

Approved: October 5, 2005  
The Central Securities Depository of  
Lithuania  
President's order No.23  
(as last amended on Jan.25, 2006)

## **THE PROCEDURE FOR THE PLACEMENT OF DOCUMENTS REQUIRED FOR THE OPENING OR ADJUSTMENT OF A SECURITIES ISSUE REGISTRATION ACCOUNT AT THE CENTRAL DEPOSITORY**

This procedure specifies the documents, which are required to be placed before the Central Securities Depository of Lithuania (hereinafter referred to as the Central Depository) for the opening or adjustment of a securities issue registration account in the case where a securities prospectus does not have to be approved by the Securities Commission.

The following documents must be submitted in order to have the securities issue registration account opened or adjusted at the Central Depository (where the securities prospectus does not have to be approved by the Securities Commission):

### **1. Opening of a securities account with the Depository, in case the issuer's authorized (share) capital is being formed.**

#### **1.1. In case of establishment of the issuer:**

- 1.1.1. Application (Annex 1, 2 copies are required).
- 1.1.2. The original or a notarized copy of the Founding Agreement (Act of establishment).
- 1.1.3. The original or a notarized copy of the Statutes of the company registered with the Register of Legal Persons.
- 1.1.4. Report on Securities Offering Results (Annex 9).
- 1.1.5. A notarized copy of the registration certificate of the company.
- 1.1.6. The original or a certified copy of the agreement with an intermediary of public trading.
- 1.1.7. The original or a notarized copy of the document certifying appointment of the CEO of the issuer.

#### **1.2. Where a new issuer is being established by reorganizing the companies:**

- 1.2.1. Application (Annex 1, 2 copies are required).
- 1.2.2. The originals or issuer-certified copies of the minutes of the general meetings of shareholders of the companies under reorganization, which have adopted decisions regarding their reorganization.
- 1.2.3. The original or an issuer-certified copy of the reorganization conditions approved by the general meetings of shareholders of the companies under reorganization.
- 1.2.4. The original or an issuer-certified copy of the Statute of the company established as a result of the reorganization that has been registered with the Register of Legal Persons.
- 1.2.5. An issuer-certified copy of the registration certificate of the company.
- 1.2.6. Report on Securities Offering Results (Annex 9).
- 1.2.7. Statement of the securities distribution, where the securities are held not only on an account of the issuer's agent (Annex 4).
- 1.2.8. The original or a certified copy of an agreement with an intermediary of public trading.
- 1.2.9. The original or an issuer-certified copy of the document certifying appointment of the CEO of the issuer.
- 1.2.10. An application of the company under reorganization that is wound up after the reorganization for the closure of the securities issue registration account (Annex 3). The

application shall be submitted provided that the issue registration account has been opened with the Central Depository to the company under reorganization.

1.2.11. A certified copy of the certificate on the de-registration of the company under reorganization from the Register of Legal Persons. The certificate shall be submitted provided that the issue registration account has been opened with the Central Depository to the company under reorganization.

1.2.12. On request of the Central Depository other required documents must be submitted.

### **1.3. Where a private limited liability company is being transformed into a public limited liability company:**

1.3.1. Application (Annex 1, 2 copies are required).

1.3.2. The original or an issuer-certified copy of the minutes of the general meeting of shareholders of the private limited liability company, which has adopted a decision on the transformation of the private limited liability company into the public limited liability company.

1.3.3. The original or the issuer-certified copy of the Statutes of the public limited liability company that have been registered with the Register of Legal Persons.

1.3.4. An issuer-certified copy of the registration certificate of the company.

1.3.5. Report on Securities Offering Results (Annex 9).

1.3.6. The original or a certified copy of an agreement with an intermediary of public trading.

1.3.7. The original or an issuer-certified copy of the document certifying appointment of the CEO of the issuer.

### **1.4. Where a new issuer is being established by changing the former legal status of the company into that of the public limited liability company:**

1.4.1. Application (Annex 1, 2 copies are required).

1.4.2. The original or the issuer-certified copy of the Statutes of the public limited liability company that have been registered with the Register of Legal Persons.

1.4.3. The original or an issuer-certified copy of the decision to change the status of the company to that of the public limited liability company.

1.4.4. Other documents provided for in the legal acts regulating the change of the former legal status of the company.

1.4.5. An issuer-certified copy of the registration certificate of the company.

1.4.6. The original or a certified copy of an agreement with an intermediary of public trading.

1.4.7. The original or an issuer-certified copy of the document certifying appointment of the CEO of the issuer.

1.4.8. Report on Securities Offering Results (Annex 9).

## **2. In case the issuer increases its authorized (share) capital or issues securities, which do not certify the participation in the authorized capital.**

### **2.1. Where the issuer increases its authorized capital by additional contributions:**

2.1.1. Application for the registration of securities (Annex 1, 2 copies are required).

2.1.2. The original or an issuer-certified copy of the minutes of the general meeting of shareholders, which has adopted a decision to increase the authorized (share) capital and make amendments to the Statutes accordingly.

2.1.3. The original or an issuer-certified copy of the company's Statutes (amendments thereto) with the increased capital that have been registered with the Register of Legal Persons.

2.1.4. Report on Securities Offering Results (Annex 9).

2.1.5. The note regarding addition of the securities issues, where the newly issued securities issue provides to its shareholders the same property and non-property rights as the previously issued securities issue.

## **2.2. Where the issuer increases its authorized capital out of its own funds:**

- 2.2.1. Application (Annex 1, 2 copies are required) in case new shares are issued, or application (Annex 2) in case the nominal value of the previously issued shares is changed.
- 2.2.2. The original or an issuer-certified copy of the minutes of the general meeting of shareholders, which has adopted a decision to increase the authorized (share) capital and make amendments to the Statutes accordingly.
- 2.2.3. The original or an issuer-certified copy of the company's Statutes (amendments thereto) with the increased capital that have been registered with the Register of Legal Persons.
- 2.2.4. Report on Securities Offering Results (Annex 9). It shall be submitted provided new shares are issued.
- 2.2.5. Statement of the securities indexation, where securities are held not only on an account of the issuer's agent (Annex 8).
- 2.2.6. The note regarding addition of the securities issues, where the newly issued securities issue provides to its shareholders the same property and non-property rights as the previously issued securities issue.

## **2.3. Where the issuer increases its authorized capital as a result of the reorganization:**

- 2.3.1. Application (Annex 1, 2 copies are required).
- 2.3.2. The originals or issuer-certified copies of the minutes of the general meetings of shareholders of the companies under reorganization, which have adopted decisions regarding their reorganization.
- 2.3.3. The original or an issuer-certified copy of the reorganization conditions approved by the general meeting of shareholders of the companies under reorganization.
- 2.3.4. The original or an issuer-certified copy of the company's Statutes (amendments thereto) with the increased capital that have been registered with the Register of Legal Persons.
- 2.3.5. Report on Securities Offering Results (Annex 9).
- 2.3.6. Statement of the securities distribution in case of the reorganization of the company where securities are held not only on an account of the issuer's agent (Annex 5).
- 2.3.7. The note regarding addition of the securities issues, where the newly issued securities issue provides to its shareholders the same property and non-property rights as the previously issued securities issue.
- 2.3.8. An application of the company under reorganization that is wound up after the reorganization for the closure of the securities issue registration account (Annex 3). The application shall be submitted provided that the issue registration account has been opened with the Central Depository to the company under reorganization.
- 2.3.9. A certified copy of the certificate on the de-registration of the company under reorganization from the Register of Legal Persons. The certificate shall be submitted provided that the issue registration account has been opened with the Central Depository to the company under reorganization.
- 2.3.10. On request of the Central Depository other required documents must be submitted.

## **2.4. Where the issuer issues securities, which do not certify the participation in the authorized capital:**

- 2.4.1. Application (Annex 1, 2 copies are required).
- 2.4.2. An issuer-certified copy of the minutes of the meeting of the issuer's body, which has adopted a decision to issue securities (unless it has been submitted earlier).
- 2.4.3. The original or an issuer-certified copy of the company's Statutes (amendments thereto) that have been registered with the Register of Legal Persons (unless it has been submitted earlier).
- 2.4.4. Report on Securities Offering Results (Annex 9).
- 2.4.5. The original or an issuer-certified copy of the securities issue program (if available and

unless it has been submitted earlier).

### **3. In case the issuer reduces the authorized capital.**

#### **3.1. Reduction of the authorized capital by reducing the number of the shares:**

3.1.1. Application (Annex 3).

3.1.2. An issuer-certified copy of the minutes of the meeting of the issuer's body, which has adopted a decision to reduce the authorized (share) capital, or of any other document specifying the procedure for the reduction of the authorized capital (if available).

3.1.3. Explanatory note regarding the reason and procedure for the reduction of the authorized capital approved by the issuer's bodies.

3.1.4. The original or an issuer-certified copy of the Statutes (amendments thereto) of the company with the reduced authorized capital that have been registered with the Register of Legal Persons.

