

AB SEB BANKAS
THE FINAL TERMS NO. 20131015/016
EUROPE 3 – 1 AND EUROPE 3 – 2
ISSUED UNDER THE BASE PROSPECTUS OF LTL 1,000,000,000 NON-EQUITY
SECURITIES ISSUE PROGRAMME,

27 August 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. 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

- | | | |
|----|---|--|
| 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 issues. |
| 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 issues 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

- | | | First issue | Second issue |
|-----|---|--|--------------|
| 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, no ISIN codes are assigned to the issues of the notes. The ISIN code provided for each issue will be specified in the Reference item linked notes subscription agreement. | |
| 6. | Entity accounting for the non-equity securities | AB SEB bankas | |
| 7. | Currency | LTL | LTL |
| 8. | Issue maturity term | 1,101 days | |
| 9. | Issue date | 30 September 2014 | |
| 10. | Redemption date | 5 October 2017 | |

11.	Basis for the issue of the non-equity securities	Resolution No. 34.2 dated 25 August 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 <i>S&P Europe 350 Low Volatility Index</i> (Index Bloomberg code – SPEULVE).</p> <p>The <i>S&P Europe 350 Low Volatility Index</i> (hereinafter referred to as Index) measures the performance of the 100 least-volatile stocks in the <i>S&P Europe 350 Index</i>, which is drawn from 17 major European markets. Constituents are weighted relative to the inverse of their corresponding volatility, with the least-volatile stocks receiving the highest weights. More information about the index can be found on www.spdji.com.</p>	
12.3.	historical changes in the value of the reference item	Historical value change of the Index can be found on www.spdji.com .	
12.4.	notes redemption price or procedure for its calculation	<p>If the value of the Index increases, the nominal value and the premium for the increase will be paid to the investor on the redemption date:</p> $RP = N + P$ <p>where:</p> <p><i>RP</i> – redemption price;</p> <p><i>N</i> – nominal value of the note;</p> <p><i>P</i> – premium.</p> <p>If the value of the Index does not change or decreases, only the note nominal value is paid to the investor on the redemption date, i. e. risk premium defined in Item 17.1 of the Final Terms (if applicable) 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	The premium shall be paid for the increase of the value of the Index. The Index value change is calculated by comparing the final value of the Index with the initial value of the Index. If the value of the Index does not change or decreases, no premium is paid.	
12.5.1.2.	procedure for calculating premium	$P = N \times Q \times \text{Max}(0\%; I_{pn})$ $I_{pn} = \frac{I_{pb}}{I_{pr}} - 1$ <p>where:</p> <p><i>P</i> – premium;</p> <p><i>N</i> – nominal value of the note;</p> <p><i>Q</i> – participation ratio;</p> <p><i>I_{pn}</i> – change of the value of the Index;</p> <p><i>I_{pr}</i> – initial value of the Index;</p> <p><i>I_{pb}</i> – final value of the Index.</p>	
12.5.1.3.	expected value of participation ratio	20%	100%
12.5.1.4.	minimum participation ratio value	15%	75%
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 1 October 2014.	
12.6.	initial value of reference item	Initial value of the Index is equal to the Index value on 1 October 2014.	
12.7.	final value of reference item	Final value of the Index is equal to the arithmetic average of the values of the	

Index, which are estimated on the 19th day of every month, commencing on 19 September 2016 and ending on 19 September 2017, and is calculated following the below formula:

$$I_{pb} = \frac{I_1 + I_2 + I_3 + I_4 + I_5 + I_6 + I_7 + I_8 + I_9 + I_{10} + I_{11} + I_{12} + I_{13}}{13} \text{ where:}$$

I₁ – Index value on 19 September 2016

I₂ – Index value on 19 October 2016

I₃ – Index value on 19 November 2016

I₄ – Index value on 19 December 2016

I₅ – Index value on 19 January 2017

I₆ – Index value on 19 February 2017

I₇ – Index value on 19 March 2017

I₈ – Index value on 19 April 2017

I₉ – Index value on 19 May 2017

I₁₀ – Index value on 19 June 2017

I₁₁ – Index value on 19 July 2017

I₁₂ – Index value on 19 August 2017

I₁₃ – Index value on 19 September 2017

- | | | |
|-------|---|--|
| 12.8. | value of reference item and other related terms | <p>The value of the Index means the official last (closing) value of the <i>S&P Europe 350 Low Volatility Index</i> on the particular date.</p> <p>If the valuation date of the Index (as specified in Items 12.6 and 12.7 of the Final Terms) is a non-business day of any national exchange(s) on which the constituent shares of the Index are traded, the Index value shall be calculated on the nearest following business day.</p> <p>Business day means any scheduled trading day on which each national exchange and each related exchange are open for trading during their respective regular trading sessions, notwithstanding any such national exchange or related exchange closing prior to its scheduled closing time.</p> <p>Related exchange is any exchange on which futures contracts and/or options contracts relating to the constituent shares are traded.</p> |
| 12.9. | entity that will carry out calculations | AB SEB bankas |

