2026
Mr Neşet Koçkar subscribes the unsubscribed New Shares (if any)	until 17 July 2026, 14:00 (Vilnius time)
Expected settlement of the New Shares to the Existing Shareholders' securities account (the "**Settlement Date**")	On or about 21 July 2026
Expected listing of the New Shares to trading on Nasdaq and on the WSE	in the beginning of August 2026

(The timetable is only indicative and may change as circumstances require).

Subscription and payment procedure

General information regarding the Subscription procedure

Each of the Existing Shareholders are entitled and are guaranteed that, in case he/she/it will participate in the Offering (and subscribe for the below indicated number of Offer Shares by exercising his/her/its Pre-emptive Right), such an Existing Shareholder will be allocated the Offer Shares pro rata to the nominal value of his/her/its shareholding in the Company as at the close of 29 June 2026 or any lesser number of Offer Shares, in case he/she/it places an order for less New Shares, than indicated above (Guaranteed amount of Offer Shares). Thus, persons, being shareholders of the Company at the close of 29 June 2026 (the "**Existing Shareholders**" or "**Investors**") are entitled to acquire all the Offer Shares of the Company, in case all the Existing Shareholders will participate in the Offering and will subscribe for the number of Offer Shares, not less than pro rata to the nominal values of their shareholdings in the Company as at the close of 29 June 2026.

Pro rata to the nominal value of Shares of the Company, held by the shareholders of the Company as at the close of 29 June 2026, the number of Offer Shares that a relevant shareholder is guaranteed to be allotted by the Issuer during this Offering subject to the aforementioned conditions shall be calculated according to this formula: $A = 14{,}705{,}882 \times k$, in which:

A – the number of Offer Shares, which a respective Existing Shareholder is guaranteed to acquire and which the Company shall allot to the respective shareholder, in case it subscribes for not less than such number of Offer Shares;

k – coefficient, indicating which part of the Offer Shares is guaranteed by the Issuer to be allotted to the concrete Existing Shareholder of the Company, which shall be calculated according to the following formula: k = S/(7,807,000-Company's own shares), where S – number of Shares, held by the respective Existing Shareholder of the Company at the close of 29 June 2026. The value of coefficient k shall be rounded to eight digits after the comma, following the general arithmetic rules.

Calculated number of Offer Shares, which the concrete Existing Shareholder is entitled to acquire during this Offering and which the Company shall allot to such shareholder, in case it subscribes for not less than such a number of Offer Shares shall be rounded to the whole number according to the general arithmetic rules, in case it is with fractional part.

Each Existing Shareholder at his own discretion may subscribe and acquire also any lesser number of Offer Shares than the number, calculated according to the aforementioned formula, which the respective Existing Shareholder would be allotted by the Company based on the indicated rules (in which case such Existing Shareholder would be allotted all such lesser number of Offer Shares). The Existing Shareholder may also not participate in the Offering and not subscribe for Offer Shares.

In any case, disregarding the number of Offer Shares, that a relevant Existing Shareholder intends to acquire (either the Guaranteed amount of Offer Shares, or the number, which is lesser than the Guaranteed amount of Offer Shares, if that is the case), he/she/it shall place a single Subscription Order for all the number of Offer Shares he/she/it intends to acquire.

The Existing Shareholders (except for the current biggest shareholder Mr Neşet Koçkar) having provided Subscription Orders for more Offer Shares, than the Guaranteed amount of Offer Shares to a respective Existing Shareholder shall be allotted the Guaranteed amount of Offer Shares.

The biggest shareholder of the Company, Mr Neşet Koçkar, shall be entitled to subscribe for (in addition to his Guaranteed amount of Offer Shares) all the New Shares, which will not be subscribed by the Existing Shareholders (their Guaranteed amount of the Offer Shares) (or part thereof at his discretion), as indicated above.

The number of Offer Shares available for subscription by Mr Neşet Koçkar above his own Guaranteed amount of Offer Shares shall be equal to the difference between the total number of Offer Shares (14,705,882) and the aggregate number of Offer Shares subscribed for by all other Existing Shareholders pursuant to their respective Subscription Orders, allocated by the Company. Accordingly, the greater the number of Offer Shares subscribed for by other Existing Shareholders, the fewer Offer Shares shall remain available to Mr Neşet Koçkar above his Guaranteed amount of Offer Shares respectively, and consequently, the proportionate shareholding of Mr Neşet Koçkar in the Company upon completion of the Offering shall be lower than it would have been had other Existing Shareholders not participated in the Offering or participated to a lesser extent. In the event that all the Existing Shareholders shall subscribe for the full Guaranteed amount of Offer Shares calculated in accordance with the above formula, Mr Neşet Koçkar shall not be entitled to subscribe for any Offer Shares beyond his own Guaranteed amount of Offer Shares.