3.1.5. Statement of the reduction of the authorized capital where the securities are held not only on accounts of the issuer's agent (Annex 7).

#### **3.2. Reduction of the authorized capital where the issuer changes the nominal value of the previously issued securities:**

3.2.1. Application (Annex 2).

3.2.2. Explanatory note regarding the reason and procedure for the change of the nominal value of the securities approved by the issuer's bodies.

3.2.3. The original or an issuer-certified copy of the company's Statute (amendments thereto) with the reduced authorized capital that have been registered with the Register of Legal Persons.

#### **3.3. Where the issuer reduces its authorized capital as a result of the reorganization:**

3.3.1. Application (Annex 3).

3.3.2. The original or an issuer-certified copy of the minutes of the general meeting of shareholders of the company under reorganization, which has adopted the decision regarding the reorganization of the company.

3.3.3. The original or an issuer-certified copy of the reorganization conditions approved by the general meeting of shareholders of the companies under reorganization.

3.3.4. The original or an issuer-certified copy of the company's Statute (amendments thereto) with the reduced authorized capital that have been registered with the Register of Legal Persons.

3.3.5. Statement of the reduction of the authorized capital where the securities are held not only on accounts of the issuer's agent (Annex 7).

3.3.6. On request of the Central Depository other required documents must be submitted.

### **4. In case the issuer takes a decision to split the securities issue.**

#### **4.1. Without changing the size of the authorized capital to increase the nominal value of the shares by proportionally reducing the number of shares:**

4.1.1. Application (Annex 2).

4.1.2. Explanatory note regarding the procedure for the change of the nominal value of the securities approved by the issuer's bodies.

4.1.3. The original or an issuer-certified copy of the company's Statute (amendments thereto) that have been registered with the Register of Legal Persons.

4.1.4. Statement of the securities distribution in case of issue splitting where the securities are held not only on accounts of the issuer's agent (Annex 6).

#### **4.2. Without changing the size of the authorized capital to reduce the nominal value of the shares by proportionally increasing the number of shares:**

4.2.1. Application (Annex 2).

4.2.2. Explanatory note regarding the procedure for the change of the nominal value of the

securities approved by the issuer's bodies.

4.2.3. The original or an issuer-certified copy of the company's Statute (amendments thereto) that have been registered with the Register of Legal Persons.

4.2.4. Statement of the securities distribution in case of issue splitting (Annex 6). It shall be submitted on request of the Central Depository.

## **5. In case the issuer takes a decision to change the name of the securities.**

### **5.1. Conversion of the securities from one class of securities to the other one:**

5.1.1. Application (Annex 2).

5.1.2. An issuer-certified copy of the minutes of the meeting of the issuer's body, which has adopted a decision to convert the securities of one class to the securities of the other class.

5.1.3. The original or the issuer-certified copy of the company's Statute (amendments thereto) that have been registered with the Register of Legal Persons.

### **5.2. Where the issuer changes the name:**

5.2.1. An issuer-certified copy of the new registration certificate of the company;

5.2.2. The original or an issuer-certified copy of the new registered Statute of the company;

5.2.3. Official requisites (Annex 10).

## **6. In case a non-resident issuer issues securities.**

### **6.1. Where the non-resident issuer issues securities which do not certify the participation in the authorized capital:**

6.1.1. Application (Annex 1, 2 copies are required).

6.1.2. A notarized copy of the minutes of the meeting of the issuer's body, which has adopted a decision to issue securities.

6.1.3. The original or a notarized copy of the Statute or other incorporation documents of the issuer (if available).

6.1.4. A notarized copy of the issuer's registration certificate.

6.1.5. Report on Securities Offering Results (Annex 9).

6.1.6. The original or a certified copy of an agreement with an intermediary of public trading.

6.1.7. The original or a notarized copy of the securities issue program (if available and unless it has been submitted earlier).

**Note:** In case the head office of the legal person, issuing securities is registered on the territory other than Lithuanian, the submitted registration documents issued by a foreign country and all other documents related to the issue of the securities issue must be translated into the Lithuanian language.

## **7. Transformation of the issuer into another legal form (private limited liability company, etc.)**

### **7.1. Transformation of the issuer into a private limited liability company.**

7.1.1. Application (Annex 3).

7.1.2. An issuer-certified copy of the minutes of the general meeting of shareholders of the issuer, which has adopted a decision to transform the company into a private limited liability company.

7.1.3. An issuer-certified copy of the notice from the Register of Legal Persons regarding the re-registering of the issuer into the legal person in transformation.

## **8. Liquidation of the issuer.**

### **8.1. Liquidation of the issuer (due to the reason other than bankruptcy).**

8.1.1. Application (Annex 3).

8.1.2. An issuer-certified copy of the minutes of the general meeting of shareholders of the issuer, which has adopted a decision to liquidate the company.

8.1.3. An issuer-certified copy of the notice from the Register of Legal Persons regarding the re-registering of the issuer into the public limited liability company in liquidation.

8.1.4. An issuer-certified copy of the liquidation act.

**8.2. Liquidation of the issuer due to bankruptcy (by the court order).**

8.2.1. Application (Annex 3).

8.2.2. A certified copy of the effective court judgment regarding the recognition of the legal person to be bankrupt and a certified copy of the decision regarding liquidation of the legal person due to bankruptcy.

8.2.3. An issuer-certified copy of the notice from the Register of Legal Persons regarding the re-registering of the issuer into the public limited liability company in liquidation due to bankruptcy.

**8.3. Liquidation of the issuer due to bankruptcy (by the decision of the meeting of creditors).**

8.3.1. Application (Annex 3).

8.3.2. An issuer-certified copy of the decision of the meeting of creditors to liquidate the legal person due to bankruptcy.

8.3.3. An issuer-certified copy of the notice from the Register of Legal Persons regarding the re-registering of the issuer into the public limited liability company in liquidation due to bankruptcy.

**9. The time period for the examination of the received documents and for decision-making.**

The Central Depository must examine the received documents and take a decision concerning the opening, adjustment or closure of the securities issue registration account within 5 business days of the receipt of all the required documents and payment of the set amount fee. In case the documents provided meet the imposed requirements and the set amount fee is paid, the Depository shall announce on its Internet web site about the stock event 2 business days prior to its planned commencement.

\_\_\_\_\_  
 (name of the issuer)

\_\_\_\_\_  
 (Date)

\_\_\_\_\_  
 (address, company code, telephone number of the issuer)

**APPLICATION  
 For the opening of the securities registration account with the Central Depository**

Full name of securities	Requisites of securities					Purpose of issue
	Volume of the issue (in units)	Nominal value	Total nominal value	Issue price	Issue currency	

Specify on what legal grounds the prospectus does not have to be approved by the Securities Commission (reference to the legal act) \_\_\_\_\_

Name of account manager \_\_\_\_\_

After the application is signed by the representative of the Central Depository, it acquires the power of a contract. By signing the application the issuer's agent agrees and undertakes to comply with all legal and standard acts applicable to the issuers who hold issue registration accounts with the Central Depository. In addition, the issuer undertakes to adhere to the Central Depository instruction, which provides for the responsibility to pay fees to the Central Depository for the services rendered by it (this instruction is publicly available on the Internet at [www.csdl.lt](http://www.csdl.lt)).

CEO of the issuer \_\_\_\_\_ Place of seal  
 (Signature) (Name, surname)

Central Depository entry: \_\_\_\_\_  
 (Signature) (Post, name, surname)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(name of the issuer)

\_\_\_\_\_  
(address, company code, telephone number of the issuer)

**APPLICATION**  
**For the change of the name, class and nominal value of the securities**

	Full name of securities	Requisites of securities					Purpose
		Volume of the issue (in units)	Nominal value	Total nominal value	Issue currency	ISIN code of securities	
Parameters of securities before the change							X
Parameters of securities after the change							

Specify on what legal grounds the prospectus does not have to be approved by the Securities Commission (reference to the legal act) \_\_\_\_\_

CEO of the issuer

\_\_\_\_\_  
signature

\_\_\_\_\_  
name, surname

Name of account manager \_\_\_\_\_

Place of seal

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Name of the issuer)

\_\_\_\_\_  
(address, company code, telephone number of the issuer)

**APPLICATION**  
**For the closure (or adjustment) of the securities issue registration account**

Full name of securities	Requisites of securities					Reason for closure (adjustment)
	Volume of the issue (in units)	Nominal value	Total nominal value	Issue currency	ISIN code of securities	

Name of account manager \_\_\_\_\_

CEO of the issuer \_\_\_\_\_  
signature

\_\_\_\_\_ name, surname

Place of seal.



