

DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB  
TO EXTRAORDINARY MEETING OF SHAREHOLDERS TO BE HELD ON 24/09/2018  
ON AGENDA ISSUES

Agenda issue		Draft resolution
1.	Increase of the Bank's authorized capital by additional contributions	<p>1) To increase the authorized capital of the bank by EUR 16 571 428.53 by additional contributions issuing 57 142 857 ordinary registered shares with EUR 0.29 nominal value.</p> <p>2) To set out the issue price of EUR 0.35 per issued share.</p>
2	Revocation of the shareholders' right of pre-emption to acquire new shares	<p>1) To revoke a pre-emptive right from all shareholders of Šiaulių Bankas AB to acquire newly issued shares in proportion to the total nominal value of the shares held by them. The pre-emptive right is revoked for the purpose of implementing the conversion right of the European Bank for Reconstruction and Development under the agreement of subordinated convertible loan concluded by Šiaulių Bankas AB and the European Bank for Reconstruction and Development on 23/02/2013 by converting the granted loan into shares of Šiaulių Bankas AB.</p> <p>2) To provide the European Bank for Reconstruction and Development, an international financial institution, registered office at One Exchange Square, London EC2A 2JN, United Kingdom, to acquire all the shares of the new issue - 57 142 857 (fifty seven million one hundred forty two thousand eight hundreds of fifty seven), paying for these shares by offsetting mutual commitment between Šiaulių Bankas AB and the European Bank for Reconstruction and Development under the subordinated convertible loan agreement concluded between Šiaulių Bankas AB and the European Bank for Reconstruction and Development on 23/02/2013.</p>
3	The amendment of the Bank's Charter	<p>1) After the sole investor (the European Bank for Reconstruction and Development) entitled to the pre-emptive right to acquire newly issued shares subscribes and pays for all the shares of the issue, to amend the Article 3.5 of the Charter of the Bank as follows:  <i>"3.5 The authorized capital of the Bank is total amount of the par values of all the registered shares. The authorized capital of the Bank is 174 210 616.27(one hundred seventy four million two hundred ten thousand six hundred sixteen and twenty seven hundredth) euro. It is divided into 600 726 263 (six hundred million seven hundred twenty six thousand two hundred sixty three) ordinary registered shares. Par value of one share is EUR 0.29 (twenty-nine hundredths)."</i></p> <p>2) To authorize Chief Executive Officer of the Bank to sign the amended Charter and to register such amended Charter in compliance with the order set for by the laws after receiving a permit from the supervisory authorities to register the amendment of the Charter related to the authorized capital increase.</p>