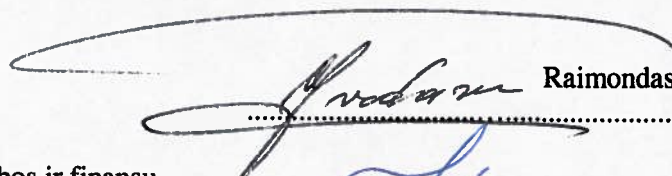


AB SEB bankas  
Gedimino pr. 12  
LT-01103 Vilnius

## ATSAKINGŲ ASMENŲ PATVIRTINIMAS

Vadovaujantis Lietuvos Respublikos vertybinių popierių įstatymo 21 straipsniu ir Lietuvos banko valdybos patvirtintomis periodinės ir papildomos informacijos rengimo ir pateikimo taisyklėmis, patvirtiname, jog, mūsų žiniomis, metinė konsoliduota finansinė atskaitomybė, parengta pagal tarptautinius finansinės atskaitomybės standartus, atitinka tikrovę ir teisingai parodo emitento ir bendrą konsoliduotų įmonių turta, įsipareigojimus, finansinę būklę, pelną arba nuostolius ir pinigų srautus. Taip pat patvirtiname, kad konsoliduotame metiniame pranešime yra teisingai nurodyta verslo plėtros ir veiklos apžvalga, emitento ir bendra konsoliduotų įmonių būklė kartu su pagrindinių rizikų ir neapibrėžtumų, su kuriais susiduriama, aprašymu.

AB SEB banko prezidentas



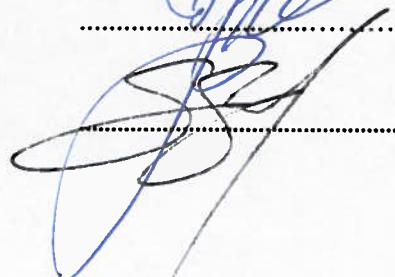
Raimondas Kvedaras

AB SEB banko Pagalbos verslui tarnybos ir finansų  
direktorius



Jonas Iržikevičius

AB SEB banko Finansų departamento direktorius



Saulius Salda

Vilnius,  
2014 m. kovas



*Our report has been prepared in Lithuanian and English languages. In all matters of interpretation of information, views or opinions, the Lithuanian language version of our report takes precedence over the English language version.*

## **Independent Auditor's Report**

To the shareholder of AB SEB Bank

### **Report on the financial statements**

We have audited the accompanying stand alone and consolidated financial statements (together 'the financial statements') of AB SEB Bank ('the Bank') and its subsidiaries (collectively 'the Group') set out on pages 23-104 which comprise the stand alone and consolidated statement of financial position as of 31 December 2013 and the stand alone and consolidated income statements, statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Management's responsibility for the financial statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



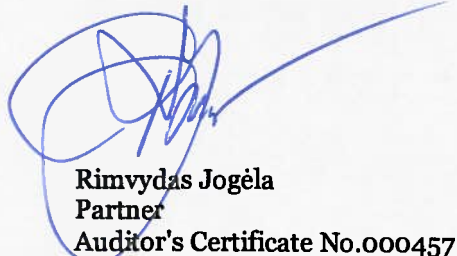
*Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Bank and the Group as of 31 December 2013, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

**Report on other legal and regulatory requirements**

Furthermore, we have read the consolidated Annual Report for the year ended 31 December 2013 set out on pages 5- 22, including its Appendix 1 set out on pages 105 - 131 and have not noted any material inconsistencies between the financial information included in it and the audited Financial statements for the year ended 31 December 2013.

On behalf of PricewaterhouseCoopers UAB

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

Rimvydas Jogėla  
Partner  
Auditor's Certificate No.000457

Vilnius, Republic of Lithuania  
14 March 2014