

## To the shareholders of AB DnB NORD Bankas

**Securities Commission of the Republic of Lithuania**  
Konstitucijos pr. 23, LT-08105 Vilnius, Lithuania

**AB NASDAQ OMX Vilnius**  
Konstitucijos pr. 7, LT-08105 Vilnius, Lithuania

## NOTIFICATION ON THE SQUEEZE-OUT OF THE SHARES

Vilnius

2009-04-22

AB DnB NORD Bankas, company code 112029270, VAT payer's code LT120292716, registered office J. Basanavičiaus st. 26, Vilnius, the data about the company is collected and stored at the Register of Legal Entities (further – the „**Issuer**“), informs that on 20 April 2009 the largest shareholder of the Issuer - Bank DnB NORD A/S, company code CVR-nr.: 28691947, registered office: Amerikakaj, Dampfærgevej 28, DK-2100 Copenhagen Ø, Denmark (further - „**DnB NORD**“) submitted to the Issuer the notification on the squeeze-out of the shares.

On 20 April 2009 Bank DnB NORD A/S by the right of ownership holds 5,131,093 (five million one hundred thirty one thousand ninety three) ordinary registered shares of the Issuer with nominal value of LTL 115 (one hundred fifteen Lithuanian Litas) each, which constitute 99.84% of the votes at the General Meeting of Shareholders of the Issuer.

Notification includes a requirement that during 90 (ninety) days period from the announcement of the notification on the squeeze-out of the shares in the daily newspaper "Lietuvos rytas" (the Issuer has announced about the squeeze-out of the shares in the daily newspaper "Lietuvos rytas" on 22 April 2009), that is, during the period from 23 April 2009 until 21 July 2009 (inclusive), other shareholders sell all shares of the Issuer to DnB NORD for a price offered by DnB NORD, or during the same time period they can contest the price offered according to the procedure determined in the law.

The price offered by DnB NORD for the shares amounts to LTL 125.00 (one hundred twenty five Lithuanian Litas 0 cents) per 1 (one) ordinary registered share of the Issuer with nominal value of LTL 115 (one hundred fifteen Lithuanian Litas) each. The offered price was established in accordance with Item 2 of Part 4 of Article 37 and Part 5 of Article 37 of the Law on Securities of the Republic of Lithuania. DnB NORD, having implemented the voluntary takeover bid to acquire all the remaining voting shares of the Issuer, acquired shares entitling it to not less than 95 percent of votes at the general meeting of shareholders of the Issuer, and in acquiring the shares of the Issuer by DnB NORD in this manner, the owners of not less than 90 percent of the shares in respect of which the takeover bid was submitted had sold the shares to DnB NORD. Therefore, in accordance with Item 2 of Part 4 of Article 37 of the Law on Securities of the Republic of Lithuania, the offered price equals the voluntary takeover bid price. Not more than 3 months have elapsed from the expiration of the voluntary takeover bid until the submission of this notification of DnB NORD to the Issuer. Each shareholder has a right to familiarize himself/herself/itself with the documents substantiating the establishment of the price of the shares, that is, the circular of the voluntary takeover bid and the report on the execution of the voluntary takeover bid, in the registered office of the Issuer: J. Basanavičiaus st. 26, Vilnius.

If within 90 (ninety) days term after the announcement of the notification on the squeeze-out of the shares in the daily newspaper "Lietuvos rytas" the shareholder fails to sell his/her/its shares of the Issuer and does not contest the price offered by DnB NORD, in accordance with Part 11 of Article 37 of the Law on Securities of the Republic of Lithuania DnB NORD shall be deemed to have acquired, on the last day of the time period indicated above, that is, 21 July 2009, the right to appeal to court by submitting the documents proving the payment transfer to the deposit account of the shareholder who has refused to sell his/her/its shares (deposit account to be opened at AB DnB NORD Bankas), and require the account managers to perform the necessary entries in the securities accounts on the transfer of the title to the shares to DnB NORD.

The Issuer's shares will be purchased from the shareholders on the Tender Offer Submarket of NASDAQ OMX Vilnius regulated market, according to the Trading Rules of NASDAQ OMX Vilnius regulated market.

The shareholder of the Issuer, who has concluded an agreement for the management of a personal account of financial instruments with a financial brokerage firm or a credit

institution authorized to provide investment services, shall submit an order to his/her/its financial brokerage firm or credit institution to sell the shares during the squeeze-out.

The shareholder of the Issuer, who does not have an agreement for the management of a personal account of financial instruments, shall approach any customer service branch of AB DnB NORD Bankas for the conclusion of such an agreement and, having signed the agreement, to submit an order to the broker of the Capital Markets Unit of AB DnB NORD Bankas (tel. +370 5 239 3503, address J. Basanavičiaus g. 26, Vilnius) to sell the shares during the squeeze-out.

If a shareholder is a natural person, for conclusion of the agreement for the management of a personal account of financial instruments he/she has to provide his/her personal identification document. Both spouses have to participate when concluding the agreement, if the shareholder is married, and in case of participation of one of the spouses, he (she) has to provide the power of attorney of his (her) spouse certified by the notary public.

If a shareholder is a legal person, for conclusion of the agreement for the management of account of financial instruments it has to provide the copy of the registration certificate of the company, the copy of Articles of Association of the company and the power of attorney entitling a person to sign the agreement and submit orders to buy or sell financial instruments, or the respective decision of the governing bodies.

Investment Banking Department of AB DnB NORD Bankas can provide additional information to the shareholders of the Issuer by telephone 8 (5) 239 3786.

President of AB DnB NORD Bankas



Werner Schilli