

AS PRFoods

Registrikood: 11560713
Pärnu mnt 141, Tallinn 11314

14.05.2021

Nõukogu otsused

AS PRFoods ("Selts") nõukogu liikmed:

1. Aavo Kokk
2. Arko Kadajane
3. Harvey Sawikin
4. Jaakko Karo
5. Kuldar Leis
6. Lauri Kustaa Äimä

otsustasid ühehäälselt:

OTSUS I

- 1.1 Anda juhatusele nõusolek allutatud konverteeritavate võlakirjade väljalaskmiseks kokku maksimaalselt 3 500 000 euro nominaalväärtuses vastavalt käesolevale otsusele **Lisana 1** lisatud *Term Sheet*-is sätestatud peamistele tingimustele ja eeldusel, et allutatud konverteeritavate võlakirjade väljalaskmiseks on olemas kõik vajalikud kooskõlastused ja nõusolekud.
- 1.2 Volitada Ühingu juhatuse liiget rääkima läbi ning sõlmima kõiki võlakirjaemissiooniga seotud dokumente ning kõiki lepinguid, avaldusi, kinnitusi ja nõusolekuid, mis on vajalikud või soovituslikud punktis 1.1 nimetatud võlakirjade emiteerimiseks.
- 1.3 Kiita heaks käesoleva otsuse punktis 1.1 nimetatud võlakirjade mitteavalik pakkumine kutselistele investoritele Eestis ja välisriikides.

OTSUS II

Seoses käesoleva otsuse punktis 1.1 nimetatud allutatud konverteeritavate võlakirjade emissiooniga, kinnitada ettepanekud Seltsi aktsionäride üldkoosoleku otsuste vastuvõtmiseks koosolekut kokku kutsumata järgmises sõnastuses:

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Resolutions of supervisory board

Members of the supervisory board of ASPRFoods (the "Company"):

1. Aavo Kokk
2. Arko Kadajane
3. Harvey Sawikin
4. Jaakko Karo
5. Kuldar Leis
6. Lauri Kustaa Äimä

decided unanimously:

RESOLUTION I

- 1.1 To grant consent to the management board for issue of subordinated convertible notes with the maximum aggregate nominal value of EUR 3,500,000 on the principal terms and conditions provided in the Term Sheet appended to this resolution as **Annex 1** and provided that all required approvals and consents are obtained for the issue of the subordinated convertible notes.
- 1.2 To authorize and empower the member of the management board of the Company to negotiate, conclude and execute all note issue documents and all agreements, applications, confirmations and consents, which are necessary or advisable for the issuing of the notes referred to in section 1.1 above.
- 1.3 To approve the private placement of the notes referred to in section 1.1 above to qualified investors in Estonia and abroad.**Error! Reference source not found.**

RESOLUTION II

In connection with the contemplated subordinated convertible note issue referred to in section 1.1 above, to approve the proposals for the shareholders' general meeting resolutions without calling a meeting as follows:

1. Põhikirja muutmine

Teha PRFoods põhikirjas järgnevad muudatused:

- Täiendada AS PRFoods põhikirja punktiga 6.8 järgmises sõnastuses:

„6.8. Nõukogul on kolme aasta jooksul alates põhikirja käesoleva redaktsiooni jõustumisest õigus suurendada Aktsiaseltsi aktsiakapitali nõukogu 14.05.2021. a otsuse alusel emiteeritud konverteeritavate võlakirjade konverteerimiseks vajalikus matus. Nõukogu ei või suurendada aktsiakapitali rohkem kui 3 500 000 euro võrra. Nõukogu võib otsustada aktsiakapitali suurendamise mitterahaliste sisse maksetega.“

- Kustutada põhikirjast punkt 6.2.10.xii:

„Aktsiaseltsi tütarettevõtja poolt mistahes käesolevas punktis loetletud toiminguteostamine;“

2. Aktsionäride eesõiguse välistamine

Välistada aktsionäride eesõigus märkida uusi aktsiaid nõukogu poolt põhikirja punkti 6.8 alusel aktsiakapitali suurendamisel nõukogu 14.05.2021. a otsuse alusel emiteeritud konverteeritavate võlakirjade konverteerimiseks.

Käesolevad otsused on vastu võetud äriseadustiku § 323 lg-s 6 sätestatud korras.

Käesolevad otsused on koostatud eesti ja inglise keeles. Vastuolude korral lähtutakse otsuste eestikeelsest versioonist.

