

PATVIRTINTA  
AB Nasdaq Vilnius valdybos posėdyje  
2018 m. vasario 23 d., Protokolo Nr. 18-38

### **Rules of AB Novaturas Shares Subscription Process**

1. The Organizer of the Auction – Swedbank AB registration No. 112029651, Konstitucijos pr. 20A, Lithuania, hereinafter “the Organizer”.
2. The Provider of Subscription Undertakings and settlement instruction delivery – AB Nasdaq Vilnius, Registration (registration No. 110057488), legal address: Konstitucijos av. 29, Vilnius, Lithuania, hereinafter “the Exchange”.
3. The subject of the Subscription process – Public offering and listing of 3,903,500 existing ordinary registered shares with a nominal value of EUR 0.03 per share, with a possibility to increase the number by up to 1,249,120 shares and, in such case, up to 5,152,620 shares of AB Novaturas, legal address Mickevičiaus str. 27, LT-44245 Kaunas, Lithuania, registration number: 135567698; phone number +370 37 321264 Website: [www.novaturasgroup.com](http://www.novaturasgroup.com); Email: [info@novaturas.lt](mailto:info@novaturas.lt), ISIN code: LT0000131872, hereinafter “the Securities”.
4. The Participants of the Auction – only licensed bank or investment firms to whom the status of Exchange Member has been assigned are eligible to participate in the Auction. All Nasdaq Vilnius Members, having access to Genium INET trading system may participate in the Auction by submitting orders on own account or on behalf of its clients. The Retail offering is directed to all investors in Lithuania and Estonia.
5. The Place of Subscription process – the Orders are submitted as buy orders entered in the Exchange Trading system, hereinafter – “Trading system”.
6. The Subscription period – the period of Subscription process takes place from February 27, 2018, 09:10 until March 7, 2018, 15:30. Buy orders can be entered in the Trading system during the Subscription period every Exchange trading day from 9:00 to 16:00. On the last day of the Subscription period, buy orders can be entered until 15:30. All times denoted are in EET time.
7. Settlement procedure – the Settlement date is March 14, 2018. The Settlement is provided by Nasdaq CSD SE. The Settlement shall be made according to delivery versus payment (DVP) principle individually for each transaction (gross settlement). The title to the Securities purchased in the Subscription

process is obtained upon a Securities transfer to a buyer's respective financial instrument account which is done simultaneously with making the cash payment for the purchased Securities.

8. The Exchange Members can enter buy orders in the Trading system during the Subscription process every Exchange trading day from 9:00 to 16:00 or until 15:30 on the last day of the Subscription process. The orders can be modified or cancelled until 15:30 on the last day of the Subscription process. After 15:30 on the last day of the Subscription process orders cannot be entered, modified or cancelled.
9. The Exchange Member is responsible for entering its clients' orders in the Trading system according to these Rules. The Exchange Member's clients order submission takes places according to the Exchange Member's internal rules and procedures.
10. The Subscription process is hidden – the Exchange Members can see only own orders in the order book.
11. The orders shall be entered in submarket "VSE Equities IPO" order book(s): NVTIPO1 – retail clients orders ISIN code: LT0000131872:
12. The buy order must include:
  - a. Price of one security;
  - b. Number of securities;
  - c. Client reference;
  - d. Order capacity;
  - e. Client ID short code (in case order capacity is Agent);
  - f. Client ID qualifier (Firm/Personal);
  - g. Investment Dec short code (in case order capacity is Principal);
  - h. Execution Decision short code;
  - i. Time validity – "GTC" (Good-Till-Cancel);
  - j. Order reference (optional).
13. The price of one security is EUR 13.50. The final price will be announced on March 8, 2018 and will not be higher than EUR 13.50 for retail investors.
14. Retail investors may place multiple orders, provided that the minimum number of shares in one subscription order is not lower than 10 shares and the maximum number of shares in one subscription order is not higher than 390,000 shares. Any order for more than 390,000 shares by a retail investor will be deemed as order for 390,000 shares. Any order for less than 10 shares by a retail investor will be deemed invalid.
15. In addition to the order data specified in Paragraph 12, complete Client's name and surname, natural person's identification code or registration code of a legal person, securities account number and

reference number, Client's country of residence, Name and surname of a natural person or name of a legal person behind the nominee account, Natural person's identification code or registration code of a legal person behind the nominee account, investor category (retail or institutional). This information shall be sent in an encrypted Excel file to e-mail [TSBaltic@nasdaq.com](mailto:TSBaltic@nasdaq.com) by 17:00 on the day the order is entered in the Trading system; on end date of the Subscription period by 16:00. The Client's name, residency, ID code, securities account number or reference number shall be linked with the Client reference of the entered order.

16. Order allocation will be performed by the Issuer according to the Offering Rules and will be done outside the Exchange's Trading system. Trade information will not be available in the Exchange's Trading system. Offering Rules will be made publicly available at least one business day prior to the Auction at website [www.nasdaqbaltic.com](http://www.nasdaqbaltic.com).
17. The Exchange shall immediately but not later than the next business day after receiving information on order allocation from Organizer, send settlement instructions to Nasdaq CSD SE for settlement of the trades made as a result of the Subscription process. The Exchange Member is responsible for the fact that its settlement agent, that provides settlements for the trades made as a result of the Subscription process according to the information specified in the settlement instructions, makes approvals for Nasdaq CSD SE settlements.
18. The Exchange Member, in accordance to the Exchange regulations, shall pay commission fees for transactions concluded in the Subscription process on own account or on behalf of its clients according to the fees for auction transactions set forth by the Exchange. The maximum fee per member is set to EUR 3000 for this auction.

Valdybos pirmininkas

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