

**DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF URBO BANKAS UAB
AGENDA ITEMS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 2024**

No.	Agenda items	Draft resolutions
1.	Regarding the Annual Report of Urbo Bankas UAB for the year 2023.	To approve the Annual Report 2023 of Urbo Bankas UAB (Annex 1).
2.	Regarding the auditor's report of Urbo Bankas UAB.	To confirm that the report and the findings (Annex 1 and Annex 2) of the audit conducted by the audit firm ROSK Consulting UAB regarding individual and consolidated financial statements of Urbo Bankas UAB for the year 2023 were made available to the shareholders.
3.	Regarding the approval of the Set of Financial Statements of Urbo Bankas UAB for the year 2023.	To approve the set of individual and consolidated financial statements of Urbo Bankas UAB for the year 2023 (Annex 1).
4.	Regarding the allocation of profit of Urbo Bankas UAB for the year 2023.	To approve the allocation of profit of Urbo Bankas UAB for the year 2023 (Annex 3). The profit allocation provides for the payment of dividends: EUR 0.0071 per ordinary registered share with a nominal value of EUR 0.50. Dividends shall be paid to persons who were shareholders of Urbo Bankas UAB at the close of business on the date of this Ordinary General Meeting of Shareholders of Urbo Bankas UAB in 2024.
	Regarding the appointment of an audit firm and the conclusion of a contract with that firm for the audit of the annual individual and consolidated financial statements of Urbo Bankas UAB for the years 2024 and 2025 and the determination of the terms of payment:	To appoint ROSK Consulting UAB as the audit firm to audit the Bank's annual individual and consolidated financial statements for the years 2024 and 2025, and to enter into a contract for the provision of the aforementioned services, whereby the remuneration to be paid to the audit firm for the aforementioned auditing services (for the audit of the Bank's annual individual and consolidated financial statements) shall not exceed EUR 49,500 (exclusive of VAT).
6.	Regarding the increase of the authorised capital of Urbo Bankas UAB using the funds of Urbo Bankas UAB	To increase the authorised capital of Urbo Bankas UAB by EUR 8,023,937.50 from retained earnings by issuing 16,047,875 ordinary registered shares with a nominal value of EUR 0.50 per share. To distribute the issued shares free of charge to shareholders in proportion to the aggregate nominal value of the shares held by them at the close of business on the date of this Ordinary General Meeting of Shareholders 2024 of Urbo Bankas UAB.
7.	Regarding the amendment of the Articles of Association of Urbo Bankas UAB.	1. In view of the resolution of this General Meeting of Shareholders on agenda item 6, to amend paragraph 3.5 of the Articles of Association of Urbo Bankas UAB to read as follows: 1.1. To amend paragraph 3.5 to read as follows: "3.5. The authorised capital of the Bank is the sum of the nominal values of all registered shares. The authorised capital of the Bank is forty-three million four hundred and ninety-one thousand eight hundred and seven euros and 50 cents (EUR 43,491,807.50). The authorised capital of the Bank is divided into eighty-six million nine hundred and eighty-three thousand six hundred and fifteen (86,983,615) ordinary registered shares. The nominal value of one share is fifty cents (EUR 0.50)."

		<p>1.2. To amend paragraph 12.1 to read as follows: “12.1. Requirements of the internal control of activities of the Bank are defined in the laws and the legal acts of the supervisory authority. The internal control of activities of the Bank shall be ensured by a reliable and properly functioning internal control system as well as an independent and properly functioning Internal Audit Division of the Bank. The Internal Audit Division shall be managed by the Head of the Internal Audit Division. Only a natural person may act as the Head of the Internal Audit Division.”</p> <p>2. To approve the new version of the Articles of Association of Urbo Bankas UAB (Annex 4).</p> <p>3. To authorise the Head of Administration of Urbo Bankas UAB to sign the amended Articles of Association and organise the registration of the amended Articles of Association in accordance with the procedure established by law after obtaining the supervisory authority’s permission.</p>
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Annexes:

1. Annual Report and Individual and Consolidated Financial Statements 2023 of Urbo Bankas UAB;
2. Independent Auditor’s Report;
3. Draft allocation of profit for 2023;
4. New version of the Articles of Association of Urbo Bankas UAB.