

AB SEB BANKAS
THE FINAL TERMS NO. 20131015/007
SEB EMERGING MARKETS CURRENCIES 2
ISSUED UNDER THE BASE PROSPECTUS OF LTL 1,000,000,000 NON-EQUITY
SECURITIES ISSUE PROGRAMME,

13 February 2014
Vilnius

These Final Terms and the LTL 1,000,000,000 non-equity securities issue Programme Base Prospectus, which was approved by the Bank of Lithuania on 15 October, 2013 (approval certificate No. 241-211), Annex to the Base Prospectus, as well as documents incorporated by reference constitute the Prospectus of the issue that was prepared in accordance with the Rules for Drawing up and Approval of a Prospectus of Securities and Information Disclosure approved by the Bank of Lithuania No. 03-44 of 28 February 2013 and in accordance with Commission Regulation No. 809/2004 of 29 April 2004 implementing Directive No. 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements and all of its subsequent amendments.

These Final Terms is accompanied by a Summary of the Issue(s).

Prior to taking a decision to acquire any of the securities offered by the Issuer, investors should review all the documents comprising the Base Prospectus.

A paper copy of the Base Prospectus, the Final Terms, and documents incorporated by reference will be provided free of charge to each investor upon request at the Markets Department of AB SEB bankas (J. Balčikonio g. 7, Vilnius, Monday to Thursday 8.00 a.m.–5.00 p.m., Friday 8.00 a.m.–3.45 p.m.) and other branch offices of AB SEB bankas (at the addresses and during the opening hours specified in Annex 2 to the Final Terms). Investors can also review the aforementioned documents by visiting the Bank's website at www.seb.lt. The Base Prospectus and the Final Terms are also available on the branch offices of placement agents (at the addresses and during the opening hours specified in Annex 2 to the Final Terms) and on their websites (www.seb.lv). Information, which must be published by the Bank pursuant to legislation, will also be stored in the Central Storage Facility at www.crib.lt.

KEY INFORMATION

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| 1. | Issuer | AB SEB bankas (may also be referred to as the Bank or the Issuer) |
| 2. | Interests of parties related to the issue | There is no interest of natural and legal persons involved in the below described issue. |
| 3. | Reasons of the offer and use of income | The Bank issuing non-equity securities seeks to offer for the investors a wider range of investment instruments and services. Funds accumulated from the issue of non-equity securities shall be used to finance the loans of the Bank and to manage the liquidity. |

INFORMATION ABOUT NON-EQUITY SECURITIES OFFERED

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| 4. | Type of non-equity securities | Reference item linked notes (hereinafter referred to as note (s)) |
| 5. | ISIN | During the preparation of the Final Terms, ISIN code is not assigned to the issue of the notes. The ISIN code provided for the issue will be specified in the Reference item linked notes subscription agreement (in Lithuanian – Su finansine priemone susietų obligacijų pasirašymo sutartis) and the Non-equity securities purchase order (in Latvian – Parāda vērtspapīru Pirkšanas Rikojums). |
| 6. | Entity accounting for the non-equity securities | AB SEB bankas |
| 7. | Currency | EUR |
| 8. | Issue maturity term | 1,102 days |
| 9. | Issue date | 4 March 2014 |

