#### INFORMATION INCORPORATED BY REFERENCE

#### FOR INVESTORS OF

### THE PUBLIC JOINT STOCK COMPANY INVL TECHNOLOGY

24 February 2015, Vilnius

Translation note. This document is a translation from the original, which was prepared in Lithuanian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the accompanying documents takes precedence over the translation.

The offer of shares of the public joint stock company INVL Technology (previous name – BAIP group, AB, code 300893533) and admitting to trading on NASDAQ OMX Vilnius regulated market is subject to exemptions of Article 5 Paragraph 4 Part 3 and Article 5 Paragraph 7 Part 4 of the Law on Securities of the Republic of Lithuania.

This information reference document was prepared according to the Annexes I and III of the European Commission Regulation No 809/2004 (with all amendments) and together with the enclosed description of the risk factors is treated equivalent to the prospectus, as it is set in the Article 37 of the Rules of the securities prospectus preparation, approval and publication approved by the decision No. 03-44 of the Board of the Bank of Lithuania passed on 28 February 2013.

Information in this document is incorporated by references to reorganization terms of BAIP group, AB and public joint stock company INVL Technology on 23 December 2014 and to other BAIP group, AB and public joint stock company INVL Technology documents. The reorganization terms were approved by the decision of BAIP group, AB shareholders meeting on 2 February 2015 and the public joint stock company INVL Technology shareholders meeting on 2 February 2015.

## General information on the Issuer and its controlled companies

The public joint - stock company INVL Technology was established on 29 April 2014 in accordance with the Split-Off Terms of the public joint - stock company Invalda LT (which were approved by the public joint - stock company Invalda LT shareholders meeting held on 28 April 2014) by splitting-off 2.6 per cent of all public joint - stock company Invalda LT property, liabilities and equity. During the split-off the newly founded company public joint - stock company INVL Technology received 4 000 000 ordinary registered 1 litas nominal value shares of BAIP group, UAB that used to belong to the public joint - stock company Invalda LT. The following amount constituted 80 per cent of all BAIP group, UAB shares (the remaining 20 per cent of the shares belonged to the natural persons).

BAIP group, UAB was transformed into the public joint - stock company BAIP group on 18 December 2014 with the authorized capital increase from 5 000 000 litas to 6 092 685 litas. The increase was made by issuing additional 1 092 685 ordinary registered 1 litas nominal value shares. As the public joint - stock company INVL Technology did not acquire newly issued shares, its percentage in BAIP group, AB authorized capital was reduced to 65.65 per cent.

On 9 February 2015 the reorganization of the public joint - stock company INVL Technology and BAIP group, AB was completed. The public joint - stock company INVL Technology was merged to BAIP group, AB which took over all the rights, duties and property of the public joint - stock company INVL Technology so as to continue operating in the market with a new name – public joint - stock company INVL Technology.

For the shareholders of the public joint - stock company INVL Technology, which ceased to operate, every owned ordinary registered 1 litas (0.29 euro) nominal value share, was exchanged to 6.7856 ordinary registered 1 litas (0.29 euro) nominal value shares of the company continuing to operate.

1

After the completion of the reorganization during which the public joint - stock company INVL Technology ceased to operate, the structure of the companies' group remained unchanged. After the reorganization, company continuing it operations under a new name of the public joint - stock company INVL Technology, owns companies that before the reorganization used to belong to the company which ceased its operations – the public joint - stock company INVL Technology (after the controlling company ceased to operate the same companies' group continues to work).

The companies listed below used to belong to the company which operated till the reorganization. Therefore, after the reorganization the companies belong to the public joint - stock company INVL Technology.

Companies that belong to the public joint - stock company INVL Technology

**Investment** Shareholder Value (the Code or Authorized Number of (owned shares / Name **Purchase Country Capital Shares** votes as a (Year of Purchase) Price in percentage) LTL) INVL Inventio, UAB (2014) 303252340 10 000 10 000 Technology, AB LTL 10 000 (100)INVL Informatikos pasaulis, UAB LTL 250 126396718 941 000 2 500 Technology, AB 000 (2007)(100)INVL LTL 126 300935644 Acena, UAB (2008) 162 000 12 600 Technology, AB 000 (100)INVL LTL 300 NRD CS, UAB (2013) 303115085 300 000 300 000 Technology, AB 000 (100)INVL LTL 2 532 121998756 Vitma, UAB (2007) 8 452 000 2 532 200 Technology, AB 200 (100)Vitma, UAB BAIP, UAB (2007) 301318539 LTL 10 000 4 971 000 100 (100)**INVL** NOC 150 Norway Registers 4 298 000 1 500 Technology, AB Norway Development AS (2011) 000 (100)Norway LTL 875 Registers NRD, UAB (2011) 111647812 1 046 000 10 183 738 Development AS (76,5)Norway Norway Registers 11 000 1 000 TZS 10 000 Registers Development East Africa Tanzania Development AS 000 Limited (70)

Table 1

Infobank Uganda Limited	Uganda	UGX 80 000 000	0	240	Norway Registers Development AS (30)
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Taking into consideration that after the reorganization the company which continues its operations under the new name of the public joint - stock company INVL Technology (BAIP group, UAB in 2011 – 2013) has not had the duty to publicly announce its activity results, we present the main indicators that describe BAIP group's, UAB activity and financial conditions in the year 2011 – 2013. The source of the data is audited company's financial statements for 2011, 2012 and 2013 (the audit was conducted by the private limited company PricewaterhouseCoopers), and BAIP group, UAB preliminary unaudited data of 31 December 2014:

Table 2

BAIP group, UAB Balance Sheet

Millions of litas	31-12-2011	31-12-2012	31-12-2013	31-12-2014
Long-term assets	18.3	17.4	16.2	15.7
Long-term tangible assets	1.9	2.3	2.1	2.1
Long-term intangible assets	14.8	14.0	13.4	13.1
Other long-term assets	1.7	1.2	0.7	0.5
Short-term assets	12.6	15.7	16.8	16.9
Reserves	1.5	1.7	0.8	0.6
Accounts receivable	5.5	8.6	11.7	8.7
Other short-term assets	2.5	1.9	3.1	3.8
Cash	3.1	3.5	1.1	3.8
TOTAL ASSETS	30.9	33.1	33.0	32.6
Equity	7.2	7.2	7.9	12.8
Long-term liabilities	7.3	2.0	1.1	2
Financial liabilities	6.2	1.2	1.0	1.6
Short-term liabilities	16.4	23.9	25.1	17.8
Financial liabilities t	4.7	10.8	12.6	7
TOTAL EQUITY AND LIABILITIES	30.9	33.1	33.0	32.6

