

**The candidate to the member of the Supervisory Council proposed by Šiaulių Bankas AB
to the General Meeting of Shareholders to be held on 31 March 2025**

Information on the candidate: In accordance with Article 19 (9) of the Law on Companies of the Republic of Lithuania candidates to members of the Supervisory Council should provide information about where and what positions hold, and how their other activities are related to Šiaulių Bankas and other legal entities related to the bank.

INFORMATION ON PROPOSED CANDIDATE FOR THE SUPERVISORY BOARD OF AB ŠIAULIŲ BANKAS:

The Candidate name, surname:
JOHN MICHAEL DENHOF
Education:
<ul style="list-style-type: none"> • Master of International Management, American Graduate School of International Management (Thunderbird), USA (1991, date issued); • Bachelor of Arts, Michigan State University, USA (1980, date issued).
Positions that are currently held:
<ul style="list-style-type: none"> • Director / CEO at Subtle Insights d.o.o. (Slovenia), since January 2025.
Work experience and previous positions:
<ul style="list-style-type: none"> • March 2017 – December 2024, Nova KBM (currently OTP Banka Slovenia), CEO & President of Management Board; • September 2017 – February 2023, Summit Leasing Slovenia (Leasing Sub), Chairman of Supervisory Board; • February 2020 – September 2020, Abanka d.d. (Slovenia), Chairman of the Supervisory Board of Abanka; • May 2018 – June 2019, KBM Infond (Asset Mgmt Sub, Slovenia), Member of Supervisory Board; • January 2015 – October 2016, Citibank Singapore, Managing Director; • December 2012 – January 2015, EMEA Cards, based in UK, Managing Director and Regional Head; • December 2009 – December 2012, Citi Retail Consumer Bank in Turkey, Country Business Manager for Retail; • October 2007 – December 2009, Managing Director and Head of Unsecured Lending, Singapore; • April 2004 – September 2007, Cards Business Director for Central Europe, based in Czech Republic; • November 1999 – March 2004, Business Director for Credit Cards Iberia, Spain; • January 1999 – October 1999; Core Acquisitions Manager North America, New York; • July 1992 – February 1998, Credit Cards Business Manager, Germany; • August 1991 – June 1992, Marketing corporation AG, Germany, Business Consultant.
Information on how the candidate's activities are related to Šiaulių Bankas and other legal entities related to the bank:
<ul style="list-style-type: none"> • the candidate has no shares of Šiaulių Bankas; • the candidate applies as a candidate to become an <u>independent member of the Supervisory Council</u>.

INFORMATION ON THE INDIVIDUAL AND COLLECTIVE SUITABILITY ASSESSMENT

In accordance with the European Banking Authority and European Securities and Markets Authority Guidelines on the assessment of the suitability of members of the management body and persons performing key functions (EBA/GL/2021/06), if the members of the Supervisory Council are appointed through a general shareholders' meeting, and if an assessment of the individual and collective suitability of the members has been carried out in advance of the general meeting, the Bank should disclose the results of this assessment to the shareholders before the general meeting.

The Bank's Nomination Committee meeting held on 4 November 2024 assessed the individual and collective suitability of the members of the current composition of the Supervisory Council (hereinafter, **the Council**) as well as the suitability of the Candidate John Michael Denhof (hereinafter, **the Candidate**) to the Council, including the Candidate potential collective suitability.

RESULTS OF THE INDIVIDUAL AND COLLECTIVE SUITABILITY ASSESSMENT OF THE CURRENT COUNCIL:

The individual and collective suitability of the Council members was assessed positively. According to collective suitability assessment the Council members cover all the areas necessary for the success of the oversight function, but individually the Council members' specific competences could be strengthened in the following areas:

- insurance, retail banking and investment management, as well as in the regulation of these areas;
- risks in insurance business and pension fund management, accounting of the bank's product and services, market trends and successful business models and practices in the banking sector, skills on initiating and influencing changes in the most efficient way;
- improve knowledge in digitalization and IT areas, seek opportunities and identify potential risks for the Bank in the area of cybersecurity.

RESULTS OF THE ASSESSMENT OF THE SUITABILITY OF THE CANDIDATE TO THE COUNCIL:

The suitability of the Candidate John Michael Denhof for the position of Council member was assessed in terms of the Candidate reputation, qualifications and experience, potential conflicts of interest and autonomy, independence when standing for election as an independent member of the Council, ability to devote sufficient time for the work in the Bank and suitability for collective work.

The Nomination Committee has assessed the Candidate John Michael Denhof as suitable for the position as Independent Member of the Council for the Bank and recommends to the General Meeting of Shareholders of the Bank for election for the current term of office 2024-2028. The Candidate has more than 30 years international experience in Financial Services, Banking & Payments across developing & mature markets - highly successful track record of delivering results, building diverse teams, leading transformation, digitization, culture change and cost efficiency. The Candidate will complement the competence of the Council with the available knowledge and experience and skills accumulated over many years.