

OFFERING CIRCULAR FOR OFFER
OF THE SHARES OF COMPANY GROUP ALITA, AB
INTENDED FOR PURCHASE

1. Terms and conditions of the official offer.

In the general meeting of shareholders of Company group ALITA, AB (hereinafter – the Company), which was convened on 22 April 2015, it was decided to remove the Company’s shares from AB NASDAQ OMX Vilnius stock exchange secondary list and to suspend public offer of Company’s shares.

Pursuant to paragraph 1 of Article 38 of the Law of the Republic of Lithuania on Securities (hereinafter – the Law), following the decision to delist the shares from the trading of the regulated market operating in the Republic of Lithuania, an a official takeover bid (offer) must be submitted and implemented to buy-up the shares admitted to the regulated market operating in the Republic of Lithuania. Subject to paragraphs 2-3 of Article 47², following the decision not to offer the shares publicly the official offer must be submitted and implemented in the company to buy-up the remaining shares of the company. If the issuer’s shares were admitted to trading on a regulated market operating in the Republic of Lithuania and the shareholders’ general meeting passed a decision not to offer shares publicly together with the decision to delist shares from trading on a regulated market, it is suffice to submit an official takeover offer once and implement it according to the procedure provided for in Article 38 of the Law.

On the April 23, 2015 UAB “MINERALINIAI VANDENYS” published about its intention to submit a tender offer to buy the rest shares of Company group ALITA, AB via the website of the Company. Company also notified a regulated market supervisory authority, an operator of the market about the intention to submit a tender offer.

Pursuant to articles 29-31, 33-36, 38, 43 of the Law, UAB “MINERALINIAI VANDENYS” submits and intends to implement a official tender offer (hereinafter – The Official offer) to purchase remaining 132 888 (one hundred thirty two eight hundred eighty eight) shares of the Company, each having nominal value – 0,29 EUR (twenty nine hundreds of an euro).

The price in the Official offer – 1,076 EUR (3,72 LTL) for 1 (one) ordinary registered share of the Company. The substantiation of the estimation and the price of the Official offer are defined in the paragraph 13 of this Circular.

2. Name, legal form, code, address, telephone and fax number, e-mail address and web site address of the company whereof shares are covered by the Official Offer.

Title	Company group ALITA, AB
Legal form	Public Limited Liability Company
Code	302444238
Headquarters address	Miškininkų st. 17, LT-62200 Alytus
Telephone	+370 315 57243
Fax	+370 315 79467
E-mail	alita@alita.lt
Web site	www.alita.lt

3. Legal information of the Offerer.

3.1. Full name, residential address, telephone and fax number of the Official Offerer (where the Offerer is a natural person)

Not applicable.

3.2. Name, legal form, code, address, telephone and fax number, e-mail address and web site address of the Official Offerer

Title	UAB „Mineraliniai vandenys“
Legal form	Private Limited Liability Company
Code	121702328
Headquarters address	J. Jasinskio st. 16F, LT-03163 Vilnius
Telephone	8 (5) 2786 215, +370 620 53107, 8 (5) 2786 069
Fax	8 (5) 2786087
E-mail	info@mv.lt
Web site	www.mv.lt

3.3. Full name, residential address, telephone and fax number of the Official Offerer's representative (where the representative is a natural person)

Not applicable.

3.4. Full name, address, code, telephone and fax number of the Official Offerer's representative (where the representative is a legal entity)

Not applicable.

4. Person who is consulting the Offerer (company's name, consultant's full name, headquarters address, telephone and fax number).

Not applicable.

5. Duration of implementation of the Official Offer (in days).

Implementation of the Official Offer will be commenced on the 4th (fourth) business day following the decision on approval of this Offering Circular (hereinafter referred to as the Circular) by the Bank of Lithuania.

Duration of implementation of the Official Offer – 14 (fourteen) calendar days.

6. Number of shares issued by the company whereof shares are covered by the Official Offer by types, classes, ISIN code, their nominal price and number of own shares.

The size of the Company's authorized capital is 5 800 000 EUR (five million eight hundred thousand euros). It is divided into 20 000 000 (twenty million) ordinary nominal shares whereof nominal price is 0,29 EUR (twenty nine hundreds of an euro) each.

VP ISIN code of the Company's shares: LT0000128266 and LT0000128589.

As of the day of submission of the Circular, the Company has not acquired own shares.

7. Information on placing the securities of the company whereof shares are covered by the Offer for sale in the regulated market.

The registered ordinary shares of the Company are enclosed in the Additional trading list of NASDAQ OMX Vilnius. The registered ordinary shares of the Company are divided into two parts: i. e. 3 126 000 (three million one hundred twenty six thousand) registered ordinary shares, having VP ISIN code LT0000128266, the acronym AGP1L, and 16 874 000 (sixteen million eight hundred seventy four thousand) registered ordinary shares, having VP ISIN code LT0000128589. Shares, having VP ISIN code 0000128589, are not traded on the stock exchange.

8. Minimum and maximum number of shares intended for purchase by types, classes, ISIN code of the company whereof shares are covered by the Offer; if the owners of the securities of the company whereof shares are covered by the Offer do not specify the number of the securities intended for purchase, the official offer shall be considered as a failure (to be filled in if a voluntary official offer is announced).

Not applicable.

9. Number of shares issued by the company whereof shares are covered by the Official Offer by types, classes, ISIN code, the number of votes carried by these shares (%) which:

9.1. were or are held by the Offerer at the shareholders meeting of the company whereof shares are covered by the Offer on the moment of exceeding the limit of 1/3 of all votes and on the day of signing of this Circular (to be filled in case of the mandatory official offer); were held by the Offerer on the day of signing of this Circular (to be filled in case of the voluntary offer).

On the date of signing of the Circular the Offerer owns 19 867 112 (nineteen million eight hundred sixty seven thousand one hundred twelve) registered ordinary shares of the Company (ISIN codes: LT0000128266 and LT0000128589), constituting 99.34% of shares and votes carried by them at the general meeting of shareholders of the Company.

9.2. were or are held by every person jointly acting at the shareholders meeting of the company whereof shares are covered by the Offer on the moment of exceeding the limit of 1/3 of all votes and on the day of signing of this Circular (to be filled in case of the mandatory official offer); were held by every jointly acting person on the day of signing of this Circular (to be filled in case of the voluntary offer).

Not applicable.

9.3. Persons referred to in the items 9.1-9.2 are entitled to acquire the company's whereof shares are covered by the Offer securities on their own initiative on the basis of the valid agreement.

Not applicable.

9.4. The third persons have deposited their shares to the persons referred to in the item 9.1-9.2, who have been entitled to exercise voting rights carried by their shares at their own discretion.

Not applicable.

10. Type, class, ISIN code (if any) and number of the securities issued by the Offerer whereof title belongs to the company whereof shares are covered by the Offer as well as the number of votes at the Offerer's general meeting of the company whereof shares are covered by the Offer.

The Company has no securities issued by the Official Offerer. Besides, the Company has no votes at the Offerer's general meeting.

11. Mode of payment for the securities of the company whereof shares are covered by the Offer (cash, securities or a combination of cash and securities).

The payment for the purchased ordinary nominal shares of the Company will be made in cash.

12. The price (exchange rate in case of payment in securities or combination of cash and securities i.e. what whole number represents one security of the company whereof shares are covered by the Offer) offered for the securities of the company whereof shares are covered by the Offer (the price of the Official Offer). In case of voluntary official offer where the payment is made in securities, the price must be also specified in cash.

The price in the Official offer – 1,076 EUR (3,72 LTL) for one ordinary registered share of the Company, having nominal value of 0,29 EUR (twenty nine hundredths of an euro). The substantiation of the estimation and the price of the Official offer are defined in paragraph 13 of this Circular.

13. The price estimation method of the securities of the company whereof shares are covered by the offer, price substantiation.

Pursuant to paragraph 4 of Article 38 of the Law in case a shareholder of the issuer, acting independently or together with other persons submitted and implemented a mandatory takeover bid not earlier than three months prior to the decision of the general meeting of shareholders to delist the issuer's shares from the trading on a regulated market operating in the Republic of Lithuania, the price shall be fixed equal to the price paid for the shares acquired this way.

The price of this Official offer, which is provided in order to implement the decision of Company's General Meeting of Shareholders dated on April 22nd, 2015, is equal to the price which was fixed in the non-competitive official offer to buy-up the shares of Company group "ALITA", AB circular, the period of implementation of which had been January 16th, 2015 – January 29th, 2015. The abovementioned non-competitive official offer was approved by the decision No 241-5 of Supervision Service of the Bank of Lithuania dated on January 12th, 2015.

The price in the Official offer – 1,076 EUR (3,72 LTL) for one ordinary registered share of the Company.

14. Information on the securities offered in exchange:

14.1. name, legal form, code, address, web site of the company issuing these securities

Not applicable.

14.2. characterization of the securities (type, class, ISIN code, nominal price etc.)

Not applicable.

14.3. number of the Offerer's securities offered in exchange

Not applicable.

14.4. the regulated market operating in the EU member-state where trade in these securities is permitted

Not applicable.

14.5. where it is possible to find a circular and other information about the offered securities

Not applicable.

15. Information on the offer's financing sources (whether own or borrowed funds will be used for implementation of the offer; the method for securing repayment of the borrowed (offered as a loan) funds: guarantee, surety, mortgage; please specify the credit Company, the guarantor, surety Company, pledge holder (mortgage creditor) etc.).

Implementation of the Offer shall be financed by own funds.

16. Offered compensation for all the losses of the title holders resulting from implementation of the requirements laid down in the parts 1-5 of the article 36 of the Law (method of compensation calculation, mode of payment).

Not applicable.

17. Circumstances determining execution of the Official Offer, which are outside the Offerer's control.

On the day of signing the Circular, there were no known circumstances determining execution of the Official Offer, which are outside the direct Offerer's control.

18. Offerer's plans and intentions related to the company whereof shares are covered by the Offer in case of occurrence of the Official Offer:

18.1. Continuity of business areas of the company whereof shares are covered by the offer.

Current business areas of the Company will be continued.

18.2. restructurization (change of management structure), shake-up, rearrangement or winding-up

Not scheduled.

18.3. Employees-related policy

The employees-related policy will not be changed.

18.4. managers-related policy

There are no plans to change the policies applied to the members of managing bodies of the Company.

18.5. capital attraction policy

The Company's capital attraction policy will not be changed.

18.6. dividends-related policy

The dividends-related policy will not be changed.

18.7. scheduled amendments of the Articles of Association of the company whereof shares are covered by the offer.

To the date of signing of this Circular there no changes in the Company's Articles of association are planned. In case later decisions to change Company's Articles of association shall be made, foreseen changes will be published in accordance with the legislation.

18.8. Specific remunerations and incentives etc. for the management bodies of the company whereof shares are covered by the offer.

There are no planned special payments, promotion systems to the managers of the Company and it is not expected to temporarily change applied principles of promoting.

19. Written agreement determining rights and mutual liabilities of the jointly acting persons as well as liability for violation of the Offerer's rules of circular development, approval and implementation.

On the day of signing this Circular there was no agreement of this kind.

20. Written agreements on voting at the general meeting of the company whereof shares are covered by the offer made with other persons.

On the day of signing this Circular the Offerer had no written agreements on voting by a solid vote at the Company's general meetings made with other persons.

21. Law governing the agreements related to the official offer made by the securities owners of the Offerer and the company whereof shares are covered by the offer as well as the competent courts.

The legislation of the Republic of Lithuania will govern the agreements made by the Offerer and the Company's shareholders related to the offer. All the disputes will be handled by the courts of the Republic of Lithuania.

22. Information about the Offerer:

22.1. *whether the Offerer (natural person) was applied an administrative punishment for violations of the legislation governing stock markets within the last 5 years*

Not applicable.

22.2. *whether there is any valid previous conviction of the Offerer (natural person) for crimes against property, finance and violations of economic rules*

Not applicable.

23. Information on the ongoing trials and arbitral procedures which have or may have substantial influence on the operation or financial status of the Offerer.

At the moment of signature of the Circular there are no judicial and/or third party court (arbitral) proceedings, which essentially influence or could essentially influence the activity or financial situation of the provider of the Official offer.

24. Sources where the Offerer intends to publish information about the official offer and its implementation.

The information about the Official offer shall be published in the electronic publication "Public announcements of legal entities" published by VĮ Registry of Legal Entities.

The Offerer will publish information about the Official Offer and its implementation in the Company's web site www.alita.lt

25. Other information at the Offerer's discretion.

On the December 5th, 2014 the Competition Council of the Republic of Lithuania passed the resolution No IS-190/2014 regarding the authorization to joint stock company "MINERALINIAI VANDENYS" to execute the concentration by acquiring up to 100 percent shares of Company group "ALITA", AB.

The Company's shareholders may get acquainted with the Circular at the Company's premises at the address below: Miškininkų g. 17, LT-62200 Alytus, Lithuania, on business hours (early registration is required. Please call +370 315 57243) or visit the Company's website www.alita.lt. For more information please call (8-5) 278 6215.

The Company's shareholders willing to sell the Company's shares during the Official Offer may apply to any financial brokers or credit institutions operating in Lithuania and assign them to sell the Company's shares in the order agreed upon with the financial broker or credit institution.

26. Approval by the persons who developed the offer's circular and responsible for information contained herein that the information in this circular is correct and that no important information has been omitted where such information might have any influence on the securities owners' opinion about the official offer.

By signing this Circular I approve that the information contained herein to the best of my knowledge is true and correct and that no important information has been omitted where such information might have any influence on the securities owners' opinion about the official offer.

UAB „Mineraliniai vandenys“
General Manager

Seal

Marijus Cilcius

Signature date April 27, 2015