

**INFORMATION ON THE PUBLIC JOINT-STOCK COMPANY INV L TECHNOLOGY,
FORMED IN THE SPLIT – OFF**

On the basis of the Split-Off terms, 47.95 percent of the total assets, equity and liabilities of the public joint-stock company Invalda LT will be split-off. 2.6 percent of the total assets, equity and liabilities (**book values**) of the Company participating in the Split-Off shall be transferred to public joint-stock company INV L Technology.

Interim financial statements prepared for 31 December 2013 include:

Thousand, LTL	Unconsolidated balance sheet of INV L Technology, AB	Consolidated balance sheet of INV L Technology, AB
Percent	2.60 percent	
Intangible assets		7,028
Property, plant and equipment		2,087
Investments into subsidiaries	4,003	
Loans granted		
Loan granted to Cedus Invest, UAB	479	479
Trade and other receivables		13,528
Deferred income tax assets		69
Reserves		809
Prepayments and deferred charges		363
Cash and cash equivalents	65	3,732
Total assets	4,547	28,095
Loans	379	13,943
Deferred income tax liability		68
Trade creditors		7,936
Other current liabilities		4,444
Total liabilities	379	26,391
Total equity	4,168	1,704

KEY DATA ON THE PUBLIC JOINT-STOCK COMPANY INVL TECHNOLOGY FORMED IN THE SPLIT – OFF:

	Description
Name of the legal entity	public joint - stock company INVL Technology
Legal form of the legal entity	public joint - stock company
Registered address	Seimyniskiu str. 1A, LT-09312, Vilnius, Lithuania
Company code	shall be provided after registration in accordance with Legal acts of the Republic of Lithuania of the Split-Off Company in the Register of Legal Entities
The VAT payer's code	shall be provided in accordance with Legal acts of the Republic of Lithuania after registration of the Split-Off Company in the VAT payer's register.
Register which accumulates and stores the data about the legal entity	Vilnius Branch of the Register of Legal Entities
Authorized capital	LTL 592 730 , will be formed in line with those Terms
Fully paid authorized capital	LTL 592 730
Number of shares	592 730
Nominal value per one share	LTL 1
Class of the shares	ordinary registered shares
Type of the shares	un-certificated
ISIN code of the shares	shall be provided after registration in accordance with Legal acts of the Republic of Lithuania of the Split-Off Company in the Register of Legal Entities
Regulated market on which the shares are traded	NASDAQ OMX Vilnius. Shares will be admitted to trading under minimum statutory terms.
Share account manager	the agreement will be executed after registration of the Split - Off Company

The shares of Split-Off Companies are allocated to Shareholders of the public joint-stock company Invalda LT proportional to their stake in the public joint-stock company Invalda LT; therefore, shareholders' structure of the public joint-stock company INVL Technology will remain similar to Invalda LT (taking into account the nonessential deviations possible due to arithmetic rounding).

Public joint-stock company INVL Technology shall own 80 percent of shares in BAIP Group, UAB as well as other assets and liabilities listed in the Annex 10 (Part 5). IT segment results of the public joint-stock company Invalda LT are presented in the consolidated financial statements of the public joint-stock company Invalda LT.

BAIP Group, UAB (code 300893533) - is a group of specialized IT companies working in the field of business environment improvement projects, integrated national information system' design, critical IT infrastructure's resilience, national cyber security and cyber defence.

History:









Positor, UAB (current name – BAIP Group, UAB) was established by Invalda LT, AB together with the team of IT specialists in 2007. The company acquired Baltic Amadeus Infrastruktūros Paslaugos, UAB, a company separated from Baltic Amadeus, providing infrastructure projects and other services,.