## **BAIP Group, UAB Main Historical Financial Indicators**

Million LTL	2011	2012	2013	2014
Revenue	35.1	40.5	50.8	57.8
EBITDA	3.6	2.7	4.5	6
Profit before Tax	1.6	0.4	1.7	4
Net Profit	1.3	0.5	1.4	3.3

# Definitions used in the document of Information Incorporated by Reference for Investors:

Split-off terms	The split-off terms of the public joint - stock company Invalda LT, drawn-up 21 March 2014, approved by the General Shareholders Meeting of Invalda LT on 28 April 2014.
Reorganization terms	The Reorganization terms of BAIP group, AB and the public joint - stock company INVL Technology drawn-up on 23 December 2014. The Reorganization terms were approved by the decision of BAIP group, AB shareholders meeting held on 2 February 2015 and the public joint - stock company INVL Technology shareholders meeting on 2 February 2015.
The Company	The public joint - stock company Invalda LT, code 121304349, office address Šeimyniškių str. 1A, Vilnius.
The Issuer	The public joint - stock company INVL Technology (the previous name BAIP group, AB), code 300893533, office address Gynėjų str. 16, Vilnius (taking into consideration that the company continues its operations after the merger of the public joint - stock company INVL Technology that ceased to operate after the reorganization (code 303299817, office address Šeimyniškių str. 1A, Vilnius) and which was founded on 29 April 2014 by the Split-off from the public joint - stock company Invalda LT and it has not announced its annual financial statements, in this document we announce the historical information on publicly announced financial statements of the public joint - stock company Invalda LT (previous name – public joint - stock company Invalda).
Description of the risk factors	The enclosed document, which was prepared separately "Description of Risk factors related to the shares and activities of INVL Technology".
A set of financial statements for 2011	Audited and consolidated financial statements for 2011 of the public joint – stock company Invalda.
A set of financial statements for 2012	Audited and consolidated financial statements for 2012 of the public joint – stock company Invalda.
A set of financial statements for 2013	Audited and consolidated financial statements for 2013 of the public joint – stock company Invalda LT.
Sets of annual financial statements	Sets of annual financial statements for 2011, 2012 and 2013.
Annual reports	Audited and consolidated annual reports for 2011, 2012 of the public joint – stock company Invalda and audited and consolidated annual report for 2013 of the public joint – stock company Invalda LT.
The interim condensed financial statement for 12 months of 2014	The public joint - stock company INVL Technology interim condensed not-audited financial statements for 12 months of 2014.

Documents	The Split-off terms (including annexes), the Reorganization terms (including annexes), Description of the risk factors, Sets of annual financial statements, Annual reports, The interim condensed financial statement for 12 months of 2014.

On 9 February 2015 the public joint - stock company INVL Technology (code 303299817, office address Seimyniskiu str. 1A, Vilnius) ceased its operations without the liquidation process. The company was merged to the public joint - stock company INVL Technology (the previous name is BAIP group, AB, code 300893533, office address Gyneju str. 16, Vilnius).

The main information about the company which ceased its operations and the public joint - stock company INVL Technology is provided in the Split-off terms (including annexes), the Reorganization terms, the Reference document for investors, Description of the risk factors, Sets of annual financial statements and Annual reports.

The Documents are available on the website <a href="www.invltechnology.lt">www.invltechnology.lt</a>, website of NASDAQ OMX Vilnius <a href="www.nasdaqomxbaltic.com">www.nasdaqomxbaltic.com</a>, Central Storage Facility – <a href="www.crib.lt">www.crib.lt</a>.

# Annex I. European Commission Regulation No 809/2004 Minimum Disclosure Requirements for the Share Registration Document

	PROSPECTUS CLAUSE	REFERENCES
1.	PERSONS RESPONSIBLE	
1.1.	Persons responsible for the information equivalent to prospectus.	Persons indicated in the page 3 of the Reorganization terms.  The director of the Issuer is responsible for information provided in this document (including the Description of the risk factors).
1.2.	A declaration by the responsible persons.	Declarations indicated in the page 3 of the Reorganization terms
2.	STATUTORY AUDITORS	
2.1.	Auditors that conducted the audit of the historical financial information.	The audit of the public joint - stock company Invalda LT was conducted by the private limited company PricewaterhouseCoopers (Sets of annual financial statements).
		The audit of the public joint - stock company INVL Technology that operated in the market before the reorganization and the audit of the Issuer's financial statements for 2014 will be conducted by the private limited company PricewaterhouseCoopers (auditors were elected respectively by the decision of the General Shareholders Meetings on 19 December 2014 and 5 December 2014).
2.2.	Provided historical financial information for the period when the auditors resigned, were eliminated or were not newly elected.	During the period that the historical financial information is provided, the auditors of the Issuer and/or the Company did not resign, were not eliminated or newly elected.
3.	SELECTED FINANCIAL INFORMATION	
3.1.	Selected historical financial information on every financial year's period and on every following interim financial period.	Annual reports.  Sets of annual financial statements.  The interim condensed financial statement for 12 months of 2014.  Table 2.
3.2.	The comparable data of the last year's same period, when selected historical financial information is provided for the interim periods.	The selected historical financial information on the interim periods is not provided.

