

TERMS OF REORGANIZATION

of AB Bank FINASTA
Public Limited Liability Company Financial Brokerage Firm FINASTA
AND
Public Limited Liability Company Šiaulių Bankas

Vilnius
17 July 2015

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial
Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

CONTENTS

DEFINITION OF TERMS	4
SECTION I. REORGANIZATION	6
1.1. Reorganization	6
1.2. Principles of Reorganization	6
SECTION II. METHOD OF REORGANIZATION. LEGAL BASIS FOR REORGANIZATION. COMPANIES TO CEASE THEIR EXISTENCE AFTER REORGANIZATION AND THE COMPANY TO CONTINUE ITS ACTIVITIES. EXECUTION AND COMPLETION OF REORGANIZATION	7
2.1. Method of Reorganization	7
2.2. Legal Basis for Reorganization	7
2.3. Companies to Cease their Existence after Reorganization and the Company to Continue its Activities	9
SECTION III. COMPANY PARTICIPATING IN REORGANIZATION. COMPANIES UNDERGOING REORGANIZATION	11
3.1. The Company Participating in Reorganization	11
3.1.1. Information about the Company Participating in Reorganization	11
3.2. Information about Companies Undergoing Reorganization	11
3.2.1. Information about AB Bank FINASTA	11
3.2.2. Information about Public Limited Liability Company Financial Brokerage Firm FINASTA	12
SECTION IV. PROCEDURE OF TRANSFER OF ASSETS, RIGHTS AND OBLIGATIONS OF THE COMBINED COMPANY	13
4.1. General Provisions	13
4.2. Transfer of Assets, Rights and Obligations	13
SECTION V. RIGHTS GRANTED TO HOLDERS OF SHARES OF DIFFERENT CLASSES, DEBENTURES AND OTHER SECURITIES BY THE COMPANY PARTICIPATING IN REORGANIZATION THAT WILL CONTINUE ITS OPERATIONS AFTER REORGANIZATION	16
5.1. Rights Granted to Shareholders of Combined Company	16
5.2. Rights Granted to Holders of Debentures and Other Securities of Combined Company	16
SECTION VI. SPECIAL RIGHTS GRANTED TO MEMBERS OF BODIES OF THE COMPANIES UNDERGOING AND PARTICIPATING IN REORGANIZATION	16
6.1. Heads and / or Management Boards of Companies	16
6.2. Head and / or Management Board of Company Participating in Reorganization	17
SECTION VII. EXPIRY OF POWERS OF MANAGEMENT BODIES OF COMPANIES UNDERGOING REORGANIZATION	17
7.1. Expiry of Powers of Management Bodies of Companies Undergoing Reorganization	17
SECTION VIII. PROCEDURE OF CONVOCATION OF FIRST MEETING OF SHAREHOLDERS	17
8.1. First General Meeting of Shareholders	17
ANNEXES TO THE TERMS OF REORGANIZATION	18

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

According to these Terms of Reorganization AB bank FINASTA, public limited liability company financial brokerage firm FINASTA which cease to operate without liquidation, are being merged into public limited liability company Šiaulių bankas which shall remain in existence, whereby all the rights and obligations of AB bank FINASTA, public limited liability company financial brokerage firm FINASTA shall be transferred to public limited liability company Šiaulių bankas which shall continue to operate after the Reorganization.

These Terms of Reorganization have been drawn up in accordance with the provisions of the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania, the Law on Banks of the Republic of Lithuania, and other applicable legislation of the Republic of Lithuania.

The Terms of Reorganization have been prepared and approved by the management boards of AB bank FINASTA, public limited liability company financial brokerage firm FINASTA, and public limited liability company Šiaulių bankas.

WHEREAS:

- the reorganization was approved at the general meetings of shareholders of AB bank FINASTA, public limited liability company financial brokerage firm FINASTA, and public limited liability company Šiaulių bankas;
- the management boards of AB bank FINASTA, public limited liability company financial brokerage firm FINASTA, and public limited liability company Šiaulių bankas prepared and approved the draft Terms of Reorganization;
- on the day of the approval of the Terms of Reorganization pursuant to Article 62(3) of the Law on Companies of the Republic of Lithuania, public limited liability company Šiaulių bankas will be the sole shareholder of AB bank FINASTA and public limited liability company financial brokerage firm FINASTA, which will own 100 percent of the shares in the companies undergoing reorganization,

Article 63(1)^{4,5,6,7}, Article 63(2, 3, 4, 5), Article 64, Article 65(2)^{4,5}, Article 65(5, 6), Article 67(1, 2), Article 69(6) of the Law on Companies of the Republic of Lithuania and Article 2.99(3), Article 2.100 of the Civil Code of the Republic of Lithuania shall not apply to the Reorganization.

