

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB
FOR THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 28/03/2019 REGARDING THE
AGENDA ISSUES**

Agenda issue		Draft resolution
1	Presentation of the consolidated annual report	<i>Resolution on this item shall not be adopted; the consolidated annual report is provided in Annex 1.</i>
2	Presentation of the audit company's conclusion	<i>Resolution on this item shall not be adopted; the report of the audit company is provided in Annex 1.</i>
3	Comments and proposals of the Supervisory Council	<i>Resolution on this item shall not be adopted; the comments and proposals of the Council shall be provided during the Meeting.</i>
4	Approval of the financial statements of 2018	To approve the set of financial statements for 2018. <i>Financial statements are provided in Annex 1.</i>
5	Allocation of Bank's profit	To approve the allocation of profit (loss) of the Bank. <i>The draft allocation proposed by the Board is provided in Annex 2.</i>
6	Approval of the Rules for Granting Shares	To approve the Rules for granting shares. <i>The draft of the Rules for Granting Shares is provided in Annex 3.</i>
7	Acquisition of the Bank's own shares	To acquire Bank's own shares under the following conditions: 1) the purpose of acquisition of own shares is to retain and increase the market price of the Bank's shares; 2) maximum number of shares to be acquired - the total nominal value of the Bank's own shares may not exceed 1/10 of the Bank's authorized capital; 3) the time limit for the Bank to acquire its own shares - within 18 months from the date of adoption of this decision; 4) maximum acquisition price per share - 15% higher than the market price of the Bank's shares on the Nasdaq Vilnius Stock Exchange when the Board makes a decision to acquire own shares, however, not higher than the book value of the share calculated according to the latest published financial statements of the Bank; minimal acquisition price per share - 15% lower than the market price of the Bank's shares in Nasdaq Vilnius when the Board makes a decision to acquire Bank's own shares; 5) The procedure for selling of own shares and the minimum sale price - the shares acquired by the Bank may be annulled by decision of the General Meeting of Shareholders or sold by decision of the Board determining that the minimum sale price of the shares is their average acquisition price and the sales procedure will ensure equal opportunities for all shareholders to acquire the shares of the Bank;

		6) To authorize the Board of the Bank, in accordance with the provisions of this resolution and requirements of the Law on Companies of the Republic of Lithuania, to make decisions regarding acquisition of the Bank's own shares, to organize acquisition and selling of its own shares, to determine the procedure for the purchase and sale of shares, the time, number and price of the shares as well as to perform other actions related to the acquisition and sale of own shares.
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Annexes:

1. Independent auditor's report, financial statements and annual report as of 31 December 2018 (199 pages).
2. Draft of the profit allocation (1 page).
3. The draft of the Rules for Granting Shares (2 pages).