**AB“LIETUVOS CENTRINIS  
VERTYBINIŲ POPIERIŲ  
DEPOZITORIUMAS“**

Annex 5

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Full name, address and telephone number of the issuer)

\_\_\_\_\_  
(Name of account manager \*)

**Statement of the securities distribution (in case of reorganization of the company)**

Name of securities \_\_\_\_\_

Shares are distributed according to the list of shareholders dated \_\_\_\_\_

ISIN code of securities before reorganization \_\_\_\_\_ ISIN code of securities after reorganization \_\_\_\_\_

Nominal value of securities before reorganization \_\_\_\_\_ Lt Nominal value of securities after reorganization \_\_\_\_\_ Lt

Number of securities before reorganization \_\_\_\_\_ units Number of securities after reorganization \_\_\_\_\_ units

No	Name and surname of the client	Personal identification code of the client	Securities account number as referred to in the minimum chart of accounts	Number of securities before reorganization	Reduction rate (percentage)	Number of securities after reorganization
<b>Total:</b>					<b>Total:</b>	

Authorized capital registered with the Register of Legal Persons: \_\_\_\_\_ Lt, date of registration: \_\_\_\_\_

Name, surname and telephone number of the person responsible for accounting: \_\_\_\_\_

CEO of the issuer (issuer's agent – intermediary of public trading): \_\_\_\_\_

signature

name, surname

Place of seal

Note: \* Fill in the report with regard to each account manager (by each type of activity) on a separate sheet.

**AB“LIETUVOS CENTRINIS  
VERTYBINIŲ POPIERIŲ  
DEPOZITORIUMAS“**

Annex 6

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Full name, address and telephone number of the issuer)

\_\_\_\_\_  
(Name of account manager \*)

**Statement of the securities distribution (in case of issue splitting)**

Name of securities \_\_\_\_\_

Shares are distributed according to the list of shareholders dated \_\_\_\_\_

ISIN code of securities before splitting \_\_\_\_\_ ISIN code of securities after splitting \_\_\_\_\_

Nominal value of securities before splitting \_\_\_\_\_ Lt Nominal value of securities after splitting \_\_\_\_\_ Lt

Number of securities before splitting \_\_\_\_\_ units Number of securities after splitting \_\_\_\_\_ units

No	Name and surname of the client	Personal identification code of the client	Securities account number as referred to in the minimum chart of accounts	Number of securities before splitting	Reduction rate (percentage)	Number of securities after splitting
<b>Total:</b>					<b>Total:</b>	

Authorized capital registered with the Register of Legal Persons: \_\_\_\_\_ Lt, date of registration: \_\_\_\_\_

Name, surname and telephone number of the person responsible for accounting: \_\_\_\_\_

CEO of the issuer (issuer's agent – intermediary of public trading): \_\_\_\_\_

signature

name, surname

Place of seal

Note: \* Fill in the report with regard to each account manager (by each type of activity) on a separate sheet.





\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(full name address, telephone number of the issuer)

**Report on Securities Offering Results**

(in the case where a derogation was applied for the confirmation of the securities prospectus with the Securities Commission)

Full name of the securities	Requisites of securities								Interest rate (%)	Date of interest payment	Redemption date (dates)
	Date of the decision adopted by the authorized body	Number of securities to be issued (units)	Number of actually distributed securities (units)	Number of fully paid up securities (units)	Nominal value of one unit	Total nominal value (4x6)	Issue currency	Issue price of one securities unit			
1	2	3	4	5	6	7	8	9	10	11	12

Distribution procedure: (offered only to shareholders by pre-emptive right, to shareholders and other investors, by individual placement, to shareholders of the merged companies, to others (please indicate) )

Number of securities paid de facto in money \_\_\_\_\_, assets \_\_\_\_\_, debt \_\_\_\_\_

Number of securities distributed de facto to residents \_\_\_\_\_, non-residents \_\_\_\_\_

Authorized capital registered in the Register of Legal Persons \_\_\_\_\_ Lt, date of registration \_\_\_\_\_

Name of account manager \_\_\_\_\_

CEO of the issuer

\_\_\_\_\_  
signature

\_\_\_\_\_  
name, surname

\_\_\_\_\_  
Place of seal

## Official requisites

Full name of the company

<b>Dated</b>	
--------------	--

<b>Company code:</b> _____	
<b>Address, post code:</b> _____ _____	
<b>Telephone:</b> _____	<b>Fax:</b> _____
<b>E-mail address:</b> _____	
<b>Company's settlement account with the bank (IBAN format):</b> _____ LT_____	
<b>Name and BIC of the company's bank:</b> _____	

<b>CEO of the company:</b> _____ <div style="text-align: center;">Name, surname</div> <b>Signature:</b> _____	<b>Place of seal</b>
	<b>Company seal</b>