4.	RISK FACTORS	Indicated in the Description of the risk factors.
5.	INFORMATION ABOUT THE ISSUER	
5.1.	History and development of the Issuer	
5.1.1.	The legal and commercial name of the Issuer.	The public joint - stock company INVL Technology The Reorganization terms 4.2 point.
5.1.2.	The place of registration of the issuer and its registration number.	Register of legal entities of the Republic of Lithuania, code 300893533.
5.1.3.	The date of incorporation of the Issuer.	27 June 2007
5.1.4.	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office.	Gynėjų str. 16, Vilnius, the Republic of Lithuania.  Phone: .+ 370 5 279 0601  Legal form of the Issuer – public joint-stock company, operates under legislation of the Republic of Lithuania.
5.1.5.	The important events in the development of the Issuer's business.	On 9 February 2015 the reorganization was completed by joining. The Issuer continues operating in the market and took over all rights and duties of the public-joint stock company INVL Technology.
5.2.	<u>Investments</u>	
5.2.1.	A description, of the Issuer's principal investments of historical financial information for every financial year's period.	Pages 28-29 of annual reports for 2011 and 2012, page 33 of annual report for 2013, Annex 9 of the Split-off terms, Annexes No 3 and No 4 of the Reorganization terms.
5.2.2.	The Issuer's principal investments.	None.
5.2.3.	The Issuer's principal future investments on which its management bodies have already made firm commitments.	It is expected to offer to the General Shareholders Meeting to increase the authorized capital by placing a new share issue of EUR 10 000 000 for investments.  The new resources will be invested by the Issuer to IT service companies that are founded and operating in Baltic and Scandinavian countries, East and West Europe, Israel, USA and Africa. The aim is that 80 percent of the investment portfolio would consist of the companies operating in Europe. However, the aim cannot be understood as a restriction to invest into other geographical regions.

6.	BUSINESS OVERVIEW	
6.1.	Principal activities	
6.1.1.	A description of principal activities.	Annual report for 2011 and 2012 - pages 28-29, annual report for 2013 – page 33, Annex No 9 of the Split-off terms.
6.1.2.	New products and services.	There were no new products created or new services started to provide in the financial years 2011, 2012 and 2013.
6.2.	Principal markets	The description of the principal markets is provided in Annual reports.
6.3.	Where the information given pursuant to items 6.1 and 6.2 has been influenced by exceptional factors, mention that fact.	The information given pursuant to items 6.1 and 6.2 has not been influenced by exceptional factors.
6.4.	Patents, licenses, industries, trade or finance agreements, new production processes.	The Issuer has no patents and licenses.
6.5.	The basis for any statements made by the Issuer regarding its competitive position.	Principal competitors of the Issuer are specified in Annex No 9 of the Split-off terms.
7.	ORGANISATIONAL STRUCTURE	
7.1.	The group to which belongs the Issuer and its position.	Companies that belong to the Issuer are listed in Table 1.
7.2.	A list of the Issuer's subsidiaries.	Companies that belong to the Issuer are listed in Table 1.
8.	PROPERTY, PLANTS AND EQUIPMENT	
8.1.	Information regarding any existing or planned material tangible fixed assets, including leased properties, and any major encumbrances thereon.	The Issuer has no material tangible fixed assets and does not plan to acquire them directly.
8.2.	A description of any environmental issues that may affect the Issuer's utilization of the tangible fixed assets.	There are no environmental issues that may affect the Issuer's utilization of the tangible fixed assets.
9.	OPERATING AND FINANCIAL REVIEW	

9.1.	Financial conditions	Annual reports.
	Financial conditions, changes in	Sets of annual financial statements.
	financial conditions and the results of activity.	The interim condensed financial statement for 12 months of 2014.
		Annexes No 3 and No 4 of the Reorganization terms.
		Table 2.
9.2.	Operating results	
9.2.1.	Information regarding	Item 15 of Annual reports.
	significant factors, including unusual or infrequent events or new developments, materially affecting the Issuer's income	Section 4 of explanatory notes of annual financial statements for 2011-2012, Section 5 of explanatory notes of annual financial statements for 2013.
	from operations, indicating the extent to which income was so affected.	The profit (loss) account being in the 4 <sup>th</sup> page, the statement of comprehensive income being in the 5 <sup>th</sup> page of The interim condensed financial statement for 12 months of 2014.
		Description of the risk factors.
9.2.2.	9.2.2. Material changes in net sales or revenues, the reasons for such changes.	Annual reports.
		Section 4 of explanatory notes of annual financial statements for 2011-2012, Section 5 of explanatory notes of annual financial statements for 2013.
		The profit (loss) account being in the 4 <sup>th</sup> page of The interim condensed financial statement for 12 months of 2014.
		Annexes No 3 and No 4 of the Reorganization terms.
		Description of the risk factors.
		Table 2
9.2.3.	Information that have materially	Item 17 of Annual reports.
	affected, or could materially affect, directly or indirectly, the Issuer's operations.	Section 28 of explanatory notes of annual financial statements for 2011.
	asset a spermional	Section 27 of explanatory notes of annual financial statements for 2012.
		Section 29 of explanatory notes of annual financial statements for 2013.
		Description of the risk factors.
10.	CAPITAL RESOURCES	
10.1.	Information concerning the Issuer's capital resources (both short and long term)	Sections 4 and 28.3 of explanatory notes of annual financial statements for 2011, sections 4 and 27.3 of explanatory notes of annual financial statements for 2012, section 5 and 29.2 of explanatory notes of annual financial statements for 2013.

12.	TREND INFORMATION	
11.	RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES  The policy of the research and development that the Issuer applied every financial years of the historical financial information's term.	The Issuer does not implement research and development policy.  The Issuer has no patents and/or licenses.
10.5.	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in items 5.2.3 and 8.1.	It is expected to offer to the shareholders meeting to increase the authorized capital by distributing a new share issue of EUR 10 000 000 for investments.
10.4.	Information regarding any restrictions on the use of capital resources that have materially affected, or could materially affects, directly or indirectly, the Issuer's operations.	There are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations.
		The statement of financial position being in the 6 <sup>th</sup> page of The interim condensed financial statement for 12 months of 2014.  Annexes No 3 and No 4 of the Reorganization terms.
10.3.	Information on the borrowing requirements and funding structure of the Issuer.	Section 22 of explanatory notes of annual financial statements for 2011, 2012.  Section 24 of explanatory notes of annual financial statements for 2013.
10.2.	The description and explanation of the Issuer's cash flow sources and volumes.	Sets of annual financial statements.  The interim condensed financial statement for 12 months of 2014.  Annexes No 3 and No 4 of the Reorganization terms.
		condensed financial statement for 12 months of 2014.  Annex No 10 of the Split-off terms.  On 18 December 2014, authorized capital of BAIP group, AB was increased from LTL 5 000 000 to LTL 6 092 685. The increase was conducted by issuing additional 1 092 685 ordinary registered 1 litas nominal value shares, shares issue price (LTL 1 710 349, 53) was paid by cash contributions.
		The profit (loss) account being in the 4 <sup>th</sup> page, the statement of comprehensive income being in the 5 <sup>th</sup> page, the statement of financial position being in the 6 <sup>th</sup> page, the changes in equity statement being in the 7 <sup>th</sup> page of The interim

12.1.	The most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year.	-
12.2.	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year.	Description of the risk factors.
13.	PROFIT FORECASTS OR ESTIMATES	Profit forecasts and preliminary profit are not provided.
14.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES AND SENIOR MANAGEMENT	
14.1.	Information about:	Articles of Association of the Issuer, Part V.
	<ul> <li>a) The members of administration, management and supervisory bodies.</li> <li>a) Unlimited responsibility partners when the Issuer's company is limited responsibility's association having share capital</li> <li>b) The founders if the Issuer is founded less than five years ago.</li> <li>c) Any other managing body when information related to him or her is important so as to determine if the exact Issuer has enough competency and professional experience to manage the Issuer's business.</li> </ul>	The Board of the Issuer (comprising of 5 members, for the period of 4 years of office) was elected in the General Shareholders Meeting held on 5 December 2014. Alvydas Banys, Nerijus Drobavičius, Vytautas Plunksnis, Kazimieras Tonkūnas and Gytis Umantas were elected to the Board of the Issuer.  Kazimieras Tonkūnas was appointed as the manager (director) of the Issuer by the decision of the Board passed on 9 December 2014.  Alvydas Banys graduated from Vilnius Gediminas Technical University in 1991. He gained Master's degree in Engineering - Economics.  Places of employment for the last 5 years (including participating in the activity of the companies as the Member of the Board or the Member of the Supervisory Board):  LJB Investments, UAB – Director since 2007;  LJB Property, UAB – Director since 2007;  Trakcja, SA (Poland) – Member of the Supervisory Board in 2012 – 2013;  Cedus Invest, UAB – Member of the Board in 2013 – 2014;  A member of the Issuer's Board since 2013;

Invalda LT, AB – Chairman of the Board since 2013;

Invalda LT, AB – Advisor since 2013;

Invalda LT Investments, UAB – Chairman of the Board since 2014:

INVL Baltic Real Estate, AB – Chairman of the Board since 2014:

INVL Baltic Farmland, AB – Chairman of the Board since 2014:

The Chairman of the Board – since 2014 - 2015.

**Kazimieras Tonkūna**s graduated from Vilnius University's Economics Faculty in 1994. Gained the specialty of Economics' Systematic Analysis and the degree in Economics- Mathematics.

Places of employment for the last 5 years (including participating in the activity of the companies as the Member of the Board or the Member of the Supervisory Board):

The Issuer – Director and Chairman of the Board since 2007;

BAIP. UAB - General Director in 2007 – 2013.

Norway Registers Development AS - Chairman of the Board since 2012:

NRD, UAB - Chairman of the Board since 2012;

Vitma, UAB – Director since 2013;

BAIP, UAB – Director of the Business Development since 2013.

**Gytis Umatas** graduated from International Business School at Vilnius University in 2001. Gained Bachelor's degree in International Business Management.

Places of employment for the last 5 years (including participating in the activity of the companies as the Member of the Board or the Member of the Supervisory Board):

Vitma, UAB – Director in 2008 – 2013;

The Issuer – Member of the Board since 2013;

BAIP, UAB - General Director since 2013.

**Nerijus Drobavičius** graduated from Vytautas Magnus University in 2000. Gained Master's degree in Business Administration.

Places of employment for the last 5 years (including participating in the activity of the companies as the Member of the Board or the Member of the Supervisory Board):

Finasta Asset Management (Latvia), UAB – Member of the Supervisory Board since 2015;

Finasta atklatais pensiju fonds (Latvia), AB – Member of the Supervisory Board since 2015;

Finasta Asset Management (Lithuania), UAB – Member of the Board, Head of Finance and IT Departments since 2015;

Finasta Bank, AB – Chairman of the Supervisory Board since 2015;

MP Pension Funds Baltic, UAB - Member of the Board since 2014:

Invalda LT, AB- Project manager in 2014 – 2015.

INVL Fondai, UAB - Director since 2014;

Invalda LT Investments, UAB – Finance Director since 2014;

Inservis, UAB - Member of the Board since 2014;

Įmonių grupė Inservis, UAB - Member of the Board since 2014;

The Issuer – Member of the Board since 2014;

Umega, AB - Member of the Board in 2012 - 2014;

Sanitas, AB - Finance Director in 2007 - 2011;

Jelfa S.A. - Member of the Board in 2007 – 2011.

**Vytautas Plunksnis** graduated from Kaunas Technology University in 2001. Gained Bachelor's degree in Business Management.

Places of employment for the last 5 years (including participating in the activity of the companies as the Member of the Board or the Member of the Supervisory Board):

Finasta Asset Management (Latvia), UAB – Chairman of the Supervisory Board since 2015;

Finasta atklātais pensiju fonds (Latvia), AB – Chairman of the Supervisory Board since 2015;

Finasta Asset Management, UAB – Member of the Board since 2015;

Finasta Bank, AB – Member of the Supervisory Board since 2015;

MP Pension Funds Baltic, UAB - Member of the Board since 2014:

Consult Invalda, UAB – Director since 2014.

Kelio Zenklai, UAB - Member of the Board since 2013;

Invalda Nekilnojamo Turto Fondas, AB - Member of the Board since 2013;

NRD, UAB - Member of the Board since 2012;

Vernitas, AB - Member of the Supervisory Board since 2012;

Norway Registers Development AS - Member of the Board since 2011.

Įmonių grupė Inservis, UAB - Chairman of the Board since 2011;

Inservis, UAB - Chairman of the Board since 2014;

Jurita, UAB - Chairman of the Board since 2011;

The Issuer – Member of the Board since 2010;

Invalda LT, AB – Investment Manager since 2009;

Investors' Association - Chairman of the Board since 2009;

Vilkaviskio Ekotra, UAB – Director since 2013;

Duonis, UAB – Director since 2013;

Vilkaviskio Zemynele, UAB – Director since 2013;

Pusaitis, UAB – Director in 2013 (2 months);

Zalve, UAB – Director in 2013 (2 months);

Seja, UAB – Director in 2013 (2 months);

Dirvolika, UAB – Director in 2013 (2 months);

Linaziede, UAB – Director in 2013 (2 months);

Berzyte, UAB – Director in 2013 (2 months);

Panevezio Vasarojus, UAB – Director in 2013 (2 months);

Marijampoles Puskaitis, UAB – Director in 2013 (2 months);

Kupiskio Zemgale, UAB – Director in 2013 (2 months);

Pakruojo Laukaitis, UAB – Director in 2013 (2 months);

Pakruojo Kvietukas, UAB – Director in 2013 (2 months);

Pasvalio Lauknesys, UAB – Director in 2013 (2 months);

Pasvalio Ziemkentys, UAB – Director in 2013 (2 months);

Ente, UAB – Director in 2010 - 2013;

There are no family relationships between the Board Members and/or the Director.

The Board Members and/or the Director have no (i) convictions in relation to fraudulent offences; (ii) bankruptcies, liquidations and (or) sanctions.

The Board Members and/or the Director have no official public incrimination and/or sanctions by statutory or regulatory authorities and they haven't been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an Issuer or from acting in the management or conduct of the affairs of any issuer.

14.2.	Administrative, Management, and Supervisory bodies' and Senior Management conflicts of interests.	There are no conflicts of interests for the Board Members and/or the Director between any duties to the Issuer and their private interests.  There are no arrangement with the major shareholders of the Issuer, customers, suppliers or others, pursuant to which any Board Member and/or the Director was selected as a member of the administrative, management or supervisory bodies or member of senior management.  There are no restrictions on transferring the Issuer's securities for the Board Members and/or the Director except the restrictions, foreseen in the Law of the Financial Instruments, which forbid trading on some certain time periods.
15.	REMUNERATION AND BENEFITS	
	Information about the persons specified in points a) and d) of paragraph 14.1.	
15.1.	The amount of remuneration paid to the members of the management bodies by the Issuer and its subsidiaries.	Information about the amount of remuneration paid to the members of the management bodies till the reorganization completion is provided in Sets of annual financial statements and item 13 of Annual reports.
		The Issuer doesn't intend to pay to the members of the management bodies any other remuneration than stated in the employment contracts. Information about remuneration paid will be disclosed as required by the legal acts.
15.2.	The total amounts set aside or accrued by the Issuer or its subsidiaries to provide pension, retirement or similar benefits.	The company which operated till reorganization and the Issuer hasn't set aside and the Issuer doesn't intend to set aside amounts to provide pension, retirement or similar benefits.
16.	BOARD PRACTICES	
16.1.	Date of expiration of the current term of office.	The Board is elected for 4 years term of office (Part V of the Issuer's Articles of Association).
		The Board was elected by the decision of the shareholders on 5 December 2014.
		Information about the Board Members is provided in the section 14.1 of this document.
16.2.	Information about members of the administrative, management or supervisory bodies' service contracts with the Issuer or any of its subsidiaries providing for benefits upon the termination of employment, or an appropriate negative statement.	The Issuer has not concluded and does not intend to have service contracts of the members of the administrative, management or supervisory bodies' providing for benefits upon the termination of employment contract.

16.3.	Information on the Issuer's audit committee and remuneration committee.	The Issuer's audit committee was elected on 2 February 2015 by General Shareholders Meeting. Tomas Bubinas was elected as the independent audit committee member; Danutė Kadanaitė was elected to be the audit committee member.  Information about the audit committee and its operating activity will be disclosed according to the order set by the legal acts.
16.4.	A statement whether or not the Issuer complies with corporate governance regime.	A statement as to whether or not the Issuer complies with corporate governance regime of NASDAQ OMX Vilnius will be disclosed according to the order set by the legal acts when the shares of the company will be admitted to trading in this market.
17.	EMPLOYEES	
17.1.	Information about employees.	The Issuer has signed the employment contract with the director and 9 other employees (the finance director, the marketing and operations director, the IT infrastructure service managing director, the business managing supervisor, the administration manager, the market manager, the finance analyst, the senior accountant and the accountant).  In the nearest future there are no plans to conclude other employment contracts.

17.2.	Shareholdings and stock options.	The General Shareholders Meeting held on 5 December 2014 elected the following Board Members:
		(i) Alvydas Banys, who owns 308 745 ordinary registered 0.29 euro nominal value that is 5.05% of Issuer's shares giving 5.05% of votes, and his controlled company LJB Investments, UAB owns 1 224 152 ordinary registered 0.29 euro nominal value that is 20.02% of Issuer's shares giving 20.02% of votes;
		(ii) Kazimieras Tonkūnas, who owns 840 452 ordinary registered 0.29 euro nominal value shares that is 13.75% of Issuer's, shares giving 13.75% of votes. His spouse, who owns 236 270 ordinary registered 0.29 euro nominal value shares that is 3.86% of Issuer's, shares giving 3.86% of votes;
		(iii) Gytis Umantas, who owns 236 270 ordinary registered 0.29 euro nominal value shares that is 3.86% of Issuer's, shares giving 3.86% of votes;
		(iv) Nerijus Drobavičius, owns no shares and no votes;
		(v) Vytautas Plunksnis, owns no shares and no votes.
		Kazimieras Tonkūnas was appointed as the Issuer's manager (director) by the decision of the Board passed on 9 December 2014.
		According to the provisions of Article 24 Part 2 of the Law on Securities of the Republic of Lithuania, it is considered that the manager of the Issuer has votes of the other managers of the Issuer; therefore, it is considered that each Issuer's manager has 46.54% of votes.
		The shares of Alvydas Banys and LJB Investments, UAB were acquired on the basis of the Reorganization terms allocating Issuer's shares in exchange to the annulled shares of the company that operated until the reorganization.
		Kazimieras Tonkūnas and Gytis Umantas acquired their shares during founding of BAIP group, UAB and later increase of authorized capital.
17.3.	Description of any arrangements for involving the employees in the capital of the Issuer.	There are no and there are no plans to conclude such arrangements.
18.	MAJOR SHAREHOLDERS	

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18.1.	Major shareholders.	Irena Ona Mišeikienė, who owns 1 162 421 ordinary registered 0.29 euro nominal value shares that is 19.01% of Issuer's, shares giving 19.01% of votes.
		Public joint stock company Invalda LT, that owns 504 462 ordinary registered 0.29 euro nominal value shares that is 8.25% of Issuer's, shares giving 8.25% of votes.
		Lucrum investicija, UAB that owns 327 928 ordinary registered 0.29 euro nominal value shares that is 5.36% of Issuer's, shares giving 5.36% of votes. 1.32% shares giving votes belong to Lucrum investicija, UAB by the repurchase trade. Because of that the total sum of Lucrum investicija, UAB shares giving votes is 6.68%.
		Information about other major shareholders (Members of the Board) is provided in the section 17.2 of this document.
18.2.	Voting rights.	Every ordinary registered 0.29 euro nominal value fully paid share grants 1 vote in the shareholders meetings. All shares grant equal rights (Articles of Association of the Issuer).
18.3.	Information about ownership and control.	The General Shareholders Meeting held on 5 December 2014 elected the following Board Members:
		(i) Alvydas Banys, who owns 308 745 ordinary registered 0.29 euro nominal value share that constitutes 5.05% of Issuer's shares giving 5.05% of votes, and company controlled by him LJB Investments, UAB owns 1 224 152 ordinary registered 0.29 euro nominal value shares that constitutes 20.02% of Issuer's shares giving 20.02% of votes;
		(ii) Kazimieras Tonkūnas, who owns 840 452 ordinary registered 0.29 euro nominal value shares that constitutes 13.75% of Issuer's, shares giving 13.75% of votes. His spouse Vida Juozapavičienė, owns 236 270 ordinary registered 0.29 euro nominal value shares that constitutes 3.86% of Issuer's, shares giving 3.86% of votes;
		(iii) Gytis Umantas, who owns 236 270 ordinary registered 0.29 euro nominal value shares that constitutes 3.86% of Issuer's, shares giving 3.86% of votes;
		(iv) Nerijus Drobavičius, owns no shares and has no votes;
		(v) Vytautas Plunksnis, owns no shares and no votes.
		Kazimieras Tonkūnas was appointed as the Issuer's manager (director) by the decision of the Board passed on 9 December 2014.

20.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	in any additional deals with the related parties.
		Annexes No 3 and No 4 of the Reorganization terms.  Since the last announced reports until the submission of the document to the Bank of Lithuania the Issuer has not engaged
	standard)	The point 7 of The interim condensed financial statement for 12 months of 2014.
	(presented by the Regulations (EB) Nr. 1606/2002 set	Section 31 of explanatory notes of annual financial statements for 2013.
	parties during historical financial term until the document registration date	Section 29 of explanatory notes of annual financial statements for 2012.
	Detailed information on the deals made with the related	Section 30 of explanatory notes of annual financial statements for 2011.
19.	RELATED PARTY TRANSACTIONS	Item 20 of the annual reports for 2011 and 2012, item 21 of the annual report for 2013.
18.4.	Arrangements, the operation of which may result in a change in control of the issuer.	There is no information about the arrangements which might result in a change in control of the Issuer.
		There is no information about any other possible control.
		On 26 November the shareholders of the Issuer signed a short-term agreement (the information on the agreement is provided in the point 22 of this document). The shareholders that signed the agreement agreed on voting for an increase of the authorized capital. According to the agreement, at least EUR 10 000 000 should be attracted for investments. Shareholders also agreed to vote for seeking the closed-type investment company's license.
		According to the provisions of Article 24 Part 2 of the Law on Securities of the Republic of Lithuania, it is considered that the manager of the Issuer has votes of the other managers of the Issuer. According to the provisions of Article 24 Part 1 Paragraphs 6 and 10 of the Law of Securities of the Republic of Lithuania, it is considered that the person owns votes of the company controlled by him and votes owned by his spouse. Therefore it is considered that each Issuer's manager has 46.54% of votes.

20.1.	Historical Financial Information.  Audited financial information including last 3 financial years (or shorter period during which the Issuer is operating) and every year's audit report (Regulations (EB) Nr. 1606/2002).	Sets of annual financial statements, Annual reports.  The interim condensed financial statement for 12 months of 2014.  Annexes No 3 and No 4 of the Reorganization terms.  This financial information was prepared according to the Regulation No. 1606/2002.
20.2.	Pro forma financial information	
20.3.	Financial statements.	The Issuer will prepare and announce consolidated interim and annual financial statements according to the order set by the legal acts.
20.4.	Auditing of historical annual financial information.	
20.4.1.	Information about auditing of annual financial statements.	The audit of the public joint - stock company Invalda LT was conducted by the company PricewaterhouseCoopers, UAB (Sets of annual financial statements).  In the conclusion of the auditor's report it is noted that financial statements in all significant aspects are correctly reflecting audited company's and the group's financial performance and cash flows for the year ended in accordance with International Financial Reporting Standards, approved by the European Union.  The audit for 2014 of the public joint - stock company INVL Technology, which operated before the reorganization and the audit of the public joint - stock company INVL Technology (previous BAIP group, AB), operating in the market after the reorganization will be prepared by PricewaterhouseCoopers, UAB (auditors were elected respectively by the decision of General Shareholders Meeting held on 19 December 2014 and 5 December 2014).
20.4.2.	Indication of other information which has been audited by the auditors.	The evaluation report of the Reorganization terms (Annex No 7 of the Reorganization terms) was prepared by Moore Stehpens Vilnius, UAB.
20.4.3.	Other sources of the data.	Provided financial data were published in the audited Annual reports, Sets of annual financial statements, the Split-off terms and the Reorganization terms (including their annexes).

20.5.	Age of latest financial information.	Annual report and sets of annual financial statements for 2013.
		The Interim Condensed Financial Statement for 12 months of 2014 of the company that was joined to the Issuer.
		The financial information of the Issuer will be announced by the order and terms of legal acts.
20.6.	Interim and other financial information.	The Reorganization terms were prepared according to the interim financial information (the Annexes No 3 and No 4 of the Reorganization terms).
20.7.	Dividend policy	Dividends are allocated and paid according to the rules set by the legal acts.
	Definition of the dividend's distribution and any other distribution policy.	The payment of dividends is not guaranteed. It will depend on the activity results, overall financial situation and decisions of the General Shareholders Meetings.
20.7.1.	Information on dividends for every share every historical financial information term for financial years 2011, 2012 and 2013, when the Issuer's number of shares changes.	Shareholders meetings that approved sets of financial statements for 2011, 2012 and 2013 and distributed the profit, did not take decisions to allocate part of profit for dividends.
20.8.	Legal and arbitration proceedings  Information on any governmental, legal or arbitration processes during a period covering at least the previous 12 months.	There were no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer's and/or any group company financial position or profitability.
20.9.	Significant change in the Issuer's financial or trading position.	On 18 December 2014 BAIP group's, AB authorized capital was increased from LTL 5 000 000 to LTL 6 092 685. The increase was made by issuing additional 1 092 685 ordinary registered 1 litas nominal value shares and the issue price of 1 710 349.53 was paid by monetary contributions.
		There were no other big changes in financial or business condition of the group after the last financial term of which financial information or interim financial information was announced.
21.	ADDITIONAL INFORMATION	
21.1.	Share capital:	

21.1.1.	The amount of issued capital, and information regarding each class of share capital.	The authorised capital of the Issuer is 1 773 267,06 (one million, seven hundred seventy-three thousand, two hundred sixty-seven euros and six euro cents). It is divided into 6 114 714 (six million, one hundred fourteen thousand, seven hundred fourteen euros) ordinary registered shares. All shares are fully paid and grant their owners all rights set by the legal acts and Articles of Association of the Issuer.
21.1.2.	Shares not representing capital.	There are no issued shares not representing participation in capital.
21.1.3.	Information on shares in the Issuer held by the Issuer itself.	The Issuer has no own shares. The Issuer's subsidiaries have no Issuer's shares.
21.1.4.	The amount of any convertible securities, exchangeable securities or securities with warrants.	There are no issued convertible securities, exchangeable securities or securities with warrants.  There are no decisions made to issue convertible securities, exchangeable securities or securities with warrants.
21.1.5.	Information about and terms of any acquisition rights and or obligations over authorised but unissued capital or an undertaking to increase the capital.	There are no issued acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital.  There are no decisions regarding the above mentioned rights and/or obligations.
21.1.6.	Information about any capital which is under option.	There are no option agreements.
21.1.7.	A history of share capital.	The authorised capital of the Issuer was formed according to the order set in the Reorganization terms.
21.2.	Memorandum and Articles of Association.	
21.2.1.	A description of the Issuer's objects.	The Issuer's objects are disclosed in the Part II of the Articles of Association.
21.2.2.	Provisions of the Issuer's Articles of Association with respect to the members of the administrative, management and supervisory bodies.	The Issuer's governing bodies, competence, election and cancelation procedures are disclosed in the Part V of the Articles of Association.
21.2.3.	A description of the rights, preferences and restrictions attaching to each class of the existing shares.	A description of the rights attaching to the issued shares is disclosed in the Part IV of the Articles of Association.
21.2.4.	A description of what action is necessary to change the rights of holders of the shares.	The rights of holders of the shares may be changed only according to the order set by the legal acts.

21.2.5.	A description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are called.	General Shareholders Meetings are called according to the rules set by the Articles of Association and the legal acts.
21.2.6.	A brief description of any provision of the Issuer's Articles of Association that would have an effect of delaying, deferring or preventing a change in control of the Issuer.	The Issuer's Articles of Association have no special provisions that would have an effect of delaying, deferring or preventing a change in control of the Issuer.
21.2.7.	An indication of the Articles of Association, governing the ownership threshold above which shareholder ownership must be disclosed.	The Articles of Association have no provisions governing the ownership threshold above which shareholder ownership must be disclosed. The information is disclosed according to the order set by the legal acts.
21.2.8.	A description of the conditions imposed by Articles of Association governing changes in the capital, where such conditions are more stringent than is required by law.	Conditions governing changes in the capital are set according to the legal acts. The Articles of Association doesn't set special conditions.
22.	MATERIAL CONTRACTS	On 26 November 2014 the shareholders of the Issuer owning 93 per cent of all Issuer's voting shares (the parties of the agreement are former shareholders of BAIP group, AB, Invalda LT, AB itself and the main shareholders of Invalda LT, AB) signed the shareholders' agreement. The agreement regulates the shares selling procedures and voting for authorized capital increase by attracting EUR 10 000 000 investments. Also, one of the goals is to get the closed-end investment company's license. The agreement of the shareholders ends when new share issue is placed and the Issuer receives the license of the closed-end investment company and other responsibilities are fulfilled.
		There were no significant agreements during the two years until the announcement of the registration document, except the agreements made to develop business under a normal course.
23.	THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST	-

24.	DOCUMENTS ON DISPLAY	The documents are published:
	Documents (or their copies) those are available during the registration period.  Information where it is possible to access the documents physically or by electronic means.	On the website of the Issuer <a href="www.invltechnology.lt">www.invltechnology.lt</a> , Website of NASDAQ OMX Vilnius, AB stock exchange <a href="www.nasdaqomxbaltic.com">www.nasdaqomxbaltic.com</a> , Website of the Central Storage Facility – <a href="www.crib.lt">www.crib.lt</a> .
25.	INFORMATION ON HOLDINGS	Information on subsidiaries of the Issuer is disclosed in Table 1.
	Information on companies those capital partly belong to the Issuer when that capital part may have big influence on evaluation its own capital and liabilities, financial position, profit and losses.	

# Annex III. European Commission Regulation No 809/2004 Minimum Disclosure Requirements for the Share Securities Note

	PROSPECTUS CLAUSE	REFERENCES
1.	PERSONS RESPONSIBLE	
1.1.	Persons responsible for the information equal to prospectus.	Persons indicated in the page 3 of the Reorganization terms. The director of the Issuer is responsible for information provided in this document (including the description of the risk factors).
1.2.	A declaration by the responsible persons.	Declarations indicated in the page 3 of the Reorganization terms
2.	RISK FACTORS	Indicated in the Description of the risk factors.
3.	KEY INFORMATION	
3.1.	Working capital Statement.	The Board of the Issuer believes that working capital of the Issuer is sufficient to satisfy the Issuer's requirements.
3.2.	Capitalisation and indebtedness.	Information is provided in the Sets of annual financial statements, The interim condensed financial statement for 12 months of 2014, Annex No 10 of the Split-off terms and Table 2.
3.3.	Interest of natural and legal persons involved in the issue (offer).	There are no interests related to the issue (shares inclusion into NASDAQ OMX Vilnius, Additional purchasing list).
3.4.	Reasons for the offer and use of proceeds.	According to the Reorganization terms, guided by the Law on Companies by the Republic of Lithuania and the Civil Code provisions by the Republic of Lithuania, the public joint - stock company INVL Technology, which after the reorganization ceased to operate without the liquidation process, was merged to the BAIP group, AB, which took over all the joint - stock company INVL Technology rights and duties (including the name), continues its operations under a new name of the joint - stock company INVL Technology. After the reorganization was completed the structure of the group was simplified. However, the reorganization had no impact on the results of the economic and financial activities.  There are no additional proceeds received related to the issue.

4.	INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING	
4.1.	A description of the type and the class of the securities being offered and/or admitted to trading.	The type and the class of the securities being offered to trading – ordinary registered 0.29 euro nominal value shares.
		ISIN (International Securities Identification Number) - LT0000128738
4.2.	Legislation under which the securities have been created.	The securities have been created according to the legal acts indicated in the Reorganization terms.
4.3.	The form of the securities.	Information on securities is declared in 4.2.2 point of the Reorganization terms.
4.4.	Currency of the securities issue.	Euro.
4.5.	A description of the rights attached to the securities.	A description of the rights attached to the securities is set by the Articles of Association, Law on Companies by the Republic of Lithuania and the legal acts.
4.6.	A statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued.	The securities were issued according to the Reorganization terms and the Articles of Association. The Reorganization terms and the Articles of Association were approved by the Issuer's shareholders meeting on 2 February 2015.
4.7.	The expected issue date of the securities.	The securities were issued on 9 February 2015 (the new Articles of Association and increased authorized capital were registered in the Register of Legal Entities).
4.8.	A description of any restrictions on the transferability of the securities.	There are no restrictions set on the transferability of the securities (except those indicated in the legal acts).
4.9.	An indication of the existence of any mandatory takeover bids and/or squeeze-out and sell-out rules in relation to the securities.	Mandatory takeover bids and/or squeeze-out and sell-out rules in relation to the securities are set by the legal acts.
4.10.	An indication of public takeover bids by third parties in respect of the Issuer's equity.	There was no such information.
4.11.	Information on taxes on the income from the securities withheld at source.	The income received for the securities is subject to profit tax and personal income tax according to the laws of the Republic of Lithuania.
		The Issuer doesn't take the responsibility to deduct tax at source.

5.	TERMS AND CONDITIONS OF THE OFFER	
5.1.	Conditions, offer statistics, expected timetable and action required to apply for the offer.	
5.1.1.	Conditions to which the offer is subject.	Disclosed in the Reorganization terms.
5.1.2.	Total amount of the issue/offer.	The total amount is disclosed in the Reorganization terms.
5.1.3.	The time period during which the offer will be open.	Disclosed in the Reorganization terms.
5.1.4.	An indication of when, and under which circumstances, the offer may be revoked.	The offer is completed and this document is prepared with the aim to admit securities trading of the Issuer to NASDAQ Vilnius Additional purchasing list.
5.1.5.	Other details.	-
5.2.	Plan of distribution and allotment.	Part 5 and 6 of the Reorganization terms.
5.3.	Pricing.	Part 5 of the Reorganization terms.
5.4.	Placing and Underwriting.	-
6.	ADMISSION TO TRADING AND DEALING ARRANGEMENTS	
6.1.	Information on admission to trading.	Information on admission to securities trading in NASDAQ Vilnius Additional purchasing list is disclosed in the section 5 the Reorganization terms.
6.2.	All the regulated markets or equivalent markets on which securities of the same class of the securities are already admitted to trading.	-
6.3.	Information on securities of other classes that are created for admission to a regulated market.	There are no decisions regarding securities of the other classes and their admission to the regulated market, public or private distribution.
6.4.	Details of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity	There are no entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity.
	and description of the main terms of their commitment.	The issued shares' manager of the Issuer (the Issuer's commissioner) is the public joint - stock brokerage company Finasta (office address Maironio str. 11, Vilnius; <a href="https://www.finasta.com">www.finasta.com</a> )
6.5.	Stabilisation.	-

7.	SELLING SECURITIES HOLDERS	-
8.	EXPENSE OF THE ISSUE/OFFER	Expenses are insignificant, related to the stamp-duties and charges indicated in the legal acts.
9.	DILUTION	-
10.	ADDITIONAL INFORMATION	The Reorganization terms.

I hereby certify that this document provides reference information and links to the Documents correctly and as far as I know, refers to all the information which may have a significant impact on the assessment of the public joint - stock company INVL Technology, there are no suppressed material facts known, and I have made all reasonable measures to ensure this.

This document is not a reason to assume that there has been no change in the public joint - stock company INVL Technology since its conclusion and that the information in this document at any time reveals the validity of any meaningful information.

In making an investment decision investors must follow the knowledge of their own acquired assessing the Documents and public information, the position of INVL Technology, including, without limitation, all the benefits and risks.

This document cannot be understood and/or treated as legal or business advice. On the advice of legal, business or tax matters, each investor should consult their legal advisors or business or tax consultants.

Director of the public joint stock company INVL Technology

Kazimieras Tonkūnas