

**PRIMOSTAR GROUP AS**  
**INFORMATION DOCUMENT**

**for the public offering of shares of the company and admission to trading of all shares of the company on the Nasdaq Tallinn First North multilateral trading facility (MTF)**

**BRIEF SUMMARY**

This information document and offering document ('**Information Document**') has been prepared for the public offer ('**Offering**') of shares ('**Offer Shares**') issued by Primostar Group AS (public limited company registered in Estonia under the registry code 17056111, '**Issuer**' or '**Primostar**') and for the subsequent admission to trading of all the shares of the Issuer ('**Shares**') on the First North MTF ('**First North**') operated by Nasdaq Tallinn AS ('**Exchange**'). This Information Document has been prepared in accordance with:

- the Minister of Finance's regulation No. 10 of 6 May 2024, 'Requirements for the information document of securities offerings' ('**Regulation**');
- Article 7(4) of the Lithuanian Securities Law, Article 78(2) of the Lithuanian Company Law, and the Bank of Lithuania's (Lietuvos Bankas) Board's decision of 28 February 2013 (as amended) approving the requirements to the content and form of the information document to be drawn up for a public offering in case a prospect is not required pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council ('**Prospectus Regulation**'); and
- the Bank of Latvia's (Latvijas Banka) regulation No. 261 of 18 December 2023, 'Regulation on the Preparation and Disclosure of the Public Offering Information Document'.

Primostar is a company primarily engaged in the field of waterproofing underground structures, with three subsidiaries. OÜ Primostar, along with its Latvian and Lithuanian subsidiaries, focuses on providing sales and installation services of waterproofing solutions to various construction companies. OÜ Primostar specializes in the modern white-tank solution, which ensures significant material savings compared to the so-called traditional black-tank solution. The distinctive feature of the white-tank solution compared to the black-tank solution is that by adding crystalline admixtures, joints, and crack inducers, the concrete structure itself becomes waterproof, eliminating the need for additional waterproof coating materials. In contrast, the black-tank solution involves covering the concrete externally with a waterproof material (e.g., bitumen). Primostar Tootmine OÜ is a subsidiary of Primostar that focuses on the production of crack inducer profiles and other profiles and materials necessary for the white-tank solution. Primostar Group AB is Primostar's Swedish subsidiary, through which services and products are offered in Sweden. Together with its subsidiaries, Primostar forms the Primostar Group ('**Primostar Group**' or '**Group**')."

The offer will be conducted on in Estonia, Latvia and Lithuania pursuant to article 3(2)b) of the Prospectus Regulation and sections 15(1) of the Securities Market Act of Estonia ('**SMA**'), according to which the publication of a public offering prospectus is not required if the volume of the public offering of securities does not exceed EUR 8,000,000 in total per all Contracting States within a one-year period. The information document is not a prospectus within the meaning of the Prospectus Regulation or the SMA. It is an information document within the meaning of the Regulation. The information provided in the information document has not been verified or approved by the Financial Supervision Authority or any other national supervisory authority. The Offering is aimed at retail investors and at institutional investors, who are defined as professional investors in Article 2(e) of the Prospectus Regulation, in Estonia, Latvia, and Lithuania. In addition to the Offering, the Issuer has the right to offer the Offer Shares to institutional investors outside Estonia, provided that such investors qualify as qualified investors within the meaning of Article 2(e) of the Prospectus Regulation. The Offering will take place only in Estonia, Latvia, and Lithuania, and the Offer Shares

will not be publicly offered in any other jurisdiction.

The Issuer is offering 180,000 Offer Shares at a price of EUR 5.65 per one Offer Share. In the event of high interest in the Offering and investor demand exceeding the number of Offered Shares, the Issuer has the right to increase the number of Offered Shares by 22% to up to 220,000 Offered Shares. The Offering will take place simultaneously in Estonia, Latvia, and Lithuania, and there is no predetermined distinction in the amount of Offered Shares among Estonia, Latvia, and Lithuania. This means that the distribution of Offered Shares among Estonian, Latvian, and Lithuanian investors will be based on demand and uniform allocation rules.

The Offering commences on 20 May 2025 and ends on 30 May 2025 ('**Offer Period**'). The issuer has filed an application with the Exchange for admission to trading of all of the Shares including the Offer Shares, on the Exchange's First North MTF, and the trading with the Shares is expected to commence on or about 5 June 2025.

This Information Document was prepared on 28 April 2025 ('**Information Document Date**'). The Information Document is valid for 12 months from its preparation.

#### **Warning on the risks associated with the Offering**

**Participating in the Offering, subscribing for and investing on the secondary market in the Shares carries certain risks. Potential investors are advised to read this Information Document fully before making a decision to invest. In particular, we advise reading section Error! Reference source not found. 'Risk Factors' for information on factors to consider when investing in the Shares, incl. the risks related to the Offering of Shares, the Issuer's area of business, the Issuer and the Offer Shares. By participating in the Offering, the potential investor acknowledges the risks set out in this Information Document, including the risk that the Shares may lose some or all of their value and accordingly an investor may lose all or part of its investment. Although the Issuer has made all reasonable efforts to ensure that this Information Document provides an accurate and adequate overview of the Group, its operations, and the Offer Shares, the value of an investor's investment in the Offer Shares may be affected to a significant degree by circumstances which had not arisen by the date of publishing this Information Document or which are not reflected in this Information Document. The information presented in this Information Document should not be construed as legal, financial, or tax advice. This Information Document is not investment advice or a recommendation to purchase the Offer Shares. The suitability of the Shares for potential investors has not been assessed according to the experience and knowledge of the investors. Whether investing in the Offer Shares matches the investor's financial capabilities and investment objectives and whether such investment is in accordance with the rules, requirements, and restrictions to which the investor is subject should be decided by each potential investor independently, engaging the services of a professional legal, financial, or tax adviser where necessary.**

#### **Restriction of Publication**

The information contained in this Information Document is not intended for publication, distribution or transmission, in whole or in part, directly or indirectly, in the United States of America, Australia, Canada, Hong Kong, Japan, Singapore, Republic of South Africa or any other country or circumstance in which such publication, distribution or transmission would be unlawful or to any persons to whom the competent authorities have applied financial sanctions. The Offer Shares are being publicly offered only in Estonia, Latvia and Lithuania, and no sale or offer of the Offer Shares will take place in any jurisdiction in which such offering, invitation or sale would be unlawful without an exception or qualification in the law,

**or to any persons to whom the competent authorities have applied financial sanctions.**

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## 1. INFORMATION ABOUT THE ISSUER

Primostar Group AS is a public limited company registered in Estonia on 27 August 2024 and operates under Estonian law. Primostar's key information is:

- Registry code: 17056111
- LEI code: 984500560B65BDB3E459
- Legal address: Männiku tee 104a, 11216, Tallinn, Estonia
- Website: <https://www.primostar.eu/investors-page>
- E-mail: [investor@primostar.eu](mailto:investor@primostar.eu)
- Phone: +372 6563162
- VAT number: EE102771790
- Principal activity: Activities of holding companies (64211 EMTAK 2025)
- Share capital: EUR 975,000, which is divided into 1,950,000 Shares with a nominal value of EUR 0.5.

Primostar has three subsidiaries, which together with Primostar form a Group:

- 1) Primostar Tootmine OÜ (registry code: 14552654, legal address: Männiku tee 104a, 11216, Tallinn, Estonia, former names WPMEesti OÜ and WPMEstonia OÜ), which is a manufacturing company established in 2018 and in which Primostar holds a 100% stake;
- 2) OÜ Primostar (registry code: 10653217, legal address: Männiku tee 104a, 11216), which is a provider of waterproofing solutions established in 2000 and in which Primostar holds a 91% stake. OÜ Primostar holds a 100% stake in subsidiaries in Latvia and Lithuania:
  - a. Primostar SIA (Latvian registry code: 50203232201, legal address: Kārļa Mīlenbaha iela 4, LV-1050, Riga, Latvia).
  - b. Primostar UAB (Lithuanian registry code: 304030549, legal address: Panerių g. 14, 01312, Vilnius, Lithuania);
- 3) Primostar Group AB (Swedish registry code: SE 559463-1730, legal address: Ringvägen 82, 118 60 Stockholm, Sweden), which Primostar acquired in 2024 and in which Primostar Group AS holds an 80% shareholding as of the Information Document Date.

The management board consists of one member – Indrek Uusalu. The supervisory board of Primostar consists of four members and the members are Toomas Toompuu (chairman), Reimo Tamm, Andrus Loog and Siiri Tamm. Primostar has, in addition to the members of the supervisory and management board's, twelve employees.

The articles of association of Primostar have been appended to this Information Document as Annex 1.

This Information Document, along with its annexes, the Issuer's articles of association, the Issuer's consolidated audited annual report for 2024 with the auditor's report, and the audited annual reports for 2023 of Primostar OÜ and Primostar Tootmine OÜ with the auditor's report, and the unaudited annual reports for 2024 of Primostar OÜ and Primostar Tootmine OÜ as well as other information related to the Offering, are available on the Issuer's website: <https://www.primostar.eu/investors-page>. This Information Document is published and available on the Exchange website: (<https://www.nasdaqbaltic.com/>).

## **2. RISK FACTORS**

### **2.1 Introductory remarks**

Investment in the Offer Shares and Primostar's activities in general are subject to various risks that, either individually or in combination, may adversely affect Primostar and the value of Primostar's shareholders' investment or affect the ability to realise the Shares. Any potential investor should carefully consider all the information provided in this Information Document, including the risk factors described below. In addition to the following, there may be risks that are not currently known to Primostar or that Primostar currently considers to be insignificant, but which may also affect Primostar or the price of the Shares. Investors may lose a part or the entire value of their investment if the risks materialise. The management board finds that the following reflects the most significant risks related to investing in Offer Shares. The Issuer has divided the risks into three categories, in each category the risk described first is the most material. The remaining risk factors are not presented in the order of significance.

### **2.2 Risks related to Issuer's Business**

#### **2.2.1 Risk of malfunction or destruction of the Group's assets and operational sites**

The operational condition, completeness, and availability of the technical equipment owned by Primostar Group are crucial for its activities. Additionally, the Group requires suitable premises for business operations. Various equipment malfunctions, which may be caused by human errors, greater wear and tear than planned, or other unexpected and unforeseen circumstances, theft or intentional damage to equipment and machinery, or the unusability of production and storage facilities due to fire, flooding, vandalism, or other events, including legal reasons such as premature termination of lease or rental agreements, can all significantly hinder Primostar companies from producing their products and marketing resold products. This may have a significant negative impact on Primostar's financial results, reputation, and Share price. Although Primostar Group companies have taken appropriate steps to insure and maintain the important assets they own and use, including signing insurance contracts, acquiring equipment mainly from Europe to ensure quick availability of spare parts and repair services in case of malfunctions, and maintaining good contacts with subcontractors to ensure the ability to outsource part of the production process from the Group if necessary due to malfunctions or increased order volumes. To mitigate the impact of short-term malfunctions and unexpected events, optimal inventory levels are maintained. However, the aforementioned measures do not eliminate the potential negative impact on Primostar Group if the risk materializes.

#### **2.2.2 Inflation and decrease in turnover volumes**

The activities of Primostar Group may be negatively affected by a greater-than-expected increase in the prices of input materials, which may not be fully passed on to the end customer due to market conditions. Primostar has mitigated the negative impact of price increases by consolidating production within the Group's companies, thereby reducing costs associated with subcontracting. However, it cannot be ruled out that due to the increase in the prices of offered services and products or other factors (including the general market and economic situation), Primostar's turnover volumes may decrease or remain lower than forecasted. This, in turn, may have a negative impact on Primostar's profitability and Share price.

### **2.2.3 Changes in the competitive situation**

Primostar Group operates in a field with inherently low entry barriers, which means new competitors could enter the market aggressively, potentially impacting Primostar's Share and financial performance. However, the described risk Primostar is mitigated through Primostar's long operational history, loyal customer base, and high-quality products, some of which are patented. Additionally, Primostar observes that unlike Primostar, major competitors tend to focus on larger-scale projects.

### **2.2.4 Risk stemming from the short operating history**

Issuer was established on 27 August 2024 and consequently, the Issuer itself lacks significant operational and financial history. The Group's business activities are primarily conducted through entities established in 2000 and 2018. These entities operated independently until 2024, and their financial results were not previously consolidated. Therefore, it may be challenging to competently assess the risks associated with the Group's business activities as a whole and the likelihood of their realization.

### **2.2.5 The Issuer has only one management board member**

The Issuer has only one management board member who acts as a member of management board also in other companies. As such a risk exists that the management board member is unable to devote sufficient amount of time to the management of Issuer or that the activities required to operate the Issuer and the Group require more work than one person can complete. The Issuer has a professional and highly qualified supervisory board capable of adopting the necessary resolutions for electing new management board members also at very short notice should such a need arise. The Issuer also has many key employees who would be capable of fulfilling the management board member's position should the need arise. In addition to the above, the Issuer is a holding company, and its daily management is not very time-consuming. There is no business activity within the Issuer itself, and Primostar Group's business activities are conducted through various subsidiaries of the Issuer, each with multiple members on their boards.

