

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB
FOR THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 27/03/2015
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 the financial statements of 2014.	To approve the set of financial statements for 2014. <i>Financial statements are presented in the annex 1.</i>
5. Regarding the distribution of profit (loss).	To approve the allocation of profit (loss) of the Bank. <i>The draft allocation proposed by the Board is presented in the annex 2.</i>
6. Regarding the authorized capital increase from the Bank's own funds.	To increase the authorized capital of the bank by EUR 6,733,800 (EUR 3,683,734.94 from the capital reserve (share premium) and EUR 3,050,065.06 from unallocated profit) issuing 23,220,000 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 (8,6%).
7. Regarding the amendment of the Charter.	<ol style="list-style-type: none"> 1. To amend the Article 3.5 of the Charter of the Bank as follows: <i>„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 EUR 85,033,800 (eighty five million thirty three thousand eight hundred). It is divided into 293,220,000 (two hundred ninety million two hundred twenty thousand) ordinary registered shares. Par value per share is EUR 0.29 (twenty nine hundredths).“</i> 2. To amend the Article 7.10 of the Charter of the Bank as follows: <i>„7.10. Resolution of the Council is adopted if number of the votes "for" exceeds "against". The decision of the Council indicated in the articles 7.12.5 and 7.12.12 of this chapter can be approved if all the members of the Council vote "for". Resolution of the Council may be adopted if no less than 2/3 Council members, participating in the meeting, vote "for". If Council member cannot participate in the meeting, he can communicate his will - "for" or "against" the resolution with the draft of which he has familiarized – by voting in writing or electronic means of communication, is safety of the information transferred is assured and it is possible to identify the voting person. Resolutions of the Council can be adopted in the way the Council members vote in writing, if neither of the Council members objects. At voting each member has one vote. If number of the voices "for" is equal with "against", Council chairman's vote is decisive. If there is no Council chairman or he doesn't participate in the resolution adoption, if there are equal votes, the resolution is deemed non-adopted. Voting by telecommunication equipment is equal to voting in writing, if text protection is provided and</i>

	<p><i>signature is possible to identify.</i>“</p> <p>3. To amend the Article 7.12 of the Charter of the Bank as follows:</p> <p>„7.12. The Council shall:</p> <p>7.12.1 <i>Elect members of the Board and remove them from office, makes recommendations to the Board regarding the candidature for the Chairman of the Board. Prior approval of the Council is necessary to obtain before setting salaries of the Board members who hold other positions in the Bank, Head of the Bank and his deputies, as well as other terms of labour contract. If the Bank works at loss, the Council must consider the suitability of the Board members for their positions;</i></p> <p>7.12.2. <i>Elect the members of the inside audition commission;</i></p> <p>7.12.3. <i>Supervise the activities of the Board and the Head of the Bank;</i></p> <p>7.12.4. <i>Supervise the implementation of the bank activities plans, analyse the income and the expense of the Bank, as well as its own investments and the issues such as how substantial the capital of the bank is;</i></p> <p>7.12.5. <i>Adopt the regulation of the activities of the Council;</i></p> <p>7.12.6. <i>Approve the plans of the Bank activities and the annual budget;</i></p> <p>7.12.7. <i>Approve any policy related to the activities of the Bank including the risk management policy;</i></p> <p>7.12.8. <i>Ensure that the Bank has an efficient inner control system;</i></p> <p>7.12.9. <i>Provide the Meeting with the offers and responses regarding the Bank activity strategy, the set of annual financial statements of Bank, the income (loss) allocation project and the annual report of the Bank, as well as the activities of the Board and the Head of the Bank;</i></p> <p>7.12.10. <i>Adopt the mortgage providing policy and set the order of landing that can be possible only after the approval of the Council;</i></p> <p>7.12.11 <i>Provide the Board and the Head of the Bank to cancel their decisions that do not correspond to the laws and other law acts, these laws and the decisions of the Meeting;</i></p> <p>7.12.12 <i>set the list of the agreements and the decisions for the issuing and implementation of which the Bank management needs the approval of the Council;</i></p> <p>7.12.13 <i>Make decisions that are in the competence of the Council in accordance with the orders approved by the Council, which the Council must issue in according to the laws, this chapter and the resolutions of the Meeting;</i></p> <p>7.12.14 <i>Analyse and manage other issues which should be analysed and managed by the Council according to the laws and this chapter, as well as the resolutions of the Meeting.</i>“</p> <p>4. To amend the Article 8.1 of the Charter of the Bank as follows:</p> <p>„8.1. <i>The Management Board of the Bank is a collegial Bank management body, consisting of 7 (seven) members. It manages the Bank, handles its matters and answers under the laws for the execution of the Bank's financial services.</i>”</p> <p>5. To authorize (with the right to re-authorize) the Chief Executive Officer of the bank Vytautas Sinius to sign the amended Charter.</p>
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Annexes:

1. The independent auditor's report. The financial statements and annual report as of 31 December 2014 (169 pages).
2. Draft on the allocation of profit (loss) (1 page).