

Approved by
Minutes No. 8
of the Bank's Board meeting
6 March 2014

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB
FOR THE GENERAL SHAREHOLDERS' MEETING
TO BE HELD ON 28-03-2014 REGARDING THE AGENDA ISSUES**

Agenda issue		Draft resolution
1.	Regarding the consolidated annual report	<i>Resolution on this item shall not be adopted; the consolidated annual report is presented in the annex 1.</i>
2.	Regarding the audit company's conclusions	<i>Resolution on this item shall not be adopted; the conclusions of the audit company are presented in the annex 1.</i>
3.	Regarding the 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 presented during the Meeting.</i>
4.	Regarding the approval of financial statements for 2013	To approve the set of financial statements for 2013. <i>Financial statements are presented in the annex 1.</i>
5.	Regarding the distribution of profit (loss)	To approve the distribution of profit (loss) of the Bank. <i>The draft distribution proposed by the Board is presented in the annex 2.</i>
6.	Regarding the authorized capital increase from bank's funds	To increase the authorized capital of the bank by LTL 20,000,000 from the capital reserve (share premium) issuing 20,000,000 ordinary registered shares with LTL 1 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 (8%).
7.	Regarding the amendment of the Charter	1. To amend the Article 3.5 of the Charter of the Bank as follows: „3.5 The authorized capital of the Bank is total amount of the par values of all registered shares. The authorized capital of the Bank is LTL 270,000,000 (two hundred seventy million). It is divided into 270,000,000 (two hundred seventy million) ordinary registered shares. Par value per share is LTL 1 (one).“ 2. To authorize (with the right to re-authorize) the Chief Executive Officer of the bank Vytautas Sinius to sign the amended Charter.
8.	Regarding the election of the audit company	1. To elect an independent audit company PricewaterhouseCoopers UAB for inspection of the bank's annual consolidated financial statements and the consolidated annual report for the year of 2014 and 2015. 2. To set the annual remuneration for audit services, not exceeding LTL 150,000 (without VAT).

9.	Regarding the election of the member of the Supervisory Council	<ol style="list-style-type: none"> 1. To elect Mr. Valdas Vitkauskas to the Bank's Supervisory Council until the end of the tenure of the current Supervisory Council. 2. To determine that elected person shall start taking the position of the member of the Supervisory Council only after receiving the consent from the Bank of Lithuania as defined by the article 34 of the Law on Banks (if such consent from the Bank of Lithuania has not been received before the day of the Meeting).
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ANNEXES:

1. The independent auditor's report. The financial statements and annual report as of 31 December 2013 (166 pages).
2. Draft on the distribution of profit (loss) (1 page).
3. The information about candidate to the Supervisory Council members of Šiaulių bankas AB (1 page).