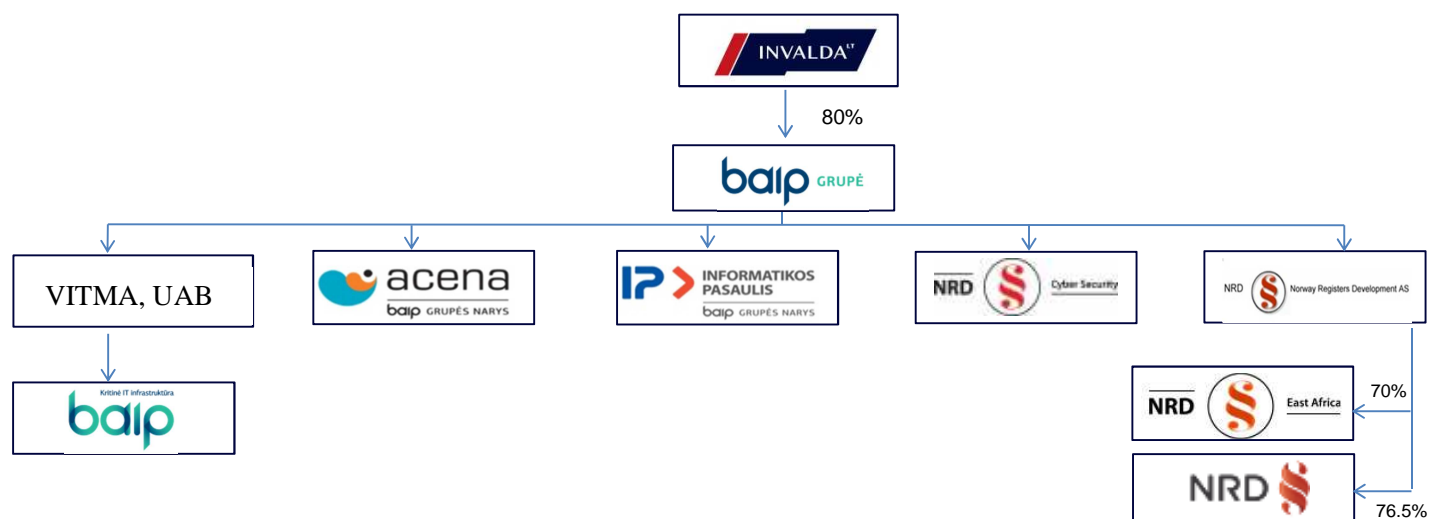
BAIP Group, UAB acquired companies Acena, UAB, providing Microsoft solutions, and a small company Informatikos pasaulis, UAB in 2008.

BAIP Group, UAB acquired 100 percent of shares in Norway company Norway Registers Development as well as acquired control over Lithuanian company NRD, UAB, providing programing services, in 2011.

In 2013 Norway Registers Development, AS acquired the company 360 Smart Consulting (current name - Norway Registers Development East Africa) situated in Tanzania.

NRD CS, UAB, offering cyber securities services, started operating in the market in the beginning of 2014. BAIP Group, UAB holds 100 percent of shares in NRD CS, UAB.

The company		Manager	Description of services
BAIP Group, UAB (Lithuania)		Kazimieras Tonkunas	Investments into information technology (IT) companies
VITMA, UAB		Kazimieras Tonkunas	Investments into information technology (IT) companies
BAIP, UAB (Lithuania)		Gytis Umantas	IT infrastructure solutions. IT security consultations. IT infrastructure support services
NRD CS, UAB (Lithuania)		Vilius Benetis	Cyber security services
Acena, UAB (Lithuania)		Marius Lescinskas	IT infrastructure support services
Informatikos pasaulis, UAB (Lithuania)		Marius Lescinskas	IT infrastructure solutions
Norway Registers Development AS (Norway)		Rimantas Zylius (since 2014)	Creation of new register reforms in various countries. Providing consultancy on the information system design
NRD, UAB (Lithuania)		Arnoldas Sidlauskas	Creation of new register reforms in various countries. Providing consultancy and implementation of the information system design, other services
NRD East Africa (Tanzania)		Sebastian Marondo	Creation of new register reforms in various countries. Providing consultancy on the information system design

Group structure:**Key information on BAIP Group, UAB and companies owned by BAIP Group, UAB**

Name	Company code	Authorised capital (LTL)	Number of shares	Amount of owned shares	Major shareholders
BAIP Group, UAB	300893533	5 000 000	5 000 000	0	Invalda LT, AB (INVL Technology, AB after the Split-Off) holds 80 percent (or 4000 shares) of the total amount of issued shares
BAIP, UAB	301318539	10 000	100	0	BAIP Group, UAB holds 100 percent of shares in the company
Limited liability company Vitma	121998756	2 532 200	2 532 200	0	BAIP Group, UAB holds 100 percent of shares in the company
Limited liability company Acena	300935644	126 000	12 600	0	BAIP Group, UAB holds 100 percent of shares in the company
Informatikos pasaulis, UAB	126396718	250 000	2 500	0	BAIP Group, UAB holds 100 percent of shares in the company
Limited liability company NRD	111647812	881 500	10 250	67	BAIP Group, UAB holds 76.5 percent of shares in the company
NRD CS, UAB	303115085	10 000	10 000	0	BAIP Group, UAB holds 100 percent of shares in the company
Norway Registers Development AS		61 290	1 500	0	BAIP Group, UAB holds 100 percent of shares in the company
Norway Registers Development East Africa Limited		15 976	1 000	0	BAIP Group, UAB holds 70 percent of shares in the company

More information about development and description of services of BAIP Group, UAB and companies owned by BAIP Group, UAB is provided on www.baipgrupe.lt/en.

During the Split-Off Invalda LT, AB shall transfer to the public joint-stock company INVLT Technology 100 percent of owned shares in INVLT Technology, UAB (which shall change its name during the Split-Off and give the right to the symbolic name INVLT Technology to the Split-Off company).

Competitors review

Main competitors of BAIP, UAB in the Lithuanian market are Atea Baltic, UAB, Blue Bridge, UAB as well as Alna, UAB, and Santa Monica Networks, UAB. Norway Registers Development AS Group competes with local as well as international companies in the international markets.

Prime Investment, UAB provides ranking of the leading Baltic IT services companies. The ranking of TOP-20 Baltic IT services companies for the year 2012 is listed below:

Prime TOP-20 Baltic IT services companies in 2012, Euro '000

	Company	IT services revenue			% of total revenue		Total revenue		
		2012	2011	Growth, % y-o-y	2012	2011	2012	2011	Growth, % y-o-y
1	↑(1) Nortel	39.553	33.576	18%	94%	41.914	34.647	21%	
2	↓(1) Tieto Baltics*	36.848	34.101	8%	94%	39.099	34.583	13%	
3	n/a Elion	19.669	20.056	-2%	56%	34.988	36.166	-3%	
4	↔ Exigen Services	17.515	15.776	11%	90%	19.368	16.720	16%	
5	↑(1) BDC (fmr. Baltic Data Center)	16.917	13.708	23%	81%	20.983	15.886	32%	
6	↓(1) Affecto Lietuva	16.684	16.167	3%	100%	16.684	16.167	3%	
7	↓(4) Alna Group	15.783	17.218	-8%	70%	22.534	22.223	1%	
8	↓(1) Santa Monica Networks Group	15.589	11.740	33%	27%	57.008	51.853	10%	
9	↔ Atea	13.788	10.992	25%	16%	86.700	56.000	55%	
10	↓(2) Lattelecom Technology	13.454	11.593	16%	88%	15.334	12.859	19%	
11	n/a Helmes	7.972	6.909	15%	69%	11.634	10.113	15%	
12	↓(1) Blue Bridge	7.877	8.477	-7%	31%	25.188	23.215	8%	
13	↑(2) Rix Technologies	5.106	4.176	22%	100%	5.106	2.090	23%	
14	↑(2) New Vision Baltija	4.473	3.674	22%	38%	11.692	8.327	40%	
15	↓(2) Sintagma (Asseco)	4.390	5.788	-24%	82%	5.369	8.168	-34%	
16	n/a NFQ	4.253	2.308	84%	100%	4.253	2.308	84%	
17	↑(1) DEAC	4.140	2.626	58%	85%	4.877	3.260	50%	
18	↓(1) Tilde	3.906	3.441	14%	100%	3.906	3.441	14%	
19	↓(5) Elsis Group	3.234	3.950	-18%	63%	5.174	5.983	-14%	
20	↔ No Magic	3.077	2.883	7%	100%	3.077	2.883	7%	
				10,9%					18,5%

*Preliminary information.

