

**DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF URBO BANKAS UAB AGENDA ITEMS FOR THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS 2025**

| Eil. Nr. | Darbotvarkės klausimai   | Sprendimų projektai  |
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| 1.       | Regarding the Management Report of Urbo bankas UAB for the year 2024.                                  | To approve the Management Report 2024 of Urbo bankas UAB (Annex 1).  |
| 2.       | Regarding the auditor's report of Urbo bankas UAB  | To confirm that the report (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 2024 were made available to the shareholders.   |
| 3.       | Regarding the approval of the Set of Financial Statements of Urbo bankas UAB for the year 2024         | To approve the set of individual and consolidated financial statements of Urbo bankas UAB for the year 2024 (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 2024 (Annex 3). The profit allocation provides for the payment of dividends: EUR 0.0195 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 2025.  |
| 5.       | 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 7,496,951 from the reserve capital (reserve) by issuing 14,996,902 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 2025 of Urbo bankas UAB.   |
| 6.       | Regarding the amendment of the Articles of Association of Urbo bankas UAB.                             | <p>6.1. In view of the resolution of this General Meeting of Shareholders on agenda item 5 and the amendments to the Law on Joint-Stock Companies of the Republic of Lithuania, effective as of 1 July 2024, the following items of the Articles of Association of UAB Urbo bankas shall be amended/added:</p> <p>6.1.1. to amend paragraph 3.2. to read as follows:<br/> <i>„3.2. Equity capital of the Bank is comprised of:</i><br/> 3.2.1. <i>authorised capital (reduced by the value of acquired own shares);</i><br/> 3.2.2. <i>reserve capital (reserve);</i><br/> 3.2.3. <i>capital reserve (difference of issue prices);</i><br/> 3.2.4. <i>profit or loss brought forward;</i><br/> 3.2.5. <i>revaluation reserve of tangible fixed assets;</i><br/> 3.2.6. <i>revaluation reserve of financial assets;</i><br/> 3.2.7. <i>mandatory reserve or reserve capital;</i><br/> 3.2.8. <i>special-purpose reserve to cover losses;</i><br/> <b>3.2.9. reserve for the purchase of own shares;</b><br/> 3.2.10. <i>profit or loss brought forward for the current year.“</i></p> <p>6.1.2. to amend paragraph 3.3. to read as follows:<br/> <i>„3.3. Borrowed capital of the Bank is comprised of funds acquired by the Bank on the basis of the right of ownership as a result of lending-borrowing relationships through the issue of long-term debt securities (bonds) or entry into loan agreements, if repayment period of the funds received is at least <b>1 year</b> and debt securities (bonds) as well as loans received have all characteristics of a (subordinated) loan.“</i></p> |

6.1.3. 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 **50,988,758.50 (fifty million nine hundred eighty eight thousand seven hundred fifty eight euros and 50 cents)**. The authorised capital of the Bank is divided into **101,977,517 (one hundred one million nine hundred seventy seven thousand five hundred seventeen)** ordinary registered shares. The nominal value of one share is EUR 0.50 (fifty hundredths).*

6.1.4. to amend paragraph 3.7. to read as follows:

*„3.7. **Reserve for the purchase of own shares** shall be comprised of profit of the previous financial year and shall be used to purchase own shares on behalf of the Bank.“*

6.1.5. to add a new paragraph 6.2.6 to the Articles of Association and read paragraph 6.2 as follows:

*„6.2. The Meeting shall have the exclusive right to:*

*6.2.1. amend the Articles of Association, unless otherwise provided for by the applicable laws;*

*6.2.2. change the office address of the Bank;*

*6.2.3. elect the Supervisory Board or its members;*

*6.2.4. remove the Supervisory Board or its members;*

*6.2.5. select and remove the firm of auditors for the audit of annual financial statements, set terms and conditions for the payment for audit services;*

*6.2.6. **appoint and remove the auditor, audit firm or independent sustainability reporting service provider to provide sustainability reporting services;***

*6.2.7. approve the set of annual financial statements, except as otherwise provided by law;*

*6.2.8. determine the class, number, nominal value and the minimum issue price of the shares issued by the Bank and other terms of issue of the Bank's shares;*

*6.2.9. take a decision:*

*6.2.9.1. to issue convertible bonds;*

*6.2.9.2. to withdraw for all the shareholders the right of pre-emption in acquiring the shares or convertible bonds of a specific issue of the Bank;*

