

Notice on the intent to remove the shares of AB "GUBERNIJA" from NASDAQ Vilnius AB stock exchange secondary list and to suspend public offer of shares

In pursuance of Part 3 and Part 4 of Article 43 of the Law on Securities of the Republic of Lithuania, the Board of AB „GUBERNIJA“ (legal form: public limited liability company, registered at Dvaro g. 179, Šiauliai, Lithuania, legal entity code 144715765, VAT code LT447157610; register: Register of Legal Entities of the Republic of Lithuania, holder of the registry: State enterprise Centre of Registries; having registered authorized capital of EUR 3 064 626,66, hereinafter referred to as the *Issuer* or the *Company*, hereby announces about the intention to consider of having the Company's shares removed from NASDAQ Vilnius AB stock exchange secondary list and suspension of public offer of shares. The issue is intended to consider in the ordinary general meeting of Shareholders on July 4th, 2018.

1) Information on the intended announcement about a mandatory tender offer

After the resolution to have the Issuer's shares removed from NASDAQ Vilnius AB Stock Exchange secondary list is adopted on 4th of July 2018 by the ordinary General Meeting of Shareholders of the Company by at least a majority of 3/4 of votes held by all shareholders present at the meeting and resolution to suspend public offer of shares is adopted by at least a majority of 2/3 of votes held by all shareholders present at the meeting, the shareholders who have voted in favor of these resolutions shall announce a mandatory tender offer. One shareholder shall assume the obligation on behalf of all shareholders of the Company. Within the effective term of the mandatory tender offer, the shareholders who voted "against" the resolution on having the Company shares removed from NASDAQ Vilnius AB stock exchange secondary list and resolution to suspend public offer of shares or who did not vote on the said resolutions shall be entitled to sell their shares.

2) Reasons for having the shares removed from the trade in the regulated market operating in the Republic of Lithuania (NASDAQ Vilnius AB stock exchange) secondary list and suspension of public offer of shares

Small number of Issuer's shares circulating at the regulated market operating in the Republic of Lithuania - stock exchange NASDAQ Vilnius AB and passive trading of Issuer's shares.

3) Measures taken by the Issuer's managing bodies to protect the rights and interests of Company's shareholders

The Issuer has taken and shall take all measures provided for in the legal acts to make all the means and information, which would enable shareholders to execute their rights during the term of the tender offer, available to them. Under the order established by legal acts, the Issuer shall publish all specified mandatory information on the procedure of execution of the tender offer to the Bank of Lithuania, the regulated market operator and in the electronic edition "Public Announcements of Legal Entities" issued by State enterprise Registry Center.

4) Anticipated changes in the managing bodies and activities of the Issuer

No changes are foreseen.

5) Preliminary price and the basis for its establishment

In pursuance of the Part 5 Article 43 of the Law on Securities of the Republic of Lithuania, the preliminary price of the mandatory tender offer offered for the shares is established

the same that had been paid by the shareholder of the Issuer AB "MV GROUP Production" in the procedure of acquisition of the Issuer's shares, by executing the mandatory tender offer to purchase the shares of the Company, which was provided and executed on 25th May, 2018 (not earlier than 3 months before the being convened Company's general meeting of shareholders in the agenda of which an issue on the removal of Issuer's shares from trade in the regulated market of the Republic of Lithuania is announced and decision is planned to be taken). The start of execution of the mandatory non-competitive tender offer to purchase Company's shares which was previously submitted by the shareholder of the Company – AB "MV GROUP Production": was May 11th, 2018, the end May 25th, 2018.

The price, provided in the executed non-competitive tender offer to purchase the shares of the Company, was 0,479 EUR for 1 (one) ordinary registered share of the Company.

In order to have the Issuer's shares removed from the regulated market operating in the Republic of Lithuania, the preliminary offered price of the planned to provide mandatory tender offer to purchase the shares of the Company, included in the regulated market operating in the Republic of Lithuania, is 0,479 EUR for 1 (one) ordinary registered share of the Company.

Darius Juozas Mockus
Chairman of the Board of AB "GUBERNIJA"
Date of signing: 11 June 2018