In addition, since the Guaranteed amount of Offer Shares for each Existing Shareholder is subject to rounding to the nearest whole number in accordance with the general arithmetic rules set out above, it is possible that the aggregate Guaranteed amount of Offer Shares of all the Existing Shareholders, when rounded individually, would exceed the total number of Offer Shares of 14,705,882. In such event, the Guaranteed amount of Offer Shares to be allotted to Mr Neşet Koçkar would be reduced by the number of Offer Shares corresponding to such excess, so that the total number of Offer Shares allotted to all the Existing Shareholders would not exceed 14,705,882. Accordingly, the actual number of Offer Shares allotted to Mr Neşet Koçkar may be lower than his Guaranteed amount of Offer Shares calculated pursuant to the formula set out above.

According to the Company's knowledge, its largest shareholder, Mr Neşet Koçkar, intends to participate in the Offering and subscribe for the Offer Shares in accordance with the terms and conditions of the Offering. Mr Neşet Koçkar may settle the contribution for the New Shares (the Issue Price or a part thereof) by making an advance payment to the Company's bank account, if so requested by him.

Accordingly, this shareholder may participate in the Offering by submitting more than one Subscription Order for the Offer Shares, for example, when exercising his Pre-emptive Right and when subscribing for the New Shares that have not been subscribed for by the Existing Shareholders (or any part thereof). Furthermore, part of the New Shares may be subscribed for by way of an advance payment to the Company's bank account, while the remaining part may be subscribed for by making a monetary contribution. In light of the foregoing, specific or alternative subscription procedure may be applied in respect of this shareholder (Mr Neşet Koçkar), as agreed between the Company, Orion Securities UAB FMĮ and/or Nasdaq.

Investors wishing to subscribe for and acquire the New Shares shall submit their Subscription Orders at any time during the Subscription Period.

All Subscriptions shall be binding and irrevocable commitment to acquire the allotted New Shares, with the exceptions, indicated hereof.

An Investor may submit a Subscription Order only when there are sufficient funds (which are calculated by multiplying the Offer Price by the number of New Shares specified in the Subscription Order) on the cash account. For this reason, Investors must ensure that the total consideration for the New Shares (in EUR) is on his/her/its cash account simultaneously with the submission of the Subscription Order. If blocked funds are insufficient, the Subscription Order will be deemed null and void to the extent funds are insufficient.

The Offering Broker shall terminate the blocking, and arrange the repayment by wire transfer of any excess funds remaining after allocation, if any, on the account of the Investor participating in the Offering, simultaneously with the delivery of the New Shares to the respective accounts of the respective Investors indicated in the Subscription Order and without any interest being payable for the period for which funds were blocked.

No fractions of the New Shares will be allocated.

An Investor must ensure that all information contained in the Subscription Order is correct, complete and legible. The Issuer reserves the right to reject any Subscription Orders that are incomplete, incorrect, unclear or ineligible, or that have not been completed and submitted and/or have not been supported by the necessary additional documents, requested by the Issuer and/or the Offering Broker, during the Subscription Period and in accordance with all requirements set out in the terms and conditions of the Offering.

Any consequences of a form of Subscription for the New Shares being incorrectly filled out will be borne by the Investor.

If any significant new factor, material mistake or material inaccuracy relating to the information included herein which may affect the assessment of the New Shares arises which requires the publication of a supplement to this Document, the Investors participating in the Offering who submitted Subscription Orders before such supplement may be published, shall have the right to withdraw these Subscription Orders within three business days following publication of the supplement.

Offering to the Existing Shareholders, the Shares of which are accounted through Nasdaq CSD

Subscription of the New Shares, which are accounted through Nasdaq CSD, will be organized through Nasdaq as an Auction and Auction Rules, which will be announced by Nasdaq Vilnius prior to the Offering of the respective Series (the "**Auction Rules**"), will be applied.

The Subscription Orders shall be submitted by the Investors through Nasdaq exchange members (the list of exchange members is available on the website: https://nasdaqbaltic.com/statistics/en/members) (the "**Exchange Members**")) and following the order, described in the Auction Rules.

