



## FIRST SUPPLEMENT TO THE BASE PROSPECTUS dated 28 May 2026

This first supplement (Supplement) is supplemental to, forms part of and must be read and construed in conjunction with, the Base Prospectus dated 11.08.2025 in respect to EUR 75 000 000 Note Programme (Base Prospectus) and constitutes a supplement for the purposes of Article 23 of Regulation (EU) No. 2017/1129 (Prospectus Regulation).

**Issuer:** SIA Mintos Finance No.43, incorporated as a limited liability company and registered in the Republic of Latvia with the registration number 40203410365.

**Lending Company:** Luma Finans AB, a private limited company registered on 04.09.2012 in accordance with laws of the Kingdom of Sweden with registration number 556902-7344.

Base Prospectus approved by the shareholder of the Issuer on 11.08.2025.

Base Prospectus approved by Latvijas Banka (NCA) on 14.08.2025.

### GENERAL INFORMATION

Terms specified in capital letters, yet not explained herein are explained in the [Base Prospectus](#).

This Supplement has been approved by the NCA as competent authority in the Republic of Latvia under the Prospectus Regulation. NCA only approves this Supplement, as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of the Base Prospectus (as supplemented by this Supplement). To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to amend the Base Prospectus by adding description of the Lending Company's new product and its related information in section '7. THE LENDING COMPANY', as well as updating the loan portfolio data in section '8. THE LOANS' and updating the Issuer's, the Lending Company's and the Guarantor's latest financial information in sections '5. THE ISSUER', '7. THE LENDING COMPANY' and '9. THE GUARANTOR' accordingly.

Amendments to the Base Prospectus as described in this Supplement come into force on the day when this Supplement document is published on Mintos [website](#), providing the adjusted conditions related to the substitution rights are (i) not applicable to the Notes which were issued by the day when this Supplement document is published on Mintos website, and (ii) are applicable to the Notes issued starting the day when this Supplement document is published on Mintos website.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements referred to in (a) shall prevail.

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Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

## AMENDMENTS TO THE BASE PROSPECTUS

The information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below:

- 1) On page 39 of the Base Prospectus in section '5. THE ISSUER', subsection 'Financial information' new link to the Issuer's latest audited financials for 2025 to be added:

### [Audited financials 2025](#)

- 2) On page 42 of the Base Prospectus in section '7. THE LENDING COMPANY' subsection 'Business overview' information shall be modified as follows, whereby added text is printed in **blue and underlined**:

The Lending Company is a consumer loan provider based in Sweden, incorporated on 4 September 2012, and operates under the laws of Sweden as a limited liability company. The Lending Company is registered in Sweden under No. 556902-7344 (VAT: SE5569027344) and has obtained a perpetual licence for consumer lending services in Sweden under the brands [Tomly](#), [Binly](#), Lumify and Credifi (<https://www.tomly.se/>, <https://www.binly.se/>, <https://www.lumify.se/> and <https://www.credifi.se/>). The Lending Company is regulated by the Swedish Financial Supervisory Authority (*Finansinspektionen*). The company has its registered office at Hammarby Allé 93, 120 63 Stockholm, Sweden. The Lending Company is a non-bank lender that helps consumers when there is a need to cover urgent and unexpected expenses. The Lending Company is a part of Sun Finance Group. [On April 7, 2026 the Lending Company merged with a group company Binly Finans AB \(reg. no. 559384 6826\), whereupon Binly Finans AB was dissolved. As of the merger date, Luma Finans AB has assumed all assets, liabilities, rights, and obligations previously held by Binly Finans AB.](#)

- 3) On page 42 of the Base Prospectus in section '7. THE LENDING COMPANY', subsection 'Loans' shall be modified as follows, whereby added text is printed in **blue and underlined** and deleted text is printed in **red and strikethrough**:

The Lending Company offers ~~four~~two products to customers - [Tomly](#), [Binly](#), Lumify and Credifi. The Lending Company issues unsecured online instalment loans - confirmed through the website, a customer chooses a loan on average for 7 months and has a possibility to repay the remaining loan in instalments. The payment schedule of instalments is generated together with the loan agreements.

Customers can apply for a loan under brand [Tomly from 2 000 to 200 000](#), [under brand Binly from 2 000 to 200 000](#), [under brand Lumify from 2 000 to 200 000](#)~~70 000~~ Swedish Krona (SEK) and under brand Credifi from SEK 2 000 to SEK ~~200 000~~50 000 by filling an online application form on the Lending Company's websites. The term of the loan varies from 4 to ~~60~~24 months. The loan is paid out only to the customer's bank account, and all loan-related matters are managed online through the Lending Company's websites.

- 4) On page 42 of the Base Prospectus in section '7. THE LENDING COMPANY' sub-section 'Financial information' is replaced with latest financial information entirely in respective wording:

The latest available audited historical financial information of the Lending Company prepared according to Swedish Annual Account Act is available on Mintos website (the currency used in the financial reports is Swedish Krona (SEK)):

### [Audited financial statements 2023](#) (a copy of translation from Swedish language)

In accordance with the regulations in Sweden, a limited company is required to file its annual report with Bolagsverket every year. Accordingly, the Lending Company's 2025 annual financial report must be prepared and submitted no later than seven months after the end of the reporting year, i.e. by 31 May 2026. The Lending Company's 2025 financial report will be published on the Mintos website.

