

**DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF URBO BANKAS UAB AGENDA ITEMS FOR THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS 2026**

Eil. Nr.	Darbotvarkės klausimai	Sprendimų projektai
1.	Regarding the Management Report of Urbo bankas UAB for the year 2025.	To approve the Management Report 2025 of Urbo bankas UAB (Annex 1).
2.	Regarding the auditor's report of Urbo bankas UAB	To confirm that the opinion (Appendix 1) of the audit conducted by the audit firm UAB "ROSK Consulting" regarding the 2025 financial statements of Urbo bankas UAB have been reviewed.
3.	Regarding the approval of the Set of Financial Statements of Urbo bankas UAB for the year 2024	To approve the set of financial statements of Urbo bankas UAB for the year 2025 (Annex 1).
4.	Regarding the allocation of profit of Urbo bankas UAB for the year 2024	To approve the allocation of profit of Urbo bankas UAB for the year 2025 (Annex 2). The profit allocation provides for: - the payment of dividends: 0.0058 euros (0.98% of the par value) per ordinary registered share with a par value of 0.50 euros. Dividends shall be paid to persons who were shareholders of UAB Urbo Bank at the end of the day of the 2026 Annual General Meeting of Shareholders of UAB Urbo Bank; - to establish a reserve of 2,000,000 (two million) euros for the purchase of own shares.
5.	Regarding the selection of the audit firm and signing the contract for the audit of financial statements of UAB Urbo bankas and the approval of payment terms for audit services.	To select UAB "Grant Thornton Baltic" as the audit firm to perform the audit of the Bank's financial statements for the years 2026 - 2029 and to conclude a contract with it for the provision of the aforementioned services, whereby the remuneration paid to the audit firm for performing the aforementioned audit (for the audit of the Bank's financial statements for one year) would not exceed: 2026 year– 113 740 EUR (including VAT); 2027 year – 118 580 EUR (including VAT); 2028 year – 123 420 EUR (including VAT); 2029 year – 128 260 EUR (including 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 7,910,768 from retained earnings by issuing 15,821,536 ordinary registered shares with a nominal value of EUR 0,50. To distribute the issued shares free of charge to the 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 2026 of Urbo bankas UAB.
7.	Regarding the amendment of the Articles of Association of Urbo bankas UAB.	7.1. In view of the resolution of this General Meeting of Shareholders on agenda item 6, the following items of the Articles of Association of UAB Urbo bankas shall be amended: 7.1.1. 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 EUR 58,899,526.50 (fifty eight million eight hundred ninety nine thousand five hundred twenty six euros and 50 cents). The authorised capital of the Bank is divided into 117,799,053 (one hundred seventeen million seven hundred ninety nine thousand fifty three) ordinary registered shares. The nominal value of one share is EUR 0.50 (fifty hundredths). 7.1.2. to amend paragraph 9.7. to read as follows: „9.7. Transactions specified in paragraphs 8.14.3–8.14.6. of the Articles of Association may be entered into by the Head of Administration and their deputy, acting together and sharing the same opinion, provided that the Board has taken a decision to enter into such transactions“.

		<p>7.2. To approve the new version of the Articles of Association of Urbo bankas UAB (Annex 3).</p> <p>7.3. 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>
8.	Regarding the purchase of own shares	<p>8.1. To purchase own (UAB Urbo bankas) shares under the following terms:</p> <p>8.1.1. The purpose of the acquisition of own shares is to streamline and consolidate the Bank's shareholder structure, thereby creating favorable conditions for the effective supervision and management of the Bank and for attracting capital from potential investors</p> <p>8.1.2. The maximum number of shares permitted for acquisition is no more than 5,098,875 ordinary registered shares of the Bank, constituting no more than 5 percent of the Bank's authorized capital.</p> <p>8.1.3. The period during which the Bank may acquire its own shares – 12 months from the date of adoption of this resolution;</p> <p>8.1.4. Maximum and minimum share acquisition price:</p> <p>8.1.4.1. the minimum purchase price per share – the book value (shareholders' equity) per share of UAB Urbo bankas as per the most recently published quarterly financial statements, multiplied by 0.80;</p> <p>8.1.4.2. The maximum purchase price per share is the book value per share of UAB Urbo bankas (shareholders' equity) as per the most recently published quarterly financial statements, multiplied by 0.95.</p> <p>The specific share purchase price shall be determined by the Bank's Board, subject to the approval of the Bank's Supervisory Board.</p> <p>8.1.5. The minimum sale price of own shares shall be no less than the weighted average purchase price of own shares;</p> <p>8.1.6. Procedure for the sale of treasury shares – own shares acquired by the Bank pursuant to this resolution may be sold only by a separate resolution of the General Meeting of Shareholders, adopted in accordance with the requirements of applicable laws. When UAB Urbo bankas transfers its own shares, it is necessary to ensure equal opportunities for all shareholders to acquire shares of UAB Urbo bankas.</p> <p>8.2. To authorize the Bank's Board, and in cases where actions are assigned to the competence of the Head of Administration under the law or the Bank's Articles of Association —Heads of Administration — to take all actions and sign all documents necessary to implement this resolution, including the submission of an application to the Bank of Lithuania, the conclusion of share purchase agreements, and the performance of other related actions.</p>

Annexes:

1. Financial Statements 2025 of Urbo bankas UAB with management report and independent Auditor's Report.
2. Draft allocation of profit for 2025.
3. New version of the Articles of Association of Urbo bankas UAB.