1. Amendment of the Articles of Association

To make the following amendments to the Articles of Association of AS PRFoods:

- To supplement the Articles of Association of AS PRFoods with clause 6.8 in the following wording:

“6.8. The Supervisory Board may, within three years as of coming into force of this version of the articles of association, increase the share capital of the Company in the amount required for conversion of the convertible notes issued according to the 14.05.2021 resolution of the Supervisory Board. The Supervisory Board may not increase the share capital by more than EUR 3,500,000. The Supervisory Board may decide to increase the share capital by contributions in kind.”

- To delete clause 6.2.10.xii:

“Performance of any acts set out in this Article by a subsidiary of the Company;”

2. Exclusion of the shareholder's pre-emptive subscription right

To exclude the pre-emptive right of the shareholders to subscribe for new shares issued by the Supervisory Board in compliance with clause 6.8 of the articles of association for conversion of the convertible notes issued according to the 14.05.2021 resolution of the Supervisory Board.

These resolutions have been adopted under § 323 (6) of the Commercial Code.

These resolutions have been prepared in Estonian and English language. In case of discrepancies the Estonian language version of the resolutions shall prevail.

Allkirjad/signatures:

Aavo Kokk
Nõukogu liige /
Member of supervisory board

Arko Kadajane
Nõukogu liige /
Member of supervisory board

Harvey Sawikin
Nõukogu liige /
Member of supervisory board

Jaakko Karo
Nõukogu liige /
Member of supervisory board

Kuldar Leis
Nõukogu liige /
Member of supervisory board

Lauri Kustaa Äimä
Nõukogu liige /
Member of supervisory board

Term sheet of PRFoods convertible notes

1. General information	
Issuer	AS PRFoods
Incorporation country	Estonia
Co. reg. nr.	11560713
LEI code of the issuer	529900PFXFO2ZDCRNK93
Issuer's group webpage	https://prfoods.ee
2. Security	
Name of the security	EUR 7.00 PRFOODS KONVERTEERITAV VÕLAKIRI 21-2025
Name of the security (eng)	EUR 7.00 PRFOODS CONVERTIBLE NOTE 21-2025
Type of security	Unsecured subordinated convertible notes
ISIN code	[•]
Common code	N/A
Web page on CSD homepage	[•]
Currency of issue	EUR
Nominal price	EUR 10,000
Issue size in nominal	Up to EUR 3,500,000
Issue size (paid in capital)	Up to EUR 3,500,000
Collateral	N/A
Covenants	N/A
Other	The notes will rank subordinated to all other already existing and future liabilities of the Issuer, except any future subordinated loans from shareholders of the Issuer and other subordinated liabilities of the Issuer. The subordination means that upon liquidation or bankruptcy of the Issuer the payment obligations of the Issuer arising from the notes shall be satisfied after all other liabilities of the Issuer (except for any subordinated loans from shareholders of the Issuer as may be granted after the issue date of the notes or other subordinated liabilities of the Issuer with which the notes will rank at least <i>pari passu</i>). For the avoidance of doubt, until liquidation or bankruptcy of the Issuer the payment obligations of the Issuer shall be performed in accordance with the Terms of the notes and applicable laws.
3. Maturity	
Tenor	4 years
Redemption method	Bullet
Maturity date	01.10.2025
Call and Put option (Early redemption) in case of Change of Control	The Issuer and each Noteholder (regarding the notes held by such Noteholder) may request the redemption of the Notes in full (but not in part) if more than 50% of the shares in the Issuer are acquired after the date of these Terms by any person (or persons acting in concert) other than the following existing beneficial shareholders of the Issuer (who may hold their shares either via a nominee (including ING Luxembourg S.A.) or directly): Amber Trust S.C.A, Amber Trust II

