

APPROVED

Management Board of AB Nasdaq Vilnius  
02 July, 2018, Minutes No. 18-47

UPDATED

Management Board of AB Nasdaq Vilnius  
17 July, 2018, Minutes No. 18-50

Management Board of AB Nasdaq Vilnius  
23 July, 2018, Minutes No. 18-51

**Rules of AUGA Group, AB Subscription Process (Auction)**

1. The Organizer of the Auction – AS LHV Pank, Registration No. 10539549, legal address: Tartu mnt 2, 10145, Tallinn, Estonia, hereinafter **“the Organizer”**.
2. The Provider of Subscription Undertakings and settlement instruction delivery – AB Nasdaq Vilnius, Registration No. 110057488, legal address: Konstitucijos av. 29, Vilnius, Lithuania, hereinafter **“the Exchange”**.
3. The subject of the Subscription process – up to 40 000 000 new AUGA Group, AB shares (“New Shares”) and up to 40 000 000 existing or secondary (“Sale Shares”), hereinafter **“the Offer Shares”**, with ISIN code LT0000127466.
4. The Participants of the Auction – only licensed bank or investment firms to whom the status of Exchange Member has been assigned are eligible to participate in the Auction. All Nasdaq Vilnius Members, having access to Genium INET trading system may participate in the Auction by submitting orders on own account or on behalf of its clients. The Retail offering is directed to all investors in Lithuania.
5. The legal basis to this Rules of AUGA Group, AB Subscription Process, hereinafter **“the Rules”**, is the Membership and Trading Rules of AB Nasdaq Vilnius. The Membership and Trading Rules and the Rules shall be binding on each Exchange Member participating in the Auction.
6. The Place of Subscription process – the Orders are submitted as buy orders entered in the Exchange Trading system, hereinafter – **“Trading system”**.

7. The Subscription period – the period of Subscription process takes place from July 3, 2018, 09:00 until August 17, 2018, 15:30 EEST.
8. Settlement procedure – the Settlement date is August 23, 2018. The Settlement is provided by Nasdaq CSD SE. The Settlement shall be made according to delivery versus payment (DVP) principle individually for each transaction (gross settlement). The title to the Offer Shares purchased in the Subscription process is obtained upon a Share's transfer to a buyer's respective financial instrument account which is done simultaneously with making the cash payment for the purchased Offer Shares.
9. The Exchange Members can enter buy orders in the Trading system during the Subscription process every Exchange trading day from 9:00 to 16:00 or until 15:30 on the last day of the Subscription process. The orders can be modified or cancelled until 15:30 on the last day of the Subscription process. After 15:30 on the last day of the Subscription process orders cannot be entered, modified or cancelled. All times denoted are in EEST time.
10. The Exchange Member is responsible for entering its clients' orders in the Trading system according to these Rules. The Selected Member's clients order submission takes places according to the Selected Member's internal rules and procedures. To the extent it is applicable the members shall provide to it's clients Subscription form which is attached to these rules in English and Lithuanian languages.
11. The Subscription process is hidden – the Selected Members can see only own orders in the order book.
12. The orders shall be entered in submarket "VSE Equities IPO" order book: AUGSPO1 (ISIN code: LT0000127466).
13. The buy order must include:
  - a. Price of one security;
  - b. Number of securities;
  - c. Client reference;
  - d. Order capacity;
  - e. Client ID short code (in case order capacity is Agent);
  - f. Client ID qualifier (Firm/Personal);
  - g. Investment Dec short code (in case order capacity is Principal);
  - h. Execution Decision short code;
  - i. Time validity – "GTC" (Good-Till-Cancel);
  - j. Order reference (optional).

14. The price of one Share is 0.50 EUR for retail investors and a price range of 0.45 – 0.50 EUR for institutional investors. Each investor may subscribe for the minimum of one hundred Offer Shares.
15. In addition to the order data specified in Paragraph 13, Name and surname of a natural person or name of a legal person, Natural person's personal identification code or registration code of a legal person, address of natural or legal person, securities account number, Client's country of residence, investor category (retail or institutional) shall be provided. This information shall be sent in an encrypted Excel file to e-mail [TSBaltic@nasdaq.com](mailto:TSBaltic@nasdaq.com) by 17:00 on the day the order is entered in the Trading system; on the end date of the Subscription period by 16:00. Orders entered on prior days will also be shown here. The Client's name, residency, ID code, securities account number or reference number shall be linked with the Client reference of the entered order by the Client's account operator.
16. Order allocation will be performed by the Issuer according to the Offering Rules and will be done outside the Exchange's Trading system. Trade information will not be available in the Exchange's Trading system. Offering Rules will be made publicly available at least one business day prior to the Auction at website [www.nasdaqbaltic.com](http://www.nasdaqbaltic.com).
17. The Exchange shall immediately but not later than the next business day after receiving information on order allocation from Organizer, send settlement instructions to Nasdaq CSD SE for settlement of the trades made as a result of the Subscription process. The Exchange Member is responsible for the fact that its settlement agent, that provides settlements for the trades made as a result of the Subscription process according to the information specified in the settlement instructions, makes approvals for Nasdaq CSD SE settlements. The Exchange member must agree with its account operator that cash for auction trades settlement must be transferred to the dedicated cash account (DCA) for night time settlement. Cash should be transferred to DCA after 20:00 PM or standing order functionality of T2 GUI should be used.
18. The Exchange Member, in accordance to the Exchange regulations, shall pay commission fees for transactions concluded in the Subscription process on own account or on behalf of its clients according to the fees for auction transactions set forth by the Exchange.
19. The Parties shall at all times comply with the data protection standards as provided under the GDPR, applicable law and data protection policies of the Exchange. The Privacy Letter of the Exchange sets out personal data handling practices under GDPR to safeguard privacy while fulfilling obligations, ensure the efficient operation of markets and satisfy regulatory obligations. The Privacy Letter could be found under this link:  
[http://www.nasdaqbaltic.com/files/baltic/rules\\_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic\\_Baltic\\_Exchanges.pdf](http://www.nasdaqbaltic.com/files/baltic/rules_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic_Baltic_Exchanges.pdf)