



**M SAN GRUPA d.o.o.**  
**Buzinski prilaz 10**  
**10000 Zagreb**

**SECURITY: MSAN-O-267A / ISIN: HRMSANO267A9**  
**LEI: 213800Tzt84K7VNWFO74**  
**DOMICILE MEMBER STATE: Croatia**  
**REGULATED MARKET SEGMENT: Official Market of the Zagreb Stock Exchange**

**Zagreb, 20 July 2021**

### **Notice on final terms of bond issue**

M SAN GRUPA društvo s ograničenom odgovornošću za proizvodnju računala, trgovinu, uvoz-izvoz, with registered seat in Zagreb, Buzinski prilaz 10, registered with the court register of the Commercial Court of Zagreb under no. MBS: 080157581, PIN (OIB): 34695138237 ("Issuer"), by means of public offering, issued bonds on 20 July 2021, ticker symbol MSAN-O-267A and international securities identification number (ISIN) HRMSANO267A9, at a fixed annual interest rate with a semi-annual payment of interest and amortized maturity of principal with semi-annual payment in the amount of 5% of principal, with maturity of the final portion of the principal in the amount of 55% of the principal 5 (five) years upon the issue date ("Bonds").

The Issuer hereby notifies that the Bond issue was successful and that the nominal amount of HRK 200,000,000.00, or 100% of the allocated nominal amount of the Bonds, was paid for within the stipulated period.

The Bonds were included in depository services, as well as clearing and settlement services, of the Central Depository & Clearing Company ("CDCC") under CDCC's decision of 20 July 2021.

In accordance with Article 17 and Article 21 of 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 a regulated market, and repealing Directive 2003/71/EC, as amended or corrected from time to time, the final terms of the Bond issue are provided below:

|                                  |   |
|----------------------------------|---|
| Issuer:                          | M SAN GRUPA d.o.o.  |
| Bond ranking and type:           | The Bonds constitute direct, unsecured and unconditional obligations of the Issuer, ranking <i>pari passu</i> among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, except obligations which are mandatorily preferred by the law. Pursuant to the applicable regulations, in the case of the Issuer's bankruptcy, claims under the Bonds shall be subordinated to claims of the first higher payment priority order, which have a legally guaranteed priority in their settlement, such as, for instance, employees' claims and claims secured by preferential rights relating to the assets encumbered by preferential rights. |
| Issue currency:                  | HRK   |
| Total nominal amount of the Bond | HRK 200,000,000.00  |

| issue:   |   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
|--|---|-------------------------|--------------------|--|---------------------|-----------------------|---------|-----------------|---------------|---------|---------------|--------------|
| Nominal amount of a single Bond:   | HRK 1.00  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Total number of issued Bonds:  | 200,000,000   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Ticker:  | MSAN-O-267A   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| ISIN:  | HRMSANO267A9  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Maturity:  | 5 (five) years  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Repayment of principal:  | Amortised principal repayment:<br>- upon each of the first 9 (nine) interest due dates, 5% of Bonds' principal shall be repaid;<br>- the remaining 55% of principal shall be repaid at Bonds' maturity date.  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Issue date:  | 20 July 2021  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Maturity date:   | 20 July 2026  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Reference interest rate:   | 0.22%   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Risk premium:  | 1.85 p.p.   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Yield:   | 2.07%   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Issue price:   | 99.742%   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Issue price determination date:  | 15 July 2021  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Fixed interest rate:   | 2.00%, semi-annual payment  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| First interest due date:   | 20 January 2022   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Interest payment:  | Semi-annual payment of interest until the maturity date of principal  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Accrued interest calculation:  | Act/Act   |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Call option price:<br><i>(Issuer has the right to redeem the Bonds prior to their maturity, at any time upon expiry of 54 (fifty four) months from the Issue date, whereby the Bonds will be redeemed for a price as shown in a table to the right.)</i> | <table border="1"> <thead> <tr> <th rowspan="2">Clean call option price</th> <th colspan="2">Call option period</th> </tr> <tr> <th>from and including:</th> <th>up to, but excluding:</th> </tr> </thead> <tbody> <tr> <td>100.50%</td> <td>20 January 2026</td> <td>20 April 2026</td> </tr> <tr> <td>100.25%</td> <td>20 April 2026</td> <td>20 July 2026</td> </tr> </tbody> </table> | Clean call option price | Call option period |  | from and including: | up to, but excluding: | 100.50% | 20 January 2026 | 20 April 2026 | 100.25% | 20 April 2026 | 20 July 2026 |
| Clean call option price  | Call option period  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
|  | from and including:   | up to, but excluding:   |                    |  |                     |                       |         |                 |               |         |               |              |
| 100.50%  | 20 January 2026   | 20 April 2026           |                    |  |                     |                       |         |                 |               |         |               |              |
| 100.25%  | 20 April 2026   | 20 July 2026            |                    |  |                     |                       |         |                 |               |         |               |              |
| Depository and payment agent upon the performance of public offering and issuance of Bonds:  | CDCC  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Clearing and settlement:   | CDCC  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Admission:   | Official market of the Zagreb Stock Exchange  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Applicable law:  | Law of the Republic of Croatia  |                         |                    |  |                     |                       |         |                 |               |         |               |              |
| Joint Lead Managers:   | Erste&Steiermärkische Bank d.d., Privredna banka Zagreb d.d., Zagrebačka banka d.d.   |                         |                    |  |                     |                       |         |                 |               |         |               |              |

Principal and interest payment plan:

| Maturity date | Period from (including) | Period to (excluding) | No. of days | Portion of the outstanding principal ( <i>Pool factor</i> ) at period end | Annual interest rate | Method of accrued interest calculation | Maturity of interest at period end | Change of the portion of outstanding principal at period end |
|---------------|-------------------------|-----------------------|-------------|---|----------------------|--|------------------------------------|--|
| 20/1/2022     | 20/7/2021               | 20/1/2022             | 184         | 0.95  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/7/2022     | 20/1/2022               | 20/7/2022             | 181         | 0.90  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/1/2023     | 20/7/2022               | 20/1/2023             | 184         | 0.85  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/7/2023     | 20/1/2023               | 20/7/2023             | 181         | 0.80  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/1/2024     | 20/7/2023               | 20/1/2024             | 184         | 0.75  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/7/2024     | 20/1/2024               | 20/7/2024             | 182         | 0.70  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/1/2025     | 20/7/2024               | 20/1/2025             | 184         | 0.65  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/7/2025     | 20/1/2025               | 20/7/2025             | 181         | 0.60  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/1/2026     | 20/7/2025               | 20/1/2026             | 184         | 0.55  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.05  |
| 20/7/2026     | 20/1/2026               | 20/7/2026             | 181         | 0.00  | 2.00%                | ISMA-99 Normal ACT/ACT                 | Yes                                | -0.55  |

If an interest or portion of principal due date falls on a non-business day, payment of interest and for the purpose of repayment of the respective part of principal shall be made on the first following business day, i.e. any day except Saturday, Sunday, public and religious holidays in the Republic of Croatia.

**M SAN GRUPA d.o.o.**