10.	Redemption date	10 March 2017
11.	Basis for the issue of the non-equity securities	Resolution No. 4.1 dated 27 January 2014 of the Board of AB SEB bankas.
12.	Terms of reference item linked notes	
12.1.	applicable interest	0 percent (not paid)
12.2.	reference item	<p>The basket of exchange rates pairs – euro and Mexican peso (EUR/MXN), euro and Polish zloty (EUR/PLN), euro and Singapore dollar (EUR/SGD), which are all equally weighted in the basket:</p> <ul style="list-style-type: none"> • the EUR/MXN exchange rate expressed as the amount of MXN per one EUR published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on the particular dates, rounded to four decimal places, • the EUR/PLN exchange rate expressed as the amount of PLN per one EUR published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on the particular dates, rounded to four decimal places, • the EUR/SGD exchange rate expressed as the amount of SGD per one EUR published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on the particular dates, rounded to four decimal places.
12.3.	historical changes in the value of the reference item	Historical change of the exchange rates can be found on www.ecb.int .
12.4.	notes redemption price or procedure for its calculation	<p>If the value of the basket of exchange rate pairs decreases, the nominal value of the note and the premium for the decrease will be paid to the investor on the redemption date:</p> $RP = N + P$ <p>where: <i>RP</i> – redemption price; <i>N</i> – nominal value of the note; <i>P</i> – premium.</p> <p>If the value of the basket of exchange rate pairs does not change or increases, only the nominal value of the note is paid to the investor on the redemption date, i. e. risk premium defined in Item 17.1 of the Final Terms and subscription fee defined in Part 18 of the Final Terms shall not be refunded to investors.</p>
12.5.	premium rate or procedure for its calculation	
12.5.1.	premium paid on notes redemption date:	
12.5.1.1.	terms of payment of premium	<p>The premium shall be paid for the decrease of the value of the basket of exchange rate pairs. The change of the value of the basket of exchange rate pairs is equal to the arithmetic average of the changes (positive and negative) of each exchange rate in the basket. Change of each exchange rate is calculated by comparing the final exchange rate with the initial exchange rate. If the value of the basket of exchange rate pairs does not change or increases, no premium is paid.</p>
12.5.1.2.	procedure for calculating premium	$P = N \times Q \times (-I) \times \text{Min}(0\%; I_{pn});$ $I_{pn} = \sum_{i=1}^3 \frac{1}{3} \times I_{pi}$ <p>where: <i>P</i> – premium; <i>N</i> – nominal value of the note; <i>Q</i> – participation ratio;</p>

I_{pi} – change of the value of the basket of exchange rate pairs;

I_{pi} – change of each exchange rate comprising the basket;

$$I_{pi} = \frac{VK_{pb_i} - 1}{VK_{pr_i}}$$

VK_{pr_i} – initial exchange rate;

VK_{pb_i} – final exchange rate.

12.5.1.3.	expected value of participation ratio	300%
12.5.1.4.	minimum participation ratio value	250%
12.5.1.5.	date of announcement of actual value of variables of the issue	The actual value of participation ratio shall be published on 5 March 2014.
12.6.	initial value of reference item	Initial exchange rate of each currency pair comprising the basket is equal to the particular exchange rate published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on 5 March 2014, rounded to four decimal places.
12.7.	final value of reference item	Final exchange rate of each currency pair comprising the basket is equal to the particular exchange rate published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on 22 February 2017, rounded to four decimal places.
12.8.	value of reference item and other related terms	Exchange rate means a particular exchange rate published on <i>Reuters</i> page ECB37 at approximately 2:15 p.m. Central European time on the particular dates, rounded to four decimal places. If the currency exchange rate may not be fixed on the date specified in Item 12.6 or Item 12.7 of the Final Terms or other unforeseen events preventing from fixing the exchange rate on its fixing date or within the nearest 2 (two) business days after the specified date occur, then the Bank following the principle of goodwill and recognized practice shall fix the currency exchange rate by itself no later than on the 3 rd (third) business day of currency exchange rate fixing after the specified date of initial or final currency exchange rate fixing. Business day means any day on which TARGET2 system is open.
12.9.	entity that will carry out calculations	AB SEB banks

TERMS OF THE OFFER

13.	Category of investors proposed for acquiring the non-equity securities and rights granted	Investors who are offered notes are divided into two categories described below: 1. investors who signed Private Banking Service Agreement with AB SEB bankas, where notes are subscribed for through AB SEB bankas in Lithuania; 2. investors who signed Private Banking Service Agreement with AS SEB banka, where notes are subscribed for through AS SEB banka in Latvia.
14.	Nominal value per non-equity security	EUR 100
15.	Issue size in units	Unlimited
16.	Total nominal value of the issue	Unlimited
17.	Subscription price(s) of non-equity security	Subscription prices of the notes are specified in Annex No.1
17.1	risk premium	EUR 7
17.2	calculation of subscription price	$SP = (N + R) \times \frac{I}{1 + \frac{y}{100} \times \frac{d}{365}}$

where:

SP – subscription price of the notes;

Y – annual interest rate 0,01%;

R – risk premium;

N – nominal value of the note;

d – days remaining until the end of subscription period of the notes.

