

OFFERING CIRCULAR FOR MANDATORY NONCOMPETITIVE OFFER
OF THE SHARES OF LIMITED LIABILITY COMPANY "ANYKŠČIŲ VYNAS"
INTENDED FOR PURCHASE

1. Terms and conditions of the official offer.

On the September 25th, 2014 shareholders of the company group "Alita", AB (hereinafter – ALITA) FR&R Invest IGA S.A and Vytautas Junevičius (hereinafter mutually – the Sellers) concluded the agreements for the transfer of ALITA's shares (hereinafter – the Agreements) with UAB "MINERALINIAI VANDENYS".

The transaction was closed on the December 5th, 2014 under the Agreements concluded on the September 25th, 2014 by and between the UAB "MINERALINIAI VANDENYS" and the Sellers. Under the closing of the transaction UAB "MINERALINIAI VANDENYS" acquired 99.03% of shares and votes carried by them in the general meeting of shareholders of ALITA. Herewith, UAB "MINERALINIAI VANDENYS" indirectly acquired 94.9 % of shares and votes carried by them in the general meeting of shareholders of AB „ANYKŠČIŲ VYNAS“ (hereinafter – the Company), which is controlled ALITA.

On the December 9th, 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" (hereinafter – Official Offerer) submits and intends to implement a non-competitive official mandatory tender offer (hereinafter – Official offer) to purchase remaining 1 019 955 (one million nineteen thousand nine hundred fifty five) shares of the Company, each having nominal value – 1 (one) litas.

The price in the Official offer – 0,220 EUR (0,76 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	AB "Anykščių vynas"
Legal form	Public Limited Liability Company
Code	254111650
Headquarters address	Dariaus ir Girėno st. 8, Anykščiai LT-29131
Telephone	+370 381 50233
Fax	+370 381 50350
E-mail	info@anvynas.lt
Web site	www.anvynas.lt

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	info@mv.lt
Web site	www.mv.lt

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).

The 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 the 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 Litass). It is divided into 20 000 000 (twenty million) ordinary nominal shares having nominal value of LTL 1 (one) each. ISIN code of the shares: LT0000112773.

As of the day of the 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.

All registered ordinary shares of the Company are enclosed in the Additional trading list of NASDAQ OMX Vilnius.

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 day of signing of this Circular the Official Offerer owns 18 980 045 (eighteen million nine hundred eighty thousand forty five) registered ordinary shares of the Company (VP ISIN code LT0000112773), constituting 94,9 percent of 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 – 0,220 EUR (0,76 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.

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 weighted average market price applied in the regulated market and multilateral trading system within 6 months prior the acquisition of the 1/3 (crossing the margin) of votes in the Company.

Pursuant to the Article 38 paragraph 4 of the Law, the Official offer price must not be lower than the weighted average market price of the Company's shares within 6 months prior to the public announcement about the intention to withdraw the Company's shares from trading in the regulated market of the Republic of Lithuania.

The public announcement about the intention to withdraw the Company's shares from NASDAQ OMX Vilnius Additional trading list was made on the February 9th, 2011 in the daily paper "Respublika", as specified in the Company's Articles of Association and in the information system of the market operator.

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 5th, 2014 and December 5th, 2014 (not inclusive).

The weighted average market price of Company's shares – 0,220 EUR (0,76 LTL) for (one) ordinary registered 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.).

The 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 Board of Members of the Company in the near future. It is also planned to elect new members of the supervisory body of the Company (the Supervisory Board) after the adoption of new Articles of association 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.

It is planned to approve a new version of the Articles of association of the Company by establishing a supervisory body of the Company – the Supervisory Board. The decisions regarding changes in the Articles of association and new version of Articles of association shall 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 of 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 of shareholders 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.

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

The Offerer will publish the information about the Official Offer and its implementation in the Company's web site www.anvynas.lt

25. Other information at the Offerer's discretion.

The Company's shareholders may get acquainted with the Circular at the Company's premises at the address below: Dariaus ir Girėno str. 8, Anykščiai, on business days from 10.00 AM till 4.00 PM. (early registration is required). Please call +370 381 50233 or visit the Company's website www.anvynas.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 23rd, 2014,