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No one should purchase or subscribe for any securities in AB "Ignitis grupė" ("Ignitis grupė" or the "Company" and, together with its subsidiaries, the "Group") except on the basis of information in the prospectus dated 21 September 2020 (the "Prospectus") published by the Company in connection with the offering and admission of the Company's ordinary shares to trading on the Main Trading List of AB Nasdaq Vilnius ("Nasdaq Vilnius") and of global depositary receipts representing the Company's shares to the standard listing segment of the Official List of the Financial Conduct Authority of the United Kingdom (the "FCA") and to trading on the Main Market of the London Stock Exchange plc (the "London Stock Exchange" or "LSE"). A copy of the Prospectus published by the Company is available on the Company's website at <https://ignitisgrupe.lt/en/ipo>.

2 October 2020

PRICING STATEMENT IN RESPECT OF THE OFFERING OF ORDINARY SHARES (IN THE FORM OF SHARES AND GLOBAL DEPOSITARY RECEIPTS) IN AB "IGNITIS GRUPĖ" OFFER PRICE OF €22.50 PER SHARE AND €22.50 PER GDR

The following information relates to the Offering described in the Prospectus dated 21 September 2020. This announcement should be read in conjunction with the Prospectus. Before making an investment, prospective investors should read the entire Prospectus for more complete information about the Company and the Offering, and, in particular, for a discussion of certain risks that should be considered in connection with an investment in the Offer Shares or Offer GDRs (See the section of the Prospectus entitled "*Risk Factors*").

Capitalised terms used but not defined in this announcement have the meanings ascribed to them in the Prospectus.

Issuer:	AB "Ignitis grupė"
Issue Type:	Global Offer (primary offering only) Rule 144A / Regulation S offering to institutional investors Public offering in Lithuania, Latvia and Estonia
Final Offer Price per Share:	EUR 22.50 per Share
Final Offer Price per GDR:	EUR 22.50 per GDR, each representing one Share
Total deal size:	20,000,000 Shares (in the form of Shares and GDRs)
Retail Offer size:	1,869,301 Shares
Institutional Offer size:	18,130,699 Shares (in the form of Shares and GDRs)

Number of Shares in issue on Admission:	74,283,757												
Number of Shares in the Offering as a percentage of total number of Shares in existence on Admission:	26.92%												
Gross Proceeds of the Offering receivable by the Company:	EUR 450 million												
Estimated net proceeds of the Offering receivable by the Company (after the deduction of underwriting commissions (including the maximum amount of any discretionary commission) and other costs and expenses of, and incidental to, Admission and the Offering payable by the Company):	c. EUR 438 million												
Market capitalisation of the Company at the Final Offer Price:	EUR 1,671.4 million												
Allocation Date:	2 October 2020												
Expected Share settlement date:	6 October 2020												
Expected GDR settlement date:	7 October 2020												
Expected date of Admission (Shares: AB Nasdaq Vilnius):	7 October 2020												
Expected date of Admission (GDRs: London Stock Exchange):	7 October 2020												
Joint Global Coordinators and Joint Bookrunners:	J.P. Morgan Securities plc Morgan Stanley & Co. International plc Swedbank AB (in cooperation with Kepler Cheuvreux S.A.) UBS Europe SE												
Joint Bookrunner:	BofA Securities Europe SA												
Management participation in the Offering	<p>The following members of the Management Board are participating in the Offering, in the amounts set out below:</p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Total number of Shares</u></th> </tr> </thead> <tbody> <tr> <td>Darius Maikštėnas</td> <td>400</td> </tr> <tr> <td>Dr. Živilė Skibarkienė</td> <td>300</td> </tr> <tr> <td>Darius Kašauskas</td> <td>250</td> </tr> <tr> <td>Vidmantas Saliėtis</td> <td>200</td> </tr> <tr> <td>Dominykas Tučkus</td> <td>300</td> </tr> </tbody> </table> <p>No members of the Supervisory Board are participating in the Offering.</p>	<u>Name</u>	<u>Total number of Shares</u>	Darius Maikštėnas	400	Dr. Živilė Skibarkienė	300	Darius Kašauskas	250	Vidmantas Saliėtis	200	Dominykas Tučkus	300
<u>Name</u>	<u>Total number of Shares</u>												
Darius Maikštėnas	400												
Dr. Živilė Skibarkienė	300												
Darius Kašauskas	250												
Vidmantas Saliėtis	200												
Dominykas Tučkus	300												