### **2.2.6 Dependence on the purchase volumes of a company related to a member of the management board of the Issuer**

OÜ Primostar sells its products to TRAVETER EHITUS OÜ, who is the largest partner for installation services and to whom the volume of products sold currently stands at about 20% of OÜ Primostar's sales revenue. TRAVETER EHITUS OÜ is under the control of the member of the management board of the Issuer and a company under the common control of a person related to him. Therefore OÜ Primostar's sales revenue largely depends on transactions made with a related person. This entails a risk of conflict of interest and a risk to the sustainability of the business model, particularly in the event of changes in the management board of the Issuer. However, the purchase amounts of products sold to TRAVETER EHITUS OÜ, have dropped every year and in the light of the Group's expansion and growth strategy, which is focused on foreign markets, this trend is expected to continue.

### **2.2.7 Risks related to additional financing**

There is no assurance that the Issuer will be able to raise future capital to the extent necessary to finance the Issuer's growth and operations. Primostar is of the opinion that financing its planned growth solely based on generated revenue is ineffective and notes that additional external financing may be needed in the future. Numerous factors affect Primostar's ability to obtain necessary external financing like general market and



economic conditions, aspects related to providers of financial services and capital, policies of credit institutions, etc. To reduce the risk that Primostar is unable to realise its growth strategies due to a lack of capital, Primostar is continuously monitoring its capital needs and strives towards finding suitable sources of financing in the required amounts, considering amongst others also crowdfunding, bank financing and equity financing opportunities.

#### **2.2.8 Risk related to finding sufficient employees and raw materials**

Primostar Group has twelve employees. To fulfil the growth and development plans highlighted in this Information Document, Primostar will have to recruit new staff members. Due to the developments in the economic and employment environment, demand currently exceeds supply and finding suitable employees may be complicated. Primostar is constantly working to find new employees as well as to improve the conditions of existing personnel in order to reduce the rate of quitting. Nonetheless, the lack of qualified work force may have a negative effect on realisation of the growth and development plans of Primostar.

In addition to qualified work force, to continue and develop its operations, Primostar needs a significant amount of raw materials. Global and local crises in recent years have significantly reduced the resilience of supply chains, and supply difficulties in various sectors have become more frequent. Although Primostar works to diversify the suppliers of the input materials necessary for its operations and product manufacturing, delays in Primostar's production due to supply difficulties cannot be ruled out. This, in turn, could negatively impact Primostar's reputation and profitability.

#### **2.2.9 Risks related to the sale of goods on preferential terms**

Group's companies in certain situations (above all for large volumes) sell goods at a discount. Discounted goods are also sold to related parties. Although there are objective reasons for offering discounts – primarily the desire to maintain long-term good cooperation and to offer better conditions for large orders to ensure a stable turnover flow and although project-based discount prices are also offered to unrelated parties, there is a risk that offering project-based discount prices to related parties may be considered transactions not made under market conditions, which can result in an additional tax liability.

### **2.3 Legal and economic risks**

#### **2.3.1 Legislative changes**

Primostar operates under Estonian law and Primostar's Shares are subject to Estonian legislation. Considering that Primostar's main markets are also Latvia and Lithuania, and it operates in Sweden, Finland, Turkey, and Ukraine, Primostar's activities and operations are also influenced by the laws and regulations of other countries. Additionally, Primostar operates in countries that are not members of the European Union, and their legal systems may differ significantly from those of the European Union and its member states.

Relevant legislation may change if new laws are enacted, existing laws are amended, or the interpretation of laws changes. These changes could adversely impact Primostar's business activities, financial condition, results, and prospects. Changes in tax legislation may increase the tax burden on shareholders and affect the return on investment in shares. The aforementioned could negatively impact Share price.

Regulatory requirements applicable to the Issuer's business activities and products may become stricter, which could negatively impact the Issuer, as the Issuer may have to incur unforeseen expenses, which in turn could worsen the Issuer's financial results.

### **2.3.2 Unfavourable economic developments**

As of the Information Document Date, the global economy is characterized by uncertainty and volatility, and both the world and Europe, especially the Estonian economy, are recovering from the downturn more slowly than expected. All of the Group's operating sectors are affected by general economic and geopolitical conditions. Wars and conflicts in Ukraine and Israel, political instability in Europe and the United States, potential additional measures including sanctions against Russia and Belarus, supply chain issues, the energy crisis, significantly increased energy prices, and persistently high inflation, which central banks may address by raising interest rates again, could negatively impact both the global and Estonian economies and increase the likelihood of continued economic downturn.

As of the Information Document Date, it is still impossible to predict the duration or course of the war in Ukraine (including the possibility of escalation or expansion beyond Ukraine's borders). Therefore, it is difficult to predict the further impact of the war on the global and Estonian economies, but it is not excluded that both the war in Ukraine and other geopolitical events may negatively affect the Group's operations, financial condition, and performance.

Adverse changes in the economies of Europe and Estonia, the Group's main geographical markets, negatively affect the Group's business activities and may have a negative impact on the Group's financial condition and performance. Although the Group continuously monitors developments in both the domestic and international markets, it is impossible to predict the timing or extent of changes in economic or political conditions.

### **2.3.3 Contractual risks**

Primostar Group's activities depend on the validity and enforceability of transactions and contracts concluded by the Groups companies, some of which may be affected by foreign law.

## **2.4 Risks related to Shares, the Offering and admission to trading**

### **2.4.1 Payment of dividends is not guaranteed**

The Issuer has no obligation to pay dividends. Issuer cannot guarantee the dividends shall be paid on the regular basis. The Issuer's plans to reinvest any earned profits, thus, the Issuer has no plans to pay dividends to shareholders in the near future. Management's suggestions for distributing profits are based on financial results, working capital requirements, investment needs and strategic considerations. These may not be in line with the short-term interests of all shareholders. The distribution of dividends and their size depends on the decision of the general meeting of shareholders.

### **2.4.2 New issues and dilutions**

In the future, the Issuer may issue new Shares for a variety of reasons, including to finance the Issuer's development or reduce debt. If the current shareholders decide not to subscribe for additional Shares within the offer of new Shares, the issue of new Shares may result in the dilution of holdings of the existing shareholders. This may reduce the proportional holding and voting rights of shareholders in the Issuer.

### **2.4.3 Cancellation of and under subscription for the Offering**

Although the Issuer will make every effort to ensure that the Offering is successful, the Issuer cannot guarantee the success of the Offering or that investors will receive the Offer Shares that they subscribed for. The Issuer has the right to cancel the Offering until the allocation is decided. The Offering may also be cancelled in the part of the Offering not subscribed for. In the event of under-subscription and partial cancellation of the Offering, the Issuer will need to find alternative sources of financing for the planned growth strategy published in this Information Document or make the growth strategy more conservative, reduce the volume of investments, or extend the investment schedule.

### **2.4.4 Risk that Shares might not be admitted to trading**

The issuer has applied for the admission of Shares to trading on First North and will take all appropriate measures to act in accordance with the Rules and applicable law for the Exchange to satisfy the Issuers application. Despite the Issuer's actions, the Issuer cannot guarantee that the Shares will be admitted to trading on First North.

### **2.4.5 Liquidity risk**

First North MTF is more volatile and less liquid than the regulated market. The Issuer cannot guarantee that an active secondary market for the Shares on First North develops after admission to trading. Therefore, the liquidity of the Shares on First North may be limited or insufficient. Relatively low market capitalisation and liquidity may restrict the investors' ability to sell or buy the Shares on First North or increase the volatility of the Share price. Due to the low level of investor activity in the market, the impact of individual transactions may have a significant impact on the market price of a security and the difference between purchase and sale prices may be greater than usual.

### 3. THE PURPOSE AND EXPECTED BENEFITS OF THE FUNDING

Primostar is organizing the Offering to raise additional funds for the development of its business activities and to achieve the company's mission and vision. The Offering is directed at and eligible for participation by all legal and natural persons in Estonia, Latvia, and Lithuania who have a securities account opened through an account operator (bank or something equivalent) or financial institution that is a member of the Exchange at any Nasdaq CSD SE Estonian branch ("**Nasdaq CSD**"). Primostar plans to use the funds raised during the Offering for to increase production capacity and product quality, improve processes and expand into new markets. More specifically, the funds to be mobilised will be used for the following activities:

- Certification of production processes according to ISO 9001 ja 14001 standards and CE certification of products – the implementation of quality and environmental management systems and the acquisition of certificates of conformity increase the company's competitiveness and credibility on international markets.
- Partial renovation of the production building and installation of a solar panel system - Creating a modern and efficient production environment, including the installation of a solar panel system connected to the electricity system and equipped with batteries, will help reduce energy costs and support sustainable production.
- Developing products and production processes - introducing innovative solutions and technologies to increase productivity and improve product quality.
- Participating in international trade fairs - increasing visibility and making new business contacts will help to expand export opportunities and strengthen the company's position in foreign markets.
- Entry to Polish, Finnish and Swedish markets, and increasing market share in Latvian and Lithuanian markets – Entering new target markets and strengthening existing market positions will enable the company to expand and increase revenue in the Baltics and Nordic countries. Targeted marketing activities will help increase brand awareness and sales opportunities in new target markets.
- By making these investments, a company can increase its competitiveness, ensure sustainable growth and expand its international reach.

The expected size of the Offering is approximately EUR 1,017,000, or up to EUR 1,243,000 if the Offering is oversubscribed and increased. Primostar has estimated the costs related to the organisation of the Offering, including the fees of the persons involved in the organisation of the Offering, at approximately EUR 50,000, resulting in net proceeds of the Offering of EUR 967,000 and, in the event of an oversubscription, up to EUR 1,193,000. In the context of the Offering, the Issuer will issue up to 180,000 (or 220,000 in the case of an oversubscription) Primostar's ordinary shares with a nominal value of EUR 0,50 each, of the same class as all existing Shares of Primostar

The distribution of the proceeds raised from this Offering is as follows:

Activities priority	Approximate expense of the activity	Description of the activity
1	40,000	ISO 9001 and 14001 certification of production and CE certification of products

2	150,000	Partial reconstruction of a production building.
3	77,000	Product and production process development
4	100,000	To participate in international fairs
5	600,000	Entering the Polish, Finnish and Swedish markets and increasing market share in Latvia and Lithuania.

In the case of undersubscription, the revenue involved shall be used in accordance with the priority of the action, ensuring in particular that the expenditure foreseen for the first priority actions is covered. In the case of over-allocation, the expenditure foreseen for the activities shall be increased proportionately.

In the event that the proceeds of the Offer are not sufficient to complete the activities described above, Primostar may require additional financing, which may be covered by equity and debt depending on the prevailing market conditions at the time, if necessary by raising funds from public, directed or bank loans.

If Primostar's shares are allowed to be trading on First North, liquidity of Primostar's Shares will increase, which will in turn will increase the Shares attractiveness for investors. The status of a company trading on an exchange ensures to Primostar's shareholders, employees and future investors transparency and credibility. Admission to trading is seen as a sign of quality.

The allocation of shares is based on the allocation principles set out in Section 4.8 "Allocation rules".

## **4. TERMS AND CONDITIONS OF THE OFFERING**

### **4.1 Offering**

In the course of the Offering Primostar issues and will offer up to 180,000 Offer Shares. However, if the interest in the Offering is high and the demand of investors exceeds the number of Offer Shares, the Issuer may increase, the total number of Offer Shares by up to 22%, i.e., to a maximum of 220,000 Offer Shares.

Assuming that all 180,000 Offer Shares are subscribed by investors during the Offering (up to 220,000 in case of oversubscription and increase in the Offering volume), the registered share capital of the Issuer immediately after the issuance of new Shares will be EUR 1,065,000 and the total number of Shares will be EUR 2,130,000 (up to EUR 1,085,000 and EUR 2,170,000 in case of oversubscription). Assuming that all Offer Shares are subscribed by investors, the Offer Shares will constitute 8.45% of the Issuer's total share capital (up to 10.14% in case of oversubscription). The Issuer has to date issued 1,950,000 Shares, which, considering the Offer Price, means that the Issuer's valuation before the Offering is around EUR 11,000,000.

The increase in share capital is expected to be registered in the Estonian commercial register on or around 12 June 2025.

The Offering is fully unsecured, and the funds raised from investors are not guaranteed, so the total revenue from investors is not known in advance.

In the last 12 months from the publication of the Offering, the Issuer has not conducted any fund-raising activities.

### **4.2 Offered securities and related rights**

The Issuer is offering Primostar's Shares, which have a nominal value of EUR 0.5. All of the Issuer's Shares belong to the same class (ordinary share). The Issuer's Shares are registered in the Estonian Register of Securities ('Nasdaq CSD') maintained by Nasdaq CSD, including the registration of Offer Shares.

