# BluOr Bank AS



### Disclaimer

IMPORTANT: You must read the following before continuing. The following applies to the presentation materials contained in this document, and you are therefore advised to read this carefully before reading, accessing or making any other use of the presentation materials. In accessing the Presentation, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

- This Presentation has been drawn up by the Management Board of BluOr Bank AS ("BluOr Bank", hereinafter also the "Bank" or the "Issuer") and made public solely for the purposes of investor meetings and may not be used for any other purposes.
- This Presentation does not constitute a Prospectus, Terms and Conditions of the Bonds or other Offering document in whole or in part. Recipients should not subscribe for any Bonds issued pursuant to the offering except on the basis of information in the Prospectus, Final Terms to be issued by BluOr Bank AS. The Prospectus will include a description of risk factors relevant to an investment in the securities to be issued by BluOr Bank AS and any recipients should review in particular the risk factors before making a decision to invest.
- This Presentation or any information contained herein does not constitute an offer to sell or a solicitation of an offer to purchase any securities in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Each violation of such restrictions may constitute a violation of applicable securities laws of such countries.
- The information and opinions contained in this Presentation are provided as at the date of this document and are subject to change without notice.
- The statements of fact, information, opinions and estimates contained in this Presentation have been obtained, compiled or arrived at by BluOr Bank AS, its founders and its associated companies from sources believed to be reliable and in good faith, but no representation or warranty expressed or implied is made as to their accuracy, completeness or correctness. In particular any numbers, valuations and schedules contained in this document are preliminary and are for discussion purposes only.
- This Presentation contains forward-looking statements. Forward-looking statements are statements that are not historical facts; they include statements about our beliefs and expectations and the assumptions underlying them. These statements are based on plans, estimates and projections as they are currently available to the management of BluOr Bank AS. Forward-looking statements therefore speak only as of the date they are made, and we under take no obligation to update publicly any of them in light of new information or future events.
- The information contained in this Presentation is published for the assistance of recipients but is not to be relied upon as authoritative or taken in substitution for the exercise of judgement by any recipient and BluOr Bank AS, its founders and its associated companies accept no liability whatsoever for any direct or consequential loss arising from the use of this document or its contents.
- Expressions of opinion herein are subject to change without notice. BluOr Bank AS, its founders and its associated companies and/or their officers, directors or employees may own or have positions in any securities or investments mentioned herein, and may from time to time add to or dispose of any such securities or investments.
- This Presentation should not be used for advertising, broadcast or as product endorsement purposes or exploit the information available in this document to any third parties in any manner without the written consent of BluOr Bank AS.
- This presentation is confidential and is being submitted to selected recipients only. It may not be reproduced (in whole or in part), distributed or transmitted to any other person without the prior written consent of BluOr Bank AS. The information contained in this Presentation has not been subject to any independent audit or review.
- Investing into securities involves risks. While every care has been taken to ensure that this Presentation presents a fair and complete overview of the risks related to the Issuer, the operations of the Issuer and its subsidiaries, and to the Bonds, the value of any investment in the Bonds may be adversely affected by circumstances that are either not evident at the date hereof or not reflected in the Presentation.
- The distribution of this Presentation in certain jurisdictions may be restricted by law. This Presentation is not directed or intended for distribution to, or use by, any person or entity that is a citizen or resident located in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to the law or regulation of that jurisdiction or which would require any registration or licensing within such jurisdiction. Persons who come into possession of any document or other information referred to herein should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.
- The Bonds mentioned in this Presentation are not a suitable or appropriate investment for all investors. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Bonds to certain types of investors.

# **Presenting**



Pauls Miklaševičs

Chief Investment Officer (CIO)



**Dmitrijs Ozernovs**Chief Financial Officer (CFO)

# Agenda

- 1. Executive Summary
- 2. Overview of BluOr Bank AS
- 3. Business Environment
- 4. Financial Overview
- 5. Selected Financial Information
- 6. Bond Terms
- 7. Risk Factors
- 8. Contacts

# **Executive Summary**

The Corporate Lending Bank

**Bond Program** Issuer Rationale & Use of

Proceeds

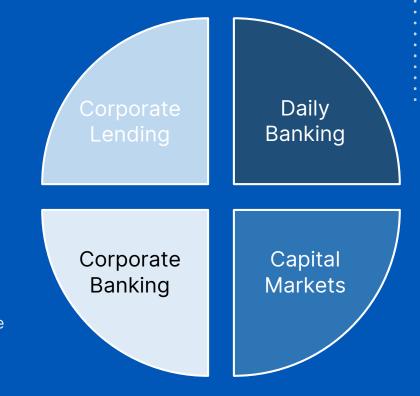
- BluOr Bank AS unsecured subordinated bonds
- EUR denominated
- Up to 15 EURm
- Maturity 5-10 years
- Non-callable during first 5 years
- Fixed coupon
- BluOr Bank is a privately owned Latvian bank focused on corporate lending
- Successful strategy track record and well positioned for the future
- Solid capital position and asset quality
- Sustainable business model with continued growth in performing loan book and new lending
- Strong liquidity position, diversified sources of funding and smooth maturity profile
- Conservatively managed investment portfolio
- Strengthen the capital structure of the Bank to retain a strong capital base in light of a growing risk-weighted asset base
- Further diversification of capital sources and investor base
- Further strengthen key financial metrics
- Increase lending capacity

# Overview of BluOr Bank



### **About BluOr Bank**

- Founded in 2001 by four private individuals the Bank originally focused on corporate loans for the shipping industry
- BluOr Bank has maintained high liquidity over its operating history and even remained profitable during the Great Financial Crisis
- Today BluOr Bank is a modern financial company offering a full range of banking services: daily banking services for corporate clients and individuals, loans to small and medium-sized companies, asset management and brokerage services
- Over the last five years BluOr Bank has successfully implemented a new business strategy that targets corporate clients in Latvia, with a focus on providing lending services
- The new strategy significantly lowers AML and compliance risk levels due to non-resident corporate balances having been replaced with retail deposits as the Bank's primary liabilities
- With corporate loans as the main product and funding from deposit platforms, BluOr Bank has a scalable business model that allows for business growth without incurring additional administrative expenses
- BluOr Bank issues loans to strong businesses with sufficient collateral, thereby keeping credit risk at an appropriate and manageable level