SOURCE: Prime Investment, UAB

ESTIMATED MANAGEMENT STRUCTURE OF THE PUBLIC JOINT-STOCK COMPANY INVLT TECHNOLOGY

Governing bodies of the public joint-stock company INVLT Technology include:

- General shareholders' meeting;
- The Board (elected from 3 members);
- The Manager (director).

The governing bodies will be elected (appointed) before the registration of the public joint-stock company INVLT Technology, information about elected (appointed) Board Members and as the Manager of the company will be disclosed no later than the next business day after the election (appointment) on the website of the public joint-stock company Invalda LT, www.invaldalt.com.

RISK FACTORS, RELATED TO THE PUBLIC JOINT-STOCK COMPANY INV L TECHNOLOGY

This document provides information about the risk factors associated with activity and securities of the public joint-stock company INV L Technology, a Split-Off part from the public joint-stock company Invalda LT. Activities of the split-off company will be associated with investments into IT companies.

Information, provided in this document, should not be considered complete and covering all aspects of the risk factors associated with the public joint-stock company's INV L Technology activity and securities.

Risk factors, associated with activities of INV L Technology

Rapid changes in technology and market

Changes in the IT and related markets take place rapidly therefore failure to adapt to these changes can lead to impairment of profitability and reduction of value of the investment.

Dependence on managing bodies and human resources

Information technology services companies highly depend on human resources. Profit and value can reduce significantly if the key persons leave the company of INV L Technology, AB. The risk can be reduced using implementation of the right motivation system, which should tally with the conditions in the market.

Agreement of shareholders of BAIP Group, UAB

Owned portfolio of 80 percent of shares in BAIP Group, UAB will be the main asset of the public joint-stock company INV L Technology. Shareholders of the public joint-stock company INV L Technology has signed an agreement, which includes decision making as well as trading in share and options motivation system for the management of the company. Implementation of provisions of an agreement may result in situation that owned amount of votes in the public joint-stock company INV L Technology will no longer last in majority right in making essential decisions among the shareholders. On certain occurrence, success in achievement of goals of the management and after realisation of stock options, the part of shares in BAIP Group, UAB, owned by the public joint-stock company INV L Technology may reduce to 50.01 percent. Moreover, an order on shares trading settled in the agreement may prevent to achieve maximum investment value. An agreement settles that after achieving target equity value, 49.99% of the price above would belong to the management

The total investment risk

The value of the investment in IT services companies can vary in the short term, depending on the market situation. Investment in IT services companies should be carried out in the long term, so that investor can avoid the short-term price fluctuations. Investing in IT services companies is connected with the risk bigger than medium.

Investments illiquidity risk

Investments in IT services companies under certain market conditions are relatively illiquid, thus finding buyers for these companies can take time. Investors may consider the investment in IT services companies only if they do not have needs for the sudden liquidity.

Risk of legislative and regulatory changes

Law system change and other changing legislative in Lithuania as well as in other countries, where the public joint-stock company INV L Technology participates in the market, may affect the activity, income and value of IT services companies.

Tax increase risk

Tax laws change may lead to a greater taxation of the public joint-stock company INV L Technology and its group companies (directly and indirectly), which in turn may reduce the profits and assets of the company.

Inflation and deflation risk

It is likely that during its operational period the public joint-stock company INV L Technology will face both inflation and deflation risks. If the profit from the investments will be less than the inflation rate, it will result in loss of purchasing power.

Credit risk

There is a risk that buyers of the production and services of the public joint-stock company INVL Technology will not fulfil their obligations - it would adversely affect the profit of the public joint-stock company INVL Technology. Large parts of liabilities not fulfilled in time may cause disturbances in activities of the public joint-stock company INVL Technology, there might be a need to seek additional sources of financing, which may not always be available.