EBRD participation	EBRD acquired Shares for €67.5 million, accounting for 15% of the total Shares in the Offering and becoming the largest minority shareholder.
Financing update	The Prospectus disclosed that, as at the date of the Prospectus, the Company was in negotiations with EIB to enter into a new EUR 110.0 million loan facility, for the purposes of funding the Group's smart meter programme and implementing the IT solutions of collection and management of their data. The agreement in respect of this EUR 110.0 million facility was signed on 23 September 2020, and has a term of 16 years. The facility is unguaranteed and the interest rate will be specified for each tranche according to market conditions.
Current trading update	On 30 September 2020 the Company published preliminary financial data of Ignitis Group for the first eight months of 2020. According to management accounts, in the eight months from January to August 2020, the Group generated revenue of EUR 775.3 million, which is 8.0 per cent. more compared to the same period in 2019 (EUR 718.2 million), and the adjusted EBITDA indicator of the Group was equal to EUR 172.4 million, which is 4.0 per cent. more compared to the same period of 2019 (EUR 165.8 million).
Update on proceedings arising from the mandatory buyout of GEN	The Prospectus disclosed that, on 28 July 2020, V. Martikonis, a shareholder of GEN, brought a claim before the Vilnius Regional Court requesting the court to determine the fair mandatory buyout price that the Company should pay for each of his shares in the capital of GEN that the Company will purchase from him in relation to the mandatory buyout of residual minority shareholders in GEN. On 22 September 2020 the Company reached a settlement agreement with V. Martikonis, pursuant to which V. Martikonis dropped all claims. On 23 September 2020 the Court accepted the V. Martikonis statement to waive the claim. The ruling takes effect in 7 days.

This release constitutes a public disclosure of inside information by the Company under Regulation (EU) 596/2014 (16 April 2014).

Important Notice

The contents of this announcement have been prepared by and are the sole responsibility of the Company.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. The contents of this announcement are not to be construed as legal, financial or tax advice.

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This announcement is not an invitation nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000, as amended (the "**FSMA**"). This announcement is directed at and is only being distributed (A) in member states of the European Economic Area, to persons who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") ("**Qualified Investors**"); (B) in the United Kingdom, to Qualified Investors who (i) have professional experience in matters related to investments and who are "investment professionals" within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Financial Promotion Order**") or (ii) are persons who fall within Articles 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, or (iii) are persons to whom this information may otherwise lawfully be directed (all such persons together being referred to as "**relevant persons**"). No other person should act or rely on this announcement and persons distributing this announcement must satisfy themselves that it is lawful to do so. By accepting this announcement you represent and agree that you are a relevant person if in the United Kingdom and a Qualified Investor if in any member state of the European Economic Area.

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purchasing any securities, persons viewing this announcement should ensure they fully understand and accept the risks which are set out in the Prospectus. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Copies of the Prospectus are available from the Company's registered office.

This announcement does not constitute any offer or any solicitation of an offer to subscribe for any shares or other securities, nor shall it (or any part of it) or the fact of its dissemination form the basis of, or be relied on in connection with, any contract with respect thereto. This announcement does not constitute a recommendation concerning an offer. Persons considering making investments should consult an authorised person specialising in advising on such investments. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. The value of securities can go down as well as up. Potential investors should consult their financial and other advisors as to the suitability of a possible offer for the person concerned.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

By their nature, forward-looking statements involve unknown risks, uncertainties, assumptions and other factors that may cause the Group's actual financial condition, results of operations or prospects to be materially different from any future financial condition, results of operations or prospects expressed or implied by such forward-looking statements. Past performance cannot be relied upon as a guide to future performance. No representation is made or will be made that any forward-looking statements will be achieved or will prove to be correct.

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Certain data in this announcement has been rounded. As a result of the rounding, the totals of data presented in this announcement may vary slightly from the actual arithmetic totals of such data. Percentages may have been rounded and accordingly may not add up to 100%.

The contents of the Company's and the Group's website, including the websites of the Group's business units, are not incorporated by reference into, and do not form part of, this announcement.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares and GDRs have been subject to a product approval process, which has determined that the Shares and GDRs are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares and GDRs may decline and investors could lose all or part of their investment; the Shares and GDRs offer no guaranteed income and no capital protection; and an investment in the Shares and GDRs is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Banks will only approach investors who meet the criteria of professional clients and eligible counterparties (other than in Lithuania, Latvia and Estonia).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares and GDRs.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and GDRs and determining appropriate distribution channels.