



Įmonių grupė „ALITA“, AB

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Duomenys kaupiami ir saugomi  
Juridinių asmenų registre  
Kodas 302444238  
PVM mokėtojo kodas  
LT100004934017

## **OPINION OF THE BOARD OF THE COMPANY, WHEREOF SHARES ARE COVERED BY THE OFFICIAL OFFER, ON THE ANNOUNCED OFFICIAL OFFER**

The board of Company group “Alita”, AB (code 302444238, VAT code: LT100004934017, having its registered office at Miškininkų st. 17, LT-62200 Alytus, company’s data compiled and kept with the Register of Companies of the Republic of Lithuania, Register Manager State Enterprise Centre of Registers) (hereinafter referred to as the Company), having analyzed the materials of non-competitive mandatory tender offer (hereinafter referred to as the Official Offer) announced by the official offerer UAB “Mineraliniai vandenys” (company's code 121702328) (hereinafter referred to as the Offerer), in its meeting held on 23 January, 2015 adopted the below decision:

### **1. Board’s opinion on the Official Offer.**

The board of the Company (hereinafter referred to as the Board) has positive attitude towards the Official Offer announced by the Offerer. The Board considers that the offer price for the Company’s shares being purchased has been fixed in line with the provisions set forth in the Law on Securities of the Republic of Lithuania. The circular of the Official Offer also contains all the information required by the legislation, which the Board considers to be correct.

### **2. The Board’s opinion on the Offerer’s plans and intentions related to the Company whereof shares are covered by the Official Offer.**

#### **2.1. possible influence of the Official Offer implementation on the interests of the Company;**

The Offerer intends to continue current key activities of the Company and therefore, the implementation of the Official Offer, in the Boards’ opinion, will not affect the Company’s interests.

#### **2.2. effect on employment conditions;**

The Offerer has not planned any changes in the employment policy with regard to the employees and therefore the Board considers implementation of the Official Offer as having no effect on the employment conditions.

#### **2.3. effect on the number of employees;**

In the Board’s opinion, implementation of the Official Offer will not affect the number of the Company’s employees.

#### **2.4. opinion about the Offerer’s strategic plans and their influence on the number of employees and business locations.**

The Offerer has no intention to restructure the Company (change management structure), reform, reorganize or wind-up the Company and therefore, in the Board's opinion, since there are no concrete strategic plans announced by the Offerer towards the Company, the implementation of the Official Offer will not influence the number of employees and Company’s business location.

### **3. The Board’s opinion on the purchase price of the securities of the Company whereof shares are covered by the Official Offer.**

The purchase price of the Company's shares 1,076 EUR (3,72 Lt) per one ordinary nominal share whereof nominal price is LTL 1 as set forth in the circular of the Official Offer, in the Board’s opinion, is correct and was fixed reasonably following the article 34 of the Law on Securities of the Republic of Lithuania.

### **4. The Board’s recommendations to the owners of the securities of the Company whereof shares are covered by the Official Offer: arguments supporting the offer to accept or reject the Official Offer. If no such**

**recommendations are given, the reasons for such absence of recommendations should be laid down.**

The Board does not give any recommendations with regard to the acceptance or rejection of the Official Offer given by the Offerer. In the Board's opinion, since there are no its recommendations, every shareholder of the Company may unrestrictedly and at his/her own discretion decide whether to transfer or not the Company's shares whereof title belongs to the shareholder.

**5. Information about whether there is any written agreement on the implementation of the Official Offer between the Offerer and the Board (its members) of the Company whereof shares are covered by the Official Offer.**

There is no agreement of this kind.

**6. Information about whether there is any written agreement on joint management policy between the Offerer and the Board (its members) of the Company whereof shares are covered by the Official Offer.**

There is no any agreement of this kind.

**7. Information about how many shares granting the Offerer's voting right and the votes at the General Meeting has the Company whereof shares are covered by the Official Offer.**

The Company has no shares granting the voting right and votes at the General Meeting of the Offerer.

**8. Information about how many shares granting the Offerer's voting right and the votes at the General Meeting have the members of the management bodies of the Company whereof shares are covered by the Official Offer.**

The members of the Company's management board have no shares granting the voting right and votes at the General Meeting of the Offerer.

**9. Number of the Board members and their voting results:**

**9.1. The number of the Board members provided for in the Articles of Association of the Company whereof shares are covered by the Official Offer:**

The Company's Articles of Association require 4 (four) Board members.

**9.2. Number of the Board members who attended the meeting:**

4 (four) Board members attended the meeting.

**9.3. The number of votes who voted for the Board's opinion:**

4 (four) Board members voted for the Board's opinion.

**9.4. The number of votes who voted against the Board's opinion:**

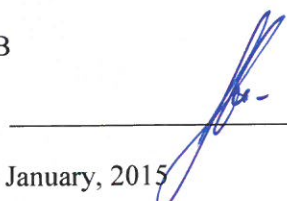
None.

**10. Other information at the Board's discretion.**

The Board has not given any other information.

Company group "Alita", AB

Chairman of the Board



Vidas Lazickas

Signature date:

23 January, 2015