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| 18. | Subscription fee | 1 percent of the nominal value of the note. |
| 19. | Subscription period | 17 February – 3 March 2014 |
| 20. | Information about the possibility to reduce the number of subscribed securities | Not applicable |
| 21. | Minimum number of non-equity securities offered to one investor | Not defined |
| 22. | Maximum number of non-equity securities offered to one investor | Not defined |
| 23. | Venues of finalization of non-equity securities subscription agreements and deadline for payment for the securities | <p><i>Subscribing for notes through AB SEB bankas in Lithuania</i></p> <p>The Reference item linked notes subscription agreement (in Lithuanian – Su finansine priemone susietų obligacijų pasirašymo sutartis) shall be signed when subscribing for the notes through AB SEB bankas in Lithuania. The Reference item linked notes subscription agreement shall be signed at the address and within business hours specified in Annex no. 2 to the Final Terms.</p> <p>Subscription prices specified in Annex no. 1 to the Final Terms shall be valid until 3 p.m. (Vilnius time) of a particular day. In case an investor subscribes for the notes past 3 p.m. (Vilnius time), it shall in any case mean that the investor has to pay for the subscribed notes on the following business day (after the day on which the notes were subscribed) at the price that is effective on such day, unless the investor chooses another payment date.</p> <p>Investor signing the Reference item linked notes subscription agreement has an opportunity to select a payment date for the notes, if such date is a business day, and the price applicable on the relevant subscription date.</p> <p>Investor signing the Reference item linked notes subscription agreement has to accumulate in his account indicated in the subscription agreement the amount of funds necessary to pay for the notes. If the date of payment for the notes selected by the investor is later than the date of the Reference item linked notes subscription agreement, the Bank shall limit the investor's right to dispose of the specified amount in the investor's account, which is necessary to pay for the non-equity securities being subscribed.</p> <p><i>Subscribing for notes through AS SEB banka in Latvia</i></p> <p>The Non-equity securities purchase order (in Latvian – Parāda vērtspapīru Pirkšanas Rīkojums) shall be submitted when subscribing for the notes through AS SEB banka in Latvia. The Non-equity securities purchase order shall be submitted at the address and within business hours specified in Annex no. 2 to the Final Terms.</p> <p>For investors submitting the Non-equity securities purchase order there will only be one payment date, which is the final day of the subscription period, i. e. 3 March 2014.</p> <p>For investors subscribing for the notes through AS SEB banka in Latvia the right to dispose of the funds necessary to pay for the notes shall be limited within the whole period from the day they submitted the Non-equity securities purchase order until the payment date, which is the final day of the subscription period, i. e. 3 March 2014.</p> |

On the final day of the subscription period (3 March 2014):

- the Reference item linked notes subscription agreement (in Lithuanian – Su finansine priemone susietų obligacijų pasirašymo sutartis) shall only be signed until 3 p.m. (Vilnius time),

- the Non-equity securities purchase order (in Latvian – Parāda vērtspapīru Pirkšanas Rīkojums) shall only be submitted until 2 p.m. (Vilnius time).

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| 24. | Procedure for provision of information about non-equity securities assigned to investors | Information on the notes subscribed by investors shall be provided by the Bank by making entries in the personal securities accounts after the end of the subscription period of the notes. The notes subscribed through AS SEB banka in Latvia shall all be held in one account opened in the name of AS SEB banka clients. It is the responsibility of AS SEB banka in Latvia to inform the final client about his notes held with the Bank. |
| 25. | Markets where the offer will take place | The Republic of Lithuania and the Republic of Latvia. |
| 26. | Announcement of the offer results | Provided that the issue comes into effect, not later than within 7 (seven) business days after the end of the subscription period of the notes, the report on distribution of the notes will be available on the website of the Central Storage Facility www.crib.lt . |
| 27. | Placement agents | In the Republic of Lithuania: AB SEB bankas, Gedimino pr. 12, Vilnius, tel. 1528, www.seb.lt .
In the Republic of Latvia: AS SEB banka, Valdlauči, Meistaru iela 1, Ķekava civil parish, Ķekavas district, tel. 8777, www.seb.lv . |
| 28. | Information about parties who assume the firm commitment to underwrite a part of the securities of the issue | There is no parties ensuring the subscription of the total issue of non-equity securities or any portion hereof. |
| 29. | Protector of interests of owners of the non-equity securities | AB bankas <i>Finasta</i> , Maironio g. 11 LT-01124 Vilnius, tel. +370 5 203 2233, www.finasta.lt . |

