



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 2014 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 2014, 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 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 2014

To approve SEB Bank's and SEB Bank Group's year 2014 Consolidated Financial Statements produced in accordance with the International Financial Reporting Standards.

5. Regarding appropriation of the year 2014 profit of SEB Bank

To approve the appropriation of the year 2014 profit of SEB Bank (all amounts in EUR thousand):

	Legal reserve	Net profit for the period	Retained earnings
31 December 2014 before appropriation of profit and transfer to reserves	101.504	65.341	319.323
Profit appropriation to Legal reserve	19.233	-	(19.233)
Profit appropriation to Retained earnings	-	(65.341)	65.341
Dividend to shareholder			(65.341)
31 December 2014 after appropriation of profit	120.737	-	300.089