

PATVIRTINTA
AB Nasdaq Vilnius valdybos posėdyje
2020 m. rugsėjo 21 d., Protokolo Nr. 20-103

Rules of AB “Ignitis Grupė” 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 – 20,901,503 new **AB “Ignitis Grupė”** shares (“New Shares”), hereinafter “**the Offer Shares**”, with ISIN code LT0000115768.
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, Latvia 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 September 21, 2020, 12:00 until October 1, 2020, 13:00. 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 13:00. All times denoted are in EEST time.
7. Settlement procedure – the Settlement date is October 6, 2020. 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 13:00 on the last day of the Subscription

process. The orders can be modified or cancelled just by Exchange Members until the end of the same order entry day. Starting from next day the orders can not be modified or cancelled. Orders cannot be cancelled or modified by retail investors.

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): IGNIPO – retail clients orders ISIN code: LT0000115768.
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. Retail investors are entitled to participate in the Retail Offer and may submit subscription orders only at EUR 28.00 per Offer Share - a maximum price of the Offer Price Range. The final offer price will be equal to retail and institutional investors and will be announced on or about October 2, 2020.
14. There is no minimum or maximum order size limits for retail investors.
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, address of natural or legal person and Client's custodian's BIC code, investor category (retail or institutional). Those members, which during AB "Energijos skirstymo operatorius" (hereinafter, "ESO") and/or AB "Ignitis gamyba" tender offers, conducted from 3 April 2020 to 22 April 2020, have not identified their end clients and submitted orders under aggregated clients' accounts, must provide identification about such clients participation in AB "Ignitis Grupė" shares subscription process and indicate the number of securities each client under aggregated account sold in ESO and/or AB "Ignitis gamyba" tender offers. This information shall be sent in an encrypted Excel file to e-mail 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 15:00. 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 prospectus and will be done outside the Exchange's Trading system. Trade information will not be available in the Exchange's Trading system. The prospectus will be made publicly available at least one business day prior to the Auction at the Issuer's website www.ignitisgrupe.lt/IPO.
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. The Exchange member must agree with its account operator that cash for auction trades settlement must be transferred to the dedicated cash account (DCA) for night time settlement. Cash should be transferred to DCA after 20:00 PM or standing order functionality of T2 GUI should be used.
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.
19. The Parties shall at all times comply with the data protection standards as provided under the GDPR, applicable law and data protection policies of the Exchange. The Privacy Letter of the Exchange sets out personal data handling practices under GDPR to safeguard privacy while fulfilling obligations, ensure the efficient operation of markets and satisfy regulatory obligations. The Privacy Letter could be found under this link:
[http://www.nasdaqbaltic.com/files/baltic/rules_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic Baltic Exchanges.pdf](http://www.nasdaqbaltic.com/files/baltic/rules_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic%20Baltic%20Exchanges.pdf)