LISTING ON REGULATED MARKET TRADING LISTS

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| 30. | Listing on regulated market trading lists | Not intended. |
| 31. | Entities who undertook the obligation to support secondary trading | No intermediaries assume an obligation to ensure liquidity of non-equity securities in the secondary trading or other regulated markets. |

ADDITIONAL INFORMATION

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| 32. | Cancellation of the issue(s) | <p>The issue shall be considered failed and cancelled if the actual value of the participation ratio set by the Bank is lower than the minimum participation ratio indicated in part 12.5.1.4. of the Final Terms. The issue may be considered failed and cancelled if the total nominal value of issue is lower than EUR 1,000,000 or if any unpredictable economic, financial or political events, which might prevent success of the notes issue, occur. In case of cancellation of issue:</p> <ul style="list-style-type: none"> • the announcement about the cancellation of the issue will be published on 5 March 2014 on the Bank's website www.seb.lt and the placement agent's website www.seb.lv; • all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issue, the investors will be refunded to the bank account from which the investors' funds were debited or to any other account indicated by the investor: <ul style="list-style-type: none"> a) EUR 107 for each subscribed note of the issue; b) the subscription fee. |
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The issue may also be considered failed and cancelled if any event related to the risks of change in the calculation method of financial instrument value and/or premium calculation risk occur within the notes subscription period. In such case:

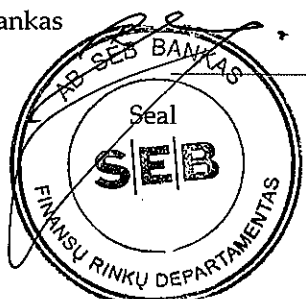
- relevant information will be immediately announced on the Bank's website www.seb.lt and the placement agent's website www.seb.lv;
- all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issue, the investor will be refunded to the bank account from which the investor's funds were debited, or to any other account indicated by the investor:
 - a) the price of the subscribed note effective on such announcement date and
 - b) subscription fee.

33. Advisors None
34. Third party information The information published on *Bloomberg* was used while preparing the issue documents. The Bank believes that the sources of the above information are reliable, however, it will not independently verify this information. The Bank shall not assume any responsibility for its accuracy, authenticity or completeness.
35. Credit ratings No rating is assigned to these notes. Currently, no rating agency assigns any credit ratings at the Bank's request or with cooperation of the Bank in the rating process.

The Issuer is responsible for the accuracy of the information contained in these Final Terms.

Head of Markets Department of AB SEB bankas

Rolandas Sungaila



Issue prices of SEB Emerging Markets Currencies 2 notes

Notes subscription start date	Notes subscription end date	Notes issue date	Day calculation method	Number of subscription period days
2014 02 17	2014 03 03	2014 03 04	act/365	15

Date	Day of the week	Prices of the issue (EUR)	Number of days until the end of the subscription period
2014 02 17	Monday	106,9996	15
2014 02 18	Tuesday	106,9996	14
2014 02 19	Wednesday	106,9996	13
2014 02 20	Thursday	106,9996	12
2014 02 21	Friday	106,9997	11
2014 02 24	Monday	106,9998	8
2014 02 25	Tuesday	106,9998	7
2014 02 26	Wednesday	106,9998	6
2014 02 27	Thursday	106,9999	5
2014 02 28	Friday	106,9999	4
2014 03 03	Monday	107,0000	1
2014 03 04	Tuesday	107,0000	Notes issue date

Address and business hours of Private Banking Department of AB SEB bankas

Address	Business hours
Olimpiečių g. 1, LT-01116 Vilnius	I – IV 8.00 – 17.00 V – 8.00 – 15.45

Address and business hours of SEB Private Banking of AS “SEB banka”

Address	Business hours
Valņu iela 11, Rīga, LV-1050	I – V 9.00 – 17.00