

MiFID II product governance / Retail investors, professional investors and eligible counterparties 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, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes are appropriate, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. 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, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Pricing Supplement dated 21 October 2022

THE REPUBLIC OF LITHUANIA

Legal Entity Identifier: 529900F7Y171QF1RSU09

Issue of €300,000,000 2.125 per cent. Notes due 2032 (the "Notes") to be consolidated and form a single series with the existing €670,000,000 2.125 per cent. Notes due 2032 (comprised of the €650,000,000 2.125 per cent. Notes due 2032 issued on 1 June 2022 and €20,000,000 2.125 per cent. Notes due 2032 issued on 12 September 2022 and together, the "Original Notes") issued under the Euro Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 20 May 2022. This Pricing Supplement contains the pricing supplement of the Notes and must be read in conjunction with such Offering Circular and the most recently publicly available Investor Presentation.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and, subject to certain exceptions, may not be offered or sold within the United States or its possessions. Each Dealer has agreed that it will not offer or, sell any Notes within the United States or its possessions, except in accordance with Rule 903 of Regulation S under the Securities Act ("**Regulation S**").

PART A – CONTRACTUAL TERMS

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|----|-----------------------------------|---|
| 1. | Issuer: | The Republic of Lithuania |
| 2. | (i) Series Number: | 13 |
| | (ii) Tranche Number: | 3 |
| | | The Notes are to be consolidated and form a single series with the Original Notes on the Issue Date. |
| 3. | Specified Currency or Currencies: | Euro (€) |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | €970,000,000 |
| | (ii) Tranche: | €300,000,000 |
| 5. | (i) Issue Price: | 81.705 per cent. of the Aggregate Principal Amount of this Tranche plus accrued interest from and including the Interest Commencement Date up to but excluding the Issue Date amounting to €2,550,000 |
| 6. | (i) Specified Denominations: | €1,000 |

	(ii)	Calculation Amount:	€1,000
7.	(i)	Issue Date:	25 October 2022
	(ii)	Interest Commencement Date:	1 June 2022
8.		Maturity Date:	1 June 2032
9.		Interest Basis:	2.125 per cent. Fixed Rate <i>(further particulars specified below)</i>
10.		Redemption/Payment Basis:	Redemption at par
11.		Change of Interest or Redemption/ Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.		Status of the Notes:	Senior Unsecured
14.		Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Note Provisions:	Applicable
	(i)	Rate of Interest:	2.125 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date:	1 June in each year commencing on 1 June 2023
	(iii)	Fixed Coupon Amount:	€21.25 per Calculation Amount
	(iv)	Broken Amount:	Not Applicable
	(v)	Day Count Fraction:	Actual / Actual (ICMA)
	(vi)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.		Floating Rate Note Provisions:	Not Applicable
17.		Zero Coupon Note Provisions:	Not Applicable
18.		Index-Linked Interest Note Provisions:	Not Applicable
19.		Dual Currency Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.		Call Option:	Not Applicable
21.		Put Option:	Not Applicable
22.		Final Redemption Amount:	€1,000 per Calculation Amount
23.		Early Redemption Amount:	

Early Redemption Amount(s) per Calculation Amount payable on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|---|
| 24. | Form of Notes: | <p>Bearer Notes:</p> <p>Not Applicable</p> <p>Registered Notes:</p> <p>Global Note Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS)).</p> |
| 25. | New Global Note: | No, the Notes will be held under the NSS. |
| 26. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 27. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to partly paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 29. | Details relating to instalment Notes amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|-----------------------------------|---|
| 32. | If syndicated names of Managers: | Deutsche Bank Aktiengesellschaft and J.P. Morgan SE |
| 33. | If non-syndicated name of Dealer: | Not Applicable |
| 34. | Stabilising Manager (if any): | Deutsche Bank Aktiengesellschaft |

35. U.S. Selling Restrictions:

Reg. S Compliance Category 1

There are restrictions on the sale and transfer of Notes and the distribution of offering materials in the United States. The Notes have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any State or other jurisdiction of the United States. The Notes may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes may be offered and sold outside the United States in reliance on Regulation S. See "*Subscription and Sale*" in the Offering Circular.

36. Additional selling restrictions:

Not Applicable

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro Medium Term Note Programme of The Republic of Lithuania.

RESPONSIBILITY

The Republic of Lithuania accepts responsibility for the information contained in this Pricing Supplement.

SIGNED on behalf of **THE REPUBLIC OF LITHUANIA**:

By:
Duly authorised

Finansų ministrė
Gintarė Skaistė

A large, stylized handwritten signature in blue ink, consisting of a large loop at the top and a long, sweeping tail that ends in a sharp hook.

PART B – OTHER INFORMATION**1. LISTING AND ADMISSION TO TRADING**

Listing and Admission to trading: Application has been made by the Republic (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from 25 October 2022.

2. RATINGS

Ratings: The Notes to be issued are expected to be rated A2 by Moody's Deutschland GmbH ("**Moody's**"), A by Fitch Ratings Limited ("**Fitch**") and A+ by S&P Global Ratings Europe Limited ("**S&P**").

Each of Moody's and S&P is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**").

Fitch is established in the United Kingdom and is not registered under the CRA Regulation. The rating by Fitch has been endorsed by Fitch Ratings Ireland Limited which is established in the European Union and is registered under the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Republic is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD (FIXED RATE NOTES ONLY)

Indication of yield: 4.514 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

(i) ISIN Code: XS2487342649

(ii) Common Code: 248734264

(iii) CFI: As set out on the website of the Association of National Numbering Agencies (*ANNA*) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

(iv) FISN: As set out on the website of ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

(v) Any clearing system(s) other than Euroclear and Clearstream, Not Applicable

Luxembourg and the relevant identification number(s):

- | | | |
|--------|---|---|
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | 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 |
| (ix) | Relevant Benchmark: | Not Applicable |
| (x) | US Tax information: | The Notes issued by the Issuer will be issued with “original issue discount” for U.S. federal income tax purposes (“ OID ”) and will not be fungible for U.S. federal income tax purposes with the Original Notes. Investors in the Notes should consult their tax advisors regarding the implications of the Notes being issued with OID |