Andrej Cyba
CEO
On behalf of AB Bank FINASTA

Andrej Cyba
Director
On behalf of Public Limited
Liability Company Financial
Brokerage Firm FINASTA

Vytautas Sinius
Head of Front Office
On behalf of Public Limited
Liability Company Šiaulių bankas

signature

signature

signature

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

DEFINITION OF TERMS

Unless the context otherwise requires the terms used herein shall have the following meanings:

Combined Company, Šiaulių bankas AB or Public Limited Liability Company Šiaulių bankas, shall mean public limited liability company Šiaulių bankas, a legal entity incorporated and operating according to the legislation of the Republic of Lithuania, legal entity code 112025254, registered office: Tilžės g. 149, Šiauliai, which is described in Item 3.1.1 above. Following the reorganization, public limited liability company Šiaulių bankas will continue its activities pursuant to these Terms of Reorganization under the name of public limited liability company Šiaulių bankas, having combined Company 1 and Company 2.

The term "**Combined Company**" is used herein to describe public limited liability company Šiaulių bankas during the period following the completion of the reorganization of public limited liability company Šiaulių bankas and beyond.

Company 1 or AB bank FINASTA shall mean AB bank FINASTA, a legal entity incorporated and operating according to the legislation of the Republic of Lithuania, legal entity code 301502699, registered office: Maironio g. 11, Vilnius, which is described in Item 3.2.1 above.

Company 2 or FINASTA FMI shall mean public limited liability company financial brokerage firm FINASTA, a legal entity incorporated and operating according to the legislation of the Republic of Lithuania, legal entity code 122570630, registered office: Maironio g. 11, Vilnius, which is described in Item 3.2.2 above.

Companies shall collectively refer to Company 1 and Company 2 participating in the reorganization whereas the **Company** shall refer to any of the aforementioned companies.

Register of Legal Entities shall mean the State Enterprise Centre of Registers.

New Articles of Association shall mean the combined company's amended Articles of Association which are attached as Annex IV to the Terms of Reorganization and will be registered with the Register of Legal Entities of the Republic of Lithuania according to the procedure prescribed by these Terms of Reorganization and by law.

Delivery and Acceptance Certificate shall refer to one or several delivery and acceptance certificates whereby the assets, rights and obligations of the companies undergoing reorganization will be transferred to the combined company according to the procedure established by the Terms of Reorganization.

Supervisory Authority shall stand for the Supervision Service of the Bank of Lithuania.

Reorganization shall mean a process performed in compliance with the provisions of the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania, the Law on Banks of the Republic of Lithuania, and other respective legislation of the Republic of Lithuania, during which (i) the companies undergoing reorganization whereupon they cease to operate without liquidation are merged into the combined company which continues to operate, (ii) all the rights and obligations of the companies undergoing reorganization are transferred to the combined company remaining in existence, i.e. public limited liability company Šiaulių bankas.

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial
Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

Company Participating in Reorganization shall mean Šiaulių bankas AB, the information whereof is provided in Item 3.1.1, operating under the current version of the Articles of Association of public limited liability company Šiaulių bankas.

Companies Undergoing Reorganization shall refer to Company 1 and Company 2, the information whereof is provided in Items 3.2.1 and 3.2.2 respectively.

Terms of Reorganization shall mean the present Terms of Reorganization of the company and the companies participating in the reorganization, including all annexes, supplements, and amendments.

Reorganization Meeting shall mean a decision of a competent body of Šiaulių bankas AB on the reorganization of the companies undergoing reorganization and Šiaulių bankas AB by way of a merger, the adoption of the present Terms of Reorganization, the approval of the new Articles of Association, and the adoption of any other resolutions on the merger of the companies undergoing reorganization (Article 70(3) of the Law on Companies).

Unless otherwise indicated, definitions in the singular shall also mean the plural, words importing one gender shall be construed as importing any other gender, and a person shall include any natural person or legal entity.

Headings of the sections, definitions contained in the Terms of Reorganization, and names of structural parts are used for convenience only and shall have no impact on the interpretation of the Terms of Reorganization.

Unless otherwise specified herein, any reference to the laws, a particular law or any other legal act shall mean a reference to the relevant wording of particular laws or other legal acts of the Republic Lithuania as at the date of the preparation of the Terms of Reorganization.

SECTION I. REORGANIZATION

1.1. Reorganization

1.1.1. Based on the present Terms of Reorganization, Šiaulių bankas AB is a company participating in the reorganization, which will continue its activities as a legal entity after the reorganization. AB bank FINASTA and FINASTA FMĮ are the companies undergoing reorganization, which will terminate their existence (cease economic activity). AB bank FINASTA and FINASTA FMĮ will be combined with Šiaulių bankas AB by way of a merger as provided for in Article 2.97(3) of the Civil Code and Article 70(1) of the Law on Companies. AB bank FINASTA and FINASTA FMĮ will cease their existence as legal entities upon deregistration from the Register of Legal Entities of the Republic Lithuania.

1.1.2. The preparation of the Terms of Reorganization was endorsed by resolutions adopted at the general meeting of shareholders of AB bank FINASTA, FINASTA FMĮ, and Šiaulių bankas AB.

1.1.3. The Terms of Reorganization have been drawn up and approved by decisions of the management boards of AB bank FINASTA, FINASTA FMĮ, and Šiaulių bankas AB.

1.1.4. New Articles of Association of the company participating in the reorganization have been drafted along with the Terms of Reorganization (Annex IV).

1.1.5. Reorganization will strengthen a team of the managers and highly skilled professionals of the company participating in the reorganization that will allow Šiaulių bankas AB to offer a broader range of financial services to customers and to ensure their higher quality.

1.1.6. If any action contained in the Terms of Reorganization requires a licence, permit or other consent of the supervisory authority, the action provided for in the Terms of Reorganization can be carried out only upon receipt of the necessary licences, permits or other consents issued by the supervisory authority to the company participating in and / or undergoing reorganization.

1.2. Principles of Reorganization

1.2.1. During reorganization all reorganization activities shall be based on the principles of the maximum efficiency, economy and expediency. Practising these principles should be guaranteed regardless of whether they are mentioned in respect of specific actions to be carried out under the Terms of Reorganization.

1.2.2. The principles mentioned in Item 1.2.1 of these Terms of Reorganization imply that the time limits specified in the Terms of Reorganization, laws of the Republic of Lithuania and other legislation of the Republic of Lithuania for performing the reorganization related actions should be seen as the maximum time limits accordingly, any such action must be completed as soon as possible unless it is contrary to the mandatory provisions of laws or other regulations. All of reorganization actions must be carried out within the time limits set in the Terms of Reorganization, except in cases when such time limits cannot be observed because the reorganization process has been suspended and / or actions within the time limits stated in the Terms of Reorganization are prohibited by mandatory provisions of laws.

1.2.3. Furthermore, the principles mentioned in Item 1.2.1 of these Terms of Reorganization shall also mean that if any actions set forth in the Terms of Reorganization could be performed more

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial
Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

speedily and efficiently by corporate governing bodies or relevant representatives other than those provided for in the Terms of Reorganization, laws or other regulations, such action must be performed by the said governing body or representative, except in cases when it is prohibited by mandatory provisions of laws.

SECTION II. METHOD OF REORGANIZATION. LEGAL BASIS FOR REORGANIZATION. COMPANIES TO CEASE THEIR EXISTENCE AFTER REORGANIZATION AND THE COMPANY TO CONTINUE ITS ACTIVITIES. EXECUTION AND COMPLETION OF REORGANIZATION

2.1. Method of Reorganization

2.1.1. The reorganization takes place in the manner indicated in Article 2.97(3) of the Civil Code of the Republic of Lithuania whereby one legal entity is merged into another legal entity which becomes a successor to all rights and obligations of the legal entity undergoing reorganization. Under the present Terms of Reorganization, Šiaulių bankas AB is a company participating in the reorganization, which will continue its activities as a legal entity after the reorganization. AB bank FINASTA and FINASTA FMĮ are the companies undergoing reorganization, which will cease their activities following the reorganization. AB bank FINASTA and FINASTA FMĮ will be merged into Šiaulių bankas AB as provided for in Article 2.97(3) of the Civil Code and Article 70(1) of the Law on Companies. AB bank FINASTA and FINASTA FMĮ will cease their existence as legal entities upon deregistration from the Register of Legal Entities of the Republic Lithuania.

2.1.2. No new legal entity will be created after the reorganization.

2.2. Legal Basis for Reorganization

2.2.1. The authorized capitals (shares emission price of the last share issue) of the Company participating in the reorganization and the companies undergoing reorganization have been fully paid up.

2.2.2. The company participating in the reorganization and the companies undergoing reorganization have not acquired the status of the company being reconstructed, reorganized or participating in reorganization, being restructured, going bankrupt or winding up.

2.2.3. The preparation of the Terms of Reorganization was approved by the resolutions of the general meetings of shareholders of AB bank FINASTA on 22 June 2015, FINASTA FMĮ on 22 June 2015, and Šiaulių bankas AB on 22 June 2015 (Annexes I, II, III).

2.2.4. The Terms of Reorganization have been prepared and approved by the management boards of AB bank FINASTA, FINASTA FMĮ, and Šiaulių bankas AB.

2.2.5. The reorganization shall be reported according to the procedure established in Article 65(1) of the Law on Companies whereby a public notice of reorganisation must be published in the source indicated in the Articles of Association of the companies three times with at least 30-day intervals: AB bank FINASTA, FINASTA FMĮ, Šiaulių bankas AB in the electronic publication for public announcements issued by the Register of Legal Entities.

2.2.6. Customer rights and obligations are covered under contracts concluded with the companies. The reorganization shall not change or adversely affect in any manner customer rights, obligations and legitimate expectations.

