

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB
FOR THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 29/03/2018 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 2017	To approve the set of financial statements for 2017. <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	Authorized capital increase from the Bank's funds	To increase the authorized capital of the Bank by EUR 26,273,197.86 from unallocated profit issuing 90,597,234 ordinary registered shares with EUR 0.29 nominal value. To distribute issued shares to the shareholders free of charge in proportion to the total nominal value of shares owned by them at the end of the day of accounting of rights of the Meeting (20%).
7	Approval of a new version of the Charter of the Bank	1. To approve new version of the Charter of the Bank. 2. To authorize Chief Executive Officer of the Bank to sign the amended Charter and to register amended Charter in compliance with the order set for by the laws after receiving a permit from the supervisory authorities. <i>The new edition of Bank Charter is provided in Annex 3, the comparative version of amendments to the Charter of the Bank is provided in Annex 4.</i>
8	Election of an audit company	1. To elect an independent audit company PricewaterhouseCoopers UAB for inspection of the Bank's and Group's annual consolidated financial statements and the consolidated annual report for the year of 2018 and 2019. 2. To set the annual remuneration for auditing the Group's consolidated annual statements for 2018 and 2019 not exceeding EUR 85.5 thousand (excluding VAT) including EUR 39.5 thousand (excluding VAT) - for auditing the Bank. <i>Extract from minutes of Bank's Audit Committee with two alternatives and recommendation is provided in Annex 5.</i>

Annexes:

1. Independent auditor's report, financial statements and annual report as of 31 December 2017 (167 pages).
2. Draft of the profit allocation (1 page).
3. The new version of Bank Charter (15 pages).
4. The comparative version of amendments to the Charter of the Bank (15 pages).
5. Extract from minutes of the Bank's Audit Committee (1 page).