# BluOr Bank builds relationships rooted in expertise, transparency and trust



Founded in 2001



6th largest bank in Latvia



100% local capital bank



A systemically important financial institution (O-SII)



Core focus: corporate accounts and lending, wealth management



98% of clients are based in the Baltics and the EU

# **BluOr Bank Advantages**

### **Reasons for choosing BluOr Bank:**

- BluOr Bank is a bank with local capital
- Deep understanding of the local business environment
- Flexible approach aimed at win-win outcomes
- Individual risk assessment
- Covers a wide range of industry sectors and clients



## **BluOr Bank is the Choice of**

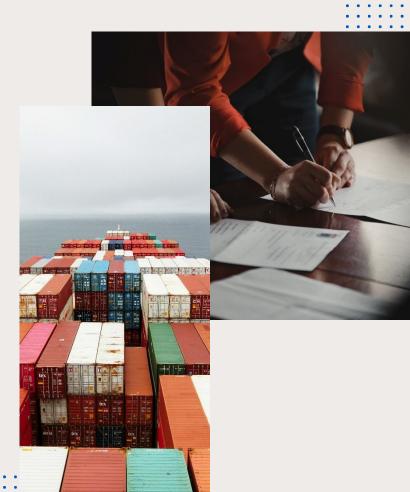
- Manufacturing companies
- Retail trade companies
- Real estate developers
- Hospitality business
- Sea port terminals and forwarding agents
- Business people as private clients
- Transportation and logistics companies



# Empowering businesses in the Baltics and Europe

BluOr Bank helps businesses scale-up and grow:

- Investment loans purchase of fixed assets, development
- Loans for working capital credit line, overdraft
- Factoring and financing of trade operations
- Documentary operations bank guarantees, letters of credit, documentary collection

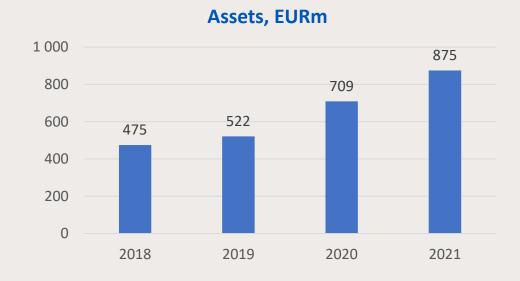


## BluOr Bank at a Glance

**Consistent Balance Sheet Growth** 



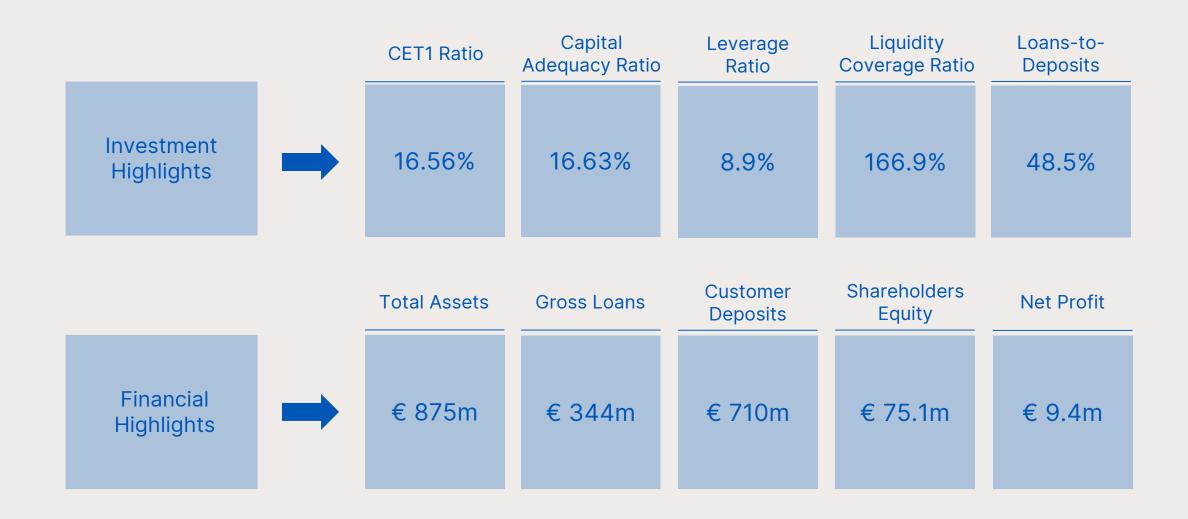






# **Key Financial Ratios**

Financial Year 2021



# Medium-term Financial Targets

Well Prepared for Further Growth

Metric	Medium-Term targets	FY 2021	Comments	
CET1 Ratio	10+%	16.6%	Maintain a comfortable buffer of up to 2% above minimum capital requirements	
Cost income ratio	<60%	51%	Improving efficiency and cost discipline with the aim to not exceed 60% cost/income ratio in three years	
Net interest margin	2.5%-3.0%	3.0%	Maintain strong and stable NIM, ~ 2.5% - 3.0%	
ROE	9 - 12%	13.3%	Maintain profitability above 10%	
Operating income	25+ EURm	27.4 EURm	Achieve 25 EURm sustainable operating income due to loans portfolio growth	
Focus on delivering sustainable performance in the future				

# **Management Team**

**Experienced Executives** 



Dmitrijs Latiševs - Chairman of the Board, CEO

Dmitrijs is a banking industry expert and a top-level executive. He has been CEO of BluOr Bank since 2011. He previously held executive positions at Baltijas Tranzitu Banka and Parex Bank. His professional experience is matched by his indepth knowledge in finance and strategy. Dmitrijs holds a Master's Degree in Finance and Lending from the University of Latvia.



#### Dmitrijs Ozernovs - Member of the Executive Committee, CFO

Dmitrijs is in charge of financial analysis and planning at BluOr Bank. He has worked in finance since 2005 and has previously been entrusted with creating internal control systems and systems for managing financial and general risks at a number of financial institutions in Latvia. In 2010, he received Financial Risk Manager's (FRM) certificate from the Global Association of Risk Professionals.



#### Inga Preimane - Member of the Board

Inga has over 20 years of banking industry experience. She is a highly qualified manager of financial risk and compliance, internal audit functions, and a member of IIA (Institute of Internal Auditors) and ACAMS (Association of Certified Anti-Money Laundering Specialists), with a CAMS certificate. Inga has a Master's degree in economics from Riga Technical University.



Pāvels Orlovs, PhD - CRO

Pavel joined the Bank's executive team as the Head of the Financial Analysis and Financial Risk Management Department in 2016. He has more than 10 years experience in financial risk management, financial analysis and ALM (Assets and Liabilities Management). He holds a doctoral degree in mathematics from University of Latvia.



#### Pauls Miklaševičs - Chief Investment Officer

Pauls is responsible for the Bank's asset management business. He began his career as an institutional equity trader in Toronto, Canada, and has managed money for HNWIs in Europe for the past 13 years. Pauls serves on the board of directors of Ronald McDonald House Charities Latvia, and is a board member and vice president of the American Chamber of Commerce in Latvia. He has a BA in Economics from Queen's University (Kingston, Canada).



Aleksejs Peškovs - Member of the Executive Committee, Deputy CEO

Aleksejs joined the Bank in 2009. He holds a BA in Business from Durham University and MSc in Investment Management from Cass Business School. He is a member of the Society of Trust and Estate Practicioners.



**Dmitry Feldman - Member of the Board and Executive Committee** 

Dmitry joined the Bank in 2010. During his time at the Bank he has been responsible for managing investment sales, leading the team of private bankers, and running a regional office. Currently Dmitry is in charge of business development and client services. Dmitry has a Master's Degree in Business Management.



Andreis Lavrinovičs - Member of the Executive Committee, CIO

Andrejs has spent over 20 years of his career in banking, and has been in charge of implementing a number of sophisticated banking systems, accounting and e-commerce projects. He has also managed the development of internal communication systems and corporate internet platforms. Andrejs holds a Bachelor's degree in International Economics from the Riga Institute of Economics and Culture.



Igors Petrovs - Member of the Board, CCO

Igors Petrovs has 16 years banking experience, with 12 years directly related to ensuring and monitoring operational activities and compliance. Igors has a Master's degree in management from Riga Technical University with a CAMS certificate. He is currently studying towards obtaining an MBA.

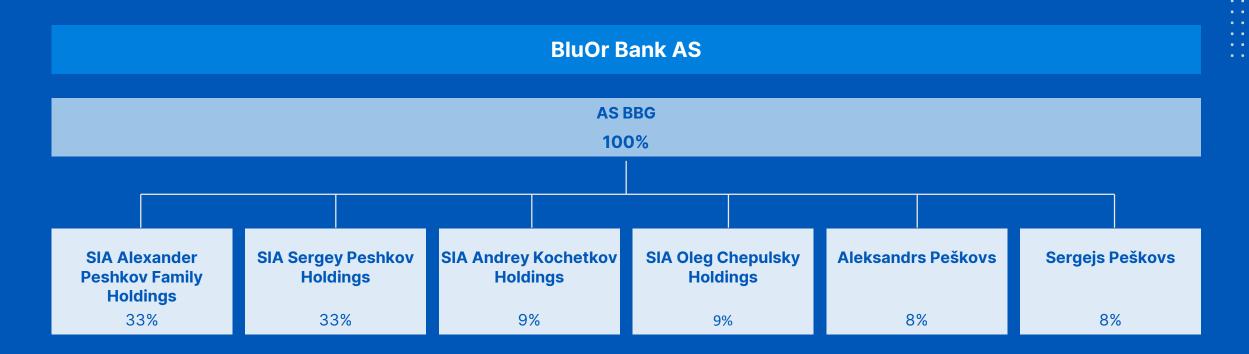


#### Vadims Morozs - Member of the Board

Vadims Morozs has more than 20 years experience in banking. He has been BluOr Bank's Chief Accountant since 2016. He has successfully led a number of complex accounting projects and has improved the effectiveness of important accounting processes. Vadims Morozs is responsible for the general organisation and control of the Bank's accounting.

### **Shareholders Structure**

100% Latvian Capital



 81.06% of BluOr Bank AS shares are indirectly held by Sergejs Peškovs and Aleksandrs Peškovs and their family members

# **Business Environment**

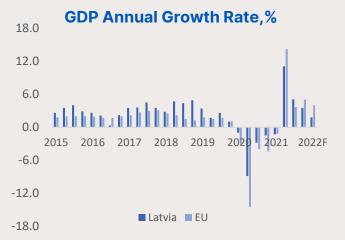


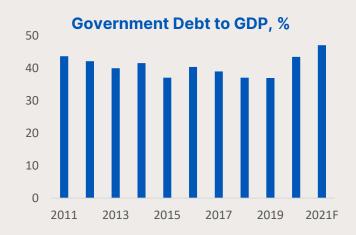
## **Latvian Macro Environment**

#### LATVIA

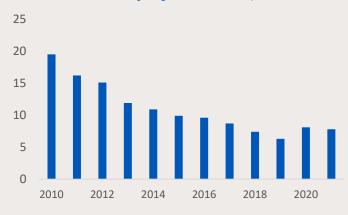
Member of EU, NATO, OECD

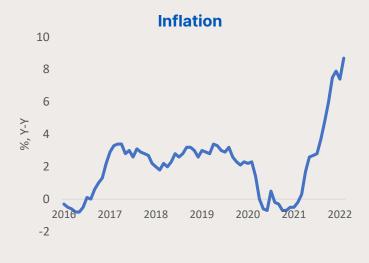
### Recovery After a Challenging Period





#### **Unemployment Rate, %**





#### Credit Rating: Fitch A-; Moody`s A3; S&P A+

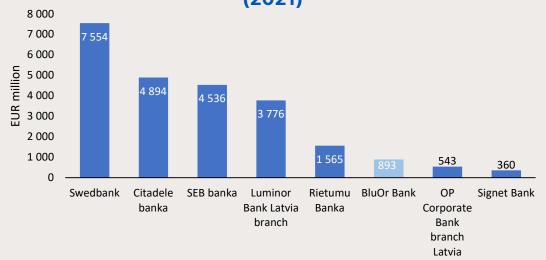
- The negative financial effects of COVID-19 have been limited and have only heavily impacted a small number of industries.
   GDP fell by 3.6% in 2020, and rose by 4.7% in 2021
- Latvia GDP growth rate forecasts for 2022 and 2023 are 1.8% and 3.2% respectively
- Economic recovery and rapidly rising energy prices have led to higher inflation. Inflation projections for 2022 and 2023 were revised significantly upwards
- Government debt is expected to remain below 50% in the medium term
- Unemployment increased due to COVID-19 restrictions in 2020 and 2021. The unemployment rate is forecasted to decline to 7.1% in 2023
- Russia`s invasion of Ukraine has caused regional destabilization, and will certainly have an effect on the Latvian economy

Source: Central Statistical Bureau of Latvia, Latvijas Banka, Eurostat, IMF, European Commission

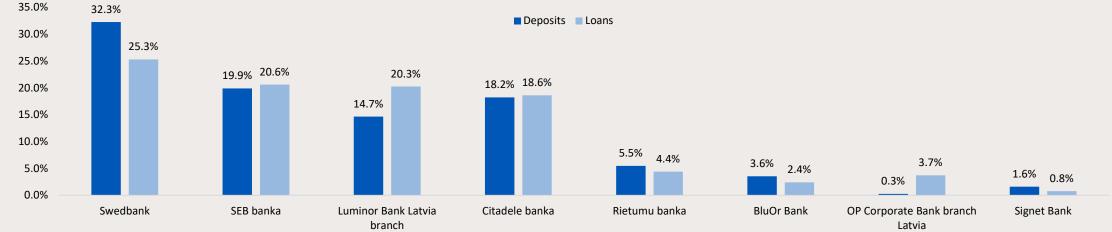
# **Latvian Banking Sector**

- Total gross assets of Latvian commercial banks were 25.5 EUR billion as of the end of 2021, while assets of the top four largest banks amounted to 81% of the total banking industry
- BluOr Bank is the sixth largest bank in Latvia with total assets ca. 890 EUR million as of the end of 2021, amounting to 3.5% of the total assets of the Latvian banking industry
- BluOr Bank has been named as one of the five systemically important financial institutions in Latvia by the Latvian Financial and Capital Markets Commission

# Total Assets of the Largest Banks in Latvia (2021)



### Percentage Share of Deposits and Loans in the Latvian Banking Sector (2021)



# Financial Overview



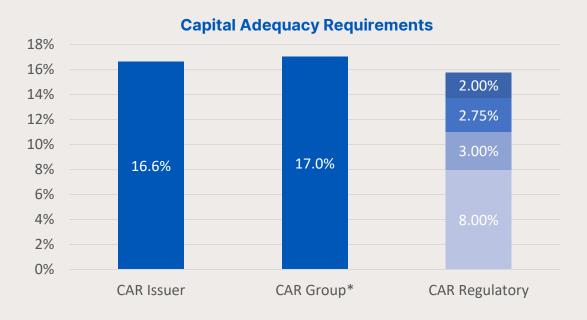
## **Financial Results**

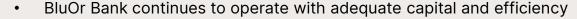
Focusing on Profitability in a Challenging Environment

- Most of indicators meet or exceed our most recent financial plan
- The impact of COVID-19 on asset quality has been limited
- Operating income was 27.4 EURm in 2021 (+34% YoY)
- Audited net profit 9.4 EURm in 2021
- The Bank participated in ECB TLTRO auctions in 2020 and 2021 and borrowed 75 EURm and 7.7 EURm respectively. The Bank has met loans growth eligibility criteria; TLTRO effective interest rate was -1%
- Capital position well above requirement. The Bank continues to operate with an adequate capital ratio. At the end of 2021, the Bank's CAR was 16.6%
- Bank's assets increased by 166 EURm in 2021 (+23.4% YoY)
- BluOr Bank raises stable funding through deposit platforms that provide a cost and process efficient resource base. Total customer deposits exceed 710 EURm (+167 EURm or +30.8% YoY) at the end of 2021
- The loan portfolio is currently 344 EURm (an increase of 41 EURm in 2021)
- Our primary goals are to continue organic growth in our local market and to generate a return on equity above 10%