The Shares are freely transferable and are not subject to pledging restrictions.

In summary, the Shares grant their owners the following shareholder rights:

- to buy, sell, pledge, or otherwise dispose of the Shares;
- to participate in the distribution of the Issuer's profits according to the decision of the general meeting of shareholders and the number of Shares, if the Issuer decides to distribute profits. When dividends are paid, income tax is withheld in Estonia to the extent provided by the Income Tax Act. If it is decided to pay dividends or distribute profits to shareholders, the Issuer will withhold income tax from the profit distributions according to Estonian law.

In this case, no additional tax is withheld from dividends received by Latvian corporate income taxpayers. Latvian individual dividend recipients are also exempt from additional taxation in Latvia. If the annual income of a Latvian individual (including but not limited to dividends and income from capital gains) exceeds EUR 200,000, the portion exceeding EUR 200,000 is subject to an additional personal income tax of 3%.

In this case for the Lithuanian corporate income taxpayers received dividends will be exempt from any further CIT taxation in Lithuania, provided that profit of the Estonian entity (payer of dividends) is subject to CIT or an equivalent tax in Estonia. For the Lithuanian natural persons received dividends will be subject to the personal income tax at a rate of 15% in Lithuania and a credit method of tax relief shall apply.

All investors should consult their tax advisor regarding the tax consequences related to acquiring, holding, receiving dividends, and selling the Offer Shares;

- to participate and vote at the general meeting of shareholders according to the Issuer's articles of association, based on the number of Shares owned by the shareholder;
- to receive information about the Issuer's activities to the extent and in the manner prescribed by law;
- to nominate candidates for the supervisory board;
- to participate in the distribution of the remaining assets upon the liquidation of the Issuer.

#### 4.3 Persons eligible to participate in the Offering

Participation in the Offering will be open to legal entities and natural persons who are based in Estonia, Latvia or Lithuania and who have opened a securities account through a Nasdaq CSD account operator (bank) or a financial institution who is a member of the Nasdaq Tallinn Stock Exchange<sup>1</sup>. Such securities account may be opened through any custodian. The Issuer may also offer the Shares non-publicly to investors in any member state of the European Economic Area (the EEA) in circumstances described in Article 1(4) of the Prospectus Regulation

#### 4.4 Offer price

The Offer Price is EUR 5.65 per one Offer Share of which EUR 0.50 is the nominal value and EUR 5.15 is the issue premium (**'the Offer Price'**). The Offer Price is the same for all the potential investors

#### 4.5 Offer Period

Offer Period is a period during which persons eligible to participate in the Offering may submit their subscription undertakings for the Offer Shares (**'Offer Period'**). The Offer Period will commence at 10:00 on 20 May 2025 and end at 15:30 on 30 May 2025 (Estonian local time).

The indicative schedule of the Offering is the following:

Beginning of the Offer Period	20 May 2025 at 10:00
End of the Offer Period	30 May 2025 at 15:30
Announcement of the results of the Offering	On or about 2 June 2025
Settlement of the Offering	On or about 4 June 2025
First day of trading on First North	On or about 5 June 2025
Increase of share capital in Estonian commercial register	On or about 12 June 2025

<sup>1</sup> List of Nasdaq CSD account operators (participants) is available here: <https://nasdaqcsd.com/estonia/en/list-of-participants/>, list of members of the Nasdaq Tallinn Stock Exchange is available here: <https://nasdaqbaltic.com/statistics/en/members> (to view the members of the Tallinn Stock Exchange select "Tallinn")

#### 4.6 Submitting subscription undertakings

The subscription undertakings may be submitted only during the Offer Period. An investor participating in the Offering may apply to subscribe for the Offer Shares only for the Offer Price. Multiple subscription undertakings by one investor, if submitted, shall be merged to one subscription undertaking for the purposes of allocation. All investors participating in the Offering can submit subscription undertakings denominated only in euros. Subscription undertakings may be submitted only for a whole number of Offer Shares. An investor shall bear all costs and fees charged in connection with the submission, cancellation, and modification of the subscription undertaking according to the price list of the Nasdaq CSD account operator or financial service provider who accepted the subscription undertaking. To subscribe for the Offer Shares, the investor must have a securities account with a Nasdaq CSD account manager or a financial institution who is a member of the Nasdaq Tallinn Stock Exchange. Submitted subscription undertakings will be registered in the Nasdaq CSD.

##### 4.6.1 Submission of subscription undertakings by Estonian Investors

In order to subscribe for the Offer Shares, the investor must contact the account operator managing their Nasdaq CSD securities account and submit a subscription undertaking for purchasing the Offer Shares during the Offer Period using the form below. Investors may submit subscription undertakings using any method offered by the account operator (e.g., by visiting the customer service office of the account operator in person, via an online banking system, or by other means). subscription undertakings must be submitted to the account operator before the end of the Offer Period. The subscription undertaking is considered submitted from the moment Nasdaq CSD receives the duly completed order from the account operator managing the respective investor's securities account.

A subscription undertaking must contain the following information:

Owner of securities account:	[name of the investor]
Securities account:	[investor's securities account number]
Account operator:	[name of investor's account operator]
Security:	PRIMOSTAR GROUP AKTSIA
ISIN-code:	EE3100152224
Number of securities:	[number of Offer Shares that the investor wishes to subscribe for]
Price (per one Offer Share):	EUR 5.65
Transaction amount:	[number of Offer Shares subscribed for by the investor multiplied by the Offer Price]
Counterparty:	AS LHV PANK
Securities account of the counterparty:	99104086627



Account operator of the counterparty:	AS LHV PANK
Transaction type:	Subscription
Payment method:	Delivery versus payment ('DVP')

#### **4.6.2 Submission of subscription undertakings by Latvian and Lithuanian investors**

An investor wishing to subscribe for the Offer Shares must contact the account operator, which is a member of the Nasdaq CSD SE Eesti settlement system and manages such investor's securities account and submit a subscription undertaking for the purchase of the Offer Shares in a form accepted by the account operator and in conformity with the terms and conditions of the Information Document. The investor may use any method that such investor's account operator offers to submit the subscription undertaking (e.g. physically at the client service venue of the account operator, via the Internet Bank or by other means). In case an investor's account operator does not allow to submit the subscription undertaking, the account operator of an investor may contact the counterparties account operator, AS LHV PANK, by sending an email to markimine@lhv.ee. In the e-mail, the following information must be provided - name of the investor, investor's personal identification code or registration code, name of the security, ISIN code of the security, number of Offer Shares the investor wishes to subscribe for, investor's account operator, account operator's securities account, account operator's BIC code.

#### **4.6.3 Terms and conditions for the submission of subscription undertakings**

An investor submitting a subscription undertaking is responsible for the truthfulness, completeness and legibility of the information on the subscription undertaking. Acceptance of subscription undertakings that are incomplete, contain false information, are illegible or submitted outside the Offer Period or are otherwise not in compliance with the terms provided herein may be refused.

An investor may submit a subscription undertaking through a nominee account only if such investor authorises the owner of the nominee account to disclose the investor's identity to the registrar of Nasdaq CSD in writing. The subscription undertakings submitted through nominee accounts will be taken into consideration in the allocation only if the owner of the nominee account has disclosed the identity of the investor to the registrar of Nasdaq CSD in writing. Such disclosed information includes: (i) the investor's name; (ii) the investor's permanent address and personal identification code (in case of a natural person); (iii) the investor's registration address and registration code (in case of a legal person); and (iv) the number of subscribed Offer Shares and the total transaction value. An investor may submit a subscription undertaking either personally or through a representative whom the investor has authorised (in the form required by law) to submit the subscription undertaking. An investor may submit the subscription undertaking personally or through a representative authorized by the investor to submit the subscription undertaking.

By submitting a subscription undertaking, every investor:

- confirms that they have read and understood this Information Document and that they accept the terms of the Offering set forth herein;
- confirms that they are based in Estonia, Latvia and Lithuania and are not subject to the laws and regulations of any other jurisdiction that prohibit them from submitting the subscription undertaking;
- accepts that the submission of the subscription undertaking does not in itself entitle them to acquire the Offer Shares nor entail the conclusion of a contract of sale for the Offer Shares;

- accepts that the number of Offer Shares indicated by the investor in the subscription undertaking is the maximum number of Offer Shares the investor wishes to acquire, and recognises that the investor may receive fewer, but not more, Offer Shares than subscribed in the subscription undertaking;
- undertakes to acquire the number of Offer Shares allocated to them, which shall not exceed the number of Offer Shares subscribed in the subscription undertaking, and to pay for them in accordance with the terms set forth herein;
- confirms that they are aware of the investment risks associated with investing in the shares, including the risk of losing part or all of the invested sum;
- accepts and agrees that the Issuer has the right to receive daily information from the registrar of Nasdaq CSD regarding submitted subscription undertakings;
- authorises and orders the account operator to forward the subscription undertaking as registered to the Nasdaq CSD;
- authorises the Issuer, account operator or other financial institution used to submit the subscription undertaking and the registrar of Nasdaq CSD to process their personal data (including contact information) to the extent necessary for participation in the Offering;
- authorises the account operator or financial institution managing the investor's securities account or the registrar of Nasdaq CSD, as appropriate, to amend the investor's subscription undertaking, including (a) to specify the value date of the transaction and (b) to specify the number of Offer Shares to be purchased by the investor as well as the total value of the transaction, which shall be calculated by multiplying the Offer Price by the number of Offer Shares allocated to the investor.

Investors may amend or cancel their subscription undertakings at any time before the end of the Offer Period. To do this, the investor must contact the Nasdaq CSD account operator or financial institution through whom the relevant subscription undertaking has been submitted and take the actions required by the account operator for the amendment or cancellation of subscription undertakings (different account operators and financial institutions may have different processes). The amendment or cancellation will take effect from the moment of amendment or withdrawal of the transaction order by the account operator.

Upon subscription for the Offer Shares no investors or group of investors shall have any preferential rights. The shareholder resolution adopted on 28 April 2025 excluded the pre-emptive right of the existing shareholder of Primostar to subscribe for the Offer Shares. However, Primostar is entitled to prefer certain groups of investors upon allocation, see section 4.8 "Allocation rules" for more details.

#### **4.7 Payment for the Shares**

Payment for the Offer Shares will be in euros and the proceeds of the Offering will be raised in euros.

An investor may only submit subscription undertakings if the bank account linked to their securities account with a Nasdaq CSD account operator contains sufficient funds to cover the entire transaction value specified in the subscription undertaking.

By submitting a subscription undertaking, the investor authorises the Nasdaq CSD account operator or other financial institution managing the bank account linked to the investor's securities account to immediately block off an amount corresponding to the total value of the transaction on the investor's bank account until the settlement is completed or the funds are released. The blocked amount must be equal to the amount obtained by multiplying the Offer Price by the number of Offer Shares indicated in the subscription undertaking.

If the Offer Shares cannot be paid for because the investor's cash account does not contain sufficient funds, the subscription undertaking submitted via the securities account linked to the cash account will be refused and the investor will lose all rights to the Offer Shares specified in the subscription undertaking.

#### **4.8 Allocation rules**

The Issuer will decide on the allocation of the Offer Shares at its own discretion after the end of the Offer Period, at the latest on or about 2 June 2025. In the allocation process all investors will be treated equally under identical circumstances, however, the Issuer preserves a right to prefer Primostar Group's employees, management and their holding companies. The Issuer is entitled to use different allocation principles between the groups of retail investors and institutional investors.

In addition to the Offering, Primostar may allocate Offer Shares at its discretion to institutional investors, provided that such investors can be considered qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and to investors to whom the Shares are offered non-publicly according to Section **Error! Reference source not found.** 'Persons eligible to participate in the Offering'.

There is no pre-assigned institutional allocation percentage and such orders will be evaluated separately. The minimum subscription amount is one share. Other than the preferential allocation described above the Issuer will target to maximise the number of investors through the allocation process.

If the total volume of the Offering is not subscribed for, the Issuer has the rights set out in Section 4.11 and the right to allocate all the subscribed Offer Shares to all investors who have participated in the Offering.

#### **4.9 Settlement of the Offering**

In order to ensure that investors can start trading with the Shares as soon as possible after the Offering has been settled, the Shares belonging to the sole shareholder of the Issuer, Uusalu Investments Holding OÜ (registry code: 17016583) are used for the purposes of settlement. The settlement is arranged by AS LHV PANK. Uusalu Investments Holding OÜ shall lend the number of Shares corresponding to the number of allocated Offer Shares to AS LHV PANK which in turn shall use these Shares to settle the Offering. The articles of association of the Issuer contain the temporary mandate for the supervisory board to increase the share capital of the Issuer to a certain extent. [date] the sole shareholder of the Issuer adopted a shareholder resolution authorising the supervisory board to increase Issuers share capital in accordance with the results of the Offering.

