

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF ŠIAULIŲ BANKAS AB
FOR THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 30/03/2017 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 Annex 1.</i>
2	Regarding the audit company's report.	<i>Resolution on this item shall not be adopted; the report of the audit company is presented in 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 2016.	To approve the set of financial statements for 2016. <i>Financial statements are presented in Annex 1.</i>
5	Regarding the allocation of profit (loss).	To approve the allocation of profit (loss) of the Bank. <i>The draft allocation proposed by the Board is presented in Annex 2.</i>
6	Regarding the authorized capital increase from the Bank's funds.	To increase the authorized capital of the Bank by EUR 21,894,331.55 from unallocated profit issuing 75,497,695 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 (20%).
7	Regarding the amendments of the Charter.	<ol style="list-style-type: none"> 1. To amend 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 EUR 131,365,989.88 (one thirty one million three hundred sixty five thousand nine hundred eighty nine and eighty eight hundredths). It is divided into 452,986,172 (four hundred fifty two million nine hundred eighty six thousand one hundred seventy two) ordinary registered shares. Par value per share is EUR 0.29 (twenty nine hundredths).“ 2. To amend Article 6.18 of the Charter of the Bank as follows: „6.18. Body of the Bank, persons or authority, who passes the decision to convene the meeting, shall deliver the Bank the information and the documents, necessary to prepare notification about the Meeting. Bank shall announce about the Meeting being convened on Bank's website, in the electronic publication for announcement of public notifications managed by custodian of Register of Legal Entities in the order prescribed by the Government and in the Central database of regulated information no later than 21 day before the day of the Meeting. The Head of the Bank or meeting chairman shall inform the shareholders about the documents, proving due notification of the shareholders about the Meeting in the beginning of the Meeting. These documents are to be unclosed with the minutes of the Meeting.“ 3. To amend Article 7.2 of the Charter of the Bank as follows: “7.2. New member into the vacancy may be elected by the Meeting in the general order for the period till the end of the Council's term.“ 4. To authorize Chief Executive Officer of the Bank to sign the amended Charter and to register amended Charter in compliance

		with the order set for by the laws after receiving a permit from the supervisory authorities to register the amendment of the Charter related to the authorized capital increase.
8	Regarding the election of the member of the Supervisory Council	<ol style="list-style-type: none"> 1. To elect to the Bank's Supervisory Council a candidate who will obtain the majority of votes *. 2. To determine that a person newly elected by the General Meeting of Shareholders Supervisory to the Supervisory Council will start taking his office only upon receiving the permission from the Bank of Lithuania and will be occupied until the end of the current term of the Supervisory Council which coincides with the date of the bank's Ordinary General Meeting of Shareholders in 2020.

*- election of a member to the Supervisory Council is included into the agenda due to resignation of Peter Reiniger, the member delegated by the European Bank for Reconstruction and Development.

Annexes:

1. Independent auditor's report, financial statements and annual report as of 31 December 2016 (173 pages).
2. Draft of the profit (loss) allocation (1 page).
3. The comparative version of amendments to the Charter of the Bank (1 page).