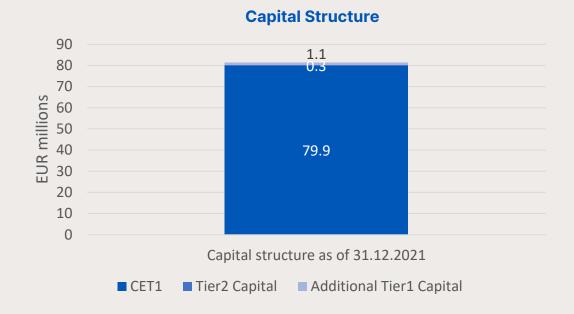
	2019	2020	2021
(EUR thousands)	Audited	Audited	Audited
Interest income	16 508	19 969	24 591
Interest expenses	(7 329)	(7 817)	(6 851)
Fee and commission income	11 257	5 986	7 298
Fee and commission expenses  Net profit from trading and revaluation of	(2 271)	(1 991)	(1 989)
financial instruments	1 428	1 440	1 437
Net foreign exchange income	1 501	1799	1889
Net profit from reclassification of debt instruments	397	-	-
Other income	878	1 108	1 070
Operating income	22 369	20 494	27 445
Administrative expenses	(14 141)	(13 744)	(13 935)
Other expenses	(1754)	(1 696)	(1 895)
Impairment or reversal of impairment	(862)	(1845)	(2 181)
Operating expenses	(16 757)	(17 285)	(18 011)
Profit/loss before corporate income tax	5 612	3 209	9 434
Corporate income tax	(4)	(8)	(9)
Net profit	5 608	3 201	9 425
Return on Equity	11%	9%	13%
Return on Assets	1%	1%	1%
Cost to Income ratio (C/I)	63%	67%	51%
Common Equity Tier 1 (CET1)	14.5%	13.2%	16.6%
Capital Adequacy ratio (CAR)	18.0%	15.4%	16.6%
Total Assets	521 528	709 112	875 003
Total Equity	62 685	66 306	75 138

# **Capital Requirements**





- In addition to CET1 capital, BluOr Bank has issued Additional Tier 1 instruments in the amount of 1.1 EURm in 2021
- A new additional capital buffers (P2G 2% and O-SII 0.25%) will become mandatory in 2023. We have included a provisional estimation of the potential requirements

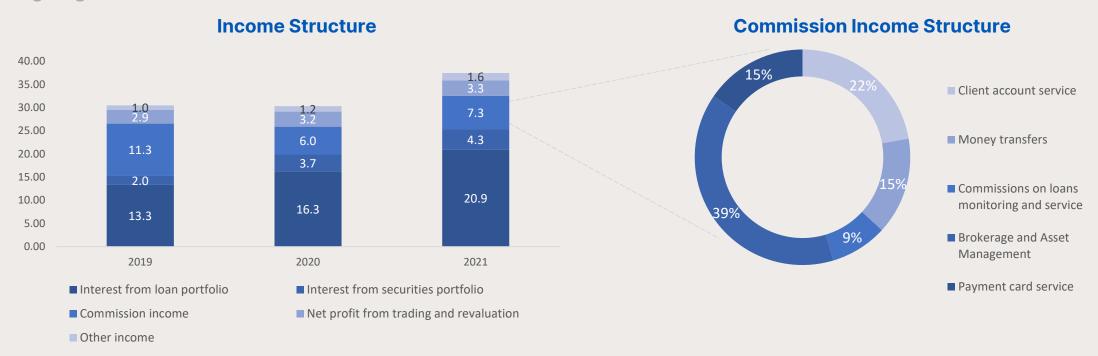


	As of 31.12.2021	Prudential requirement
CET1 Group	16.7%	10.00%
CET1 Bank	16.3%	10.0070
Tier1 Group	17.0%	11.50%
Tier1 Bank	16.6%	11.50%
CAR Group	17.0%	13.50%
CAR Bank	16.6%	13.3070

Group - AS BBG + subsidiaries (incl. BluOr Bank AS)

### **Income Structure**

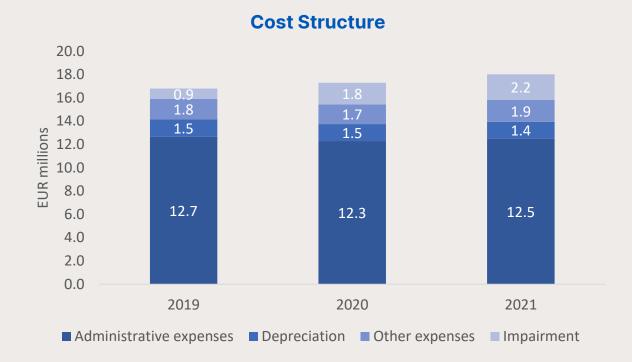
Ongoing Transition From Fee-based Model to Loan Book as a Core Business



- Interest income from the loan portfolio is projected to grow at 20%-30% YoY as the result of organic growth in new loan issuance
- Commission income decline is attributed to decreasing income from closed accounts, a lower amount of payments, and a continued shift from fee-based model to an interest income model. Management expects commission income to stabilize at the current level on a forward basis
- Commission fees are well diversified across products
- New 15 EURm subordinated bond program (Tier2 Capital) will ensure a more efficient capital structure for further growth
- Our goal is to ensure operating efficiency by holding our cost-to-income ratio below 50% from 2023 onwards

### Costs

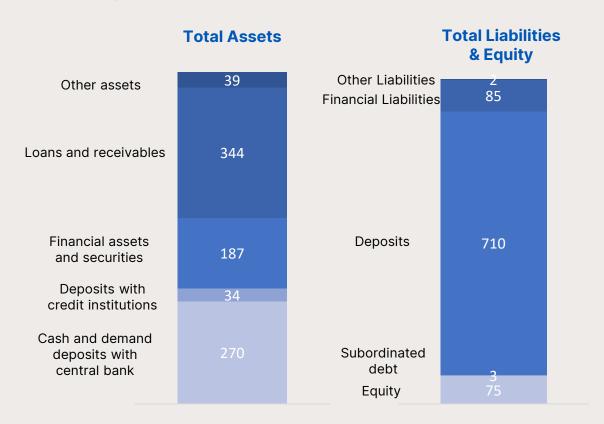
#### Focus on Cost Discipline



- The Bank was able to keep administrative expenses at the stable level despite the significant increase of total assets and growth in our loan portfolio due to the following initiatives:
  - Review and reduction of non-essential costs
  - Automation of processes
  - Labor force adjustment according to changes in business lines
- COVID-19 had a limited impact on administrative expenses
- The Bank efficiently set up secure remote work process
- A reduced number of client servicing personnel and the ability to provide service via digital channels also led to a smaller COVID-19 financial impact

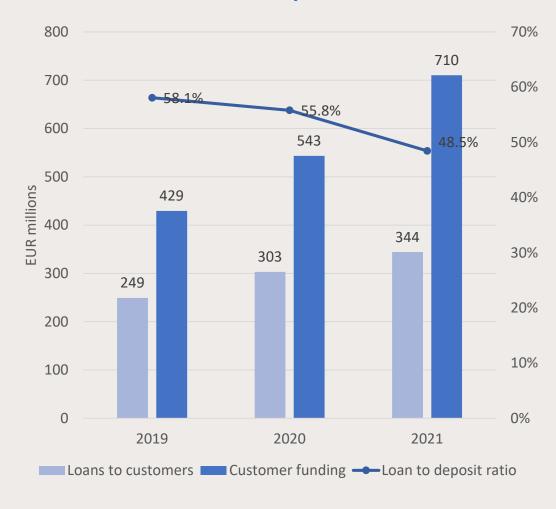
### **Balance Sheet Structure**

Well Prepared for Further Growth



- Conservative and stable Loan to Deposit ratio enables continued loan growth
- As of 31 December 2021, there are 345 EURm in term deposits, of which
   289 EURm are from deposit platforms
- More than 80% of term deposits are from private persons

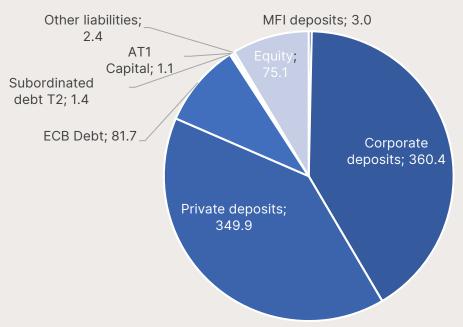




# **Funding Structure**

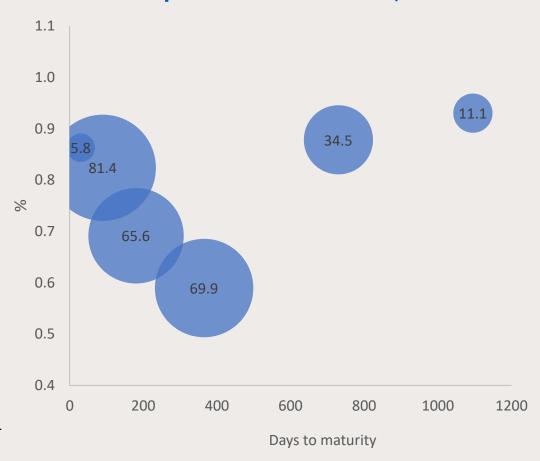
Diversified and Stable

### **Solid and Diversified Funding Base, EURm**



- The bank is mainly funded by deposits
- Successful cooperation with the deposit platform Raisin DS
- The Bank plans to diversify funding sources in the future
- The `zero rates` market environment reduces deposits costs and improves our maturity schedule
- Received funding from ECB TLTRO program in the amount of 75 EURm in 2020 and 7.7 EURm in 2021

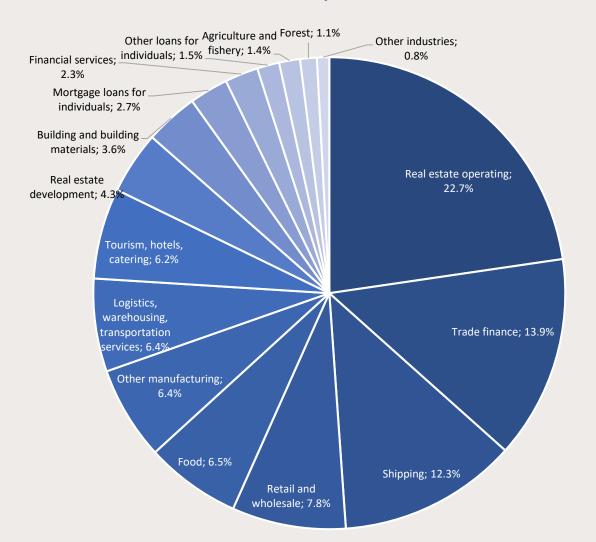
### **Deposits From Platforms, EURm**



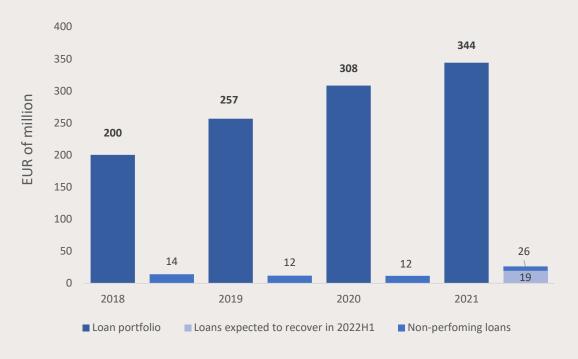
### Loans

#### Well Diversified Loan Portfolio

#### Loan Book Distribution, as of 31 December 2021



### **Loan Portfolio Quality**



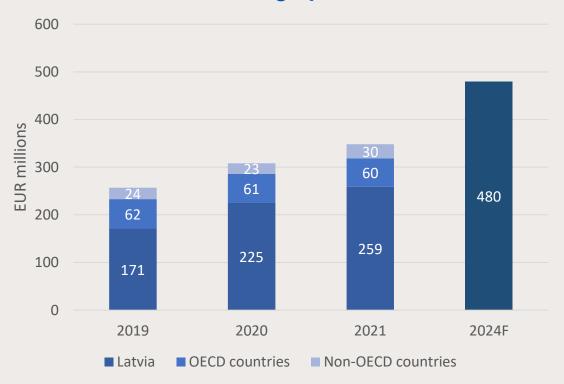
- Performing loans increased by 87 EURm during the last 24 months
- All of the grace periods granted to corporate clients in 2020 due to COVID-19 have expired and clients have returned to their original repayment schedules
- Strategic goal is to sustainably keep the cost of the credit risk below 1.0% level

