



AB SEB bankas (hereinafter – SEB Bank)

Registry code: 112021238.

Registered office address: Gedimino av. 12, LT-01103 Vilnius, Lithuania.

## **Draft resolutions of the Annual General Meeting of Shareholders of SEB Bank**

### **1. Regarding the Annual Report of SEB Bank**

To state that SEB Bank's year 2012 Consolidated Annual Report and its Annex “Disclosure form concerning the compliance with the Corporate Governance Code for the Companies Listed on NASDAQ OMX Vilnius“ have been familiarized with.

### **2. Regarding the Report of the Auditor of SEB Bank**

To state that the report of the audit company UAB “PricewaterhouseCoopers”, which has performed the audit, i.e. the independent auditor's report on SEB Bank’s and SEB Bank Group’s financial statements for 2012, prepared in accordance with International Financial Reporting Standards as adopted for use in European Union and the report on other legal and regulatory requirements, have been familiarized with.

### **3. Regarding the Comments and Proposals of the Supervisory Council of SEB Bank**

To state that the comments and proposals of the Supervisory Council of SEB Bank regarding SEB Bank's Activity Strategy, its Annual Consolidated Financial Statements, Draft Profit (Loss) Appropriation and SEB Bank's Consolidated Annual Report as well as the activities of SEB Bank's Management Board and President have been familiarized with.

### **4. Regarding approval of the Consolidated Financial Statements of SEB Bank for the year 2012**

To approve SEB Bank's and SEB Bank Group's year 2012 Consolidated Financial Statements produced in accordance with the International Financial Reporting Standards.

### **5. Regarding appropriation of the year 2012 profit (loss) of SEB Bank**

To approve the appropriation of the year 2012 profit (loss) of SEB Bank.

### **6. Regarding appointment of audit company of SEB Bank and approval of payment terms for audit services**

To appoint the audit company UAB “PricewaterhouseCoopers” to verify SEB Bank’s Financial Statements of current and no more than 2 (two) upcoming financial years and to authorise the President of SEB Bank to enter into an agreement with UAB “PricewaterhouseCoopers” regarding rendering of audit services and to establish the terms of payment for the services therein.

### **7. Regarding reorganization of AB “SEB lizingas”**

Pursuant to part 1 of article 63 and part 1 of article 70 of the Law on Companies of the Republic of Lithuania, to approve reorganization of AB “SEB lizingas”, a company established and acting pursuant to the laws of the Republic of Lithuania, which data is kept at the Register of Legal Entities of the Republic of Lithuania, with code 123051535, and with registered office address Saltoniškių street 12, Vilnius, by merging AB “SEB lizingas” into SEB Bank. To assign the Management Board of SEB Bank to prepare the Terms of Reorganization whereby AB “SEB lizingas” would be merged into SEB Bank. To authorize the Management Board of SEB Bank and the chairman of the Management Board (the President) to take any and all actions related thereto.