

FINAL TERMS

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

IMPORTANT - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "Insurance Mediation Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Final Terms dated 11 September 2018

MAXIMA GRUPÈ, UAB

Issue of **€300,000,000 3.250 per cent. Notes due 13 September 2023**
under the **€1,000,000,000 Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 29 August 2018 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC, as amended (the Prospectus Directive). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the Group (www.maximagrupe.eu) and the website of Euronext Dublin (www.ise.ie).

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|---|-------|--|-------------------|
| 1 | (i) | Issuer: | Maxima Grupè, UAB |
| 2 | (i) | Series Number: | 1 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 3 | | Specified Currency or Currencies: | Euro ("€") |
| 4 | | Aggregate Nominal Amount: | |
| | (i) | Series: | €300,000,000 |

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|----|---|--|
| | (ii) Tranche: | €300,000,000 |
| 5 | Issue Price: | 98.871 per cent. of the Aggregate Nominal Amount |
| 6 | (i) Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
| | (ii) Calculation Amount: | €1,000 |
| 7 | (i) Issue Date: | 13 September 2018 |
| | (ii) Interest Commencement Date | Issue Date |
| 8 | Maturity Date: | 13 September 2023 |
| 9 | Interest Basis: | 3.250 per cent. per annum Fixed Rate (See paragraph 14 below) |
| 10 | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11 | Change of Interest Basis: | Not Applicable |
| 12 | Put/Call Options: | Change of Control Put Issuer Call See paragraph 17 and 19 below |
| 13 | Date approval for issuance of Notes obtained: | 07 September 2018 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| | | |
|----|--------------------------------|--|
| 14 | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 3.250 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 13 September in each year from and including 13 September 2019 up to and including the Maturity Date |
| | (iii) Fixed Coupon Amount: | €32.50 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual - ICMA |
| | (vi) Determination Dates: | 13 September in each year |
| 15 | Floating Rate Note Provisions | Not Applicable |
| 16 | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

| | | |
|----|--|---|
| 17 | Call Option | Applicable |
| | (i) Optional Redemption Date(s): | From, and including, the Issue Date to, but excluding 13 September 2023 |
| | (ii) Optional Redemption Amount(s) of each Note: | Make Whole Redemption Amount |
| | (iii) Reference Date: | The third business day prior to the Optional Redemption Date |
| | (iv) Make-Whole Amount: | |
| | - Reference Bond | 0 per cent. German Bundesobligationen (OBL) due 13 October 2023 (ISIN: DE0001141786) |
| | - Determination Time: | 11.00 a.m. (Central European Time) |
| | - Determination Date | The third business day prior to the Optional Redemption Date |
| | - Redemption Margin | 0.50 per cent. |
| | (v) If redeemable in part: | Not Applicable |
| | (vi) Notice period: | As set out in the Conditions |
| 18 | Put Option | Not Applicable |
| 19 | Change of Control Put Option | Applicable |
| | (i) Optional Redemption Amount(s) of each Note: | €1,010 per Calculation Amount, together with accrued interest per Calculation Amount to (but excluding) the Change of Control Put Date. |
| 20 | Final Redemption Amount of each Note | €1,000 per Calculation Amount |
| 21 | Early Redemption Amount | |
| | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: | €1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

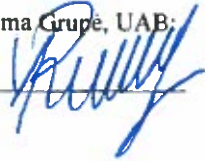
| | | |
|----|----------------------------|--|
| 22 | Form of Notes: | |
| | | Registered Notes: |
| | | Regulation S Global Note (€300,000,000 nominal amount) registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg |
| 23 | New Global Note: | No |
| 24 | New Safekeeping Structure: | Yes |
| 25 | Financial Centre(s): | Not Applicable |

26 Talons for future Coupons to be attached to No
Definitive Notes (and dates on which such
Talons mature):

Signed on behalf of Maxima Grupe, UAB:

By:

Duly authorised



VITALIJ RAKOVSKI
CFD, under PoA dated 7/9/2017

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin and listed on the official list of Euronext Dublin with effect from 13 September 2018 and the Nasdaq Vilnius Stock Exchange with effect from 14 September 2018.
- (ii) Estimate of total expenses related to admission to trading: €600

2 RATINGS

Ratings: The Notes to be issued are expected to be rated:
S & P: BB+

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER See "*Use of Proceeds*" wording in Base Prospectus.

5 YIELD

Indication of yield: 3.500 per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN: XS1878323499

Common Code: 187832349

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Managers: BNP Paribas, Deutsche Bank Aktiengesellschaft, AB SEB Bankas
 - (B) Stabilisation Manager(s) (if any): Deutsche Bank Aktiengesellschaft
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable