

**CIRCULAR FOR THE MANDATORY NON-COMPETITIVE TAKEOVER BID FOR CONTROL  
OF THE LIMITED LIABILITY COMPANY LINAS ACQUIRED IN 2006**

**1. Terms of the Takeover Bid**

On 27 April 2012, by its decision in case No 2A-195-527/2012, the Kaunas Regional Court, inter alia, obliged Ramūnas Lenčiauskas, a shareholder of the limited liability company LINAS (hereinafter referred to as the “**Company**”), to submit a mandatory Takeover Bid to buy back the Company’s shares at the fair price of LTL 0.78 per one ordinary share of the Company, as determined by the procedure required by the law. In reaching its decision, the Court relied on the conclusion of the Securities Commission of the Republic of Lithuania (hereinafter referred to as the “**SC**”) (its successor in title – the Bank of Lithuania) that such an obligation had arisen for Ramūnas Lenčiauskas and the other persons who acted in concert with him on 11 July 2006 upon the conclusion of the Company’s share transfer agreement. According to the assessment of the SFC, when the share transfer agreement of 11 July 2006 was concluded, the persons acting in concert owned 14 222 163 shares of the Company (59,16% of the votes at the general meeting of shareholders of the Company):

- 9 469 918 shares (39,39% of the votes) were held by L. L;
- 556 371 shares (2,31% of the votes) were held by P. J;
- 39 289 shares (0,16% of the votes) were held by Ramūnas Lenčiauskas;
- 4 156 585 shares (17,29% of the votes) were held by Nordic Investicija, UAB.

Subsequent court decisions have abolished the obligation to make a Takeover Bid for other persons who acted in concert with Ramūnas Lenčiauskas. Ramūnas Lenčiauskas had not complied with the obligation to make a mandatory Takeover Bid by the date of signature of this Circular.

Ramūnas Lenčiauskas has served as a director of the Company at various times. Starting from 2005: from 29 April 2008 to 21 August 2008, from 5 June 2014 to 8 January 2015, and from 2 February 2016 to 2 February 15-07-2016. Ramūnas Lenčiauskas has not been a shareholder of the Company since 06-06-2016 (either directly or through related parties), has not held any managerial positions since 17-05-2017, and has no working relationship with the Company since 21-02-2020.

Verslo Dizainas UAB, aware of the expectations of the minority shareholders due to the non-fulfilment of the mandatory Takeover Bid made by Ramūnas Lenčiauskas in 2006 and in order to improve the Company’s image and the general perception of the Company, has approached Ramūnas Lenčiauskas and obtained his consent to make and implement this Takeover Bid. Pursuant to the consent provided, Verslo Dizainas UAB is responsible for the submission and implementation of this Takeover Bid. In the meantime, any claims and disputes relating to Ramūnas Lenčiauskas’s obligation arising in 2006 and the performance thereof, except to the extent set out in the preceding sentence, shall be addressed to Ramūnas Lenčiauskas.

On 15 April 2021, Verslo Dizainas, UAB, (hereinafter referred to as the “**Offeror**”) acquired 20% of the Company’s shares. If the Company’s General Meeting of Shareholders decides to delist the Company, Verslo Dizainas, UAB, shall implement a Takeover Bid for that purpose (hereinafter referred to as the “**Delisting Takeover Bid**”). The delisting Takeover Bid is a separate Takeover Bid, which is being conducted in parallel and is unrelated to this Takeover Bid. The acquisition of shares in Verslo Dizainas, UAB, at a higher price under this Takeover Bid has no effect on the price of the Delisting Takeover Bid.

**Given that the obligation to buy back the Company’s shares in question was triggered on 11 July 2006, only those shareholders of the Company who held shares in the Company on 11 July 2006 and still hold them will be able to take advantage of this Takeover Bid.** In the event that the Company’s shareholders have disposed of part of their shares held on 11 July 2006, this Takeover Bid will be available to them in respect of the part of their shares not disposed of. This Takeover Bid will not apply in respect of shares in the Company acquired after 11 July 2006.

Verslo Dizainas, UAB, makes the following offer to purchase 1 198 626 (one million one hundred and ninety-eight thousand six hundred and twenty-six) ordinary registered shares with a nominal value of EUR 0.29

value of the Company's shares with ISIN code LT0000100661, representing 4.99% of the Company's issued shares and votes.

The Takeover Bid price shall be EUR 0.226 (two hundred and twenty-six thousandths of a euro) per 1 (one) ordinary registered share of EUR 0.29 nominal value of the Company. The Company's shares to be bought back shall be paid for with borrowed money from Verslo Dizainas, UAB.

Following the submission by the Company's shareholders of applications to sell their holdings in the Company pursuant to this Takeover Bid, the Offeror will verify, on the basis of the data available to it, whether the relevant shareholder of the Company is entitled to take up the Takeover Bid and whether the Company's shareholder was holding the proposed sale of the Company's shares as at 11 July 2006. This verification will be carried out manually, which could result in the period between the end of the Takeover Bid and the payment of the share price to the relevant shareholder of the Company being protracted. It is expected that this period for the verification of applications should not exceed 5 working days.

**2. Name, legal form, legal entity code, registered office address, telephone and fax numbers, e-mail and website address of the company whose shares are the subject of the Takeover Bid**

<i>Name</i>	Limited liability company LINAS
<i>Legal form</i>	Public limited company
<i>Legal entity code</i>	147689083
<i>Registered office address</i>	S. Kerbedžio str. 23, Panevėžys
<i>Telephone number</i>	+370 45 506 100
<i>Fax number</i>	-
<i>Email address</i>	office@linas.lt
<i>Website address</i>	www.linas.en

**3. Details of the Offeror:**

**3.1. the name, surname, residential address, telephone and fax numbers of the Offeror (in the case of a natural person)**

Ramūnas Lenčiauskas should be the Offeror of this Takeover Bid, but his duty is performed by Verslo Dizainas, UAB, so the information on Verslo Dizainas, UAB, is included in the Circular.

**3.2. the name, legal form, legal entity code, registered office address, telephone and fax numbers, e-mail and website address of the Offeror**

<i>Name</i>	Verslo Dizainas, UAB
<i>Legal form</i>	Private limited company
<i>Legal entity code</i>	302529076

Registered office address	Savanorių ave. 192, Kaunas
Telephone number	+370 37 327402
Fax number	+370 37 327438
Email address	info@verslodizainas.lt
<i>Website address</i>	-

Verslo Dizainas, UAB, provides real estate maintenance and administration services, business management consultancy, legal and financial consultancy. The sole governing body of Verslo Dizainas, UAB is the Director Laima Žemaitienė. Verslo Dizainas, UAB, is owned by Lidera LT, UAB. Laima Žemaitienė is the manager and owner of all shares of Lidera LT, UAB. Neither Lidera LT, UAB, nor Laima Žemaitienė holds any shares in the Company for which the Takeover Bid is being made.

**3.3. the name, surname, residential address, telephone and fax numbers of the Offeror's representative (in the case of a natural person)**

The Offeror of the Takeover Bid is represented by its director Laima Žemaitienė, in accordance with the company's articles of association.

**3.4. the name, registered office address, legal entity code, telephone and fax numbers of the official representative of the Offeror (where the representative is a legal entity)**

Not applicable.

**4. Person advising the Offeror (name of the legal entity, name of the consultant, office address, telephone and fax numbers)**

The offeror is advised by Law Firm Norkus & Partners COBALT, address Lvovo str. 25, LT-09320 Vilnius, contact phone +370 5250 0800, e-mail delistingavimas@cobalt.legal.

**5. Duration of the Takeover Bid (days)**

The implementation period for the Takeover Bid is 14 (fourteen) days.

**6. Number of shares issued by the company in respect of which the Takeover Bid is being made, by type, class, ISIN code, their nominal value and the number of own shares held**

<i>Number of shares</i>	24 038 990
<i>Type, class of shares</i>	Ordinary, dematerialised, registered
<i>ISIN code</i>	LT0000100661
<i>Nominal value per share</i>	0,29 EUR
<i>Number of treasury shares</i>	450 000

**7. Information on the admission to trading on a regulated market of securities issued by the company whose shares are the subject of the Takeover Bid**

The 24 038 990 (twenty-four million thirty-eight thousand nine hundred and ninety) ordinary registered shares of the limited liability company LINAS are listed on the Nasdaq Vilnius Additional List. On 25 May 2021, a resolution was passed by the Company's General Meeting of Shareholders to delist the Company's shares from trading on the Nasdaq Vilnius regulated market.

**8. Minimum and maximum number of securities of the Offeree Company to be bought back by type, class, ISIN code; if the holders of securities of the Offeree Company do not submit the number of securities to be bought back, the Takeover Bid shall be deemed to be unsuccessful (to be filled in when a voluntary Takeover Bid is announced)**

Not applicable.

**9. Number of securities issued by the company in respect of which the Takeover Bid is being made, by type, class and ISIN code, and the number of votes (%) attached to those securities, by:**

**9.1. which the Offeror held (holds) at the time of the crossing of the 1/3 voting threshold and at the date of the subscription of this Circular (to be completed in the case of a mandatory offer); which the Offeror holds at the date of the subscription of this Circular (to be completed in the case of a voluntary offer)**

Ramūnas Lenčiauskas, who has the obligation to make the Takeover Bid, did not hold (does not hold) any shares in the Company as at the date of publication of the announcement of the intention to delist the Shares from trading on the regulated market Nasdaq Vilnius, i.e. 26 April 2021, and as at the date of signing of the present Circular.

On the date of publication of the announcement of the intention to delist the Shares from trading on the regulated market Nasdaq Vilnius, i.e. on 26 April 2021, and on the date of signing of this Circular, the Offeror held (holds) 4,807,800 ordinary registered shares of the limited liability company LINAS (ISIN code LT0000100661), which constitutes 20.00% of the votes at the Company's General Meeting of Shareholders.

Verslo Dizainas UAB submits this offer to purchase 1 198 626 (one million one hundred and ninety eight thousand six hundred and twenty six) ordinary registered shares of the Company with a nominal value of EUR 0.29, ISIN code LT0000100661.

**9.2. held (held) by each of the persons acting in concert at the time of the crossing of the 1/3 voting threshold of the company in respect of which the Takeover Bid is being made and at the date of the subscription of this circular (to be completed in the case of a mandatory Takeover Bid); held by each of the persons acting in concert at the date of the subscription of this circular (to be completed at the time of the announcement of the voluntary Takeover Bid)**

Not applicable.

**9.3. the persons referred to in points 9.1 to 9.2 shall have the right to acquire the securities of the company in respect of which the Takeover Bid is being made on their own initiative in accordance with the agreement in force**

Not applicable.

**9.4. the third parties have entrusted the persons referred to in points 9.1 to 9.2 with the right to exercise the voting rights attaching to those securities at their discretion**

Not applicable.

**10. The type, class, ISIN code (if any) and number of securities issued by the Offeror which are owned by the Offeree Company and the number of votes held by the Offeree Company**

Limited liability company LINAS does not own any securities issued by the Offeror and/or the votes they carry at the General Meeting of Shareholders.

**11. Method of payment for the securities of the company in respect of which the Takeover Bid is being made (cash, securities or a combination of cash and securities)**

Under this Takeover Bid, the shares to be bought back will be settled in cash, with the settlement currency being the euro.

**12. The price (the exchange ratio, if settled in securities or a combination of securities and cash, i.e. the whole number of cash and securities offered in exchange per security of the Offeree Company to be bought back) at which the securities of the Offeree Company will be bought back (the 'Takeover Bid price'). In the case of a voluntary Takeover Bid, where the consideration is in securities, the price must also be quoted in cash**

The Takeover Bid price shall be EUR 0.226 (two hundred and twenty-six thousandths) per 1 (one) ordinary registered share of EUR 0.29 nominal value of the Company.

**13. Methodology for the valuation of the securities of the company to be bought back, justification of the price**

The decision of the Kaunas Regional Court of 27 April 2012, which came into force on 27 April 2012, establishes that on 11 July 2006, i.e. the date on which Ramūnas Lenčiauskas and the Company's other shareholders were obliged to submit a mandatory Takeover Bid, the applicable minimum price of the Takeover Bid amounted to LTL 0.78. In its decision, the Kaunas Regional Court ordered Ramūnas Lenčiauskas to submit a mandatory Takeover Bid to buy back the Company's shares "at the correct price of LTL 0.78 per ordinary registered share of LINAS AB, determined in accordance with the procedure required by law".

Taking into account the official exchange rate between the litas and the euro (EUR 3.4528 per LTL 1), the price indicated by the Court is converted into euros, establishing that the shares of the Company are being bought back by this Takeover Bid at a price of EUR 0.226 (two hundred and twenty-six thousandths) per share of the Company.

In determining this Takeover Bid Price, the Offeror has carefully considered all the circumstances relating to this Takeover Bid and the exercise of Ramūnas Lenčiauskas' duty in connection therewith and considers that the Takeover Bid Price is fair and that Shareholders will be in a position to make an appropriate decision on the sale of the Company's shares.

**14. Information on securities offered for exchange**

No securities will be offered for exchange in a Takeover Bid.

**14.1. the name, legal form, legal entity code, registered office address, website of the company issuing the securities**

Not applicable.

**14.2. the characteristics of these securities (type, class, ISIN code, nominal value, etc.)**

Not applicable.

**14.3. the number of securities held by the Offeror in the exchange offer**

Not applicable.

**14.4. on which the following securities are admitted to trading on a regulated market in a Member State of the European Union**

Not applicable.

**14.5. where the prospectus and other information on the securities offered can be consulted**

Not applicable.

**15. Information on the sources of financing of the Takeover Bid (whether own or borrowed funds will be used to implement the Takeover Bid; how repayment of borrowed funds is secured: by guarantee, surety or mortgage, specifying the lender, guarantor, surety, collateral holder (mortgage creditor), etc.)**

The Takeover Bid will be implemented using borrowed funds from the Offeror. The Offeror has entered into two loan agreements with Lidera LT, UAB, a group company, legal entity number 305773096: (i) on 14 June 2021. (ii) a Loan Agreement for a loan of EUR 850 000 on 14 June 2021 and (ii) a Loan Agreement for a loan of EUR 400 000 on 7 February 2022 (together, the Loan Agreements). As at the date of the request for approval of the Circular for this Takeover Bid, the Offeror has already obtained the Loans. The Loans bear interest at 5% per annum and mature on 31 December 2022. The repayment of the loans is not secured by additional collateral. The loans are for the purpose of settling the shares bought back in the course of this Takeover Bid and the Takeover Bid delisting exercise.

**16. Proposed compensation for all losses suffered by right holders in implementing the requirements of Article 31(1) to (5) of the Act (method of determining compensation, method of payment)**

Not applicable.

**17. Circumstances directly beyond the control of the Offeror affecting the implementation of the Takeover Bid**

The Takeover Bid will take place irrespective of the number of shareholders who respond to the bid. At the time of the subscription of this Circular, there are no known circumstances affecting the implementation of the Takeover Bid that are beyond the direct control of the Offeror.

**18. The plans and intentions of the Offeror in relation to the company in respect of which the Takeover Bid is being made, should the Takeover Bid be implemented:**

**18.1. the continuity of the business lines of the company whose shares are the subject of the Takeover Bid**

The Offeror has no intention to change the Company's business and has not taken and does not plan to initiate any decisions on this matter in the near future.

**18.2. restructuring (change of management structure), conversion, reorganisation or liquidation**

The Offeror does not intend to initiate any restructuring, conversion, reorganisation and/or liquidation of the Company in the near future.

**18.3. policy towards employees**

The Offeror does not intend to initiate a change in the Company's policy towards employees in the near future.

**18.4. policy towards managers**

The Offeror does not intend to initiate a change in the Company's policy towards executives in the near future.

**18.5. capital-raising policy**

Following the execution of the Takeover Bid on delisting, a representative of the Company will apply to the regulated market Nasdaq Vilnius with a request to delist the Company from trading there. Otherwise, the Offeror does not plan to initiate any change in the Company's capital raising policy in the near future. There are also no plans to initiate a mandatory share buy-back.

**18.6. dividend policy**

The payment of dividends is decided by the Company's shareholders at the General Meeting of Shareholders when deciding on the distribution of the Company's profits. Verslo Dizainas, UAB, does not plan to initiate dividend payments in the near future.

**18.7. envisaged amendments to the articles of association of the company whose shares are the subject of the Takeover Bid**

The Offeror does not plan to initiate any amendments to the Company's Articles of Association in the near future.

**18.8. special allowances, incentive schemes, etc., for the managers of the company whose shares are the subject of the Takeover Bid.**

The Offeror does not plan to initiate any changes to the special allowances, incentive scheme, etc. for managers in the near future.

**19. A written agreement setting out the rights and obligations of the persons acting in concert and the responsibilities for non-compliance with the rules for the preparation, approval and implementation of the Takeover Bidding Circular**

Not applicable.

**20. Written agreements with other persons to vote at the general meeting of the company whose shares are the subject of the Takeover Bid**

The Offeror has not entered into any arrangements with other persons to vote at the Company's General Meeting.

**21. The law that will govern the contracts concluded between the Offeror and the security holders of the Offeree Company whose shares are the subject of the Takeover Bid in connection with the Takeover Bid and the competent courts**

Contracts concluded between the Offeror and the shareholders of limited liability company LINAS in connection with the Takeover Bid shall be governed by the law of the Republic of Lithuania and the competent courts shall be the courts of the Republic of Lithuania.

**22. Details of the Offeror:**

**22.1. whether the Offeror of the Takeover Bid (natural person) has not been subject to administrative penalties in the last 5 years for infringements of the legal acts governing the securities market**

Not applicable.

**22.2. whether the applicant (natural person) has any unspent convictions for offences against property, economic order or finance**

Not applicable.

**23. Information on pending court and third-party litigation/arbitration proceedings that have, or may have, a material impact on the Offeror's business and financial position**

The Offeror is not aware of any pending court or third party (arbitration) proceedings that could have a material impact on the Offeror's business and financial position.

**24. Sources of information on the Takeover Bid and its implementation**

The Offeror intends to publish information about the Takeover Bid and its implementation in the daily newspaper Lietuvos Rytas, in the electronic Information Journal published by the State Enterprise Centre of Registers, through the Nasdaq Vilnius information system and on the Company's website.

**25. Other data at the discretion of the Offeror**

The mandatory non-competitive Takeover Bid to buy back the voting shares of limited liability company LINAS will be implemented through the Nasdaq Vilnius Takeover Bid Market, mediated by AB Šiaulių bankas.

The shareholders of the Company wishing to sell the Company's shares during the Takeover Bid may apply to any financial brokerage firm or credit institution operating in Lithuania and submit an order to sell the Company's shares. The intermediaries accepting the orders will not have the technical capability to determine whether the person submitting the order is eligible to take advantage of this Takeover Bid. After the application deadline, the Offeror will verify, on the basis of the data available to it, whether the relevant shareholder of the Company is eligible to participate in this Takeover Bid and whether the shareholder of the Company was in possession of the shares of the Company proposed to be offered for sale as at 11 July 2006.



In the absence of technical possibilities for financial intermediaries to determine in advance whether a particular shareholder is entitled to place an order under this Takeover Bid, shareholders are exposed to the risk of responding to a tender offer other than the Takeover Bid. To mitigate this risk, shareholders are encouraged to take a detailed look at the information they hold about their shares and to assess accordingly whether it is worth placing orders under this Takeover Bid.

The implementation of a Takeover Bid does not require the authorisation of the Competition Council.

**26. Confirmation by the persons who prepared the official circular and are responsible for the information contained therein that the information contained in the official circular is accurate and that there are no omissions of material information likely to affect the opinion of security holders on the Takeover Bid**

The Offeror certifies by signing that the information contained in this Circular is true and correct and that no material information that may affect the security holders' opinion of the Takeover Bid has been omitted.

Laima Žemaitienė, Director of Verslo Dizainas, UAB,

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April 6, 2022