

OFFERING CIRCULAR FOR MANDATORY NONCOMPETITIVE OFFER  
OF THE SHARES OF COMPANY GROUP ALITA, AB  
INTENDED FOR PURCHASE

**1. Terms and conditions of the official offer.**

On the September 25<sup>th</sup>, 2014 major shareholders of the company group “Alita”, AB (hereinafter – the Company) FR&R Invest IGA S.A and Vytautas Junevičius (hereinafter mutually – the Sellers) concluded the agreements for the transfer of Company’s shares (hereinafter – the Agreements) with UAB “MINERALINIAI VANDENYS” (hereinafter – the Buyer). According to the Agreements the Sellers undertook to sell to the Buyer all their shares of the Company, i. e. 19 806 552 shares, constituting 99.03% of shares and votes carried by them at the general meeting of shareholders of Company (FR&R Invest IGA S.A – 16 911 188 shares and Vytautas Junevičius – 2 895 364 shares, hereinafter mutually – the Shares).

The transaction was closed on the December 5<sup>th</sup>, 2014 under the Agreements concluded on the September 25<sup>th</sup>, 2014 by and between the UAB “MINERALINIAI VANDENYS” and the Sellers. Under the closing of the transaction the Sellers sold to the Buyer all their Shares of the Company, i. e. 19 806 552 Shares, constituting 99.03% of shares and votes carried by them at the general meeting of shareholders of Company (FR&R Invest IGA S.A – 16 911 188 shares and Vytautas Junevičius – 2 895 364 Shares). The final price of Shares paid to the Sellers - 21 294 887,38 EUR. On the December 9<sup>th</sup>, 2014 UAB “MINERALINIAI VANDENYS” published about its intention to submit a non-competitive mandatory tender offer via the website of the Company. UAB “MINERALINIAI VANDENYS” also notified a regulated market supervisory authority, an operator of the market and the Company itself about the intention to submit a non-competitive mandatory tender offer.

Pursuant to articles 29-31 and 33-36 of the Law of the Republic of Lithuania on Securities (hereinafter – the Law), UAB “MINERALINIAI VANDENYS” submits and intends to implement a non-competitive official mandatory tender offer (hereinafter – the Official offer) to purchase remaining 193 448 (one hundred ninety three four hundred forty eight) shares of the Company, each having nominal value – 1 (one) litas.

The price in the Official offer – 1,076 EUR (3,72 LTL) for one ordinary registered share of the Company. The substantiation of the estimation and the price of the Official offer are defined in the paragraph 13 of this Circular.

**2. Name, legal form, code, address, telephone and fax number, e-mail address and web site address of the company whereof shares are covered by the Official Offer.**

Title	Company group ALITA, AB
Legal form	Public Limited Liability Company
Code	302444238
Headquarters address	Miškininkų st. 17, LT-62200 Alytus
Telephone	+370 315 57243
Fax	+370 315 79467
E-mail	<a href="mailto:alita@alita.lt">alita@alita.lt</a>
Web site	<a href="http://www.alita.lt">www.alita.lt</a>

### **3. Legal information of the Offerer.**

*3.1. Full name, residential address, telephone and fax number of the Official Offerer (where the Offerer is a natural person)*

Not applicable.

*3.2. Name, legal form, code, address, telephone and fax number, e-mail address and web site address of the Official Offerer*

Title	UAB „Mineraliniai vandenys“
Legal form	Private Limited Liability Company
Code	121702328
Headquarters address	J. Jasinskio st. 16F, LT-03163 Vilnius
Telephone	8 (5) 2786069
Fax	8 (5) 2786087
E-mail	<a href="mailto:info@mv.lt">info@mv.lt</a>
Web site	<a href="http://www.mv.lt">www.mv.lt</a>

*3.3. Full name, residential address, telephone and fax number of the Official Offerer's representative (where the representative is a natural person)*

Not applicable.

*3.4. Full name, address, code, telephone and fax number of the Official Offerer's representative (where the representative is a legal entity)*

Not applicable.

*4. Person who is consulting the Offerer (company's name, consultant's full name, headquarters address, telephone and fax number).*

Not applicable.