## Loans

#### **Growth in Targeted Segments**

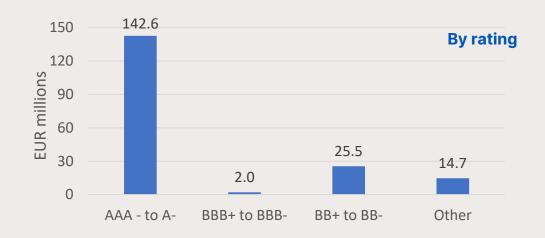
- Loan book continues to grow in 2021, increasing by 14%
- Trade finance segment and operational real estate segment remained stable
- Retail and wholesale and real estate development segments increased both by 12 EURm
- Geographically more than 80% of the loan book issued to the clients from Latvia
- Substantial recovery in clients activity in the second half 2021 with increasing demand for refinancing
- Average loan duration is 2.5 3 years
- We are confident of achieving our target of double digit organic growth

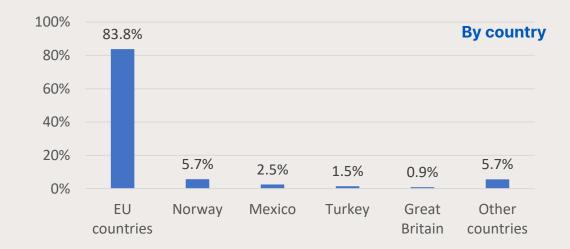
### **Loan Book Geographic Distribution**

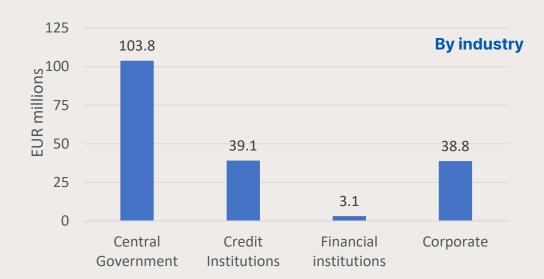


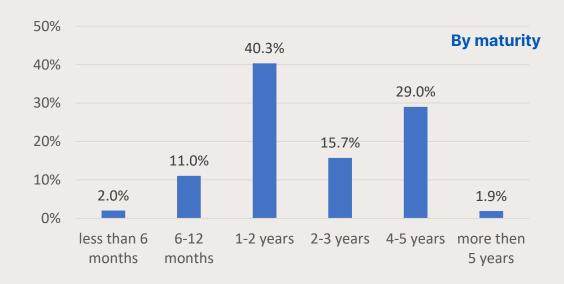
### **Investment Portfolio**

Prudent Approach to Risk – 184 EURm Portfolio of Debt Securities









# Selected Financial Information



## Financial Statements - Balance Sheet

#### Consolidated Statement of Financial Position

(EUR thousands)	2019	2020	2021
Cash and demand deposits with central bank	90 703	113 003	270 118
Demand deposits with credit institutions	24 870	24 561	34 444
Trading financial assets	21 181	2 839	1 601
Investment securities	88 702	224 656	185 208
Loans and receivables	249 352	303 190	344 178
Investments in associates	827	827	827
Investment property	2 751	2 751	2 691
Property and equipment	28 669	27 314	25 944
Intangible assets	860	551	352
Prepayments and accrued income	571	2 576	1 975
Other assets	13 032	6 836	7 663
Corporate income tax receivable	10	8	2
Total assets	521 528	709 112	875 003
Due to central banks		74 900	81 681
Due to credit institutions on demand	3 099	8 681	2 958
Derivatives	160	80	1
Financial liabilities carried at amortized cost	453 332	557 028	712 842
Deferred income and accrued expenses	1 332	1 377	1 376
Provisions	95	196	92
Other liabilities	825	544	915
Total liabilities	458 843	642 806	799 865
Total equity	62 685	66 306	75 138
Total equity and liabilities	521 528	709 112	875 003
Contingent liabilities and commitments	53 272	73 768	40 740

### Financial Statements - Income Statement

#### Consolidated Income Statement

(EUR thousands)	2019	2020	2021
Interest income	16 508	19 969	24 591
Interest expenses	-7 329	-7 817	-6 851
Net interest income	9 179	12 152	17 740
Fee and commission income		5 986	7 298
Fee and commission expenses	-2 271	-1 991	-1 989
Net fee and commission income	8 986	3 995	5 309
Net profit from trading and revaluation of financial instruments	1428	1 440	1 437
Net foreign exchange income	1501	1 799	1889
Net profit from reclassification of debt instruments	397	0	0
Other operating income	878	1 108	1070
Total operating income	22 369	20 494	27 445
Administrative expenses		-13 744	-13 935
Other operating expenses	-1754	-1 696	-1 895
Credit loss	-894	-1845	-2 188
Net impairment reversal	32	0	7
Total operating expenses		-17 285	-18 011
Profit/loss before corporate income tax	5 612	3 209	9 434
Corporate income tax		-8	-9
Profit/loss for reporting period	5 608	3 201	9 425
Other comprehensive income		420	-593

# **Bond Terms**



### **Indicative Term Sheet - Tranche 1**

**GENERAL INFORMATION** 

Issuer BluOr Bank AS (former name AS BlueOrange Bank)

Incorporated country Latvia

Registration No. 40003551060

LEI code 54930080G2M7EJ097A27

Issuer's website www.bluorbank.lv

**BONDS** 

Bond Program Size up to EUR 15 000 000

First Tranche EUR 7 000 000 (BluOr Bank has the right to increase the issue size up

to EUR 10 000 000 and may also be decreased by the amount of

unsubscribed)

Name of the security EUR 7.00 BLUOR BANK SUBORDINATED BONDS 22-2029

ISIN LV0000802569

Currency EUR

Type of security Non-convertible, unguaranteed and unsecured subordinated bonds

Ranking The Bonds are subordinated. The subordination of the Bonds means that upon the liquidation or insolvency of the Bank, all the claims

arising from the Bonds shall fall due in accordance with the Terms of the Bonds and shall be satisfied only after the full satisfaction of all unsubordinated recognized claims against the Bank in accordance

with the applicable law.