The resolution of the supervisory board for increasing the share capital and issuing new shares to AS LHV PANK to enable AS LHV PANK to return the lent shares it received from Uusalu Investments Holding OÜ, shall be adopted once the Offering has been settled and the final amount of the Offer Shares distributed to the investors has been clarified. For purposes of clarification, the number of Shares belonging to Uusalu Investments Holding OÜ shall not change as result of the above settlement structure. However, the shareholding shall be diluted proportionally to the volume of the Offering – prior to the Offering Uusalu Investments Holding OÜ's shareholding in Primostar amounted to 100%, after the Offering, provided that all Offer Shares are subscribed for by the investors and that Uusalu Investments Holding OÜ itself does not subscribe for Offer Shares the shareholding of Uusalu Investments Holding OÜ shall be 91.55% (89.86% in case of oversubscription).

The increase of share capital shall be registered in the Estonian commercial register on or about 12 June 2025 (the date may change). The Offer Shares will be transferred to each investor's securities account presumably on or about 4 June 2025. The transfers will be conducted pursuant to the DVP procedure,

concurrently with the transfer of the subscription amount from the investor's account to that of AS LHV PANK.

#### **4.10 Release of funds**

If the Offering or a part thereof is cancelled, if an investor's subscription undertaking is rejected in part or in whole, or the number of allocated Offer Shares is different from the number of Offer Shares subscribed for, the relevant account operator will release the funds blocked in the investor's current bank account or a part thereof (the amount exceeding the sum to be paid for the Offer Shares) in accordance with the account operator's terms presumably within one business days. The Issuer cannot be held liable for the release of the respective funds nor for the payment of interest on the released funds for the period during which it was blocked.

#### **4.11 Cancellation of the Offering and amendment of terms**

The Issuer may cancel the Offering in full or in part or alter the terms and dates thereof at any time before the publishing of the allocation of the Offer Shares. Among other things, the Issuer may cancel the Offering in full or in part or alter the terms thereof if the total volume of the Offering is not subscribed for.

Information regarding any alteration of the terms of the Offering or the cancellation of the Offering will be published on the Issuers website (<https://www.primostar.eu/investors-page>) and as market news via the information system of the Exchange.

All rights and obligations of the Issuer in relation to the cancelled part of the Offering shall be considered terminated as of the moment when such announcement is made public.

#### **4.12 Admission to trading of the Shares**

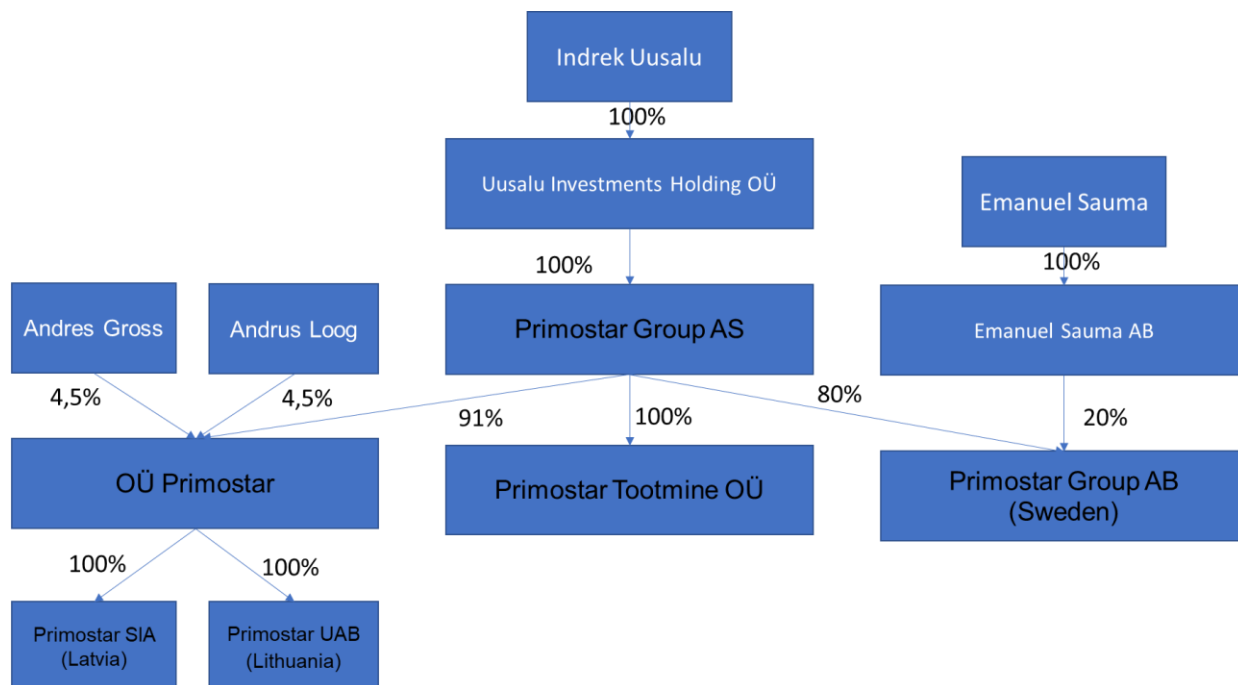
The Issuer has filed an application with the Exchange for admission to trading of all Shares, including the Offer Shares, on the Exchange's First North MTF, and the trading of the Shares is expected to commence on First North on or about 5 May 2025 (on or about 17 June 2025 with regard to the new Shares issued to AS LHV PANK to facilitate the settlement).

If the Shares are not admitted to trading according to the planned schedule or if the Exchange decides not to admit the Shares to trading for any reason, investors will not be entitled to seek the repurchase of the issued Shares from the Issuer

## 5. PRIMOSTAR'S BUSINESS OVERVIEW

### 5.1 Primostar Group's overview

As of the Information Document Date the Groups structure is following:



Primostar Group AS is the parent company of OÜ Primostar, established in 2000, and Primostar Tootmine OÜ, established in 2018 (formerly known as WPMEesti OÜ and WPMEstonia OÜ). The Group also includes Primostar SIA operating in Latvia, Primostar UAB operating in Lithuania, and Primostar Group AB operating in Sweden. The group primarily operates in the field of waterproofing underground structures.

Primostar's goal is to address the issues associated with traditional waterproofing methods – environmental harm, health risks to humans, excessive use of materials and other resources, and the resulting unnecessary time-loss and cost.

With over 20 years of experience, the Group, which includes various companies, is an expert in innovative white tank waterproofing technology. We offer one of the most optimal and environmentally friendly product range and services in their main markets – Estonia, Latvia, Lithuania, Finland, Sweden, Ukraine, and Turkey. Over the years, the key words for Primostar's activities have been innovation, continuous growth and development, and environmental sustainability.

Since 2002, Primostars companies have been managed by Indrek Uusalu, whose contributions have resulted in an average annual revenue growth of 26% from 2002 to 2022. However, the challenging times in the construction sector in 2023 also led to a revenue decline for Primostar group, although it was smaller than the industries average, at around 7.5%. In 2024, we increased the revenues of both OÜ Primostar and Primostar Tootmine OÜ respectively by 31.1% and 45.7%.

With unwavering enthusiasm, ambitious plans for expansion, and a desire to offer environmentally friendly and sustainable solutions in the field of waterproofing, it was realized in 2018 that the market needed a company that would provide a complete waterproofing solution for reinforced concrete structures. To

address this need we established Primostar Tootmine OÜ (formerly named WPMEesti OÜ and WPMEstonia OÜ).

This makes Primostar the market leader in Estonia's waterproofing sector in terms of product and service range as well as revenue. Although a small company on a global scale, Primostar has the potential, ambition, determination, and resilience to expand and grow consistently, aiming to achieve a significant market share in the construction sector globally.

Over the years, the Primostar team has realized that not all underground structures require traditional membrane solutions for waterproofing. Primostar's goal is to reduce the unnecessary use of waterproofing materials and replace them with solutions that are up to 10 times more efficient and environmentally friendly.

#### **5.1.1 Money, time and environment – three key factors for yesterday, today and tomorrow**

Primostar's goal is to offer sustainable and environmentally friendly solutions, and therefore the main challenge has been to find the most optimal way in addition to environmental sustainability, that also saves other resources such as labour and time. Due to the simplicity of the process and the low labour requirements, the cost-effectiveness of the solution offered by Primostar increases continuously over time.

These keywords are important in every market – in 2018, Primostar UAB started operations in Lithuania, in 2020, Primostar SIA in Latvia, in 2022, our first project in Ukraine was carried out (Ovruch kindergarten bomb shelter and foundation), and in 2023 also in Turkey. In the autumn of 2024, a subsidiary was acquired in Sweden, and the company expanded into the Swedish market.

Considering environmental sustainability is an increasingly growing trend worldwide. There is a push towards cheaper, labour-saving, and environmentally friendly solutions. Although the experience of using such solutions may not yet be a direct market advantage today, we are getting closer every day to a time when the leaders in the construction sector will be companies with the longest experience in environmentally and resource-efficient solutions. Clients and end-users are also becoming more aware every day, and thus the demand for sustainable construction will certainly increase over time.

In the field of waterproofing underground reinforced concrete structures, two main systemic solutions are used: membrane waterproofing, known as the black tank, and internal waterproofing, known as the white tank.

Membrane waterproofing is called the black tank because, figuratively speaking, the roll membrane creates a black bowl around the outer surface of the concrete, protecting the concrete structure from water and moisture. However, the trend of the new era is the internal waterproofing solution, known as the white tank, which uses crystalline admixtures for watertight concrete and special profiles to save time and money while working environmentally friendly thanks to natural components. Using the white tank solution, waterproofing of concrete structures is achieved with the help of various manufacturers' waterproofing materials, extending the lifespan of concrete buildings and reducing operating costs.

The white tank method mainly consists of three parts: a crack inducer profile that controls shrinkage cracks; a construction joint profile that waterproofs construction joints; and a crystalline admixture for watertight concrete that ensures the concrete's own waterproofing.

The use of crystalline admixtures for watertight concrete provides both time and cost savings and is environmentally friendly due to natural components, unlike artificial materials based on oil (e.g., bitumen), which release many toxic compounds into the environment. Additionally, the use of bitumen directly harms human health.

In summary, the white tank method is better in many ways than the traditional membrane method and is more cost-effective for builders and clients due to the lower consumption of materials and other resources

## COMPARISON OF WATERPROOFING SOLUTIONS

### material consumption per m<sup>2</sup>

Expected lifespan - 10 years



#### **Black Tank Waterproofing**

Materials used:

- 2 layers of 3mm SBS material (floor slab)
- WPM® metal sheet waterstops
- Primer
- 2 layers of 3mm SBS material (wall)

**NET weight: 9.8kg/m<sup>2</sup>**

Expected lifespan up to 50 years



#### **Membrane Waterproofing**

Materials used:

- WFP Pre-Tec
- Köster KSK
- WPM® metal sheet waterstops
- Primer

**NET weight: 2.1kg/m<sup>2</sup>**

Expected lifespan up to 100 years



#### **Integral i.e. White Tank Waterproofing**

Materials used:

- Crystalline admixture 3kg/m<sup>3</sup>
- WPM® metal sheet waterstops
- WPM® Crack Inducing waterstops

**NET weight: 1.05kg/m<sup>2</sup>**

- Crystalline admixture 1kg/m<sup>3</sup>
- WPM® metal sheet waterstops
- WPM® Crack Inducing waterstops

**NET weight: 0.48 kg/m<sup>2</sup>**

Over the fourteen years that Primostar has been selling the white tank solution, the production, installation, and use of traditional waterproofing materials and other related materials have been reduced by approximately 6-7 million kg. An estimated 97% of the savings have come from the Estonian market, and 3% from Latvia and Lithuania.

When it comes to saving the environment and other resources, the lifespan of the structure is also an important factor. Once a building is completed, the solutions used must last for decades. The crystalline admixture improves the technical properties of concrete and thus makes the solution maintenance-free in the future. Concrete repairs itself when needed, whether it is 5 or 50 years later. The maintenance is already embedded in the concrete, its activity does not disappear, and the concrete can activate the crystals as long as it exists – the activation of the admixture significantly slows down the impact of the external environment on the concrete.