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

2.2.7. The reorganization is carried out according to the procedure established in Article 70 of the Law on Companies.

2.2.8. Pursuant to Article 70(1) of the Law on Companies the reorganization shall not be subject to:

2.2.8.1. the requirement for the Terms of Reorganization to cover the exchange ratio of shares of the companies which cease to exist after the reorganisation for the shares of the companies resulting from the reorganisation and the substantiation thereof, the number of shares of the companies resulting from the reorganisation according to their classes and their nominal value as well as the rules of share allocation to the shareholders (Article 63(1)⁴ of the Law on Companies);

2.2.8.2. the requirement for the Terms of Reorganization to cover the procedure for and time limits of the issue of shares to the shareholders of the companies resulting from the reorganisation (Article 63(1)⁵ of the Law on Companies);

2.2.8.3. the requirement for the Terms of Reorganization to cover the price difference paid out in cash between the shares held by the shareholders and the shares to be received in the companies resulting from the reorganisation (Article 63(1)⁶ of the Law on Companies);

2.2.8.4. the requirement for the Terms of Reorganization to cover the moment from which the shareholders of a company which cease to exist after the reorganisation shall be entitled to profits of the company resulting from the reorganisation, and all terms related to the granting of this right (Article 63(1)⁷ of the Law on Companies);

2.2.8.5. the requirement for the Terms of Reorganization to be assessed by the auditor or the audit firm (Article 63(2) of the Law on Companies);

2.2.8.6. the requirement for the auditor or the audit firm to draw up a report on the assessment of the Terms of Reorganisation (Article 63(3, 4) of the Law on Companies);

2.2.8.7. the requirement for the shareholders of the companies undergoing reorganization and participating in the reorganisation to agree not to perform an assessment of the Terms of Reorganisation and not to draw up a report on the assessment of the Terms of Reorganisation (Article 63(5) of the Law on Companies);

2.2.8.8. the requirement to present a report on the intended reorganization (Article 64 of the Law on Companies);

2.2.8.9. the requirement to allow each shareholder and creditor of the companies access to the reports on the assessment of the Terms of Reorganisation, if such are drawn up, and to the reorganisation reports on the intended reorganisation drawn up by the management boards of the companies undergoing reorganization and participating in the reorganisation, provided that such reports are drawn up (Article 65(2)^{4,5} of the Law on Companies);

2.2.8.10. the requirement for the heads of the companies undergoing reorganization and participating in the reorganisation to furnish the shareholders of the said companies with information about material changes in the assets, rights and obligations covering the period from the day of drawing up of the Terms of Reorganization to the day of the general meeting of shareholders which has the issue of adoption of a resolution on reorganisation of the companies on its agenda (Article 65(5, 6) of the Law on Companies);

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

2.2.8.11. the requirement to exchange the shares of the companies undergoing reorganization for the shares of the combined company resulting from the reorganisation (Article 67(1, 2) of the Law on Companies).

2.2.9. As provided for in Article 2.97(3) of the Civil Code, the reorganization of a legal entity by joining shall be a merger of one or more legal entities to another legal entity which becomes a successor to all rights and obligations of the legal entity undergoing reorganization. Given the fact that the company participating in the reorganization is a versatile successor to the rights and obligations of the companies undergoing reorganization, the reorganization will not adversely affect the financial instruments, funds, other assets, rights and obligations of the customers of the companies undergoing reorganization.

2.2.10. According to the Banking License No. 7 issued by the Bank of Lithuania on 4 February 1992 the combined company has the right to deliver and does deliver investment services. The company participating in the reorganization, as a versatile successor to the rights and obligations, will continue to provide investment and other services rendered by the companies undergoing reorganization in accordance with contractual conditions, procedures and deadlines.

2.3. Companies to Cease their Existence after Reorganization and the Company to Continue its Activities

2.3.1. Upon completion of the reorganization, i.e. the merger of AB bank FINASTA, FINASTA FMĮ with Šiaulių bankas AB, the combined company will continue its activities as a legal entity whereas AB bank FINASTA and FINASTA FMĮ will cease operation as legal entities and transfer all of their assets, rights and obligations to the combined company.

2.3.2. Following the registration of the new Articles of Association, the identifying information of the combined company resulting from the reorganisation will remain the same as the data on Šiaulių bankas AB operating before the reorganization and participating in the reorganization¹:

Name of the company	Public Limited Liability Company Šiaulių bankas
Legal form	Public Limited Liability Company
Registered office	Tilžės g. 149, Šiauliai
Legal entity code	112025254
VAT payer code	LT 120252515
Authorized capital	EUR 91,226,381.99
Number of shares	314,573.731 units
Nominal value of a share	EUR 0.29
Register which compiles and stores the data	Register of Legal Entities

¹ The amount of the authorized capital of Šiaulių bankas AB specified in the given Item is different from the data in Item 3.1.1 above. This difference is recorded taking into account the fact that the preparation and approval of the Terms of Reorganization involve an ongoing process of the increase of the authorized capital and the number of shares of Šiaulių bankas AB and modification of the Articles of Association to this end. The Articles of Association containing the authorized capital specified in this Item and the number of shares will be registered prior to the end of the reorganization and will not change in the amended Articles of Association registered after the reorganization.

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

2.3.3. The key activities of the combined company resulting from the reorganization will include the provision of the following financial services: receipt of deposits and other repayable funds, lending (including mortgage loans), payment services, issuance and administration of bills of exchange and other means of payment, if these activities are not covered by previously specified payment services, financial sureties and financial guarantees, transactions on money market instruments (bills, certificates of deposits, etc.) at the bank or customer's expense, foreign exchange, financial futures and options, currency exchange rate and interest rate instruments, public trading securities, investment services, financial intermediation (agency), cash management, credit rating services, safe custody services, currency exchange (in cash), cash storage and administration, services related with issuance of securities, settlement of transactions between credit institutions (clearing), financial instruments storage, accounting and management at the customer's expense, including custodianship and other related services such as cash or financial collateral management and other activities permitted under the license (Banking License No. 7 issued 4 February 1992) held by the combined company.