The public joint-stock company INVL Technology also bears the risk of holding funds in bank accounts or investing in short-term financial instruments.

Liquidity risk

The public joint-stock company INVL Technology may be faced with a situation where it will not be able to settle with suppliers and other creditors in time. The company will seek to maintain adequate liquidity levels or secure funding in order to reduce this risk.

Currency risk

The public joint-stock company INVL Technology bears the currency risk of USA dollar and other currencies.

Interest rate risk

Interest rate risk mainly includes loans with a variable interest rate.

Large shareholders risk

Three shareholders of the public joint-stock company INVL Technology together with related parties after the split-off will hold together more than 90 percent of shares in company and shares and their voting will influence the election the election of the Members of the Board as well as the essential decisions regarding management of the public joint-stock company INVL Technology, operations and financial position. There is no guarantee that the decisions of the major shareholders' will always coincide with the opinion and interest of the minority shareholders. Large shareholders have the right to block the proposed solutions of other shareholders.

The Split-Off from the public joint-stock company Invalda LT risk

The public joint-stock company INVL Technology will be established in the process of split-off of the public joint-stock company Invalda LT and will take over 2.6 percent of assets, equity and liabilities of the public joint-stock company Invalda LT. If certain public joint-stock company's Invalda LT obligations will not be distributed to all companies operating after the separation, then all post-split-off-based companies will be jointly liable for it. Each of the companies' responsibility will be limited by the size of equity, attributable under the Split-Off conditions.

When any obligation of the public joint-stock company Invalda LT under the terms of the split-off will be assigned to one of the companies', established after the split-off, that company will be liable to answer the obligation. If this company does not meet the whole or part of the obligation, and there is no additional guarantee provided to creditors under the Company Law, all post-split-off companies will be jointly liable for that obligation (or part of it). Each of the companies' responsibility will be limited by the size of equity, attributable under the split-off conditions.

Market-related risks*Market risk*

Shareholders of the public joint-stock company INVL Technology bear the risk of incurring losses due to adverse changes in the market price of the shares. The stock price drop may be caused by negative changes in company's assets value and profitability, general stock market trends in the region and the world. Trading in shares of the public joint-stock company INVL Technology may depend on the comments of brokers and analysts as well as published independent analyses of the company and its activities. The unfavourable analysts' outlook of the public joint-stock company's INVL Technology shares may adversely affect the market price of the shares. Non-professional investors assessing the shares are advised to seek the assistance of intermediaries of public trading or other experts in this field.

Liquidity risk

If demand for shares decreases or they are unlisted from the stock exchange, investors will face the problem of realization of shares. If the financial situation of the public joint-stock company INV L Technology deteriorates, the demand for company's shares may drop, which will lead to fall in share price.

Dividend payment risk

Dividend payment to shareholders of the public joint-stock company INV L Technology is not guaranteed and will depend on the profitability, investment plans and the overall financial situation of the company.

Tax and legal risk

Changes in the equity-related legislation or state tax policy can effect attractiveness of shares of the public joint-stock company INV L Technology. This may reduce the liquidity of the shares of the company and/or price.

Inflation risk

When inflation increases, the risk, that the stock price change may not offset the current rate of inflation, appears. In this case, the real returns from capital gain on market shares for traders may be less than expected.

The initial stock price risk

Shares in the public joint-stock company INV L Technology, prior to inclusion in the stock market, have not been publicly traded. As a result, their stock price, having added them to the trading list, will be determined on the basis of the purchase and sale orders, which may depend on subjective factors, such as the market and the economic situation, performance evaluation of the company as well as the interest of investors. As a result, the initial share price may not reflect accurately the true value and have high fluctuations.

The legal status change risk

The public joint-stock company INV L Technology intends to apply for closed-end investment company license, issued by the bank of Lithuania. This will lead to changes in the protection of company's shareholders' and certain operating restrictions. Shareholders of closed-end investment company are under no obligation to publish an official tender offer; the company has a limited duration of operating and is a subject to certain diversification requirements. Becoming a closed-end investment company will influence only certain restrictions on the activities and supervision, which may increase the company's operating costs.