Nominal EUR 1'000 Coupon type Fixed coupon

Interest rate 7.0%, Payable quarterly in arrears

Rating Unrated Expected Issue date 1 June 2022

Maturity 7 years, 1 June 2029

Early Redemption The Issuer may call the bonds at par subject to the occurrence of the

following:

(i) Call option after lapse of 5 year

(ii) Tax Event (iii) Capital Event

Subject to regulatory approval if applicable

Acknowledge of Bail-In Each Investor acknowledges and accepts that the Bonds may be

subject to the Bail-in Power by the Resolution Authority and

application of write down or conversion

No set-off No Investor may exercise or claim any right of set-off or counterclaim

in respect of any amount owed to it by the Issuer arising under or in

connection with the Bonds

OFFERING

Type of offering Public offering to all retail and institutional investors in Latvia, Estonia,

Lithuania

Non-public offering (Private placement) to retail and institutional investors in certain Member states of the EEA and to other selected investors in each case pursuant to an exemption under Article 1 of the

Prospectus Regulation

Target Market Eligible counterparties, professional clients, retail clients

Subscription period 16 May 2022 10:00 - 27 May 2022 15:30

Use of Proceeds The primary purpose of the offering is to strengthen the capital

structure of the Bank to retain a strong capital base in light of a growing risk-weighted asset base. The proceeds from the offering will

be entirely used for strengthening the Tier 2 regulative capital base.

**LEGAL & OTHER** 

Sales Managers Redgate Capital AS

Signet Bank AS

Evernord UAB FMI

Issuing agent BluOr Bank AS

Registrar Nasdaq CSD SE

Governing law Latvian Law Documentation Base Prospectus

Final Terms

Issue specific summary

Legal Advisor TGS Baltic Law Office

Listing Nasdaq Riga Baltic Bond List, regulated market

# **Risk Factors**



# Key risks Related to the Issuer

**Strategy Risk** 

The Issuer may not successfully implement its business strategy. There is no guarantee that the Issuer will be successful in implementing its business strategy in any degree, and the implementation of all or any part of the Issuer's strategy may be less effective, less profitable than the Issuer anticipates.

**Operational Risk** 

Operational risk is a risk of potential loss caused by human, process or information system failures and flaws. In addition, the operational risk also includes risk of corporate fraud and misconduct.

**Credit Risk** 

Counterparty credit risk is the risk of potential loss, which may arise from counterparty inability to meet its obligations to the Issuer.

Concentration Risk

Concentration risk is a risk arising from a large risk exposure to one counterparty or related counterparties or multiple counterparties impacted by a single risk factor. The Issuer addresses assets associated with one counterparty, related counterparties and one industry, region or risk factor as part of concentration risk.

Capital Adequacy Risk Capital adequacy is the main indicator for the assessment of solvency of credit institutions. Failure to maintain sufficient capital to absorb the losses from all the risks the Issuer is exposed to may lead to failure of the institution to meet its obligations to its creditors.

**Market Risk** 

Market risk arises from the Issuer's trading and investment activities in the financial markets, primarily in fixed income securities, foreign exchange and stock markets as well as from borrowing activities and other means of taking in financial resources.

**Liquidity Risk** 

Liquidity risk relates to the ability of the Issuer to meet its contractual obligations on time and it arises from differences between maturities of assets and liabilities.

# Key Risks Related to the Bonds

**Price Risk** 

The price in the secondary market may change significantly. Neither the Issuer, nor any other person undertakes to maintain a certain price level of Bonds

**Subordination Risk** 

The Bonds unsecured and subordinated obligations of the Issuer. In the event of liquidation or insolvency of the Issuer, any claims of the Bondholders against the Issuer will be subordinated to all unsubordinated claims.

**Credit Risk** 

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

**Tax Regime Risk** 

Adverse changes in the tax regime may result in an increased tax burden of the Bondholders and may therefore have adverse effect on the rate of return from the investment into the Bonds

**Liquidity Risk** 

The Bonds may have no established trading market when issued, and one may never develop. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Legislation risk

Changes in laws, regulations or administrative practice, or the interpretation thereof, may affect the Bonds in general, the rights of Bondholders as well as the market value of the Bonds.

**Bail-in Risk** 

The Bonds may be subject to write-down or conversion powers in accordance with Bank Recovery and Resolution Directive.

Early Redemption Risk

The Bonds may be redeemed early on the initiative of the Issuer. Further, in case of adverse changes in the tax or capital treatment of the Bonds, the Bonds may be redeemed on the initiative of the Issuer also before call date.

No ownership rights

An investment into the Bonds is an investment into instruments, which does not confer any legal or beneficial interest in the equity of the Issuer or rights to receive dividends or other rights which may arise from equity instruments.

### **Definitions and Abbreviations**

- CAR Capital Adequacy Ratio, [Tier1 + Tier2 Capital] / [Total Risk-Weighted Assets]
- CET1 Common Equity Tier 1 capital
- CET1 Ratio [common equity tier-1] / [Total Risk-Weighted Assets]
- C/I Cost to Income Ratio administrative expenses / net operation income
- Issuer BluOr Bank AS
- LCR Liquidity Coverage Ratio
- NIM Net Interest Margin, Net Interest Income / Interest-Bearing assets
- ROE Return on Equity, Net Profit / Total Average Equity
- ROA Return on total assets, Net profit / Total Average Assets
- O-SII Other Systemically Important Institution

# Thank you for your attention! Any questions?

**Chief Financial Officer** 

**Chief Investment Officer** 

**Dmitrijs Ozernovs** 

Pauls Miklaševičs

Please contact for any further information:

**Deniss Makedonskis** 

+371 67 034 219, +371 26 545 859

investor@bluorbank.lv