- 5) On page 46 of the Base Prospectus in section '8. THE LOANS' subsection 'Repayment and maturity' second sentence of the first paragraph shall be modified as follows, whereby added text is printed in **blue and underlined** and deleted text is printed in **red and strikethrough**:

Under the Loan, the Borrower makes monthly payments of principal, withdrawal fee, invoice fee and interest on a pre-agreed schedule. The nominal annual percentage rate (APR) ranges from 23% to 800%. The term ranges from 4 months to ~~60~~29 months with the average term being 7 months.

- 6) On page 47 of the Base Prospectus in section '8. THE LOANS' subsection 'Loan portfolio data' shall be replaced entirely in respective wording:

As of 31 March 2026, the Lending Company's total portfolio of gross receivables was EUR 60,6 million (*European Central Bank's exchange rate on 31.03.2026 is 10.943 SEK for 1 EUR*). The tables below show the Lending Company's loan portfolio in terms of Days Past Due (DPD).

*Loans portfolio breakdown by DPD:*

Days Past Due	2024Q4	2025Q1	2025Q2	2025Q3	2025Q4	2026Q1
Current %	45%	46%	57%	62%	60%	62%
1-30 days %	8%	10%	9%	10%	10%	10%
31-60 days %	4%	4%	5%	4%	6%	5%
61-90 days %	4%	3%	4%	3%	4%	4%
91-360 days %	19%	9%	6%	4%	4%	4%
>361 days %	20%	28%	19%	17%	16%	15%

7) On page 49 of the Base Prospectus in section '9. THE GUARANTOR' subsection 'Key financial information regarding the Guarantor' shall be replaced entirely in respective wording:

The tables below present key selected audited consolidated financial information for the Guarantor as at and for the financial years ended 31 December 2023, 31 December 2024, and 31 December 2025.

Selected consolidated statement of comprehensive income data of the Guarantor (*in million EUR*):

	2025	2024	2023
Total comprehensive income for the year	56.4	71.8	71.4

Selected consolidated statement of financial position data of the Guarantor (*in million EUR*):

	2025	2024	2023
Net financial debt	143.88	96.47	104.03
Current ratio <sup>1</sup>	3.57	2.07	2.70
Debt to equity ratio	1.75	1.38	1.34
Interest cover ratio	4.64	6.03	6.19

Selected consolidated statement of cash flows data of the Guarantor (*in million EUR*):

	2025	2024	2023
Net cash flows from operating activities	32.80	105.98	84.42
Net cash flows from financing activities	-27.70	-83.70	-66.22
Net cash flows from investing activities	-7.15	-9.43	-6.63

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<sup>1</sup> Current ratio = Current assets/ Current liabilities

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Historical consolidated reports of the Guarantor for the years 2024 and 2025 (along with auditor's report) are prepared in EUR currency in accordance with International Financial Reporting Standards (IFRS), and are available online. Unaudited consolidated financials for the 1st quarter 2026 will be published in due course:

[Audited Guarantor financials 2024\\*](#)

\*Auditors report contains the following emphasis of matter in the basis of the opinion:

## ***“Emphasis of Matter***

*We draw attention to Note 40 and Note 42 to the consolidated financial statements which describes regulatory environment and ongoing review involving certain Group’s subsidiaries. As stated in the notes, no provisions have been recognized in the financial statements, in accordance with IFRS Accounting Standards in respect of this matter. Our opinion is not modified in this respect.”*

[Audited Guarantor financials 2025](#)

[Unaudited Guarantor financials 2026 Q1](#)

## **RIGHTS OF WITHDRAWAL**

Pursuant to Article 23 (2) of the Prospectus Regulation, Investors who have already accepted to purchase or subscribe for any Notes to be issued under the Programme before this Supplement is published, shall have the right to withdraw their acceptances, provided that the new factor, material mistake or material inaccuracy was prior to the final closing of the public offer and delivery of the Notes. Taking into account all the Notes are delivered to the Investors immediately upon acceptance of their order to buy Notes on the Platform, rights of withdrawal do not apply to the Investors.

## **RESPONSIBILITY**

Section ‘AMENDMENTS TO THE BASE PROSPECTUS’ (except information about Issuer’s financial information in section ‘5. THE ISSUER’) of this Supplement is prepared according to the information provided by the Lending Company. As prescribed in the Base Prospectus section ‘3. GENERAL INFORMATION’ the Lending Company accepts responsibility for the information contained in the sections entitled ‘7. THE LENDING COMPANY’, ‘8. THE LOANS’ and ‘9. THE GUARANTOR’.

The Issuer, considering information in the sub-section ‘Responsibility for this Base Prospectus’ of the section ‘3. GENERAL INFORMATION’ of the Base Prospectus, accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts.