



**LIETUVOS BANKAS
BANK OF LITHUANIA
SUPERVISION SERVICE**

To:
Polish Financial Supervision Authority

31 March 2014 No S 2014/(21.13-2101)-12-1367

FROM:
Bank of Lithuania

**Certificate of Approval of a Prospectus
in accordance with the Law on Securities Market of the Republic of Lithuania
(transposing Articles 17 and 18 of Directive 2003/71/EC, as amended 2010/78/EC)**

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Law on Securities of the Republic of Lithuania transposing Directive 2003/71/EC, as amended 2010/78/EC and was approved by us on 31 March 2014 (Resolution No. 241-40).

Name of Issuer:
AB „Agrowill Group“

Registered Office:
Smolensko g. 10, Vilnius, LT-03201

**Reference to the annexes of Commission Regulation (EC) No 809/2004 (as amended)
according to which the Prospectus was drawn up:**
Annexes I, II, III

Type of Securities:
Shares (for the admission of up to 102 595 266 newly issued shares to trading on the NASDAQ OMX Vilnius AB and Warsaw Stock Exchange)

Guarantor (if any):
N/A

We have authorised, in accordance with Article 8 of Directive 2003/71/EC, the omission of the information required under [...] on the following grounds/No omission granted.

Attachments:

- 1) Prospectus approved;
- 2) Translation of Summary (Polish);

Yours sincerely,

Vytautas Valvonis
Director

A handwritten signature in blue ink, appearing to read 'Vytautas Valvonis', with a stylized flourish at the end.