



Siaulių Bankas
General meeting of shareholders

Convocation of the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of Šiaulių Bankas AB (the head office address: Tilžės str. 149, Šiauliai, Lithuania, the company code 112025254) (hereinafter referred to as the Bank) shall be convened **on 22 February 2023**.

The Extraordinary General Meeting of Shareholders is convened in order for the General Meeting of Shareholders of Šiaulių bankas AB to adopt the resolutions necessary to implement the Master Agreement signed on 22 November 2022 regarding merger of AB "Invalda INVL" retail asset management and life insurance businesses with Šiaulių bankas AB (the "Transaction") (see. [Notice1](#), [Notice2](#)), integrated part of which is an Additional Agreement signed on 31 January 2023, establishing that upon the decision of AB "Invalda INVL" and with the prior approval of Šiaulių bankas AB Management Board and Supervisory Council, the life insurance services business conducted in Latvia and Estonia may be excluded from the object of the Transaction.

Meeting location - at Head office (3 floor, Ažuolų meeting room), Tilžės str. 149, Šiauliai.

Meeting starts at 15:00 (registration starts at 14:00) (Lithuanian time)

The Meeting's accounting day – 14 February 2023 (the persons who are shareholders of the Bank at the end of accounting day of the General Meeting of Shareholders or persons authorized by them, or the persons with whom shareholders concluded the agreements on the disposal of voting right, shall have the right to vote at the General Meeting of Shareholders).

The day of accounting of rights - 8 March 2023 (shareholders will use the property rights arising from the decisions adopted at the general meeting of shareholders in proportion to the number of shares held at the end of the day of accounting of rights).

The Meeting is initiated and convened by the Management Board of the Bank.

Agenda of the Meeting

1. Increasing the authorised capital by additional contributions
2. Withdrawal of shareholders' pre-emption right to acquire new shares
3. Amending the Articles of Association

4. Approving the performance of the concluded Master Agreement regarding merger of AB "Invalida INVL" retail asset management and life insurance businesses with Šiaulių bankas AB

Draft resolutions and other information

Draft resolutions on the agenda of the meeting, documents to be submitted to the General Meeting of Shareholders and information related to the implementation of shareholders' rights are published on the Bank's website www.sb.lt in the section "Bank Investors" / "Meetings". For the entire period starting no later than 21 days before the meeting the following information and documents will be available there:

- notice of the convening of the meeting;
- the total number of the Bank's shares and the number of voting shares on the day of convening the meeting;
- draft resolutions on agenda issues and other documents to be submitted to the meeting;
- general ballot paper form (to be filled in .pdf);
- instructions for filling in and submitting the general ballot paper to the Bank;
- the form of a power of attorney to represent the shareholder.

Proposals to supplement the agenda

The shareholders holding shares that grant at least 1/20 of all votes, shall have the right of proposing to supplement the agenda of the Meeting by providing the Meeting draft resolution on each additionally proposed issue or in case no resolution is required - the explanation. Proposals to supplement the agenda and any accompanying information must be submitted in writing. The proposals to supplement the agenda with the additional issues shall be submitted till the 8 February 2023, 17:00 (Lithuanian time). In case the agenda of the Meeting is supplemented the Bank will report on it no later than 10 days before the Meeting in the same ways as on the convening of the Meeting.

Proposals of draft resolutions

The shareholders holding shares that grant at least 1/20 of all votes shall have the right of proposing new draft resolutions on the issues already included or to be included in the agenda of the Meeting. The proposals shall be submitted in writing. They may be submitted to the Bank by 22 February 2023 15:00 (Lithuanian time).

Questions on the agenda

The shareholders have the right to submit questions to the Bank in advance related to the agenda of the meeting. Questions may be submitted by shareholders no later than by 20 February 2023 17:00 (Lithuanian time). The Bank will answer the submitted questions to the shareholder prior

to the meeting, except for those related to the Bank's commercial secret and confidential information.

A power of attorney

The shareholders' authorized persons shall submit a power of attorney confirmed by the established order. The power of attorney issued by the natural person shall be notarized. A power of attorney issued in a foreign country must be translated into Lithuanian and legalized in the manner prescribed by law. Representative can be authorized by more than one shareholder and shall have a right to vote differently under the orders of each shareholder.

The authorization of a shareholder to vote for another natural or legal person on behalf of the shareholder at the meeting may be granted by electronic means. Such power of attorney is not subject to notarizing. The power of attorney issued through electronic channels must be confirmed by the shareholder with a qualified electronic signature developed by safe signature equipment and approved by a qualified certificate effective in the Republic of Lithuania. The shareholder shall inform the Bank on the power of attorney issued through electronic communication channels by e-mail info@sb.lt no later than by 17:00 (Lithuanian time) on the last business day before the meeting. The power of attorney and notification must be in writing. A shareholder holding shares of the Bank acquired in his/her own name but in the interests of other persons must disclose to the Bank the identity of the final customer, the number of shares to be voted with and the content of the voting instructions submitted to him/her or another explanation regarding the participation and voting at the general meeting of shareholders agreed with the customer.

Participation and voting

Shareholders and authorized persons who will physically attend the meeting will vote with voting cards they would receive at the meeting registration.

The Bank recommends shareholders and shareholders' authorized persons to take the opportunity to vote in advance in writing by completing a general ballot paper. The General ballot (fileable .pdf) and instructions will be available on the Bank's website www.sb.lt in the section "*For Bank Investors*" / "*Meetings*" no later than 21 days before the meeting. The completed general ballot paper must be signed by the shareholder or a person authorized by him. If the general ballot paper is signed by a person authorized by the shareholder, a document confirming the right to vote must be attached to it. Duly completed ballot papers received by 15:00 (Lithuanian time) on the day of the meeting will be considered valid.

Document delivery

All documents submitted to the Bank by the shareholder or his/her authorized person (general ballot paper with attached documents (if such must be attached), proposals on the agenda, questions) may be submitted to the Bank in the following ways:

1. Paper documents (originals or certified copies) could be presented in writing to the Secretariat on business days or by sending them by mail at the address: Šiaulių Bankas AB, Tilžės street 149, LT-76348 Šiauliai, Lithuania

2. Physically signed, scanned documents could be transferred via the Bank's internet bank (if the shareholder is its user). When logging in, choose *Other Services / Messages / +New message / fill in fields Category: Securities, Subject: GSM, Message: Ballot paper / Upload the scanned document / Submit*.
3. Electronic documents signed with a qualified electronic signature are submitted to the Bank (e.g., via Dokobit platform) indicating the Bank as a participant (recipient) according to the e-mail address kc@sb.lt.

Scanned documents, submitted via internet bank (method 2) and electronic documents signed with an electronic signature through an electronic signature service provider (method 3) may be submitted only those, which are signed by the person providing it. In this way, for example, an authorized person cannot submit to the Bank a shareholder's power of attorney or other document giving the right to vote for a shareholder.

Additional information:

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