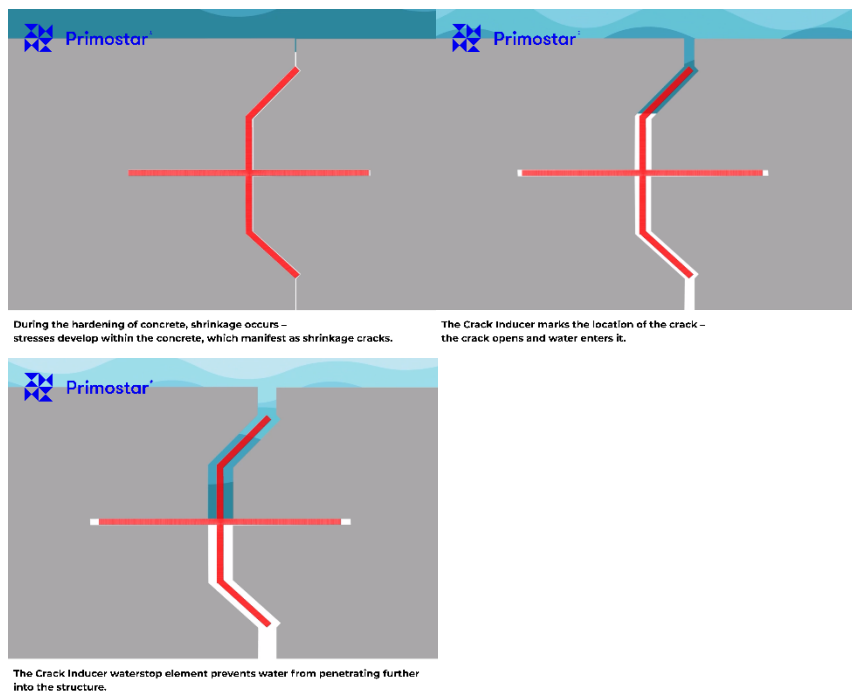
#### **5.1.2 Primostar keeps itself informed of and contributes to innovation in the world through its innovative spirit and continuous development activities**

Primostar is a pioneer whose distinctive competence is controlling the formation of concrete cracks.

Since 2009 Primostar has used crystalline admixture for solving problems related to shrinkage cracks. Specifically, the crystalline admixture can seal cracks up to 0.4 mm, which would theoretically be a suitable solution for repairing cracks in reinforced concrete structures specified to have cracks in the range of 0.2-

0.3 mm. However, in practice, it has been found that wider cracks can form in concrete under certain conditions, which the crystalline admixture cannot seal. Additionally, since the crystalline admixture requires time to seal the crack, at least 30 days, it does not work for dynamic cracks that occur, for example, due to alternating loads on a concrete floor slab (such as in an underground parking garage with moving vehicles). To address this issue Primostar developed crack inducing WPM® profile, which directs the formation of concrete cracks to desired locations. This makes construction faster and more convenient, as shrinkage cracks no longer form randomly. The crack is immediately waterproof and does not require later covering. As a result, concrete can be poured faster and in larger sections, with the crack formation locations predetermined using dowel-shaped metal elements. The metal element embedded in the crack bonds with the concrete, blocking water from penetrating through the crack and preventing water from passing through the structure.

The following images illustrate the working principle of the crack inducer:



The patent for the crack inducer WPM® developed by Primostar, is registered in Estonia and in the USA. The Ministry of Economy of the United Arab Emirates has decided to issue a patent. Additionally, the patent issuance process is ongoing with both the European Patent Office and the Ukrainian Patent Office. Since 2018, TalTech has been regularly testing the WPM® elements.



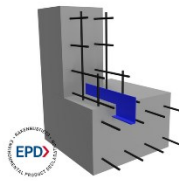
### 3 COMPONENT SOLUTION

to control and waterproof leaking shrinkage cracks!



#### **WPM® Crack Inducing Waterstop**

For controlling and waterproofing concrete shrinkage cracks



#### **WPM® Metal sheet Waterstop**

To waterproof construction joints up to 2.4 bar positive



#### **Crystalline admixture**

Gives concrete **"self-healing"** ability for cracks up to 0.4 mm.

At the moment Primostar is developing an advanced version of the WPM profiles 3D calculator, which allows the client to input the entire underground monolithic reinforced concrete structure into the calculator and configure the required quantity and placement of WPM® profiles in the structure. Additionally, pipes, elevator shafts, pump stations, etc., can be added to the 3D calculator. The calculator helps prevent potential installation errors and ensures the correct placement of various waterproofing products.

Sustainability and environmental awareness are becoming increasingly important in the construction sector every year. Consequently, in 2023, Primostar began applying for Environmental Product Declarations (EPD) for its WPM® profiles. In March 2024, the research results were received, and EPD certificate no. RTS\_283\_24 was issued, which is valid until 13 March 2029.

Primostar helps to achieve ESG goals like reducing carbon footprint, greenhouse gases, waste generation from construction activities, and increasing energy efficiency, by simplifying the process and reducing material usage in the process of waterproofing underground reinforced concrete structures.

With the acquired knowledge, Primostar's team has learned to analyse underground reinforced concrete structures in a way that allows them to choose the most optimal waterproofing solution for any structure.

With a comprehensive, environmentally and resource-saving approach, Primostar has helped general contractors and other clients across the Baltics save both time and money.

## **5.2 Primostar's primary milestones**

- 2000 – Primostar OÜ was founded
- 2009 – we started offering white-tank solution
- 2011 – first large scale project with white-tank solution (Eesti Energia Oil Plant)
- 2018 – Primostar Tootmine OÜ was established
- 2018 – opened office in Lithuania
- 2020 – opened office in Latvia
- 2020 – joining with Estonian Concrete Association
- 2022 – first project in Ukraine

- 2023 – first project in Turkey
- 2024 – acquired a subsidiary in Sweden

### 5.3 Primostar's products and services

Primostar is a company engaged in the development and wholesale of construction materials. The product range in Estonia includes high-quality brands from Estonia, Germany, and Belgium. Trademarks are WPM®, Sika, Köster, Kraso, WFP, BeSealed and Schomburg. In Latvia and Lithuania we have WPM, Sika, BeSealed, Kraso, WFP trademarks.

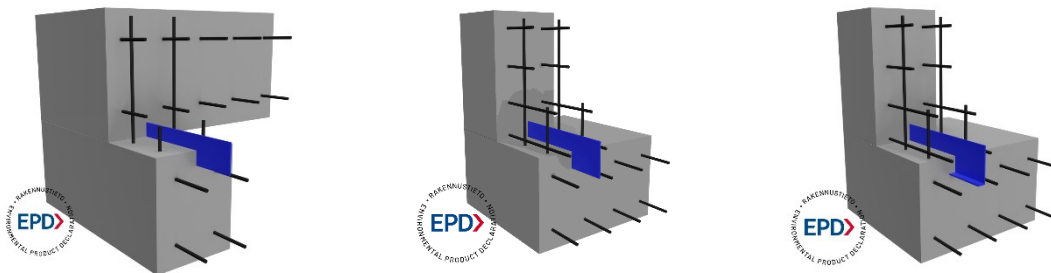
In 2018 we created a trademark WPM®, whose main field of activity became the production of waterproofing materials for construction joints and controlled shrinkage cracks in concrete structures, from which Primostar Tootmine OÜ developed. Initially, we started production with simpler profiles, but a year later we launched a new crack inducer profile, which is patented in the USA and Estonia, has a decision to grant a patent in the United Arab Emirates, and is still pending patents in Ukraine and the European Union.

With the patented product, we have created a solution where we use the reinforced concrete structure itself as a water barrier and a crack, that is instantly watertight, while maintaining the structural strength.

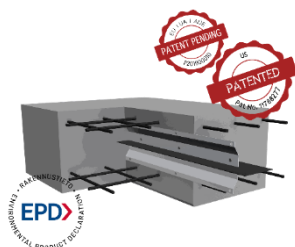
Primostar offers installation of products and materials, as well as other waterproofing works as needed. We always offer our materials with consultation and installation instructions.

The main products in the white tank solution include:

- WPM® Metal Sheet Waterstop 80R / 125R / 125L;



- WPM® Crack Inducing Waterstop;



- Crystalline admixture for waterproofing concrete.

Primostar primarily operates in the following construction fields:

- Foundation waterproofing  
Waterproof membranes and coating solutions for both negative and positive water pressure. Materials for basement renovation.
- Flat roofs  
Systems made of ecological and durable TPO roll material for flat roofs, including necessary accessories. Flexible coating roof coverings.
- Watertight concrete structures  
Crystalline admixture for watertight concrete. Solutions for construction joints and expansion joints, penetrations, and pipe seals.
- Pools and wet rooms  
Waterproofing solutions for structures with both high and low water loads. Waterproof coatings and joint tapes.
- Floor protection  
Epoxy floor coatings and protective coatings. Polyurethane surface coatings for floors with various chemical loads. Profiles for joint protection.
- Tile adhesives  
Materials for tiling work both indoors and outdoors, including primers, levelling compounds, tile adhesives, and grouts.
- Civil engineering structures  
Waterproofing for tanks and reservoirs in various environmental conditions. Waterproofing and joint solutions for bridges and roads.
- Concrete repair and injection  
Compounds for concrete repair, protection, and leak stopping. A wide range of injection hoses and injection resins.

Primostar mainly operates through three subsidiaries – OÜ Primostar, Primostar Tootmine OÜ and Primostar Group AB.

OÜ Primostar is primarily a sales-focused company that purchases goods and resells them to its clients. 95% of the goods go directly to the Estonian market, and we occasionally use intermediaries (Hüdrotehnika OÜ, Hals Trading, Bauhof Group AS etc) for about 5% of the sales. In the Latvian and Lithuanian markets, sales have so far been directly to the client.

OÜ Primostar's major suppliers of construction materials are:

- Primostar's other subsidiary Primostar Tootmine OÜ
- WFP GmbH
- Köster Bauchemie AG
- Modernus Beton MB
- BeSealed Ltd
- KRASO GmbH&Co.KG
- Schomburg Baltic UAB
- Elvento OÜ
- Fibrotermica Hungary Kft

- B&W Asia Ltd
- Tradecc NV/SA
- Sika etc.

Primostar Tootmine OÜ consolidates production and development activities of the Group. The raw materials needed for production are mainly purchased from the Estonian market. Most of the production takes place within the company at the Primostar Tootmine OÜ factory, but subcontractors are still used to a small extent.

Primostar Tootmine OÜ's major suppliers are:

- Raintar Tootmine OÜ
- Erich Ehitus OÜ
- Baltic Bolt OÜ etc.

Primostar Group AB is a company focused on the Swedish market, through which the Group conducts its business activities in Sweden.

## 5.4 Markets and competition

Primostar's home market is Estonia, additionally activities are conducted in Latvia, Lithuania and since 2024 in Sweden, where we have established Groups subsidiaries. In addition to mentioned markets Primostar has finished projects and sold products in Ukraine, Finland and Turkey, however we have not established a company there – the sales and offering of services is done through Group's Estonian companies. Primostar has also started scouting for projects in Canada and Finland.

The distribution of the client portfolio by sales turnover over the past two years (OÜ Primostar):

	<b>Estonia</b>	<b>Latvia</b>	<b>Lithuania</b>
<b>2023</b>	84%	12%	4%
<b>2024</b>	87%	11%	2%

Primostar has for over 20 years specialized in the waterproofing of underground reinforced concrete structures, offering sustainable solutions that extend the lifespan of concrete buildings and reduce operational costs. Our solutions are made with weather-resistant materials that ensure the waterproofing of structures and minimize environmental impact.

Many of our competitors, such as KÖSTER BAUCHEMIE AG and Sika AG, are also committed to developing environmentally friendly products. KÖSTER BAUCHEMIE AG uses modern raw materials and production technologies, resulting in most of their materials being solvent-free and designed to minimize environmental impact and protect user health. Sika AG invests in people and nature, as well as throughout their product value chain, to ensure a good quality of life for future generations.

Primostar stands out from its competitors with its long-term experience and specialization in the field of waterproofing underground reinforced concrete structures. Our sustainable solutions have proven themselves in Estonia for over 10 years, offering weather-resistant materials that extend the lifespan of concrete buildings and reduce operational costs. Additionally, we hold a patent for the innovative WPM® crack inducer profile, specifically designed to control and waterproof shrinkage cracks while maintaining the strength of the structure. This experience, specialization, and patented technology give us a competitive edge, allowing us to offer customized solutions that meet the needs of local markets and ensure high quality and environmental sustainability.

## **5.5 Future plans**

### **5.5.1 Trends for the next three years**

#### **Vision and strategic objectives**

Primostar Group AS has set itself and objective to be a leader in its field, providing high-quality and innovative solutions.

Primostar Group AS main trends focus on:

- expansion to new markets (Sweden, Finland, Poland)
- development of internal processes and quality
- digitalisation and innovation
- deepening strong market position and customer relationships

We are always up to date with developments on the construction site and ideally anticipate our customers' needs, providing them with the best solutions early on.

#### **Year 1 – Strengthening the organisation and taking the first step to expand into new markets**

Focus: Efficiency, quality, and preparation for international expansion.

Anticipating construction site needs:

- Developing systems and solutions to provide real-time support to clients.
- Enhancing monitoring and analytics tools for construction sites.

Improving work processes and quality:

- Introducing a new calculator that simplifies clients' work, allowing our materials to be easily and accurately integrated into projects. Additionally, this reduces the risk of errors and speeds up the material ordering process, ensuring smoother and more efficient collaboration.
- Partial reconstruction of the production facility, which, along with the addition of solar panels, helps reduce energy costs and support sustainable production.