2.4. Execution and Completion of Reorganization

2.4.1. The information about the prepared Terms of Reorganization shall be made public (i) in the source indicated in the Articles of Association of the companies three times with at least 30-day intervals: AB bank FINASTA, FINASTA FMĮ and Šiaulių bankas AB in the electronic publication for public announcements issued by the Register of Legal Entities, (ii) on web sites at www.finasta.com and www.sb.lt.

2.4.2. The announcement and public notices shall contain the following information:

2.4.2.1. information required by Article 2.44 of the Civil Code of the Republic of Lithuania about the company participating in the reorganization and the companies undergoing reorganization;

2.4.2.2. method of the reorganization;

2.4.2.3. companies resulting from the reorganization;

2.4.2.4. the moment of the takeover of the rights and obligations of the companies undergoing reorganization by the company participating in the reorganization;

2.4.2.5. the moment of the transfer of the rights and obligations under the transactions of the companies which cease their existence after the reorganization to the company resulting from the reorganization and entry of the transactions in the company's accounting records.

2.4.3. As of the day of publication about the prepared Terms of Reorganization in the source indicated in the Articles of Association of the companies, Šiaulių bankas AB shall acquire the legal status of the company participating in the reorganization and AB bank FINASTA and FINASTA FMĮ shall acquire the legal status of the companies undergoing reorganization.

2.4.4. The companies participating in the reorganization and creditors of the companies undergoing reorganization may submit their claims from the first day of publication of the Terms of Reorganisation until the reorganization meeting (Article 66(2) of the Law on Companies).

2.4.5. The reorganization meeting will adopt a resolution regarding the reorganization and approve the Terms of Reorganization and the new Articles of Association of the company resulting from and

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

participating in the reorganization. The resolution will be adopted upon receipt of the necessary permits of the supervisory authority but not earlier than 30 days after the day on which the Register of Legal Entities shall announce about Terms of Reorganization received.

2.4.6. Documents confirming the reorganization meeting's resolutions on the reorganization shall be submitted to the Register of Legal Entities not later than within 5 days of the corresponding meeting.

2.4.7. The reorganization will be completed upon the fulfilment of the following condition:

- the new Articles of Association of the company participating in the reorganization shall be registered with the Register of Legal Entities.

SECTION III. COMPANY PARTICIPATING IN REORGANIZATION. COMPANIES UNDERGOING REORGANIZATION

3.1. The Company Participating in Reorganization

3.1.1. The information about the company participating in the reorganization

Name of the legal entity	Public Limited Liability Company Šiaulių bankas
Legal form of the legal entity	Public Limited Liability Company
Registered office of the legal entity	Tilžės g. 149, Šiauliai
Code of the legal entity	112025254
Register which compiles and stores the data	Register of Legal Entities
Code of value added tax payer	LT 120252515
Authorized capital	EUR 85,033.800
Paid-up authorized capital	EUR 85,033.800
Number of shares	293,220.000 units
Nominal value of a share	EUR 0.29
Class of the shares	Ordinary
Type of shares	Registered
Information on equity as at 31 March 2015	EUR 11,189.200
Licence	No. 7, issued 4 February 1992
Sets of financial statements are published at	www.sb.lt

3.2. The Companies Undergoing Reorganization

3.2.1. The information about AB bank FINASTA

Name of the legal entity	AB bank FINASTA
Legal form of the legal entity	Public Limited Liability Company
Registered office of the legal entity	Maironio g. 11, Vilnius
Code of the legal entity	301502699
Register which compiles and stores the data	Register of Legal Entities
Code of value added tax payer	LT 100003776115
Authorized capital	EUR 11,020.000
Paid-up authorized capital	EUR 11,020.000

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

Number of shares	3,800.000 units
Nominal value of a share	EUR 2.90
Class of the shares	Ordinary registered
Type of shares	Uncertificated
Information on equity as at 31 March 2015	EUR 6,401.000
Licence	No. 20, issued 15 May 2008
Sets of financial statements are published at www.finasta.com	

3.2.2. Should the address of the AB bank FINASTA registered office change during the reorganization, the address indicated in the present Terms of Reorganization shall be deemed the registered office consequently a change to the address shall be considered to have taken place in the Terms of Reorganization without a separate amendment thereof. In the event the address of the AB bank FINASTA registered office changes during the reorganization, the creditors of AB bank FINASTA can access the Terms of Reorganization and other documents referred to in Article 65(2) of the Law on Companies of the Republic of Lithuania at the new registered office of AB bank FINASTA.