### **5. Duration of implementation of the Official Offer (in days).**

Implementation of the Official Offer will be commenced on the 4th (fourth) business day following the decision on approval of this Offering Circular (hereinafter referred to as the Circular) by the Bank of Lithuania.

Duration of implementation of the Official Offer – 14 (fourteen) calendar days.



**6. Number of shares issued by the company whereof shares are covered by the Official Offer by types, classes, ISIN code, their nominal price and number of own shares.**

The size of the Company's authorized capital is LTL 20 000 000 (twenty million) Lit. It is divided into 20 000 000 (twenty million) ordinary nominal shares whereof nominal price is LTL 1 (one) each. ISIN code of the shares: LT0000112773.

As of the day of submission of the Circular, the Company has not acquired own shares.

**7. Information on placing the securities of the company whereof shares are covered by the Offer for sale in the regulated market.**

The registered ordinary shares of the Company are enclosed in the Additional trading list of NASDAQ OMX Vilnius. The registered ordinary shares of the Company are divided into two parts: i. e. 3 126 000 (three million one hundred twenty six thousand) registered ordinary shares, having VP ISIN code LT0000128266, the acronym AGPIL, and 16 874 000 (sixteen million eight hundred seventy four thousand) registered ordinary shares, having VP ISIN code LT0000128589. Shares, having VP ISIN code 0000128589, are not traded on the stock exchange.

**8. Minimum and maximum number of shares intended for purchase by types, classes, ISIN code of the company whereof shares are covered by the Offer; if the owners of the securities of the company whereof shares are covered by the Offer do not specify the number of the securities intended for purchase, the official offer shall be considered as a failure (to be filled in if a voluntary official offer is announced).**

Not applicable.

**9. Number of shares issued by the company whereof shares are covered by the Official Offer by types, classes, ISIN code, the number of votes carried by these shares (%) which:**

*9.1. were or are held by the Offerer at the shareholders meeting of the company whereof shares are covered by the Offer on the moment of exceeding the limit of 1/3 of all votes and on the day of signing of this Circular (to be filled in case of the mandatory official offer); were held by the Offerer on the day of signing of this Circular (to be filled in case of the voluntary offer).*

On the date of signing of the Circular the Offerer owns 19 806 552 (nineteen million eight hundred six thousand five hundred fifty two) registered ordinary shares of the Company (ISIN codes: LT0000128266 and LT0000128589), constituting 99.03% of shares and votes carried by them at the general meeting of shareholders of the Company.

*9.2. were or are held by every person jointly acting at the shareholders meeting of the company whereof shares are covered by the Offer on the moment of exceeding the limit of 1/3 of all votes and on the day of signing of this Circular (to be filled in case of the mandatory official offer); were held by every jointly acting person on the day of signing of this Circular (to be filled in case of the voluntary offer).*

Not applicable.

*9.3. Persons referred to in the items 9.1-9.2 are entitled to acquire the company's whereof shares are covered by the Offer securities on their own initiative on the basis of the valid agreement.*



Not applicable.

*9.4. The third persons have deposited their shares to the persons referred to in the item 9.1-9.2, who have been entitled to exercise voting rights carried by their shares at their own discretion.*

Not applicable.

**10. Type, class, ISIN code (if any) and number of the securities issued by the Offerer whereof title belongs to the company whereof shares are covered by the Offer as well as the number of votes at the Offerer's general meeting of the company whereof shares are covered by the Offer.**

The Company has no securities issued by the Official Offerer. Besides, the Company has no votes at the Offerer's general meeting.

**11. Mode of payment for the securities of the company whereof shares are covered by the Offer (cash, securities or a combination of cash and securities).**

The payment for the purchased ordinary nominal shares of the Company will be made in cash.

**12. The price (exchange rate in case of payment in securities or combination of cash and securities i.e. what whole number represents one security of the company whereof shares are covered by the Offer) offered for the securities of the company whereof shares are covered by the Offer (the price of the Official Offer). In case of voluntary official offer where the payment is made in securities, the price must be also specified in cash.**

The price in the Official offer – 1,076 EUR (3,72 LTL) for one ordinary registered share of the Company, having nominal value of 1 LTL (one litas). The substantiation of the estimation and the price of the Official offer are defined in paragraph 13 of this Circular.