Expansion into the Swedish, Finnish, and Polish markets:

- Finding local partners and first clients in these markets.
- Participating in international fairs and conferences to raise brand awareness.
- Opening local offices in all the aforementioned countries.
- Signing contracts with key partners and construction companies.

Strengthening client relationships in Estonia:

- Implementing new marketing strategies.
- Deepening cooperation with local partners and developers.

Applying for certifications for WPM profiles:

- Required for many new markets
- Application of CE and ISO 9001 and 14001 certificates

Sustainability implementation:

- Primostar's white bath solution is inherently more environmentally sustainable than the black bath solution, but we are also consistently developing our products and services with sustainability in mind. We anticipate our customers' needs on the decoration site with the aim of reducing the need for rework and thus achieving greater material efficiency.

## **Year 2 – Active expansion and increasing presence in new markets**

Focus: Expanding into new markets (1-2 new markets, for which we regularly scout potentially attractive markets to make a selection) and increasing competitive advantage in existing ones.

Strengthening market position in Sweden, Finland, and Poland:

- Signing contracts with key partners and construction companies.
- Increasing team and logistics capabilities to operate smoothly outside Estonia.

Adapting product and service portfolio to new markets:

- Market analyses to offer solutions that meet the needs of local clients.
- Innovation projects to differentiate from competitors.

Expanding client base and collaboration projects:

- Forming strategic alliances with major players in the Scandinavian and Baltic regions.
- Digital marketing and advertising campaigns to increase brand awareness.

Strong position on construction sites:

- Real-time data analysis to provide immediate support to construction sites.
- Proactive approach – we are always one step ahead of what is happening on site!

Sustainability implementation:

- When developing new products and services, an important aspect of our approach is to apply the principles of material efficiency to make our products inherently more environmentally sustainable.

## **Year 3 – Securing leadership and further expansion**

Focus: Ensuring growth, achieving market leader position in key markets, and new investments.

Strengthening position in Sweden, Finland, Poland, the Baltics, and new emerging markets:

- Expanding operational capabilities in each country, optimizing the logistics network.
- Strong client base and long-term contracts to ensure stable growth.

Investments and new expansion opportunities:

- Analyzing the possibility of entering other markets.

- Continuing to provide real-time support on construction sites to always be one step ahead of client concerns.

Strengthening brand and company reputation:

- Long-term partnerships with major construction companies.
- Continuing active marketing activities to increase reliability and brand value.

Sustainability implementation:

- We will continue to implement environmentally friendly solutions and, in the development of innovative solutions, we attach importance to their environmental performance.

In summary, as a result of implementing the above action plan, Primostar Group AS will gradually become an international market leader, expanding its reach every year:

Year 1: Initial steps and analysis (opportunities in the Swedish, Finnish, and Polish markets).

Year 2: Active expansion and increasing presence in new markets.

Year 3: Securing a leading position and exploring new expansion opportunities.

## 5.5.2 Financial projections

Primostar Group AS consolidated growth prognosis for the next three years is following:

	2025	2026	2027
Sales revenue (EUR)	2,500,000 – 3,000,000	3,500,000 – 4,000,000	4,400,000 – 5,000,000
Profit/ loss (EUR)	-250,000	0	300,000

Primostar's financial projections focus on profitable growth, investment optimisation and international expansion, ensuring stable cash flow and sustainability. The forecasts are based on realistic market analyses, expected sales growth and efficiency gains through innovation and digitalisation.

The above growth projections are supported by strategic expansion into new markets, notably Sweden, Finland and Poland, where the potential for white-tank technology and specialised waterproofing solutions is seen as significant. These steps will allow Primostar to diversify its customer base, reduce dependence on the domestic market and increase turnover through large-scale international projects.

An important competitive advantage in the Scandinavian and Central European markets is provided to Primostar by the CE marking and ISO 9001 and ISO 14001 management system certificates. Their presence demonstrates the compliance of Primostar's products and services with international quality and environmental management standards. This is a prerequisite in many target markets, especially in Sweden and Finland, for participating in major tenders and collaboration projects, and it builds trust among both general contractors and developers.

Additionally, Primostar has decided to increase its environmental friendliness and energy efficiency by upgrading the production facility and installing solar panels. The investment in solar panels will cover a significant portion of the company's energy needs with renewable energy, thereby reducing long-term energy costs and mitigating risks associated with energy price fluctuations. This step also supports the company's ISO 14001 environmental management principles and strengthens Primostar's image as a responsible and green company, which is an increasingly important value for clients in Scandinavia and Europe.

Improving and upgrading the energy efficiency of the production facility will also help reduce building maintenance costs and extend its lifecycle. Improved working conditions will increase employee satisfaction and productivity, which in turn supports overall efficiency growth. Such investments increase Primostar's value not only from an environmental perspective but also financially, contributing to maintaining stable cash flow and increasing profitability.

In managing cash flows, the focus is on maintaining financial stability, ensuring the ability to make long-term strategic investments without additional burden. The company plans to use part of the earned profit for research and development to bring new, innovative solutions to the market that will support Primostar's competitive advantage in the future.

Thanks to strong partnerships, a flexible business model, and a focus on quality, Primostar is well-positioned to achieve its financial goals and provide stable value to both clients and partners.

## **5.6 Material contracts**

Primostar's companies have signed various financing agreements in the past to finance their activities. As of the Information Document Date, the most significant of these are as follows:

1. OÜ Primostar's investment loan contract with a term until 7 May 2029, loan amount EUR 75,000 and a yearly rate of 3.5% + 6 month EURIBOR. The loan is secured by a mortgage. As of 31 March 2025, the loan balance is EUR 64,157.
2. OÜ Primostar's an overdraft facility agreement maturing on 31 May 2025 for a total amount of EUR 50,000 to be drawn down, with an annual interest rate of 4.5% + 6 months EURIBOR and a commitment fee of 2%. The loan is secured by a mortgage. The overdraft facility has been drawn down to the amount of EUR 37,270 as of 31 March 2025
3. OÜ Primostar's off-balance sheet product limit agreement, which allows OÜ Primostar to order guarantees and letters of credit with a maximum term of up to 36 months if necessary. The usable limit, within which OÜ Primostar can use off-balance sheet products under the agreement, is EUR 20,000, with the final usage date being 31 May 2025. A risk fee of 2.3% per annum is payable for each product from issuance until expiration. A mortgage has been set to secure the agreement, and OÜ Primostar assigns the bank the right to all documents and goods presented to the bank or its agent(s) under all letters of credit. As of 31 March 2025, OÜ Primostar has used the guarantee limit to the extent of EUR 0. However, on 30 May 2023 one guarantee has been issued in the amount of EUR 2,278.09 with an expiration date of 30 May 2026.


## **5.7 Important assets**

Since Primostar is involved in both the development of new innovative construction solutions and the production of construction tools, the intellectual property owned by Primostar Group is an important asset on one hand, and on the other hand, the material assets, mainly in the form of production equipment and facilities, are significant.



### 5.7.1 Intellectual property

As of 23 August 2023, the European Union Intellectual Property Office (EUIPO) has entered in the European Union Register of Trade Marks in Classes 6, 17, 19, 35, 37 and 42 the word mark "PRIMOSTAR". The registration certificate number is 018846932. Owner of the trademark is OÜ Primostar.

As of 29 April 2024, the EUIPO has entered the figurative mark  in the European Union Trade Marks Register in Classes 6 and 19. The registration certificate number is 018613023. Owner of the trademark is Primostar Tootmine OÜ.

In addition to trademarks Primostar has developed a crack inducer that creates controlled cracks in concrete, protected by a patent in the USA (patent number: US 11,788,277 B2; patent date: 17 October 2023) and Estonia (registration number: 05873; patent date: 16 September 2024). Owner of the patents is Primostar Tootmine OÜ.

Additionally, Primostar Tootmine OÜ has initiated procedures to obtain patent protection in the following countries and regions:

- Across the European Union – the application was submitted to the European Patent Office (EPO) on 23 January 2020, and published in the European Patent Register on 8 October 2020. It is available here: <https://register.epo.org/application?number=EP20703517>;
- In Ukraine – the application was submitted to the Ukrainian Intellectual Property Office on 20 January 2021;
- In the United Arab Emirates – the application was submitted on 5 October 2021, and a decision to grant the patent has been received, but as of the Information Document Date, the patent has not yet been issued.

### 5.7.2 Tangible assets

Primostar's main significant tangible asset belongs to Primostar Tootmine OÜ and consists of various production equipment necessary for manufacturing concrete construction joints, controlled crack inducers, and waterproofing materials of varying complexity. The total acquisition cost of the main equipment is approximately EUR 164,000, and the residual value as of 31 March 2025, is approximately EUR 145,000. Additionally, Primostar Tootmine OÜ owns a production building in Loksa, where most of Primostar Group's production activities take place. The balance sheet value of the production building, including the land under the building, is EUR 247,000.

## 5.8 Proceedings

Primostar Group's companies are not currently involved in any legal, tax or other disputes, and have not been involved in any legal, tax or other disputes in the previous reporting periods covered by this information document except for a claim submitted to Latvian courts by Primostar SIA with regard to unpaid contractual fees against a client in the sum of EUR 14,018.75. There are no bankruptcy, insolvency or insolvency proceedings filed against any of Primostar Group's members.

## 5.9 Past investments, fundraising and grants

The issuer has not previously raised funds or received grants. No company within the Primostar Group has previously offered securities publicly.

OÜ Primostar has received state aid in the form of de minimis aid to support its activities, including training grants and entrepreneurship awareness development grants, totaling approximately EUR 60,000 since 2019, which has been fully disbursed as of the Information Document Date.

Primostar Tootmine OÜ has received state aid in the form of de minimis aid to support its activities, including LEADER project support (for water-cooled spot welding equipment, e-commerce software solution), training grants, innovation and development voucher support (crack inducer patent), and entrepreneurship awareness development grants, totalling EUR 147,021 since 2019, of which approximately EUR 108,000 has been disbursed as of the Information Document Date.

As of the Information Document Date, Primostar Tootmine OÜ has an ongoing project involving investments in equipment and application software to ensure sustainable growth in production and sales volumes. The project includes investments in a WPM profile calculator, bending machine, cutting machine, spot welding equipment, and its water-cooling system. The project has received support from the LEADER project support measure managed by the Agricultural Registers and Information Board, totalling up to EUR 74,088.00. The deadline for project implementation and its purposeful use was June 1, 2024. Primostar Tootmine OÜ requested an extension for the project. The delay in project implementation was due to the start of the war in Ukraine, as the offers taken for the project were no longer valid, and metal prices only stabilised in 2024 at a level that allowed the project to continue further, after which the corresponding orders were made and the project continued.

## 5.10 Issuers securities

The Issuer has before the Offering issued a total of 1,950,000 Shares, with a nominal value of EUR 0.5, ISIN code EE3100152224. All Issuer Shares are of the same class. The Issuers share capital is EUR 975,000 and it is fully paid up. Apart from the Shares, the Issuer has not issued any other securities.

The Issuer has not established a dividend policy and plans to reinvest any potential profits into the company in the near future, so there are no plans to pay dividends to shareholders in the near term. The Offer Shares entitle the holders to receive dividends, which will be decided and paid for the financial year starting 1 January 2025, and subsequent financial years (if decided to be paid).

The members of the Issuer's management body have service agreements, according to which the members of the Issuer's management board are entitled to remuneration as determined by the management board. The remuneration procedure and amount for the management board are established by the Issuer's supervisory board. The remuneration amount and procedure for the supervisory board members are established by the Issuer's general meeting. As of the Information Document Date, no remuneration has been established for the supervisory board members. In addition to the above and options (as described below in Section **Error! Reference source not found. „Error! Reference source not found.“**), no additional fees or benefits are provided for the members of the Issuer's management board or supervisory board. The remuneration procedure and rates for the Issuer's employees are determined by the management board based on objective criteria such as market conditions, the volume, and complexity of the tasks.

The Issuer has one shareholder, who holds 100% of the Issuers issued Shares. The Issuers sole shareholder is Uusalu Investments Holding OÜ (registry code: 17016583), whose sole shareholder and member of the management board is Indrek Uusalu.

### **5.11 The Issuer's option program**

Primostar has established an option program to motivate its managing members and employees to contribute to Primostar's growth. Primostar's objective is to give members of the managing bodies and employees to be a part of Primostar's success.

On 10 March 2025, the Issuer's sole shareholder adopted a resolution establishing an option scheme for members of the management bodies and employees of the Issuer. The main terms of the stock option plan are as follows:

- amount of the option program is up to 5% of the Issuers share capital;
- the vesting period of the option shares is 4 years from the date of conclusion of the option contract;
- the exercise price of the options is the nominal value of the share, EUR 0.5 per share;
- the beneficiaries and the number of shares to be granted are determined by the supervisory board of the Issuer;
- option contracts shall be entered into by the management board of the Issuer under the conditions set out above, whereby, in addition to the foregoing, the management board may determine further contractual terms and conditions.

