

**DRAFT RESOLUTIONS OF THE BOARD OF ŠIAULIŲ BANKAS AB
TO THE ORDINARY MEETING OF SHAREHOLDERS TO BE HELD ON 30/03/2022
ON AGENDA ISSUES**

On agenda issues		Resolution
1	Presentation of the consolidated annual report	<i>Resolution on this item shall not be adopted, the consolidated annual report with annexes (Report on the Bank's Governance, Socially Responsible Activity Report and Remuneration Report) is provided in Annex 1.</i>
2	Presentation of the audit company's conclusion	<i>Resolution on this item shall not be adopted, the audit company's conclusion is provided in Annex 1.</i>
3	Comments and proposals of the Supervisory Council	<i>Resolution on this item shall not be adopted. The extract of the minutes of the Supervisory Council meeting of 8 March 2022 regarding the comments and proposals to the shareholders' meeting is provided in Annex 2.</i>
4	Approval of the financial statements for 2021	To approve the set of financial statements for 2021. <i>Financial statements are provided in Annex 1.</i>
5	Allocation of the Bank's profit	To approve allocation of the Bank's profit. <i>Draft profit allocation proposed by the Management Board is provided in Annex 3. There is likely that the Management Board shall, no later than 22 March 2022, reconsider the profit allocation project and, if it is changed, will announce it the prescribed manner. Therefore, the following procedure for voting in writing in advance is set - ballot papers may be completed and submitted to the Bank only from 23 March 2022.</i>
6	Acquisition of the Bank's own shares	To acquire Bank's own shares under the following conditions: 1) the purpose of acquisition of own shares is to retain and increase the market price of the Bank's shares; 2) maximal acquisition price per share - 20% higher than the market price of the Bank's shares on the Nasdaq Vilnius Stock Exchange when the Management Board makes a decision to acquire own shares 3) minimal acquisition price per share - 10% lower than the market price of the Bank's shares in Nasdaq Vilnius when the Management Board makes a decision to acquire own shares; 4) the time limit for the Bank to acquire its own shares - 18 months from the date of adoption of this decision; 5) maximal number of shares to be acquired - the total nominal value of the Bank's own shares may not exceed 1/5 of the Bank's authorized capital; 6) the procedure for sale of own shares and the minimum selling price - the shares acquired by the Bank may be annulled by decision of the General Meeting of Shareholders or sold by decision of the Management Board determining that the minimum selling price of the shares is their average acquisition price and the sales procedure

		<p>will ensure equal opportunities for all shareholders to acquire the shares of the Bank;</p> <p>7) to delegate the Management Board of the Bank, in accordance with the provisions of this resolution and requirements of the Law on Companies of the Republic of Lithuania, as well as when required with the permission of the supervisory authority, to make decisions regarding buying of the Bank's own shares, to organize acquisition and selling of own shares, to determine the procedure for the repurchase and sale of shares, the time, number and price of the shares as well as to perform other actions related to the acquisition and sale of own shares.</p>
7	Election of an audit company and determination of the remuneration for the audit company	<p>1. To elect the independent audit company KPMG Baltics, UAB for the audit of the consolidated and annual financial statements of the Bank and the Group for the years 2022 and 2023.</p> <p>2. To set the cost of auditing the consolidated financial statements of the Group for 2022 and 2023 EUR 183.0 thousand (excluding VAT) per year, including EUR 96.5 thousand (excluding VAT) for auditing the Bank's statements, with the right to increase this price by 10 per cent.</p> <p><i>Extract of the minutes of the Audit committee on making a recommendation to the Management Board on the selection of audit company is provided in Annex 4.</i></p>
8	Approval of the Remuneration Policy	<p>To approve the Bank's Remuneration Policy.</p> <p><i>The draft Remuneration Policy is provided in Annex 5.</i></p> <p><i>The extract of the minutes of the Supervisory Council meeting on 8 March 2022 regarding consent of the Remuneration Policy draft is provided in Annex 2.</i></p>
9	Approval of the Rules for Granting shares	<p>To approve the Rules for Granting shares.</p> <p><i>The draft of the Rules for Granting shares is provided in Annex 6.</i></p> <p><i>The extract of the minutes of the Supervisory Council meeting on 8 March 2022 regarding consent of the draft of the Rules for Granting shares is provided in Annex 2.</i></p>

Annexes:

1. Independent auditor's report, financial statements and annual report as of 31 December 2021.
2. Extract from the minutes of the meeting of the Supervisory Council of 8 March 2022 regarding the comments and proposals to the meeting of shareholders.
3. Draft of the profit allocation.
4. Extract of the minutes of the Audit committee meeting on 19 January 2022 on making a recommendation to the Management Board on the selection of audit company.
5. Draft Remuneration Policy.
6. Draft Rules for Granting shares.