*6.2.9.3. regarding conversion of shares of one class into shares of another class, approve the description of the share conversion procedure;*

*6.2.9.4. to change the number and nominal value of shares of the same class issued by the Bank without changing the amount of the authorised capital;*

*6.2.9.5. regarding distribution of profit/losses;*

*6.2.9.6. on the formation, use, reduction and liquidation of reserves;*

*6.2.9.7. to increase the authorised capital;*

*6.2.9.8. to reduce the authorised capital, except as otherwise provided by law;*

*6.2.9.9. for the Bank to purchase own shares;*

*6.2.9.10. on the reorganisation or division of the Bank, and approve the terms of reorganisation or division, except as otherwise provided by law;*

*6.2.9.11. to restructure the Bank;*

*6.2.9.12. to liquidate the Bank, cancel the liquidation of the Bank, except as otherwise provided by law;*

*6.2.10. elect and remove the liquidator of the Bank, except as otherwise provided by law.“*

6.1.6. to amend paragraph 7.3.3. and paragraph 7.3. to read as follows:

„7.3. Prohibited from serving on the Supervisory Board shall be:

7.3.1. Head of Administration of the Bank;

7.3.2. member of the Board of the Bank;

7.3.3. **an auditor, assurance specialist, employee of an audit firm or independent assurance provider who is and/or has been involved in an audit of the Bank's financial statements, a review of the sustainability disclosures made in the management report, which is not within a period of 2 years;**

7.3.4. member of the governing body of a subsidiary of the Bank;

7.3.5. a person who under the legal acts may not serve in this office.“

6.1.7. to amend paragraph 7.12. to read as follows:

„7.12. The Supervisory Board shall:

7.12.1. elect the members of the Board and remove them from office. If the Bank is operating at a loss, the Supervisory Board must consider the suitability of the Board members for their office;

7.12.2. supervise the activities of the Board and the Head of Administration;

7.12.3. **approve** the Rules of Procedure of the Supervisory Board;

7.12.4. approve operational plans of the Bank;

7.12.5. approve policies governing the Bank's activities;

7.12.6. ensure that the Bank has effective internal control and internal audit systems;

7.12.7. establish the Audit Committee and approve its Regulations;

7.12.8. elect and remove the members of the Audit Committee;

7.12.9. approve the description of procedures and conditions for the valuation of transactions with related parties that are entered into on an arm's length basis and in the ordinary course of business, as defined in the Law on Companies;

7.12.10. submit its comments and proposals to the Meeting on the operating strategy, set of annual financial accounts, draft of profit or loss distribution and the **Management Report** of the Bank as well as the activities of the Board and the Head of Administration;

7.12.11. establish the procedure of lending, which may be carried out only with the consent of the Supervisory Board;

7.12.12. submit its proposals to the Board and the Head of Administration to revoke their decisions which are not in conformity with the laws and other legal acts, Articles of Association or the decisions of the Meeting;

7.12.13. address other issues assigned within its powers by the laws and Articles of Association of the company as well as by the decisions of the Meeting and the Supervisory Board.“

6.1.8. to amend paragraph 8.4. to read as follows:

8.4. Only a natural person with full capacity may be elected to serve on the Board. There is no limitation on the number of terms of offices a member of the Board may serve. Members of the Supervisory Board of the Bank may not be members of the Board. A person who is not entitled to hold such a position under the law, as well as an auditor or an employee of an audit firm who is and/or has been involved in the audit of the Bank's financial statements, as well as **an assurance specialist, an employee of an audit firm, or an employee of an independent assurance provider**, who is involved and/or has been involved in a review of the sustainability disclosures made in a Bank's Management Report, which is less than 2 years old, and who has been

contracted to audit the Bank's set of financial statements and/or provide assurance on the **sustainability disclosures made in the management report**, shall not be allowed to serve as a member of the Board."