As of the Information Document Date option contracts with existing employees and management board members, amounting to a total of 39,690 Shares. In addition, the Issuer's sole shareholder adopted a resolution to enter into option agreements with members of the Issuer's supervisory board under the same share option program. Each member of the supervisory board has concluded an option contract for 1,880 Shares, which is a total of 7,520 Shares.

## **6. FINANCIAL DATA**

### **6.1 General Data**

Since Primostar Group AS is a holding company of the Group established in 2024, with no independent business activities or operational history, the key financial indicators from the 2023 audited and 2024 unaudited annual reports of the Group's two subsidiaries, Primostar Tootmine OÜ and OÜ Primostar, where the Group's business activities took place, are presented below. For clarity, since Primostar Tootmine OÜ's financial year lasted from April 1 to March 31 until March 18, 2024, references to Primostar Tootmine OÜ's 2024 annual report in this information document refer to the period from 01.04.2023 to 31.03.2024. From 18 March 2024, Primostar Tootmine OÜ's financial year is aligned with the calendar year.

Additionally, the key financial indicators from Primostar's consolidated 2024 audited annual report are presented. All financial statements are prepared in accordance with the Estonian financial reporting standard. The requirements of the Estonian financial reporting standard are established by the Accounting Act, supplemented by guidelines issued by the Accounting Standard Board. The profit and loss statement scheme 1, provided in Annex 2 of the Accounting Act, is used for the recognition of revenues, expenses, and profits. The numerical data in the financial statements are presented in euros. The Issuer publishes annual reports once a year and, starting from the first half of 2025, semi-annual reports twice a year, provided that the Offering is successful, and the Shares are admitted to trading on the Exchange's First North multilateral trading facility. Annual reports are audited, but semi-annual reports are not subject to auditing.

The audited financial statements of OÜ Primostar and Primostar Tootmine OÜ for the financial year 2023, along with the auditor's opinion, and the unaudited financial statements of OÜ Primostar and Primostar Tootmine OÜ for the financial year 2024, and the audited consolidated financial statements for the financial year 2024, along with the auditor's opinion, of Primostar Group AS are provided in the Annex 2 and available on the Issuer's website: <https://www.primostar.eu/investors-page>.

As of the Information Document Date, the Issuer confirms that it has sufficient working capital to continue in business for at least 12 months after the closing of the Offering.

## 6.2 OÜ Primostar key financial data

### 6.2.1 Balance sheet

(EUR)	31.03.2025	31.12.2024	31.12.2023
Assets			
Current assets	580,027	629,289	623,710
Fixed assets	173,989	179,323	148,471
<b>Total assets</b>	<b>754,016</b>	<b>808,612</b>	<b>772,181</b>
Liabilities and equity			
Liabilities			
Short-term liabilities	140,536	156,866	198,732
Long-term liabilities	78,366	78,366	11,880
<b>Total liabilities</b>	<b>218,902</b>	<b>235,232</b>	<b>210,612</b>
Equity			
Share capital at nominal value	5,112	5,112	5,113
Mandatory reserves	511	511	511
Profit (-loss) from previous period	567,757	555,945	616,905
Profit (-loss) for the financial year	-38,266	11,812	-60,960
<b>Total equity</b>	<b>535,114</b>	<b>573,380</b>	<b>561,569</b>
<b>Total liabilities and equity</b>	<b>754,016</b>	<b>808,612</b>	<b>772,181</b>

### 6.2.2 Income statement

(EUR)	01.01.2025- 31.03.2025	01.01.2024- 31.12.2024	01.01.2023- 31.12.2023
<b>Sales revenue</b>	<b>202,183</b>	<b>1,422,974</b>	<b>1,083,877</b>
Other commercial revenue	0	0	1,000
Goods, raw materials, supplies and services	-130,686	-952,015	-692,361
Miscellaneous operating expenses	-61,657	-257,392	-213,564
Labor costs	-39,192	-163,909	-153,624
Depreciation of fixed assets	-5,334	-16,535	-170,410
Significant write-downs of current assets	n/a	-13,193	-4,665
Other operating expenses	-1,220	-884	-1,128
<b>Profit (-loss)</b>	<b>-35,907</b>	<b>19,046</b>	<b>2,125</b>
Losses from subsidiaries	n/a	0	0
Interests	1	0	1,235
Interest costs	-2,360	-7,234	-2,295
<b>Profit (-loss) of the financial years</b>	<b>-38,266</b>	<b>11,812</b>	<b>1,065</b>

### 6.3 Primostar Tootmine OÜ key financial data

#### 6.3.1 Balance sheet

(EUR)	31.03.2025	31.12.2024	31.03.2024
Assets			
Current Assets	92,620	141,236	218,946
Fixed Assets	204,721	177,802	25,806
<b>Total assets</b>	<b>297,341</b>	<b>319,038</b>	<b>244,752</b>
Liabilities and equity			
Liabilities			
Short-term liabilities	67,380	102,326	112,411
Long-term liabilities	114,673	114,673	31,000
<b>Total liabilities</b>	<b>180,053</b>	<b>216,999</b>	<b>143,411</b>
Equity			
Share capital at nominal value	2,500	2,500	2,500
Profit (-loss) from previous period	99,539	98,841	82,197
Profit (-loss) for the financial year	13,249	698	16,644
<b>Total equity</b>	<b>115,288</b>	<b>102,039</b>	<b>101,341</b>
<b>Total liabilities and equity</b>	<b>297,341</b>	<b>319,038</b>	<b>244,752</b>

#### 6.3.2 Income statement

(EUR)	01.01.2025- 31.03.2025	01.04.2023- 31.03.2024
<b>Sales revenue</b>	<b>31,416</b>	<b>244,190</b>
Other commercial revenue	50,474	3,800
Change in inventories of finished goods and work in progress	7,294	13,091
Goods, raw materials, supplies and services	-16,176	-61,633
Miscellaneous operating expenses	-11,543	-28,023
Labor costs	-42,455	-144,385
Depreciation of fixed assets	-5,165	-5,712
Other operating expenses	0	-1,203
<b>Profit (-loss)</b>	<b>13,846</b>	<b>20,125</b>
Interest costs	-597	-3,481
<b>Profit (-loss) of the financial years</b>	<b>13,249</b>	<b>16,644</b>

## 6.4 Primostar's 2024 key financial data

### 6.4.1 Balance sheet

(EUR)	31.03.2025 <sup>2</sup>	31.12.2024 <sup>3</sup>
<b>Assets</b>		
Current assets	197,660	693,150
Fixed assets	1,969,743	364,903
<b>Total assets</b>	<b>2,167,403</b>	<b>1,058,053</b>
<b>Liabilities and equity</b>		
<b>Liabilities</b>		
Short term liabilities	56,755	2,198,174
Long term liabilities	53,500	194,639
<b>Total liabilities</b>	<b>110,255</b>	<b>2,392,813</b>
<b>Equity</b>		
Share capital at nominal value	975,000	25,000
Mandatory reserves	0	-1,360,441
Profit (-loss) for the financial year	191,861	-43,770
<b>Total equity attributable to equity shareholders of the parent company</b>	<b>2,057,148</b>	<b>-1,379,211</b>
Minority shareholder	0	44,451
<b>Total equity</b>	<b>2,057,216</b>	<b>-1,334,760</b>
<b>Total liabilities and equity</b>	<b>2,167,403</b>	<b>1,058,053</b>

As at the date of 31 December 2024, Primostar's share capital does not comply with the requirements of the Commercial Code, which require total equity to be at least half of the registered share capital. The shareholder has decided to increase its share capital by EUR 1 900 000 in December 2024 (EUR 950 000 share capital and EUR 950 000 share premium). Application to amend the share capital in the commercial register was filed on 8 January 2025 and the amendment enforced on 15 January 2025. As of the Information Document Date Primostar's share capital is EUR 975,000 and share premium EUR 950,000.

### 6.4.2 Income statement

(EUR)	01.01.2025- 31.03.2025	27.08.2024- 01.12.2024
<b>Sales revenue</b>	<b>3,000</b>	<b>52,019</b>
Goods, raw materials, supplies and services	-3,067	-21,083
Miscellaneous operating expenses	-5,930	-72,743

<sup>2</sup> The Issuer's unconsolidated numbers.

<sup>3</sup> The Group's consolidated numbers.

Labor costs	0	-1,769
Depreciation of fixed assets	0	-194
<b>Profit (-loss)</b>	<b>-5,997</b>	<b>-43,770</b>
<b>Profit (-loss) of the financial years</b>	<b>191,929</b>	<b>-43,770</b>
Shareholders of the parent company part of the profit (loss)	0	-43,770
Minority shareholders part of the profit (loss)	0	1,905

The numbers from until 31.12.2024 are consolidated and the numbers until 31.03.2025 are unconsolidated.

#### 6.4.3 Alternative performance indicators

<b>Indicator</b>	<b>31.12.2024</b>
Sales revenue	52 019
	-84,1%
Gross margin ratio (operating profit / Sales * 100)	
Net profit	-43 770
Net profit margin (net profit / sales * 100)	-84,1%
Current liabilities coverage ratio (current assets / current liabilities)	0,32
ROA (net profit / assets * 100)	-4,1%
ROE (net profit / equity * 100)	-3,28%
Solvency ratio (cash + accounts receivable / current liabilities)	0,15
Cash ratio (cash + marketable securities / current liabilities)	0,05



## **7. TEAM**

### **7.1 Management bodies**

The management structure of Primostar is two-tiered. The management board is responsible for the day-to-day operations and management of Primostar and has the right to represent Primostar under the law and the articles of association. Primostar's management board has one member

Primostar's supervisory board is responsible for the strategic planning of the Primostar's business and oversees the activities of the management board. Primostar's supervisory board has four members. The activities of the supervisory board are led by the chairman of the supervisory board. In the event of a tie in the votes of the supervisory board members, the chairman's vote is decisive according to the Primostar's articles of association.

Primostar's highest managing body is the general meeting of shareholders. Shareholders can participate in the management of Primostar through a general meeting of shareholders, which is competent to decide on certain important corporative issues, such as: amend the articles of association; increase and reduce share capital; issue of convertible bonds; elect and remove members of the supervisory board; elect an auditor; designate a special audit; approve the annual report and distribute profit; decide on dissolution, merger, division or transformation of Primostar; decide on conclusion and terms and conditions of transactions with the members of the supervisory board, decide on the conduct of legal disputes with the members of the management board or supervisory Board, and appointment of the representative of Primostar in such transactions and disputes; decide on other matters prescribed by law or Primostar's articles of association

### **7.2 Management board**

As of the Information Document Date, Primostar's management board has one member, Indrek Uusalu, who is born in 1976. Indrek joined Primostar Group in 2002 having previously worked as a site manager at RAS Tallinn Road Administration, Lemminkäinen in Estonia, and as a project manager in Alstom Power. Additionally, Indrek founded Traveter Group OÜ in 2002, which deals with civil engineering works focusing on waterproofing and repair of concrete structures. Additionally, to being on the management board of Primostar Group companies, Indrek is a member of the management board in ilInvest OÜ, iSecurity Eesti OÜ, iSecurity Finland OÜ, iSecurity OÜ, MHS Investments Holding OÜ, Märjamaa vald, Varbola küla, Varbola keskus 76 korteriühistu, Märjamaa vald, Varbola küla, Varbola keskus 77 korteriühistu, Märjamaa vald, Varbola küla, Varbola keskus 83 korteriühistu, Tallinn, Luha tn 16 korteriühistu, TALVAMER INVEST OÜ, Tammiku Forestry OÜ, TRAVETER EHITUS OÜ, Traveter Grupp OÜ, Traveter Survepuhastus OÜ, OÜ TRAVE TRADE, Triple S OÜ and Uusalu Investments Holding OÜ.

### **7.3 Supervisory board**

As of the Information Document Date, Primostar's supervisory board has four members, Toomas Toompuu (chairman), Andrus Loog, Siiri Tamm and Reimo Tamm.

**Toomas Toompuu** was born in 1980. He graduated from Tallinn University of Technology in 2004 with a degree in building design and construction management. After graduating, Toomas Toompuu worked for over twelve years at Nordecon Betoon as a project manager and member of the board. Since 2013, Toomas has been a member of the board of BauEst OÜ. BauEst is a construction company that performs general contracting, project management, and construction activities in industrial and civil engineering. In addition to his positions as a member of the board of BauEst and a member of the council of Primostar, Toomas is

a member of the board of the associations Šotimaa Sõprade Klubi, Traiver Haldus Osühing, TT & JR OÜ, and TUNGERVAG OÜ, and a member of the supervisory board of OÜ Kuressaare Ehitus.