3.2.3. The information about public limited liability company financial brokerage firm FINASTA

Name of the legal entity	Public Limited Liability Company Financial Brokerage Firm FINASTA
Legal form of the legal entity	Public Limited Liability Company
Registered office of the legal entity	Maironio g. 11, Vilnius
Code of the legal entity	122570630
Register which compiles and stores the data	Register of Legal Entities
Code of value added tax payer	LT 225706314
Authorized capital	LTL 2,440.000
Paid-up authorized capital	LTL 2,440.000
Number of shares	24.400 units
Nominal value of a share	LTL 100
Class of the shares	Ordinary registered
Type of shares	Uncertificated
Information on equity as at 30 June 2015	EUR 447.634
Licence	No. B087, issued 28 March 2003
Sets of financial statements are published at www.finasta.com	

3.2.3.1. Should the address of FINASTA FMĮ registered office change during the reorganization, the address indicated in the present Terms of Reorganization shall be deemed the registered office consequently a change to the address shall be considered to have taken place in the Terms of Reorganization without a separate amendment thereof. In the event the address of FINASTA FMĮ registered office changes during the reorganization, the creditors of FINASTA FMĮ can access the Terms of Reorganization and other documents referred to in Article 65(2) of the Law on Companies of the Republic of Lithuania at the new registered office of FINASTA FMĮ.

3.2.4. As of the day of the approval of the Terms of Reorganization under Article 62(3) of the Law on Companies of the Republic of Lithuania, Šiaulių bankas AB shall own 100 percent shares with a nominal value of EUR 2.90 each of AB bank FINASTA and 100 percent shares with a nominal value of LTL 100 each of FINASTA FMĮ.

SECTION IV. PROCEDURE OF TRANSFER OF ASSETS, RIGHTS AND OBLIGATIONS OF THE COMBINED COMPANY

4.1. General Provisions

4.1.1. The combined company resulting from the reorganisation will take over all the assets, rights and obligations of AB bank FINASTA and FINASTA FMĮ, the rights and obligations under the transactions of the companies undergoing reorganization, as well as other rights and obligations, including amounts estimated by the revenue administration officers of the State Social Fund and other state authorities, any taxes, penalties and interest (if any) payable to the State Budget of the Republic of Lithuania and municipal budgets and funds, as well as assets, rights and obligations that are not included in the financial statements of AB bank FINASTA and FINASTA FMĮ that are to cease their existence. The combined company resulting from the reorganisation shall take over the assets, rights and obligations of AB bank FINASTA and FINASTA FMĮ under the transactions as well as other rights and obligations in accordance with the procedure and time limits laid down in the Terms of Reorganization.

4.1.2. The rights and obligations of AB bank FINASTA and FINASTA FMĮ arising from the licensed activity, the assets, rights and obligations under contracts resulting from the licensed activity, information technology systems and other assets, rights and obligations, including contracts for third-party services, will be transferred by execution of one or several delivery and acceptance certificates. These assets will be considered as transferred to Šiaulių bankas AB upon the signing of the delivery and acceptance certificates.

4.1.3. All assets and liabilities of the companies undergoing reorganization that have not been transferred by execution of delivery and acceptance certificates, the rights and obligations acquired under transactions by the companies undergoing reorganization, except for the assets transferred in accordance with the procedure defined in Item 4.1.2, shall be assigned to the company participating in the reorganization, and the transactions of the companies undergoing reorganization shall be included into the accounting of the company participating in the reorganization on the basis of these Terms of Reorganization at the end of the day the company undergoing reorganization is deregistered from the Register of Legal Entities, without additional delivery and acceptance certificates signed in confirmation thereof.

4.2. Transfer of Assets, Rights and Obligations

4.2.1. The assets and liabilities referred to in Item 4.1.2 shall be considered transferred as at the date of the signing of one or several delivery and acceptance certificates (the delivery and acceptance certificates may be signed on different dates accordingly the date of the assets and liabilities transfer by execution of several delivery and acceptance certificates may vary) when the following conditions are met:

4.2.1.1. All the necessary permits for the reorganization are obtained from the supervisory authority (including withdrawal of company licenses);

4.2.1.2. A resolution on the reorganization is adopted;

4.2.1.3. One or several delivery and acceptance certificates are signed.

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

4.2.2. As of the date specified in Item 4.1.2 or Item 4.1.3:

4.2.2.1. The assets of the companies undergoing reorganization under Item 4.1.2, as well as the rights, obligations and liabilities assigned to those assets shall be considered the possessions of the Company participating in the reorganization. Liabilities and the assets referred to in Item 4.1.2 as well as the rights, obligations and liabilities assigned to those assets shall be included into the accounting of the company participating in the reorganization upon the signing of the delivery and acceptance certificate unless imperative rules of law otherwise require.

4.2.2.2. The rights and obligations acquired under transactions by the companies undergoing reorganization under Item 4.1.2 shall be assigned to the company participating in the reorganization, and such transactions shall be included into the accounting of the company participating in the reorganization upon the signing of the delivery and acceptance certificate unless imperative rules of law or the terms of transactions entered into by the companies undergoing reorganization otherwise require.

4.2.2.3. As of the date specified in Item 4.1.2 the company participating in the reorganization shall take over all the rights and obligations of the companies undergoing reorganization under Item 4.1.2 in all judicial or other legal proceedings involving the companies undergoing reorganization unless the mandatory provisions of the laws of the Republic of Lithuania state otherwise.