**13. The price estimation method of the securities of the company whereof shares are covered by the offer, price substantiation.**

Pursuant to the Article 34 paragraph 1 subsection 1 of the Law the determined price of mandatory official offer is not lower than the largest price of securities which the Offerer acquired within 12 months prior the acquisition of the amount of shares (crossing the margin of votes) defined in the Article 31 paragraph 1 of the Law and not lower than the weighted average market price applied in the regulated market and multilateral trading system within 6 months prior the acquisition of the amount of shares (crossing the margin of votes), in case the securities are traded in the regulated market and multilateral trading system.

Offerer's price of the acquired Shares under the Agreements – 1,076 EUR (3,72 LTL) for 1 (one) registered ordinary share of the Company, having nominal value of 1 LTL (one Litas).

Weighted average market price was estimated by using the below formula:

$$SK = \frac{(K_1 * S_1) + (K_2 * S_2) + \dots + (K_i * S_i)}{S_1 + S_2 + \dots + S_i}$$

where: SK- weighted average market price;

Ki-price per share of the transaction;

Si- number of shares transferred on the basis of the transaction.

In establishing the weighted average market price of the Company's shares, only the transactions of automatic execution were taken into consideration, which were concluded by NASDAQ OMX Vilnius within June 5<sup>th</sup>, 2014 and December 5<sup>th</sup>, 2014 (not inclusive).

The weighted average market price of the shares of the Company - 0,809 EUR (2,80 LTL) for 1 (one) registered ordinary share of the Company, having nominal value of 1 LTL (one Litas).

The price of the Shares of the Company acquired by the Offerer under the Agreements is larger than the weighted average market price of the shares of the Company. For this reason the price of the intended to acquire shares is set 1,076 EUR (3,72 LTL) for 1 (one) registered ordinary share of the Company, having nominal value of 1 LTL (one Litas).

#### **14. Information on the securities offered in exchange:**

*14.1. name, legal form, code, address, web site of the company issuing these securities*

Not applicable.

*14.2. characterization of the securities (type, class, ISIN code, nominal price etc.)*

Not applicable.

*14.3. number of the Offerer's securities offered in exchange*

Not applicable.

*14.4. the regulated market operating in the EU member-state where trade in these securities is permitted*

Not applicable.

*14.5. where it is possible to find a circular and other information about the offered securities*

Not applicable.

**15. Information on the offer's financing sources (whether own or borrowed funds will be used for implementation of the offer; the method for securing repayment of the borrowed (offered as a loan) funds: guarantee, surety, mortgage; please specify the credit Company, the guarantor, surety Company, pledge holder (mortgage creditor) etc.).**

Implementation of the Offer shall be financed by own funds.

**16. Offered compensation for all the losses of the title holders resulting from implementation of the requirements laid down in the parts 1-5 of the article 36 of the Law (method of compensation calculation, mode of payment).**



Not applicable.

**17. Circumstances determining execution of the Official Offer, which are outside the Offerer's control.**

On the day of signing the Circular, there were no known circumstances determining execution of the Official Offer, which are outside the direct Offerer's control.

**18. Offerer's plans and intentions related to the company whereof shares are covered by the Offer in case of occurrence of the Official Offer:**

*18.1. Continuity of business areas of the company whereof shares are covered by the offer.*

Current business areas of the Company will be continued.

*18.2. restructurization (change of management structure), shake-up, rearrangement or winding-up*

Not scheduled.

*18.3. Employees-related policy*

The employees-related policy will not be changed.

*18.4. managers-related policy*

It is planned to elect new members of the Supervisory Board of the Company in the near future. There are no plans to change the policies applied to the members of other managing bodies of the Company.

*18.5. capital attraction policy*

The Company's capital attraction policy will not be changed.

*18.6. dividends-related policy*

The dividends-related policy will not be changed.

*18.7. scheduled amendments of the Articles of Association of the company whereof shares are covered by the offer.*

To the date of signing of this Circular there no changes in the Company's Articles of association are planned. In case later decisions to change Company's Articles of association shall be made, foreseen changes will be published in accordance with the legislation.

*18.8. Specific remunerations and incentives etc. for the management bodies of the company whereof shares are covered by the offer.*

There are no planned special payments, promotion systems to the managers of the Company and it is not expected to temporarily change applied principles of promoting.