**Andrus Loog** was born in 1963. He graduated from the Faculty of Medicine at the University of Tartu in 1987 and has been working as a cardiovascular surgeon in various hospitals in Estonia and abroad, including Mustamäe Hospital, Texas Heart Institute, Indiana Ohio Heart, Ida-Viru Central Hospital, Järvamaa Hospital, Narva Hospital, and East Tallinn Central Hospital. In addition to his position as a member of the council of Primostar, Andrus is a member of the board of AS Taastava Kirurgia Kliinik, Eesti Veresoontekirurgide Selts, EESTI ERATERVISHOIUASUTUSTE LIIT, OÜ Joy Pesumaja, and Keila Kooli Sõprade Klubi, and a member of the supervisory board of Biolaborid OÜ, OÜ Cellin Technologies, and Keila Tarbijate Ühistu.

**Siiri Tamm** was born in 1976. She graduated from the Faculty of Economics at Tallinn University of Technology with a degree in business management in 2001. Since 1995, Siiri has been a member of the board of HARVIKER OÜ. HARVIKER OÜ is a company focused on manufacturing children's furniture from birch plywood. In addition to her positions as a member of the board of HARVIKER and a member of the supervisory board of Primostar, Siiri is a member of the board of the Estonian Furniture Manufacturers Association, Hereva OÜ, Naiste Ööde Filmifestival MTÜ, OÜ RONI REM, and SmartPrint OÜ

**Reimo Tamm** was born in 1984. He studied building construction at Tallinn University of Applied Sciences and works in the construction and real estate development sector. Since 2012, Reimo has been a member of the board of the construction company Remart Ehitus OÜ. The main activity of Remart Ehitus is general contracting, but they also carry out design work through partners to provide a comprehensive service. In addition to his positions as a member of the board of Remart Ehitus OÜ and a member of the supervisory board of Primostar, Reimo is a member of the board of Bonderon OÜ, MAESTRO DE OBRAS OÜ, Melorell Kinnisvara OÜ, REMART KINNISVARA OÜ, and RETAM INVEST OÜ.

#### 7.4 Team

In addition to the members of the board and the supervisory board, Primostar's associations have a strong and experienced team. Primostar's key employees are:

**Maret Ülenõmm** – Maret is a member of the board of OÜ Primostar and Primostar Tootmine OÜ. She is responsible for organizing and managing the daily operations of the associations, handling documentation, including the preparation of accounting documents, drafting and reviewing contracts, and managing personnel. Additionally, Maret is involved in cash flow analysis and payment-related activities.

**Kaarel Kiisler** – Sales Engineer / Purchasing Manager / Technical Consulting. Kaarel's main activities include maintaining information materials for new and existing products, executing purchase orders for goods, searching for new potential suppliers, providing technical consulting on products, including technical support for the sales team, and managing the export and transportation of goods to subsidiaries.

**Kristen Lind** – Project (Sales) Manager. Kristen's main activities include project-based sales of goods in Estonia, technical consulting, preparing offers, organizing the dispatch and transportation of goods, and, if necessary, arranging installation.

**Siim Pajuri** – Production Manager. Siim's main activities include planning, managing, and executing production at Primostar Tootmine OÜ, including assessing material inventory levels and placing purchase orders.

## **7.5 Confirmation**

To the best of the Issuer's knowledge, none of the members of the management board, the supervisory board, or the key executives of the Primostar Group has been punished pursuant to criminal procedure or sentenced for fraud or swindling during the preceding five years. Furthermore, to the best of the management board's knowledge, no management board or supervisory board member, nor any key employee, has been a member of the managing body of any legal person during the previous five years at the time of the initiation of bankruptcy, reorganisation, or liquidation proceedings, except for Kristen Lind, who was previously a member of the board of his own company Dr. Lind OÜ, where he has been acting as a liquidator since 12 March 2021, when the sole shareholder decided to terminate the company's activities. The Issuer warrants that neither Primostar nor any of the Primostar Group's companies currently have, nor have had during the reporting periods covered in the Information Document, any ongoing or past legal proceedings, tax disputes, or other disputes. No bankruptcy petitions have been filed against any of the Group's companies, nor have any bankruptcy proceedings been initiated. The Issuer confirms that, to the best of its knowledge, the information contained in the Information Document is true and that no facts have been omitted that could affect the content of the Information Document.

## **7.6 Auditor**

Primostar's auditor is Sirius Audit OÜ (registration code: 17011255). Sirius Audit OÜ is a member of the Estonian Auditors' Association, license number 306. The financial statements of OÜ Primostar and Primostar Tootmine OÜ for the financial year 2023, and Primostar's financial statements for the financial year 2024, attached to the Information Document, have been audited by Sirius Audit OÜ, with the lead auditor being Kadri Koop, certified auditor number 700.

## **7.7 Persons participating in the Offering**

In addition to Primostar's team, there are advisors related to the organization of the Offering and Primostar's business activities. The total amount of fees payable to them in connection with the organization of the Offer has been included in the costs related to the organization of the Offering (see more details in Section 3 'Purpose of Fundraising and Expected Benefits')." Primostar's legal council is Ellex Raidla Advokaadibüroo (registry code 10344152, <https://ellex.legal/>), whose main field of activity is the practice of lawyers and law firms. The advisor's representative who provides consulting services to the Issuer is Gerli Kivisoo (e-mail [gerli.kivisoo@ellex.legal](mailto:gerli.kivisoo@ellex.legal)). Primostar has entered into a contract of indefinite duration with the certified adviser. As of the Information Document Date the certified adviser nor its representative hold any Shares in Primostar.

## **7.8 Conflict of interests and transactions with related persons**

Primostar has concluded a loan agreement with the sole shareholder Uusalu Investmens Holding OÜ, in which the member of the management board of Primostar holds a 100% stake, with a term until 30.12.2034, a loan amount of EUR 56,500, and an annual interest rate of 7.5%. As of 31 March 2025 the loan balance is EUR 54,500.

The sole shareholder of Primostar has on 7 April 2025 entered into an agreement with Primostar, according to which the shareholder of Primostar undertakes not to sell or otherwise transfer the Shares they own at the time of the agreement for the following 24-month period. For clarity, the loan and repayment transactions of the Shares described in section 4.9 'Settlement of the Offering' of this Information Document are not considered a violation of the transfer restriction.

In addition, the following agreements have been concluded between OÜ Primostar, Primostar Tootmine OÜ and other companies owned by the beneficial owner of Primostar:

- OÜ Primostar purchases mobile communication services and automotive fuels from TALVEMER INVEST OÜ as a service (for the purpose of optimizing bulk purchases and intra-group call costs);
- OÜ Primostar rents warehouse space from TALVAMER INVEST OÜ;
- Primostar Tootmine OÜ purchases mobile communication services and automotive fuels from TALVEMER INVEST OÜ as a service (for the purpose of optimizing bulk purchases and intra-group call costs) and rents warehouse space from TALVAMER INVEST OÜ;

The total cost of the above-mentioned Primostar Group companies' purchases in the second half of 2024 was on average around EUR 2,000 per month

OÜ Primostar sells goods to TRAVETER EHITUS OÜ, who is the largest partner for installation services, to whom project-based prices with discounts, are offered, currently accounts for approximately 20% of Primostar's sales volume. Project-based discount prices are also offered to other clients based on the volume ordered. The main goal of project-based discount sales is to maintain and develop customer and supplier relationships to ensure Primostar's ability and readiness to obtain the necessary raw materials and supplies from suppliers as sales volumes increase.

OÜ Primostar rents office space and part of the expenses are covered by TRAVETER EHITUS OÜ that also uses that space.

To the best of the issuer's knowledge, the persons involved in the Offering have no personal interests that could affect the Offering. To the best of the management's knowledge, there are no conflicts of interest related to the Offering.

## **8. ADDITIONAL INFORMATION**

### **8.1 Following Corporate Governance Recommendations and measures to prevent money laundering and terrorist financing or international sanctions**

Corporate Governance Recommendations do not apply to the Issuer, and therefore the Issuer does not follow Corporate Governance Recommendations.

The Issuer is not an obligated person within the meaning of the Estonian Money Laundering and Terrorist Financing Prevention Act. The Issuer complies with all obligations arising from Estonian, European Union, and international law regarding the prevention of money laundering and terrorist financing and the enforcement of sanctions.

### **8.2 Applicable law**

This Information Document has been prepared in accordance with the laws of the Republic of Estonia and Regulation and is subject to the law of the Republic of Estonia. Disputes arising from or related to this information document shall be resolved in the first instance by Harju County Court.

First North is a multilateral trading facility operated by the Exchange within the meaning of § 3 (3) of the SMA, operated by the Exchange, and is not a regulated market within the meaning of the SMA or other legislation.

### **8.3 Responsible persons**

The Issuer shall be responsible for the information provided in this Information Document and any annexes thereto, for the incomplete provision of material information and for any inconsistencies (if known or should have been known to the Issuer) in the information contained in this Information Document and any annexes there to. The Issuer hereby confirms that to the best of its knowledge, the information contained in this Information Document is in accordance with the facts and contains no omission likely to affect the content of this Information Document.

The Issuer is responsible for the correctness and accuracy of the information contained in this Information Document as of the Information Document Date.

### **8.4 Definitions and rounding**

The capitalised terms in this Information Document carry the meanings defined in Section **Error! Reference source not found.** or elsewhere in this Information Document.

The numerical and quantitative values contained in this Information Document (e.g., monetary values, percentages, etc.) have been given with a degree of precision deemed by the Issuer to be reasonably sufficient and adequate for the purposes of information, while avoiding excessive detail. Quantitative values have in some cases been rounded to the nearest decimal point or whole number. Due to this, data presented as percentages may not always add up to 100%. Financial information is presented in euro (EUR).

### **8.5 Forward looking statements**

This Information Document contains forward-looking statements and growth prognoses. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-

looking statements involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

No assurance can be given that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Issuer undertakes no obligation to update forward-looking statements if circumstances or estimates or opinions should change except as required by applicable securities laws including the Regulation and Rules.

## **8.6 Terms of amending the Information Document**

If the Issuer becomes aware of any important circumstances, mistakes or inaccuracies relating to the information contained in this Information Document that may have an effect on assessing the Shares and that become evident after this Information Document has been published but before the end of the Offer Period or before trading has commenced, the Issuer shall draw up a supplement to this Information Document and/or summary of this Information Document. The supplement to this Information Document and/or summary shall be published in the same way as this Information Document. Any, supplements and amendments to any part of this Information Document shall form an integral part of this Information Document from their publication.

## 9. DEFINITIONS

<b>Shares</b>	Primostar's Shares.
<b>Exchange</b>	Nasdaq Tallinn AS (registry code: 10359206).
<b>Issuer</b>	Issuer of the Offer Shares, Primostar.
<b>Financial Reports</b>	audited annual reports of OÜ Primostar and Primostar Tootmine OÜ for the year 2023 with the independent auditor's report, unaudited annual reports of OÜ Primostar and Primostar Tootmine OÜ for the year 2024 and the audited consolidated annual report of Primostar Group AS for the year 2024 with the independent auditor's report.
<b>First North</b>	Multilateral trading facility (MTF) operated by the Exchange.
<b>Regulation</b>	the Minister of Finance's regulation No. 10 of 6 May 2024, 'Requirements for the information document of securities offerings'.
<b>Nasdaq CSD</b>	the Estonian Register of Securities. Its registrar is Nasdaq CSD SE (Latvian registry code: 400003242879) branch in Estonia.
<b>Offering</b>	Public offer of the Offer Shares in Estonia, Latvia and Lithuania.
<b>Offer Shares</b>	Primostar's Share, which are publicly offered during this Offering.
<b>Offer Price</b>	Price for which the Issuer is publicly offering Offer Shares, which is EUR 5.65 per one Offer Share.
<b>Offer Period</b>	Period that starts at 10:00 on 20 May 2025 and ends at 15:30 on 30 May 2025 (Estonian local time), during which Offer Shares are publicly offered.
<b>Primostar</b>	Primostar Group AS (registry code: 17056111).
<b>Primostar Group or Group</b>	Primostar and all its subsidiaries.
<b>Prospectus Regulation</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council
<b>Rules</b>	Exchange's Multilateral trading facility First North Rules.
<b>Information Document Date</b>	Date on which this Information Document was prepared on, 28 April 2025.
<b>SMA</b>	Securities Market Act of Estonia

## **10. ANNEXES**

The following Annexes are added to the Information Document, that are available on the Issuer's website <https://www.primostar.eu/investors-page>.

Annex 1 – Primostar' articles of association

Annex 2 – Financial Reports

- audited annual report of OÜ Primostar for the year 2023 and the independent auditor's report;
- unaudited annual report of OÜ Primostar for the year 2024;
- audited annual report of Primostar Tootmine OÜ for the year 2023 and the independent auditor's report;
- unaudited annual report of Primostar Tootmine OÜ for the year; and
- audited consolidated annual report of Primostar Group AS for the year 2024 and the independent auditor's report