6.1.9. to amend paragraph 8.11. to read as follows:

„8.11. The Board shall consider and approve:

8.11.1. **Bank's Management Report;**

8.11.2. the management structure of the Bank and the positions of the employees of the Bank as well as the positions to which employees are recruited with the consent of the Board and positions to which employees are recruited by holding competitions;

8.11.3. regulations of branches, representative offices and individual divisions of the Bank;

8.11.4. the Regulations and composition of the Loan Committee and the Risk Management Committee;

8.11.5. procedure for write-off of loans and other debentures;

8.11.6. Rules of Procedure of the Board.“

6.1.10. to amend paragraph 8.14. to read as follows:

„8.14. The Board shall take the following decisions:

8.14.1. decisions for the Bank to become an incorporator or a member of other legal entities;

8.14.2. decisions to open branches, representative offices and other individual divisions of the Bank, and to terminate their operation;

8.14.3. decisions to invest, transfer or lease the fixed assets the book value whereof exceeds 1/20 of the authorised capital of the Bank (calculated individually for every type of transaction);

8.14.4. decisions to pledge or mortgage the fixed assets the book value whereof exceeds 1/20 of the authorised capital of the Bank (calculated for the total amount of transactions);

8.14.5. decisions to offer surety or guarantee for the discharge of obligations of other persons the amount whereof exceeds 1/20 of the authorised capital of the Bank;

8.14.6. decisions to acquire the fixed assets the price whereof exceeds 1/20 of the authorised capital of the Bank;

8.14.7. **decisions to issue bonds;**

8.14.8. other decisions within the powers of the Board as prescribed by the laws and the Articles of Association.“

6.1.11. to amend paragraphs 8.17 ir 8.18 to read as follows:

„8.17. The Board shall analyse and assess information provided by the Head of Administration:

8.17.1. **the draft of the Bank's strategic plan and information on its implementation, and together with feedback and proposals submits to the Supervisory Board;**

8.17.2. **information** on the organisation of the Bank's activities of the Bank;

8.17.3. **information** on the financial situation of the Bank;

8.17.4. **information** on the results of economic activities, revenue and cost estimates, inventory data and other data pertaining to the accounting of changes of the assets.

8.18. The Board shall analyse and assess a set of annual financial accounts and draft of profit or loss distribution of the Bank and shall present them to the Supervisory Board and the Meeting along with the **Management Report** of the Bank.“

6.1.12. to amend paragraph 9.5. to read as follows:

„9.5. The Head of Administration shall be responsible for:

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|    |   | <p>9.5.1. the organisation of activities and the implementation of objectives of the Bank;</p> <p>9.5.2. the drawing up of a set of annual financial accounts and the drafting of the <b>Management Report</b> of the Bank;</p> <p>9.5.3. drafting a description of procedures and conditions for the valuation of arm's length transactions with related parties in the ordinary course of business;</p> <p>9.5.4. <b>the conclusion of the contract with the firm of auditors, contracting with an auditor, audit firm or independent sustainability reporting service provider when the management report is required to include sustainability disclosures under the Companies and Groups Act;</b></p> <p>9.5.7. the submission of information and documents to the Meeting, the Supervisory Board and the Board in cases laid down in the laws or at their request;</p> <p>9.5.8. the submission of documents and particulars of the Bank to the manager of the Register of Legal Entities;</p> <p>9.5.9. submission of documents to the Bank of Lithuania and the Central Securities Depository;</p> <p>9.5.10. the publication of information referred to in the laws and other legal acts in the sources specified in the Articles of Association;</p> <p>9.5.11. the submission of information to shareholders;</p> <p>9.5.12. the drawing up of the list of shareholders of the Bank and its submission to the Register of Legal Entities;</p> <p>9.5.13. <b>drafting the remuneration policy;</b></p> <p>9.5.14. the fulfilment of other duties laid down in the laws and legal acts as well as in the Articles of Association and the job description of the Head of Administration.“</p> <p>1.6.2. To approve the new version of the Articles of Association of Urbo bankas UAB (Annex 4).</p> <p>1.6.3. 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> |
| 7. | Regarding the election of the members of the Supervisory Board of UAB Urbo bankas | <p>To elect the Supervisory Board of Urbo bankas UAB, consisting of 4 members, for a term of office of 4 years. To elect the following candidates proposed by the shareholders as members of the Supervisory Board:</p> <ul style="list-style-type: none"> <li>- Gintaras Treinys;</li> <li>- Vytenis Rasutis;</li> <li>- Kęstutis Jovaišas;</li> <li>- Andrius Budnikas.</li> </ul> <p>To appoint Gintaras Treinys, a member of the Supervisory Board, to be responsible for convening the first meeting of the newly elected Supervisory Board.</p>   |

Annexes:

1. Management Report and Individual and Consolidated Financial Statements 2024 of Urbo bankas UAB.
2. Independent Auditor's Report.
3. Draft allocation of profit for 2024.
4. New version of the Articles of Association of Urbo bankas UAB.