In order to subscribe for the New Shares, the Investor must have a securities account with the Exchange Member and fill in a Subscription Order form provided by the Exchange Member during the Subscription Period only in order for the Exchange Member to enter a buy order in Nasdaq's trading system. The Subscription Orders shall be submitted by means accepted and used by the Exchange Members (e.g., physically, via the internet banking system and/or by any other available means).

An Investor shall bear all costs and fees charged by the respective Exchange Member accepting the Subscription Order in connection with the submission, cancellation or amendment of a Subscription Order.

Offering to the Existing Shareholders, the Shares of which are accounted through Krajowy Depozyt Papierów Wartościowych ("CSDP")

Subscription of the New Shares, which are accounted through CSDP shall be accepted by Trigon DM, in accordance with its internal regulations.

In order to subscribe for the New Shares, the Investor must have a securities account with Trigon DM and fill in a Subscription Order form provided by Trigon DM during the Subscription Period only. Existing Shareholders whose Shares are held through another CSDP participant should note that, they may need to transfer their Shares to, or open a securities account with, Trigon DM in order to participate, and should allow sufficient time before the end of the Subscription Period to complete the necessary account arrangements. Investors who fail to complete such arrangements in time may be unable to participate in the Offering. The Subscription Orders shall be submitted by means accepted and used by Trigon DM (e.g., physically, via the internet banking system and/or by any other available means).

Confirmations of the Investors

By submitting a Subscription Order to the Exchange Member or to the Offering Broker, each Investor (besides other acknowledgments and undertakings provided in this Document) shall:

(i) authorize and instruct the Exchange Member and (or) the Offering Broker through which the Subscription Order is submitted to arrange the settlement of the Subscription on its/his/her behalf (taking such steps as are legally required) and to forward the necessary information to the extent necessary for the completion of the Subscription;

(ii) ensure that when submitting a Subscription Order there are sufficient funds on the cash account connected to its/his/her securities account to cover the amount subscribed (i.e., the Offer Price multiplied by the amount of the New Shares subscribed);

(iii) authorize and instruct the Exchange Member and (or) the Offering Broker through which the Subscription Order is submitted to block the whole Subscription amount on the Investor's cash account connected to its/his/her securities account until the allotment of New Shares pursuant to this Document and Auction Rules, and registration of the New Shares with Nasdaq CSD is completed on the Settlement Date;

(iv) authorize the Exchange Member, Issuer, Offering Broker and Nasdaq to process, forward and exchange its/his/her personal data and information in the Subscription Order in order to participate in the Offering, to accept or reject the Subscription Order and fulfil all the Issuer's obligations under the Document and applicable legal acts;

(v) confirm that he/she/it has got familiarized with this Document, Auction Rules, the Articles of Association of the Company and accepted their content, as well as that he/she/it has read the terms of the Offering, consented to being allotted a lower number of Offer Shares than the number specified in such Investor's Subscription Order, or to not being allotted any Offer Shares at all, pursuant to the terms and conditions set forth in the Document.

In addition to that, by subscribing for the Offer Shares and making payment as described in this Document, each Investor is deemed to have confirmed he/she/it has read this Document and Articles of Association of the Company, has accepted the terms and conditions set out in this Document and has made the Subscription according to the terms included in this Document. **Subscription and payment for the Offer Shares as described in this Document shall be deemed the conclusion of the share subscription agreement, as required under the applicable law, as per terms and conditions set out in this Document**.

Invalidity of the Subscription Orders

The Subscription Order shall not be considered valid and shall not be processed in the following cases:

(i) the Subscription Order does not contain all the information requested in it; or

(ii) the Subscription Order was received after the Subscription Period; or

(iii) the Issuer and (or) the Offering Broker reject the Subscription Order due to any other reasons (e.g., oversubscription, violation of legal acts governing anti-money laundering prevention and/or established sanctions, etc.).

Neither the Issuer, nor the Offering Broker has any obligation to inform the Investors about the fact that their Subscription Orders are invalid.

Allocation

Following decisions of the General Meeting, dated 12 June 2026, the Offer Shares will be allotted in accordance with the following principles:

- first, the Offer Shares will be allotted to the Existing Shareholders, having participated in the Offering by exercising their Pre-emptive Right *pro rata* to the nominal values of their shareholdings in the Company as at the close of 29 June 2026 – the number of the Offer Shares will be allotted based on Subscription Orders placed by the Existing Shareholders, but no more than the number of the Offer Shares that the Company guarantees each of the Existing Shareholders will be allotted according to the formula, indicated in Section *General information regarding the Subscription procedure* (Guaranteed amount of Offer Shares to a respective Existing Shareholder). The Issuer will not give preferential treatment or discriminate against and between the Existing Shareholders, while allotting the Offer Shares as indicated in this item;
- next, the remaining Offer Shares after allocation thereof to the Existing Shareholders as indicated in item above, will be allotted to the current biggest shareholder of the Company, Mr Neşet Koçkar, in case he would subscribe more Offer Shares than the Guaranteed amount of Offer Shares to him.