	S.C.A, KJK Fund SICAV-SIF, Firebird Avrora Fund, Ltd or Firebird Republics Fund, Ltd
Call and Put (Early Redemption) price	Nominal + accrued interest
4. Initial placement	
Issue date	08.06.2021
Subscription period	24-31.05.2021 at 23:59
Issue price	EUR 10,000
Payment of issue price	Payment of issue price may be effected by monetary payment. The Issuer may also accept the payment by way of set-off of existing claims of an investor wishing to subscribe for the notes arising from loan(s) granted to the Issuer against the obligation of that investor to pay the issue price for the notes.
YTM based on Issue price	7.00%
Payment date	07.06.2021 at 12:00
Type of placement	Private placement to qualified investors only
Min. investment amount	TBD [preferred EUR 50,000]
5. Interest payments	
Coupon rate	7.00%
Day count type	30E/360
Coupon payment frequency	Semi-annually
Interest payment dates	01.04 and 01.10 every year; first coupon payment date: 01.10.2021 (irregular period); last coupon payment date: 01.10.2025
Coupon payment amounts	EUR 350 per note, except for EUR 219,72 on 01.10.2021
Ex-coupon date	T-2 (end of the settlement day)
6. Conversion to shares	
Conversion at Noteholder's Option	<p>Each noteholder has the right to convert some or all of the notes held by that Investor by submitting a conversion notice within a period of [30 days] prior to and including the Conversion Notice Dates.</p> <p>The Issuer may refuse from conversion, if the total nominal amount of notes given in Conversion notices for particular Conversion Notice Date is presenting less than 10% from total outstanding nominal amount of the notes.</p>
Conversion Notice Dates	<p>Noteholders shall be entitled to submit conversion notices to the Issuer requesting the notes to be converted into shares of the Issuer twice a year during the tenor of the notes, by 01.04 and 01.10 of each calendar year ("Conversion Notice Dates"). The first Conversion Notice Date is 01.10.2021 and the last Conversion Notice Date is 01.04.2025.</p> <p>Noteholder shall submit a conversion notice to the Issuer earliest within 30 calendar days before the relevant Conversion Notice Date. If the Conversion Notice Date falls on a non-banking day, the relevant Conversion Notice Date will occur on the following banking day.</p>
Conversion Price	The fixed Conversion Price applicable upon each conversion shall be EUR 0.34.
Conversion Amount	At each Conversion Date, Conversion Amount of the note is equal to the Nominal amount of the note; the accrued interest on notes to be converted shall be paid out no later than within [5] BD after the date when the new shares are issued in exchange of the notes.
Conversion	The Conversion Right cannot be separated from the note. Any conversion is to be based on the predetermined Conversion Amount and Conversion Price.

	<p>Upon receiving conversion notices from the noteholders by the Conversion Notice Dates, the Issuer shall arrange the conversion and resulting issue of the shares of the Issuer within 60 days from each relevant Conversion Notice Date. If the issue of the shares is subject to publication of a listing prospectus, the Issuer shall arrange the conversion and resulting issue of the shares of the Issuer within 90 days from each relevant Conversion Notice Date. Conversion will be effected by a set-off of the total Conversion Amount of the notes against the issuing of the whole number of Shares resulting from dividing the total Conversion Amount by the Conversion Price. Any excess amount beyond the whole number of shares covered by the notes shall fall to the Issuer.</p> <p><i>Example of the Conversion:</i></p> <table border="1"> <tr> <td>Conversion Amount (EUR)</td> <td>100,000</td> </tr> <tr> <td>Nr of converted notes</td> <td>10</td> </tr> <tr> <td>Conversion Price (EUR/per share)</td> <td>0.34</td> </tr> <tr> <td>Nr of shares issued</td> <td>294,117</td> </tr> <tr> <td>Nr of excess shares (dropped)</td> <td>0.22</td> </tr> </table>	Conversion Amount (EUR)	100,000	Nr of converted notes	10	Conversion Price (EUR/per share)	0.34	Nr of shares issued	294,117	Nr of excess shares (dropped)	0.22
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Nr of shares issued	294,117										
Nr of excess shares (dropped)	0.22										

7. Legal & Administrative

Arranger	AS PRFoods
Financial adviser	Redgate Capital AS
Issuing agent	N/A
Paying agent (coupon and redemption payments)	Nasdaq CSD SE
Legal adviser (documentation)	Advokaadibüroo COBALT OÜ
Collateral agent	N/A
Registrar	Nasdaq CSD SE
Listing/admittance to trading on trading platforms	Issuer has the right but not an obligation to list the notes. Notes could be listed either on regulated market or on MTF First North at any time.
Governing law	Estonian
Documentation language	English
Standard of the consolidated financial statements	IFRS

8. Other

Purpose of the issue	Refinancing of the existing loans and increasing the working capital of the company
Escrow account	No
Priority subscription rights	The issue of the notes shall be directed to qualified investors only. The existing shareholders of PRFoods that qualify as qualified investors may submit applications to subscribe for the notes, but none of the shareholders will have the pre-emptive subscription right of the notes. The issue of new shares upon conversion will be directed at the owners of the respective convertible notes only and therefore the pre-emptive subscription right of the shareholders needs to be excluded.