

**DRAFT RESOLUTIONS OF THE MANAGEMENT BOARD OF AB ARTEA BANKAS
ON THE ITEMS OF THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 31/03/2026**

Item of the agenda		Resolution																																	
1.	Presentation of the AB Artea Bankas 2025 Consolidated Management Report.	Resolution on this item shall not be adopted. <i>The Consolidated Management Report with appendices – Information on Governance, Information on Management Remuneration, Management Report, Information on Sustainability - is provided in Annex 1.</i>																																	
2.	Presentation of the independent auditor's conclusions on AB Artea Bankas financial statements, management report and sustainability reporting assurance.	Resolution on this item shall not be adopted. <i>The independent auditor's conclusion and the conclusion of the assurance of sustainability reporting are provided in Annexes 2 and 3.</i>																																	
3.	Comments and proposals of the Supervisory Council of AB Artea Bankas.	Resolution on this item shall not be adopted. <i>Extract of the minutes of the meeting of the Supervisory Council on 09/03/2026 regarding feedback and proposals for the general meeting of shareholders is provided in Annex 4.</i>																																	
4.	Approval of the audited annual consolidated financial statements of AB Artea Bankas for 2025.	To approve the set of audited annual financial statements of AB Artea Bankas and the group for the year 2025. <i>The financial statements are provided in Annex 1.</i>																																	
5.	Allocation of AB Artea Bankas profit for 2025.	To approve the allocation of AB Artea Bankas profit for 2025: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>No.</th> <th>Item</th> <th>Amount, EUR thousand</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Retained earnings at the beginning of the financial year 01-01-2025</td> <td style="text-align: right;">242 993</td> </tr> <tr> <td>2</td> <td>Transfers from reserves to cover losses</td> <td style="text-align: right;">0</td> </tr> <tr> <td>3</td> <td>Net profit for the current financial year</td> <td style="text-align: right;">60 484</td> </tr> <tr> <td>4</td> <td>Contributions from shareholders to cover losses</td> <td style="text-align: right;">0</td> </tr> <tr> <td>5</td> <td>Distributable retained earnings (1+2+3+4)</td> <td style="text-align: right;">303 477</td> </tr> <tr> <td>6</td> <td>Allocation of earnings to statutory reserve or capital reserve</td> <td style="text-align: right;">15 174</td> </tr> <tr> <td>7</td> <td>Allocation of earnings to contingency reserve</td> <td style="text-align: right;">0</td> </tr> <tr> <td>8</td> <td>Allocation of earnings to reserve for acquisition of own shares</td> <td style="text-align: right;">0</td> </tr> <tr> <td>9</td> <td>Allocation of earnings to dividends</td> <td style="text-align: right;">30 394</td> </tr> <tr> <td>10</td> <td>Retained earnings (5-6-7-8-9)</td> <td style="text-align: right;">257 909</td> </tr> </tbody> </table> <i>The Profit allocation project proposed by AB Artea Bankas Management Board is provided in Annex 5.</i>	No.	Item	Amount, EUR thousand	1	Retained earnings at the beginning of the financial year 01-01-2025	242 993	2	Transfers from reserves to cover losses	0	3	Net profit for the current financial year	60 484	4	Contributions from shareholders to cover losses	0	5	Distributable retained earnings (1+2+3+4)	303 477	6	Allocation of earnings to statutory reserve or capital reserve	15 174	7	Allocation of earnings to contingency reserve	0	8	Allocation of earnings to reserve for acquisition of own shares	0	9	Allocation of earnings to dividends	30 394	10	Retained earnings (5-6-7-8-9)	257 909
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6.	Determination of the procedure for the acquisition of own shares of AB Artea Bankas.	1. To acquire AB Artea Bankas (hereinafter – the Bank) own shares under the following conditions: i. the purpose of acquisition of own shares is to reduce the authorized capital of the Bank by cancelling the shares purchased by the Bank;																																	

		<p>and / or to grant to the employees of the Bank, as well as it's Group under the approved variable remuneration and payment programmes;</p> <p>ii. 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 on the purchase of its own shares;</p> <p>iii. minimum purchase price of the shares – 10% lower than the market price of the Bank's shares on the Nasdaq Vilnius Stock Exchange when the Bank's Management Board decides to buy back its own shares;</p> <p>iv. the time limit for the Bank to acquire its own shares – 18 months from the date of adoption of this decision;</p> <p>v. maximal number of shares to be acquired – no more than 13 000 000 shares;</p> <p>vi. the procedure for sale of own shares and the minimum selling price – the purchased shares are not planned to be sold and therefore the minimum selling price and the selling procedure for the shares are not determined;</p> <p>vii. The purpose of using the reserve of own shares held as of 31 December 2025 is to reduce the Bank share capital by 2,540,000 shares and to allocate 3,178,732 shares to the Group's employees under the approved variable remuneration programmes, out of a total of 5,178,832 own shares</p> <p>viii. to delegate the Management Board of the Bank, in accordance with the provisions of this resolution and the requirements of the Law on Companies of the Republic of Lithuania, the requirements of the Law on Banks of the Republic of Lithuania and other legal acts, as well as, when required with the permission of the supervisory authorities, to make specific decisions regarding the purchase of the Bank's own shares, to organize buyback of own shares, determine the method and procedure for buying back shares, the time, exact number and price of shares to be acquired, as well as perform other actions related to the purchase and sale of own shares.</p> <p>2. To establish that after adopting this resolution the resolution of the General Meeting of Shareholders of 31 March 2025 regarding acquisition of the Bank's own shares shall expire.</p>
7.	Election of the company performing the audit of AB Artea Bankas and group financial statements and the limited assurance engagement regarding Sustainability information, and determination of the payment terms for the services.	<p>1. To elect UAB „KPMG Baltics“ as the audit firm to provide services for the audit of the financial statements of AB Artea Bankas and the group and limited assurance engagement regarding Sustainability information for the year 2026 - 2029.</p> <p>2. To set the price of the audit of the financial statements of AB Artea Bankas and the group and limited assurance engagement regarding Sustainability information for the year 2026 - 2029 at 552 000 EUR (excluding VAT) per year, with the right to increase this price by up to 15 percent every year.</p> <p><i>Audit Committee Recommendation on the selection of the auditor provided in Annex 6.</i></p>
8.	Change of head office address of AB Artea Bankas.	Change the address of Artea Bankas AB to Konstitucijos Avenue 14 A, Vilnius.
9.	Approval of the updated Remuneration Policy of AB Artea Bankas.	<p>To approve the updated Remuneration Policy of AB Artea Bankas.</p> <p><i>A new and comparative versions of the Remuneration Policy are provided in Annexes 7 and 8.</i></p> <p><i>Letter of clarification on the Remuneration Policy is provided in Annex 9.</i></p>
10.	Removal and election of members of the Supervisory Council of AB Artea Bankas.	<p>1. Remove Susan Gail Buyske from the position of member of the Supervisory Council of AB Artea Bankas.</p> <p>2. Determine that the removal date of Susan Gail Buyske from the Supervisory Council of AB Artea Bankas is the day when the person specified in paragraph 3 receives permission from the supervisory authority to hold the position of member of the Supervisory Council.</p>

		<p>3. Elect Ulrik Lackschewitz as a member of the Supervisory Council of AB Artea Bankas until the end of the tenure of the current Supervisory Council.</p> <p>4. Determine that the elected person will take up his position as a member of the Supervisory Council of AB Artea Bankas only after receiving the permission of the supervisory authority.</p> <p>5. Remove Mindaugas Raila from the position of member of the Supervisory Council of AB Artea Bankas.</p> <p>6. Determine that the removal date of Mindaugas Raila from the Supervisory Council of AB Artea Bankas is the day when the person specified in paragraph 7 receives permission from the supervisory authority to hold the position of member of the Supervisory Council.</p> <p>7. Elect Eglė Eidimaitė as a member of the Supervisory Council of AB Artea Bankas until the end of the tenure of the current Supervisory Council.</p> <p>8. Determine that the elected person will take up his position as a member of the Supervisory Council of AB Artea Bankas only after receiving the permission of the supervisory authority.</p> <p><i>Letter of clarification regarding changes in the Supervisory Council is provided in Annex 10.</i></p> <p><i>Information on the proposed candidates to the Supervisory Council of AB Artea Bankas is provided in Annexes 11 and 12.</i></p>
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Attached:

- Annex 1 The Consolidated Management Report.
- Annex 2 Independent auditor's conclusion.
- Annex 3 The conclusion of the assurance of sustainability reporting.
- Annex 4 Extract of the minutes of the 09/03/2026 meeting of the Supervisory Council regarding feedback and proposals for the General Meeting of Shareholders.
- Annex 5 Profit allocation project.
- Annex 6 Audit Committee Recommendation on the selection of the auditor.
- Annex 7 Remuneration policy (new version).
- Annex 8 Remuneration policy (comparative version).
- Annex 9 Letter of clarification on the Remuneration Policy.
- Annex 10 Letter of clarification regarding changes in the Supervisory Council.
- Annex 11 Information on the proposed candidate to the Supervisory Council of AB Artea Bankas.
- Annex 12 Information on the proposed candidate to the Supervisory Council of AB Artea Bankas.