



AUGA GROUP AB

(incorporated in Lithuania with limited liability, corporate ID code 126264360)

SECOND SUPPLEMENT TO THE PROSPECTUS IN RESPECT OF THE PUBLIC OFFERING OF UP TO 40,000,000 NEWLY-ISSUED SHARES AND UP TO 40,000,000 EXISTING ORDINARY REGISTERED SHARES IN AUGA GROUP AB AND OF THE ADMISSION OF UP TO 40,000,000 NEWLY-ISSUED SHARES TO TRADING ON NASDAQ VILNIUS AND ON THE WARSAW STOCK EXCHANGE

with a nominal value of EUR 0.29 each

This document (the "**Supplement**") constitutes the second supplement to the Prospectus for the public offering of the shares of AUGA group AB (the "**Issuer**" or the "**Company**"), on 2 July 2018 approved by the Bank of Lithuania (the "**Bank of Lithuania**") (the decision regarding the approval of the Prospectus No. 241-158, the "**Prospectus**") and published on the website of the Company (www.auga.lt), and (for information purposes only) on the website of LHV Pank AS, acting as the Global Lead Manager (www.lhv.ee) and as a material event notification on www.nasdaqbaltic.com, www.crib.lt, www.gpwinfostrefa.pl and on www.gpw.pl. The Supplement has been prepared pursuant to item 2 of Article 11 of the Law of the Republic of Lithuania on Securities (the "**Law on Securities**") and other applicable legal acts.

This Supplement has been approved and announced taking into consideration that on 19 July 2018 the Board of the Company, upon recommendation of LHV Pank AS (the "**Global Lead Manager**") decided to extend the Subscription Period during which the Investors may submit orders for the subscription and acquisition of the Offer Shares in accordance with the terms and conditions of the Prospectus (the "**Subscription Period**" of "**Offering Period**") until 17 August 2018, which in turn results in the postponement of the allotment date of the Offer Shares, as well as in the postponement of the date of listing of the New Shares on Nasdaq Vilnius and on the WSE.

The subscriptions made and payments made by the Investors during the course of the Offering prior to the date of publication of this Supplement remain valid, unless withdrawn by the respective each separate Investor at any time within 2 (two) business days as of announcement of this Supplement, in accordance with the Prospectus Directive and the Law on Securities.


This Supplement forms an integral part of the Prospectus and must be read in conjunction with the Prospectus (as supplemented by this Supplement as well as by the first supplement, on 17 July 2018 approved by the Bank of Lithuania (the decision regarding the approval of the supplement No. 241-169) and announced in the same manner as the Prospectus) and with the information incorporated by reference in the Prospectus.

Capitalized terms used in this Supplement have the meanings ascribed to such terms in the Prospectus.

Upon approval by the Bank of Lithuania and notification of the approval to the Polish Financial Supervision Authority (in Polish: *Komisja Nadzoru Finansowego*; the "**PFSA**"), this Supplement will be published in the same manner as the Prospectus.

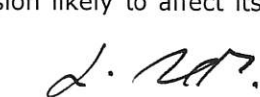
To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Prospectus (including its first supplement), the statements in this Supplement will prevail.

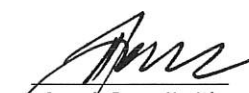
The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer and members of its Management Board – Mr. Kęstutis Juščius (the Chairman), Mr. Linas Bulzgys (also the General Manager), Mr. Marijus Bakas, Mr. Linas Strėlis and Mrs. Agnė Jonaitytė, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.


Kęstutis Juščius
Chairman of the
Management Board


Linas Bulzgys
Member of the
Management Board
and General Manager


Marijus Bakas
Member of the
Management Board


Linas Strėlis
Member of the
Management Board


Agnė Jonaitytė
Member of the
Management Board

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus (including its first supplement) since the publication of the Prospectus and its first supplement.

Dated 20 July 2018

The following amendments to the Prospectus are made by this Supplement:

1. On page 2 of the Prospectus the last sentence of the third paragraph is amended and restated as follows:

The Issuer expects that trading in the New Shares on the WSE and on Nasdaq Vilnius will commence on or about 30 August 2018.

2. On page 2 of the Prospectus the fourth paragraph is amended and restated as follows:

Prospective Investors may subscribe for the Offer Shares during the period which will commence on 3 July 2018 and end on 17 August 2018 (the "**Subscription Period**" or the "**Offering Period**"). The Offer Price Range per one Offer Share is EUR 0.45 to EUR 0.50 (the "**Offer Price Range**"). The Maximum Price (the "**Maximum Price**") per Offer Share is therefore EUR 0.50. Retail Investors will be placing orders at the Maximum Price. The final number of the Offer Shares, the final Offer Price (the "**Offer Price**"), and the final number of Offer Shares allocated to each category of Investor will be determined by the Issuer, upon recommendation of the Global Lead Manager after completion of Subscription Period not later than on or about 20 August 2018 and will be announced in accordance with applicable regulations. The final Offer Price will be the same for all Investors receiving an allocation of the Offer Shares.

3. Taking into consideration the below listed amendments of the main parts of the Prospectus, described in this Supplement I, to amend Section II *Summary* as follows:

- (i) On page 21 of the Prospectus the last sentence of item C.6 is amended and restated as follows:

The Issuer expects that trading in the New Shares on the WSE and on Nasdaq Vilnius will commence on or about 30 August 2018.

- (ii) On page 27 of the Prospectus the table named "Timetable of the Offering" of item E.3 is amended and restated as follows:

from 3 July 2018 (09:00) until 17 August 2018 (15:30)	Accepting subscriptions from the Lithuanian Retail Investors and Retail Investors, participating in the Private Offering and payment for the Offer Shares at the Maximum Price
from 3 July 2018 (09:00) until 17 August 2018 (until 15:30)	Accepting subscriptions from the Institutional Investors and payment for the Offer Shares within the Offer Price Range
from 3 July 2018 (09:00) until 17 August 2018 (until 15:30)	Book-building
on or about 20 August 2018	Determination and announcement of the final number of the Offer Shares, the Offer Price and the allotment between the Retail and Institutional Investors (the " Allotment Date ")
on or about 23 August 2018	Delivery of the Offer Shares to Investors and closing of the Offering (" Settlement Date ")
on or about 30 August 2018	Trading in New Shares is expected to commence on Nasdaq Vilnius and on the WSE

- (iii) On page 28 of the Prospectus the next-to-last sentence of paragraph three of part "Offer Price Range, Maximum Price and Offer Price" of item E.3 is amended and restated as follows:

A pricing notification containing the Offer Price and the final number of the Offer Shares is expected to be published on or about 20 August 2018 on the Company's website (www.auga.lt) and via Nasdaq Vilnius and the WSE.

4. On page 45 of the Prospectus the next-to-last sentence of risk factor "The New Shares may be not eligible to be admitted and/or introduced to trading or listing on the regulated market (Parallel Market) of the WSE or the Baltic Main List of Nasdaq Vilnius" of Section 3.4 *Risk Factors Related to the Issuer's Shares* is amended and restated as follows:

However, the Issuer cannot guarantee that the above criteria will be satisfied and/or that these approvals and consents will be obtained and that the New Shares will be admitted and introduced to trading on the regulated market of the WSE and Nasdaq Vilnius on or about 30 August 2018 as expected or at all.

5. On page 134 of the Prospectus a new paragraph six is included in Section 4.20.5 *Significant Changes in the Issuer's Financial or Trading Position* and stated as follows:

In the course of public offering of shares in AUGA group, AB, the Framework Agreement was signed with European Bank for Reconstruction and Development (material event notification, dated 19 July 2018).

6. On pages 186 and 187 of the Prospectus the table of subsection *Expected timetable of the Offering of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

from 3 July 2018 (09:00) until 17 August 2018 (until 15:30)	Accepting subscriptions from the Lithuanian Retail Investors and Retail Investors, participating in a Private Offering and payment for the Offer Shares at the Maximum Price
from 3 July 2018 (09:00) until 17 August 2018 (until 15:30)	Accepting subscriptions from the Institutional Investors and payment for the Offer Shares within the Offer Price Range
from 3 July 2018 (09:00) until 17 August 2018 (until 15:30)	Book-building
on or about 20 August 2018	Determination and announcement of the final number of the Offer Shares, the Offer Price and the allotment between the Retail and Institutional Investors (the " Allotment Date ")
on or about 23 August 2018	Delivery of the Offer Shares to Investors and closing of the Offering (" Settlement Date ")
on or about 30 August 2018	Trading in New Shares is expected to commence on Nasdaq Vilnius and on the WSE

7. On page 187 of the Prospectus the next-to-last sentence of the third paragraph of the subsection *Offer Price Range, Maximum Price and Offer Price of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

A pricing notification containing the Offer Price and the final number of the Offer Shares is expected to be published on or about 20 August 2018 on the Company's website (www.auga.lt) and via Nasdaq Vilnius and the WSE.

8. On page 188 of the Prospectus the last sentence of subsection *Offering (Subscription) Period of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

The Offering Period commences on 3 July 2018 at 09:00 local time in Lithuania and terminates on 17 August 2018 at 15:30 local time in Lithuania.

9. On page 191 of the Prospectus the first sentence of subsection *Distribution and Allocation of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

The Company together with the Global Lead Manager will decide on the allocation of the Offer Shares after the expiry of the Offering Period, on or about 20 August 2018.

10. On page 192 of the Prospectus the last paragraph of subsection *Allocation between Retail Offering, Institutional Offering and Private Offering of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

The final number of the Offer Shares and the allotment between the Retail Investors and the Institutional Investors, including the reduction of orders placed, will be filed with the Bank of Lithuania and PFSA, as well as announced on the Allotment Date as a material event through the information system of Nasdaq Vilnius, WSE and the Company's website (www.auga.lt) on or about 20 August 2018.

11. On page 193 of the Prospectus the first sentence of the last paragraph of subsection *Distribution of the Offer Shares to the Investors and Trading of Section 5.6 The Offering and Plan of Distribution* is amended and restated as follows:

Trading with the New Shares is expected to commence on Nasdaq Vilnius and on the WSE on or about 30 August 2018.

12. On page 195 of the Prospectus the eleventh paragraph of Section 5.7 *Admission to Trading and Dealing Arrangements* is amended and restated as follows:

The Company expects that trading in the Offer Shares on the WSE and on Nasdaq Vilnius will commence on or about 30 August 2018.

13. On page 197 of the Prospectus the third last sentence of the sixth paragraph of subparagraph *Placement Agreement* of Section 5.7 *Admission to Trading and Dealing Arrangements* is amended and restated as follows:

The Global Lead Manager is entitled in certain circumstances to be released and discharged from its respective obligations under the Placement Agreement prior to the trading in the New Shares is expected to commence (on or about 30 August 2018).