TERMS OF THE OFFER

- | | | |
|-----|---|---|
| 13. | Category of investors proposed for acquiring the non-equity securities and rights granted | <p>Investors who are offered notes are divided into 2 categories. Depending on which category an investor is assigned to, different subscription fee shall be set:</p> <ul style="list-style-type: none"> • Subscription fee equal to 0.5 percent of the nominal value of the note shall be applied to investors who on the first day of the subscription period (i. e. 3 September 2014) of the notes, terms of which are set in the Final Terms, shall hold any of the following previously issued non-equity securities that are to be redeemed within the subscription period (i. e. 3 September 2014 – 29 September 2014) of the notes offered under the Final Terms: <p><i>SEB vartojimo sektorius</i> (ISIN codes – LT0000431322, LT0000431330 and LT1000430405).</p> <p>Such fee shall be applied only if an investor subscribes for the notes at the addresses and within business hours specified in Annex No. 2 to the Final Terms.</p> <ul style="list-style-type: none"> • Subscription fee equal to 1 percent of the nominal value of the note shall be applied to all other investors. |
| 14. | Nominal value per non-equity security | LTL 100 LTL 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	LTL 0	LTL 5
17.2.	calculation of subscription price	$SP = (N + R) \times \frac{I}{1 + \frac{Y}{100} \times \frac{d}{365}}$ <p>where:</p> <p><i>SP</i> – subscription price of the notes;</p> <p><i>Y</i> – annual interest rate 0,01%;</p> <p><i>R</i> – risk premium;</p> <p><i>N</i> – nominal value of the note;</p> <p><i>d</i> – days remaining until the end of subscription period of the notes.</p>	
18.	Subscription fee	<p>Subscription fee equal to 0.5 percent of the nominal value of the note shall be applied to investors who on the first day of the subscription period (i. e. 3 September 2014) of the notes, terms of which are set in the Final Terms, shall hold any of the following previously issued non-equity securities that are to be redeemed within the subscription period (i. e. 3 September 2014 – 29 September 2014) of the notes offered under the Final Terms:</p> <p><i>SEB vartojimo sektorius</i> (ISIN codes – LT0000431322, LT0000431330 and LT1000430405).</p> <p>Such fee shall be applied only if an investor subscribes for the notes at the addresses and within business hours specified in Annex No. 2 to the Final Terms.</p> <p>Subscription fee equal to 1 percent of the nominal value of the note shall be applied to all other investors.</p>	
19.	Subscription period	3 September – 29 September 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>The Reference item linked notes subscription agreement shall be signed at the addresses and within business hours specified in Annex No. 2 to the Final Terms.</p> <p>The Reference item linked notes subscription agreement may be also signed via the Internet Securities Trading System of the Bank.</p> <p>Subscription prices specified in Annex No. 1 to the Final Terms shall be valid until 3 p.m. of a particular day. In case an investor subscribes for the notes past 3 p.m., 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 signing 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>On the final day of the subscription period (29 September 2014) the</p>	

		Reference item linked notes subscription agreement shall only be signed until 3 p.m.
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.
25.	Markets where the offer will take place	The Republic of Lithuania
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	AB SEB bankas, Gedimino pr. 12, Vilnius, tel. 1528, www.seb.lt
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

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

32.	Cancellation of the issue(s)	<p>The issues shall be considered failed and cancelled if the actual values of the participation ratios set by the Bank are lower than the minimum participation ratios indicated in part 12.5.1.4. of the Final Terms. The issues may be considered failed and cancelled if the total nominal value of issues is lower than LTL 5,000,000 or if any unpredictable economic, financial or political events, which might prevent success of the notes issues, occur. In case of cancellation of issues:</p> <ul style="list-style-type: none"> the announcement about the cancellation of the issues will be published on 1 October 2014 on the Bank's website www.seb.lt; all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issues, 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) LTL 100 for each subscribed note of the first issue; b) LTL 105 for each subscribed note of the second issue; c) the subscription fee. <p>The issues 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:</p> <ul style="list-style-type: none"> relevant information will be immediately announced on the Bank's website www.seb.lt; all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issues, 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) the subscription fee.

- 33. Advisors
- 34. Third party information

None

The information published on *Bloomberg* and website www.spdji.com 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.

Standard & Poor's and *S&P* are registered trademarks of *Standard & Poor's Financial Services LLC* ("*S&P*") and *Dow Jones* is a registered trademark of *Dow Jones Trademark Holdings LLC* ("*Dow Jones*") and have been licensed for use by *S&P Dow Jones Indices LLC* and sublicensed for certain purposes by SEB. The *S&P Europe 350 Low Volatility Index (EUR)* are products of *S&P Dow Jones Indices LLC*, and have been licensed for use by SEB. Issues *Europe 3* (notes linked to the *S&P Europe 350 Low Volatility Index*) are not sponsored, endorsed, sold or promoted by *S&P Dow Jones Indices LLC*, *Dow Jones*, *S&P*, their respective affiliates, and neither *S&P Dow Jones Indices LLC*, *Dow Jones*, *S&P*, their respective affiliates make any representation regarding the advisability of investing in such product(s).

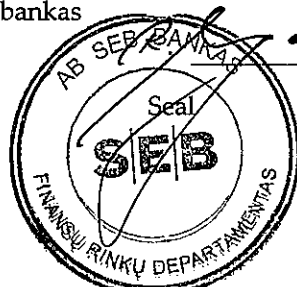
- 35. Credit ratings

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 *Europe 3 – 1* and *Europe 3 - 2* notes

Notes subscription start date	Notes subscription end date	Notes issue date	Day calculation method	Number of subscription period days
2014 09 03	2014 09 29	2014 09 30	act/365	27

Date	Day of the week	Prices of the first issue (LTL)	Prices of the second issue (LTL)	Number of days until the end of the subscription period
2014 09 03	Wednesday	99,9993	104,9992	27
2014 09 04	Thursday	99,9993	104,9993	26
2014 09 05	Friday	99,9993	104,9993	25
2014 09 08	Monday	99,9994	104,9994	22
2014 09 09	Tuesday	99,9994	104,9994	21
2014 09 10	Wednesday	99,9995	104,9994	20
2014 09 11	Thursday	99,9995	104,9995	19
2014 09 12	Friday	99,9995	104,9995	18
2014 09 15	Monday	99,9996	104,9996	15
2014 09 16	Tuesday	99,9996	104,9996	14
2014 09 17	Wednesday	99,9996	104,9996	13
2014 09 18	Thursday	99,9997	104,9997	12
2014 09 19	Friday	99,9997	104,9997	11
2014 09 22	Monday	99,9998	104,9998	8
2014 09 23	Tuesday	99,9998	104,9998	7
2014 09 24	Wednesday	99,9998	104,9998	6
2014 09 25	Thursday	99,9999	104,9999	5
2014 09 26	Friday	99,9999	104,9999	4
2014 09 29	Monday	100,0000	105,0000	1
2014 09 30	Tuesday	100,0000	105,0000	Notes start date

