



SEB Bank

Register code 112021238

Registered office at Gedimino 12, LT-01103 Vilnius, Lithuania

Draft decisions of the Annual General Meeting of Shareholders of SEB Bank

1. Regarding Annual Report of SEB Bank

To state that SEB Bank's Year 2009 Consolidated Annual Report and its Annex "The form of disclosing adherence to the Corporate Governance Code for the Companies listed on the National Stock Exchange of Lithuania" have been familiarized with.

2. Regarding the Report of the Auditor of SEB Bank

To state that the report of the international audit company PricewaterhouseCoopers UAB, which has performed the audit, i.e. the independent auditor's report on SEB Bank's and SEB Bank Group's financial statements, prepared in accordance with International Financial Reporting Standards as adopted for use in European Union and the report on other legal and regulatory requirements, has been heard.

3. Regarding the Comments and Proposals of the Supervisory Council of SEB Bank

To state that the comments and proposals of the Supervisory Council of SEB Bank regarding SEB Bank's Activity Strategy, its Annual Consolidated Financial Statements, Draft Profit Distribution and SEB Bank's Consolidated Annual Report as well as the activities of SEB Bank's Management Board and President have been heard.

4. Regarding approval of the Financial Statements of SEB Bank for the Year 2009

To approve SEB Bank's and SEB Bank Group's Year 2009 Financial Statements produced in accordance with the International Financial Reporting Standards.

5. Regarding distribution of the Year 2009 losses of SEB Bank

To approve the distribution of the Year 2009 losses of SEB Bank.

6. Regarding cover of the losses of SEB Bank by additional contributions of shareholders

- By an amount no less than LTL 345,280,000.00 (three hundred forty five million two hundred eighty thousand Litas) to cover a part of SEB Bank's financial loss reflected in the set of Annual Financial Statements, dated 31 December 2009, through additional contributions of SEB Bank's shareholders.
- To establish that only the shareholders participating at the present meeting of SEB Bank's shareholders and voting "for" the adoption of the present Resolution must cover the loss.
- To establish that a minimum contribution per share is LTL 22.45 (twenty two Litas 45 cents). Taking this into account, to establish that the minimum amount of each shareholder's contribution is calculated multiplying the number of shares held by each shareholder by LTL 22.45 (twenty two Litas 45 cents).
- No later than by 1 April 2010, the contributions must be made to SEB Bank account number LT74 7044 0630 0000 0022, in the payment purpose indicating the name and surname/name of the shareholder in whose name the contribution is being made and the words "contribution to cover the loss of SEB Bank", or by executing a transaction on offsetting the amount committed by a shareholder as its contribution and a relevant amount financial liability of SEB Bank to a relevant shareholder. Payment of the shareholder's contribution to the above indicated account or execution of an agreement on offsetting mutual liabilities is an unconditional and irrevocable statement of the

shareholder's will to cover SEB Bank's loss through payment of a contribution and forthwith use of the contributed amount for covering SEB Bank's loss.

7. Regarding election of an audit company of SEB Bank and approval of the conditions of payment for auditing services

- To elect audit company PricewaterhouseCoopers UAB for checking SEB Bank's current-year and no more than 2 (two) further financial years' annual financial statements.
- To direct President of SEB Bank to execute an agreement with PricewaterhouseCoopers UAB on providing auditing services specifying terms and conditions for payment in consideration for the services.

8. Regarding election of a new member of the Supervisory Council

To elect Ted Tony Kylberg to the Supervisory Council of SEB Bank as its Member until expiry of tenure of the present Supervisory Council, i.e. 29 October 2013, and establish that Ted Tony Kylberg starts holding his position of Member of the Supervisory Council of SEB Bank on the day of obtaining a relevant permission from the Bank of Lithuania.