4.2.2.4. As of the date specified in Item 4.1.2 or Item 4.1.3 the combined company shall take over employment contracts concluded with the employees of the companies undergoing reorganization. From this moment it shall be considered that according to Article 138 of the Labour Code, employment relationships existing in the companies undergoing reorganization shall continue in the combined company under the same terms and conditions as laid down in their employment contracts unless the employees of the companies undergoing reorganization and the company participating in the reorganization agree otherwise.

4.2.2.5. Following the reorganization the companies undergoing reorganization will cease their activities, the assets under Item 4.1.3 and the rights, obligations and liabilities assigned to those assets shall be considered the assets and liabilities owned by the company participating in the reorganization and, based on these Terms of Reorganization, such assets as well as the rights, obligations and liabilities assigned to those assets shall be included into the accounting of the company participating in the reorganization as of the date specified in Item 4.1.3 unless imperative rules of law otherwise require.

4.2.2.6. Following the reorganization the companies undergoing reorganization will cease their activities, the rights and obligations under the transactions referred to in Item 4.1.3 shall be transferred to the combined company, and corporate transactions shall be included into the accounting of Šiaulių bankas AB as of the date specified in Item 4.1.3 and hence considered the combined company's assets, rights and obligations unless imperative rules of law otherwise require.

4.2.2.7. Following the reorganization the combined company shall be entitled to manage, use and have the disposition of the funds available in the company accounts and on hand as well as of the bank accounts of the companies, or these accounts shall be closed and the funds shall be transferred to the accounts of the combined company as of the date specified in Item 4.1.2 or Item 4.1.3 unless the mandatory provisions of the laws or the present Terms of Reorganization otherwise require.

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

4.2.2.8. The takeover of rights to the legally registerable assets of the companies undergoing reorganization, as well as the registerable assets related obligations of the companies undergoing reorganization, and other legally registerable obligations shall be registered if such registration is prescribed by law. Limitations of the rights to the registerable assets, obligations related to the registerable assets, as well as other obligations that shall be registered according to the imperative rules of law, shall be transferred to the company participating in the reorganization from the moment these limitations of the rights and / or obligations are registered / re-registered according to the procedure established by law if this is required by the mandatory provisions of the laws of the Republic of Lithuania.

4.2.2.9. The combined company shall take over mortgage claims, claims arising from the pledged assets, and all other rights and obligations of the companies, associated with mortgage or pledge of assets, as well as the rights and obligations in recovery processes, judicial proceedings or relations with notaries as of the date specified in Item 4.1.2 or Item 4.1.3 unless the mandatory provisions of the laws otherwise require.

4.2.2.10. The company participating in the reorganization shall take over the assets, rights and obligations under Items 4.1.2 and 4.1.3, including but not limited to, assets, rights and obligations not reflected in the financial statements of the companies undergoing reorganization, also all tax rights and obligations, including but not limited to, rights and obligations that might emerge after the tax administrator or other state authorities legally add on arrears, fines or interest with respect to the operations of the companies undergoing reorganization as of the date specified in Item 4.1.2 or Item 4.1.3 depending on the transfer method.

4.2.2.11. As of the date specified in Item 4.1.2 or Item 4.1.3 the combined company shall take over all the rights and obligations of the companies undergoing reorganization under Items 4.1.2 or 4.1.3 in all judicial or other legal proceedings involving the companies undergoing reorganization unless the mandatory provisions of the laws of the Republic of Lithuania state otherwise.

4.2.3. As of the date specified in Item 4.1.2 or Item 4.1.3 the contracts of the companies undergoing reorganization shall be considered the contracts of the combined company depending on the moment of the rights and obligations takeover unless the mandatory provisions of the laws of the Republic of Lithuania state otherwise.

4.2.4. The company participating in the reorganization shall carry out the takeover transactions under the terms and conditions contained therein.

4.2.5. The drawing up and publication of the Terms of Reorganization shall not restrict the right of the company participating in the reorganization and the companies undergoing reorganization to conduct their activities provided for in the Articles of Association.

4.2.6. Should any assets, rights and obligations of the companies undergoing reorganization, other than those mentioned above, emerge after the day on which the companies undergoing reorganization were deregistered from the Register of Legal Entities, such assets, rights and obligations shall be considered as transferred to the company participating in the reorganization according to the procedure laid down in Item 4.1.3.

SECTION V. RIGHTS GRANTED TO HOLDERS OF SHARES OF DIFFERENT CLASSES, DEBENTURES AND OTHER SECURITIES BY THE COMPANY PARTICIPATING IN REORGANIZATION THAT WILL CONTINUE ITS OPERATIONS AFTER REORGANIZATION

5.1. Rights Granted to Shareholders of Combined Company

5.1.1. Upon merging of AB bank FINASTA and FINASTA FMĮ into the combined company the shareholders of the combined will have property and non-property rights of shareholders defined in the Law on Companies, other legal acts, and the Articles of Association of the combined company resulting from the reorganization. The new Articles of Association are attached to the Terms of Reorganization and will be submitted for approval at the reorganization meeting.