Only allocated Offer Shares shall be deemed as subscribed. Delivery of the Offer Shares to the Existing Shareholders, having participated in the Offering, shall be made on or about 21 July 2026. Offer Shares allocated to the Investors will be transferred to their securities accounts on the same date (21 July 2026) through the delivery versus payment method simultaneously with the transfer of payment for such Offer Shares.

Failure of the capital increase

The capital increase shall be deemed to have failed if the number of New Shares subscribed by the Investors does not reach minimum amount of at least EUR 7,000,000, as indicated in the decision of the General Meeting, dated 12 June 2026. In such case, the Offering shall be closed without the sale of the New Shares and the consideration for the New Shares already paid will be repaid in full to the Investors within 7 days following the end of the Subscription Period, without any obligation to pay interest.

Upon the failure of the capital increase, the Offering Brokers will promptly inform the Investors through their distribution channels of the failure and will explain the steps to be taken and the expected timing of the repayment (termination of the blocking) of the Issue Price of the subscribed New Shares.

Public announcement of the Offering results

Information on the results of the Offering will be announced by way of the notification on material event according to the procedure of the applicable Lithuanian laws, including on the websites of the Issuer (http://www.novaturasgroup.com), of Nasdaq (https://nasdaqbaltic.com/), of the WSE (https://www.gpw.pl/) as well as of the Central Base of the Regulated Information (www.crib.lt).

Cancellation, Suspension or Postponement of the Offering

The Issuer may cancel the Offering, upon recommendation of the Offering Brokers or at its own initiative, at any time prior to the Settlement Date without disclosing any reason for doing so. The Issuer may also change the dates of opening and closing of the Subscription Period, or decide that the Offering will be postponed and that new dates of the Offering will be provided by the Issuer later.

The Issuer may cancel the Offering, upon recommendation of the Offering Brokers, if the Issuer considers it impracticable or inadvisable to proceed with the Offering. Such reasons include, but are not limited to: (i) suspension or material limitation of trading in securities generally on Nasdaq, WSE, as well as any other official stock exchange in the EU or the United States; (ii) sudden and material adverse change in the economic or political situation in Lithuania, Latvia, Estonia or worldwide; (iii) a material loss or interference with the Issuer's or its Group's business, or (iv) any material change or development in or affecting the general affairs, management, financial position, shareholders' equity or results of the Issuer's operations or the operations of the Group. In such an event, Subscriptions for Offer Shares that have been made will be disregarded, and any Subscription payments made will be returned (unblocked) without interest or any other compensation.

If the Offering is suspended, the Issuer may decide that the Subscriptions made and payments made will be deemed to remain valid, however for not longer than seven business days. In such case, Investors may withdraw Subscriptions made by submitting a relevant statement to that effect within two business days after the report on the suspension is announced.

Any decision on cancellation, suspension, postponement or changes of dates of the Offering will be published by way of a material event notification.

If the Offering is cancelled or suspended, Investors who placed Subscription Orders and paid for the Subscription will get their payments back (they will be unblocked):

- if the Offering is cancelled – within three business days after the public announcement by the Company of the Offering cancellation;
- if the Offering is suspended – within three business days after the date on which the Investor has made a statement cancelling his/her/its Subscription or three business days after the date that the Issuer announces that the Subscription Orders placed are not valid.

The timely repayment of money (termination of blocking thereof) paid will be without any interest or compensation.

XII. PLACE OF TRADING

The Issuer's New Shares are fungible with the ordinary registered Shares, which are already admitted to trading on Nasdaq and WSE for more than 18 months, which are regulated markets. The New Shares will be listed on the same regulated markets, once and subject to the condition that the Offering is successful.

The Issuer expects that the trading in the New Shares on Nasdaq and on the WSE will commence in the beginning of August 2026.

Following a successful Offering, the Issuer will apply for the admission and introduction of the New Shares to trading on Nasdaq Vilnius and on the Warsaw Stock Exchange and for their assimilation with the existing Shares. The New Shares will be traded under ticker NTU1L on Nasdaq Vilnius and under ticker NTU on the Warsaw Stock Exchange.