Addresses and business hours of the branch offices of AB SEB banks

	Address	Business hours
KAUNO branch	Laisvės al. 82/Maironio g. 17, LT-44250 Kaunas	I - V 8.30 - 17.00
Dainavos sub-branch	Taikos pr. 88A, LT-51182 Kaunas	I - V 8.30 - 17.00 VI 9.00 - 15.30
Aleksoto sub-branch	Veiverių g. 150, LT-46391 Kaunas	I - V 8.30 - 17.00
Žaliakalnio sub-branch	Savanorių pr. 192, LT-44151 Kaunas	I - V 9.00 - 17.30
Kaišiadorių sub-branch	Gedimino g. 62, LT-56145 Kaišiadorys	I - V 8.30 - 17.00
Alytaus sub-branch	Pulko g. 4, LT-62133 Alytus	I - V 8.30 - 17.00
Druskininkų sub-branch	V.Kudirkos g. 37, LT-66120 Druskininkai	I - V 8.30 - 17.00
SANTAKOS branch	Savanorių pr. 349, LT-49425 Kaunas	I - V 8.30 - 17.00
Šilainių sub-branch	Žemaičių pl. 23, LT-48244 Kaunas	I - V 8.30 - 17.00
Kėdainių sub-branch	J.Basanavičiaus g. 51, LT-57283 Kėdainiai	I - V 8.30 - 17.00
Jonavos sub-branch	J.Basanavičiaus g. 22 / Prezidento g. 8, LT-55149 Jonava	I - V 8.30 - 17.00
Marijampolės sub-branch	Vytauto g. 11/9, LT-68299 Marijampolė	I - V 8.30 - 17.00
Vilkaviškio sub-branch	Vytauto g. 24A, LT-70125 Vilkaviškis	I - V 8.30 - 17.00
PANEVŽIO branch	Ukmergės g. 20, LT-35500 Panevėžys	I - IV 8.30 - 17.00 V 8.30 - 16.00
Biržų sub-branch	Rotušės g. 8, LT-41175 Biržai	I - IV 8.30 - 17.00 V 8.30 - 16.00
Utenos sub-branch	Utenio a. 15, LT-28248 Utena	I - IV 8.00 - 16.30 V 8.00 - 16.00
Rokiškio sub-branch	Nepriklausomybės a. 8, LT-42115 Rokiškis	I - IV 8.00 - 16.30 V 8.00 - 16.00
Anykščių sub-branch	J. Biliūno g. 4, LT-29114 Anykščiai	I - IV 8.00 - 16.30 V 8.00 - 16.00
Ukmergės sub-branch	Kęstučio a. 4, LT-20130 Ukmergė	I - IV 8.00 - 16.30 V 8.00 - 16.00
KLAIPĖDOS branch	Taikos pr. 32A, LT-91235 Klaipėda	I - V 8.30 - 17.00
H. Manto sub-branch	H. Manto g. 31, LT-92236 Klaipėda	I - V 8.30 - 17.00
Žardės sub-branch	Taikos pr. 115, LT-94231 Klaipėda	I - V 8.30 - 18.00 VI 9.00 - 15.30
Kretingos sub-branch	Birutės g. 1, LT-97126 Kretinga	I - V 8.30 - 17.00
Palangos sub-branch	Ganyklų g. 6, LT-00127 Palanga	I - V 8.30 - 17.00
Šilutės sub-branch	Lietuvininkų g. 74, LT-99172 Šilutė	I - V 8.30 - 17.00
ŠIAULIŲ branch	Tilžės g. 157, LT-76297 Šiauliai	I - V 8.30 - 17.00
Joniškio sub-branch	Vilniaus g. 1, LT-84147 Joniškis	I - V 8.00 - 16.30
Tauragės sub-branch	Bažnyčių g. 10, LT-72253 Tauragė	I - V 8.30 - 17.00
Mažeikių sub-branch	V.Burbos g. 3, LT-89218 Mažeikiai	I 8.30 - 18.00 II - V 8.30 - 17.00
Telšių sub-branch	Turgaus a. 24 / 1, LT-87122 Telšiai	I - V 8.30 - 17.00
Plungės sub-branch	Vytauto g. 14, LT-90123 Plungė	I - V 8.30 - 17.00
VILNIAUS branch	Savanorių pr. 1, LT-03116 Vilnius	I - V 8.30 - 17.00
Gedimino sub-branch	Gedimino pr. 12, LT-01103 Vilnius	I - V 8.00 - 17.00
M. Mažvydo sub-branch	Gedimino pr. 60, LT-01110 Vilnius	I - V 8.30 - 17.00
Rotušės sub-branch	Vokiečių g. 9, LT-01130 Vilnius	I - V 9.00 - 17.30
Naugarduko sub-branch	Naugarduko g. 55A, LT-03204 Vilnius	I - V 9.00 - 17.30
Švitrigailos sub-branch	Švitrigailos g. 11B, LT-03228 Vilnius	I - V 8.30 - 17.00
"EUROPOS" branch	Europos a. 1A, LT-09308 Vilnius	I - IV 9.00 - 17.30 V 8.30 - 17.00
Fabijoniškių sub-branch	Fabijoniškių g. 2A, LT-07109 Vilnius	I - V 9.00 - 17.30
Žvėryno sub-branch	Kęstučio 51A, LT-08124 Vilnius	I - V 8.30 - 17.00
Žirmūnų sub-branch	Žirmūnų g. 2, LT-09214 Vilnius	I - V 9.00 - 17.30
„Akropolio“ sub-branch	Ozo g. 25, LT-07150 Vilnius	I - V 10.00 - 19.00 VI 10.00 - 18.00 VII 10.00 - 16.00
Antakalnio sub-branch	Antakalnio g. 41, LT-10312 Vilnius	I - V 9.00 - 17.30
Justiniškių sub-branch	Justiniškių g. 91, LT-05253 Vilnius	I - V 9.00 - 17.30
Verkių sub-branch	Lukšio g. 32, LT-08222 Vilnius	I - V 9.30 - 18.00
"Ozo parko" sub-branch	J. Balčikonio g. 3, LT-08247 Vilnius	I - V 8.30 - 17.00

Address and business hours of Markets Department of AB SEB bankas

Address	Business hours
J. Balčikonio g. 7, LT-08247 Vilnius	I – IV 8.00 – 17.00 V – 8.00 – 15.45

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