**19. Written agreement determining rights and mutual liabilities of the jointly acting persons as well as liability for violation of the Offerer's rules of circular development, approval and implementation.**

On the day of signing this Circular there was no agreement of this kind.

**20. Written agreements on voting at the general meeting of the company whereof shares are covered by the offer made with other persons.**

On the day of signing this Circular the Offerer had no written agreements on voting by a solid vote at the Company's general meetings made with other persons.

**21. Law governing the agreements related to the official offer made by the securities owners of the Offerer and the company whereof shares are covered by the offer as well as the competent courts.**

The legislation of the Republic of Lithuania will govern the agreements made by the Offerer and the Company's shareholders related to the offer. All the disputes will be handled by the courts of the Republic of Lithuania.

**22. Information about the Offerer:**

*22.1. whether the Offerer (natural person) was applied an administrative punishment for violations of the legislation governing stock markets within the last 5 years*

Not applicable.

*22.2. whether there is any valid previous conviction of the Offerer (natural person) for crimes against property, finance and violations of economic rules*

Not applicable.

**23. Information on the ongoing trials and arbitral procedures which have or may have substantial influence on the operation or financial status of the Offerer.**

There are no ongoing trials and (or) arbitral procedures which have or may have substantial influence on the operation or financial status of the Offerer.

**24. Sources where the Offerer intends to publish information about the official offer and its implementation.**

Information about the Official Offer and its implementation will be published in the national daily paper "Lietuvos rytas".

The Offerer will publish information about the Official Offer and its implementation in the Company's web site [www.alita.lt](http://www.alita.lt)



## **25. Other information at the Offerer's discretion.**

On the May 23<sup>rd</sup>, 2014 the Supreme Court of Lithuania accepted the claim of the minority shareholder of the Company – Plass Investments Limited, according which the minority shareholder requested to rescind the decision of the Appellate Court of Lithuania, adopted on October 3<sup>rd</sup>, 2011. According to this decision the Appellate Court of Lithuania rejected the claim of Plass Investments Limited regarding the annulment of the decisions of the extraordinary general meeting of shareholders to decrease and increase the authorized capital of the Company, to change the Articles of the association of the Company and the annulment of the share purchase agreement, concluded on October 6<sup>th</sup>, 2011 by and between the Company and the FR&R Invest IGA S.A.

To the date of signing of the Circular the decision of the Supreme Court of Lithuania in this case is not known. The decision of the Supreme Court of Lithuania may have an impact on both the Company and its shareholders.

The minority shareholder of the Company Plass Investments Limited has appealed to the Supreme Administrative Court of Lithuania regarding the decision of the Bank of Lithuania to confirm repeatedly the circular of the official offer of FR&R Invest IGA S.A. and Vytautas Junevičius to purchase the shares of Company.

To the date of signing of the Circular the Supreme Administrative Court of Lithuania has not decided regarding the appeal of the Plass Investments Limited. The decision of the Supreme Administrative Court of Lithuania may have an impact on both the Company and its shareholders.

The Company's shareholders may get acquainted with the Circular at the Company's premises at the address below: Miškininkų g. 17, LT-62200 Alytus, Lithuania, on business days from 10.00 AM till 4.00 PM. (early registration is required. Please call +370 315 57243 or visit the Company's website [www.alita.lt](http://www.alita.lt). For more information please call (8-5) 278 6065.

The Company's shareholders willing to sell the Company's shares during the Official Offer may apply to any financial brokers or credit institutions operating in Lithuania and assign them to sell the Company's shares in the order agreed upon with the financial broker or credit institution.

## **26. Approval by the persons who developed the offer's circular and responsible for information contained herein that the information in this circular is correct and that no important information has been omitted where such information might have any influence on the securities owners' opinion about the official offer.**

By signing this Circular I approve that the information contained herein to the best of my knowledge is true and correct and that no important information has been omitted where such information might have any influence on the securities owners' opinion about the official offer.

UAB „Mineraliniai vandenys“  
General Manager

\_\_\_\_\_ Marijus Cilcius  
Seal

Signature date December 23<sup>rd</sup>, 2014,