5.1.2. A shareholder of the combined company shall exercise the shareholder's rights contained in the new Articles of Association as of the day on which the new Articles of Association are registered with the Register of Legal Entities of the Republic of Lithuania, with the exceptions allowed under the Terms of Reorganization.

5.1.3. A shareholder of the companies undergoing reorganization whereupon they will cease their activities shall enjoy the shareholder's rights granted by AB bank FINASTA and FINASTA FMĮ until the reorganization is completed.

5.1.4. The company shares held by the sole shareholder (Šiaulių bankas AB) of the companies which will cease their existence after the reorganization will not be exchanged for shares of the combined company. The said shareholder shall have the rights set forth in the Articles of Associations of the companies until the reorganization is completed.

5.1.5. The shareholders of the combined company shall be granted all the property and non-property rights of shareholders by virtue of the new Articles of Association as of the day on which the new Articles of Association are registered with the Register of Legal Entities of the Republic of Lithuania, with the exceptions allowed under the Terms of Reorganization. By then, the said shareholders shall exercise the rights granted to them under the current version of the Articles of Association of the company participating in the reorganization, which shall be valid until the date of registration of the new Articles of Association.

5.2. Rights Granted to Holders of Debentures and Other Securities of Combined Company

5.2.1. The companies have not issued any bonds or other securities, therefore no exchange of bonds or other securities shall take place during the reorganization. Moreover, no special rights shall be conferred on holders of bonds or other securities because of the reorganization. If the combined company resulting from the reorganization shall issue bonds or other securities, the holders will exercise the rights stipulated in the Articles of Association of the combined company, the laws of the Republic of Lithuania, and other regulations.

SECTION VI. SPECIAL RIGHTS GRANTED TO MEMBERS OF BODIES OF THE COMPANIES UNDERGOING AND PARTICIPATING IN REORGANIZATION

6.1. Heads and / or Management Boards of Companies are entitled to:

6.1.1. manage the reorganization and control its course for a respective company;

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

6.1.2. notify the shareholders and creditors of the companies of the prepared Terms of Reorganization according to the procedure established by law;

6.1.3. ensure the lawful disclosure of information on the reorganization under these Terms of Reorganization as well as other documentation if required by imperative rules of law;

6.1.4. ensure that the shareholders and creditors of the companies are allowed access to the present Terms of Reorganization, the new Articles of Association, sets of the companies' annual financial statements and other documentation and information provided by law;

6.1.5. ensure submission of the Terms of Reorganization to the Register of Legal Entities of the Republic of Lithuania in accordance with the procedure established by law;

6.1.6. make other decisions and perform other actions provided for in the Terms of Reorganization, resolutions of the general meetings of shareholders of a respective company, and legislation.

6.2. Head and / or Management Board of Company Participating in Reorganization are entitled to:

6.2.1. arrange a reorganization meeting;

6.2.2. sign the new Articles of Association to be approved at the reorganization meeting;

6.2.3. submit the new Articles of Association to the Register of Legal Entities;

6.2.4. make other decisions and performs other actions provided for in the Terms of Reorganization, relevant resolutions of the reorganization meeting of the company participating in the reorganization, resolutions of the general meetings of shareholders, and legislation.

SECTION VII. EXPIRY OF POWERS OF MANAGEMENT BODIES OF COMPANIES UNDERGOING REORGANIZATION

7.1. Expiry of Powers of Management Bodies of Companies Undergoing Reorganization

7.1.1. The powers of the management bodies and heads of the companies undergoing reorganization shall expire upon deregistration of the said companies from the Register of Legal Entities.

SECTION VIII. PROCEDURE OF CONVOCATION OF FIRST MEETING OF SHAREHOLDERS

8.1. First General Meeting of Shareholders

8.1.1. If the reorganization meeting may resolve that the general meeting of shareholders shall be convened for the purpose of merging the companies undergoing reorganization into the company participating in the reorganization under the given Terms of Reorganization, the first general meeting shall be held prior to the registration of the new Articles of Association with the Register of Legal Entities.

8.1.2. The first general meeting of shareholders shall be convened by the management board of the combined company in accordance with the procedure and time limits established by law. The

Terms of Reorganization of AB Bank FINASTA, Public Limited Liability Company Financial Brokerage Firm FINASTA, and Public Limited Liability Company Šiaulių Bankas

agenda for the first general meeting of shareholders shall be designed by the management board of the combined company.

8.1.3. The first general meeting of shareholders can amend and modify the new Articles of Association as well as consider other issues that are within the scope of the general meeting of shareholders.

ANNEXES TO THE TERMS OF REORGANIZATION

- Annex I: Resolution of the General Meeting of Shareholders of AB Bank FINASTA, 1 page;
- Annex II: Resolution of the General Meeting of Shareholders of Public Limited Liability Company Financial Brokerage Firm FINASTA;
- Annex III: Resolution of the General Meeting of Shareholders of Public Limited Liability Company Šiaulių bankas;
- Annex IV: Draft Articles of Association of Public Limited Liability Company Šiaulių bankas;
- Annex V: Balance Sheet of the Combined Company Resulting from the Reorganization.