

**SUMMARY**

**1. INTRODUCTION AND WARNINGS**

This Summary (the **Summary**) is a brief overview of the information disclosed in the base prospectus (the **Prospectus**), dated 23 April 2024, in connection with the public offering, listing and admission to trading (the **Offering**) of up to 25,000 Tier 2 subordinated notes with the nominal value of EUR 1,000 each (the **Notes**) of Akcinė bendrovė Šiaulių bankas (the **Company** or the **Issuer**) which forms the first series and tranche in the programme whereby up to 100,000 Notes in total may be issued (the **Programme**). The Notes offered in the first series shall be listed on the Baltic Bond List of the Nasdaq Vilnius Stock Exchange (**Nasdaq Vilnius**). The Summary has been appended to the final terms applicable to the Notes (the **Final Terms**). Information given in this Summary has been presented by the Company as at the registration of the Prospectus, unless otherwise stipulated herein.

This Summary should be read as an introduction to the Prospectus and any decision to invest in the Notes should be based on consideration of the Prospectus as a whole by the investor. Civil liability in relation to this Summary attaches only to those persons who have tabled the Summary, including any translation thereof, and only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Notes. Investment into the Notes involves risks, and the investor may lose all or part of the investment. The investor must consider that in the event the investor wants to bring a claim to the court in relation to the information contained in the Prospectus, they may be required to bear the costs of translating the Prospectus.

Name and international securities identification number (ISIN) of the securities. EUR 7.70 SIAULIU BANKAS SUBORDINATED BOND 24-2034, ISIN code LT0000409013.

The identity and contact details of the issuer, including its legal entity identifier (LEI). The business name of the Company is Akcinė bendrovė Šiaulių bankas. The Company was registered in the Enterprise Register of the Republic of Lithuania on 4 February 1992, corporate ID code of the Issuer 112025254 and its legal entity identifier (LEI) code is 549300TK038P6EV4YU51. The contact details of the Company are the following: address: Tilžės str. 149, Šiauliai, Lithuania; phone: +370 41 595 607; e-mail: [info@sb.lt](mailto:info@sb.lt).

The identity and contact details of the competent authority approving the prospectus, date of approval of the prospectus. This Prospectus has been approved by the Bank of Lithuania (the **BoL**) on 23 April 2024. The contact details of the BoL are the following: address Totorių str. 4, LT-01121 Vilnius, Lithuania; phone: +370 800 50 500; e-mail: [info@lb.lt](mailto:info@lb.lt).

**2. KEY INFORMATION ON THE ISSUER**

**“Who is the issuer of the securities?”**

The Issuer is the Akcinė bendrovė Šiaulių bankas. The Company has been established and is currently operating under the laws of the Republic of Lithuania in the form of a public limited company (in Lithuanian: *akcinė bendrovė* or AB) and is established for an indefinite term. The principal and permanent activity of the Company is a credit institution which accepts deposits, issues loans, makes money transfers and settlements, exchanges currencies for its clients, issues and processes debit and credit cards, is engaged in trade finance, investment services and securities trading. The Company’s group includes the following consolidated subsidiaries (the **Group**): UAB “SB lizingas”, Gyvybės draudimo UAB “SB draudimas”, UAB “SB Asset Management”, UAB “SB turto fondas”.

Akcinė bendrovė Šiaulių bankas and its subsidiaries offers a full range of banking and lending services in two segments – retail and corporate banking. In addition, on 1 December 2023, Šiaulių Bankas and Invalda INVL completed the merger of retail businesses. Following the completion of the transaction, the Group, in addition to the financial services it already provided, started to manage second- and third-pillar pension funds and investment funds for retail clients in Lithuania. The pension and investment fund business in Lithuania are managed through SB Asset Management UAB. The Group has also significantly expanded its life insurance business in the Baltic States, which are taken over by the Bank-controlled life insurance company SB Draudimas UAB (operating in Latvia and Estonia through its own branches).

As of the date of the Prospectus, the shareholders holding directly over 5% of all shares in the Company (the **Shares**) are the following:

Shareholder	Number of owned shares and votes directly	Percentage owned directly, %	Votes, held by other persons, acting in concert, %	Total, %
EBRD	84,101,686	12.69	–	12.69
Akcinė bendrovė "Invalda INVL"	118,384,452	17.85	0.39 <sup>1</sup>	18.24
Willgrow UAB (ME INVESTICIJA)	46,894,161	7.07	–	7.07
Algirdas Butkus	16,014,268	2.42	2.6 <sup>2</sup>	5.02

The Company is as of the date of the Prospectus not aware of any person directly or indirectly controlling the Company, nor of any arrangements or circumstances which may at a subsequent date result in a change in control over the Company.

The Company has a two-tier management system consisting of Supervisory Council, Management Board and CEO (Head of Administration), who together with the Management Board is responsible for the day-to-day management of the Company. The Supervisory Council is a collegial supervisory body, which is responsible for supervising the activities of the Issuer and its management bodies. The Management Board is a collegial management body, which is responsible for the strategic management of the Issuer, the appointment and removal of the CEO. The CEO is single person managing body of the Issuer who is responsible for the day-to-day management of the Issuer and enjoys the exclusive right of representing the Issuer vis-à-vis third parties. The highest governing body of the Company is the general meeting of shareholders.

As of the date of this Prospectus, the management board of the Company has eight members – Mr Vytautas Sinius (chairman and CEO), Mr Donatas Savickas, Mrs Daiva Šorienė, Mr Mindaugas Rudys, Mr Algimantas Gaulia, Mrs Agnė Duksienė, Mrs Laura Križinauskienė (upon permission of the ECB is received) and Mr Tomas Varenbergas (upon permission of the ECB is received). The supervisory board of the Company has seven members: Mr Gintaras Kateiva (the chairman), Mr Darius Šulnis, Mr Mindaugas Raila, Mrs Susan Gail Buyske (independent), Mr Valdas Vitkauskas (independent), Mr Tomas Okmanas (independent) and Mrs Monika Nachyla (independent) (upon permission of the ECB is received).

The statutory auditor of the Group for the financial years 2022 and 2023 is KPMG Baltics UAB (registry code 111494971; having its registered address at Lviso str. 101, Vilnius, Lithuania). KPMG Baltics UAB is a member of the Chamber of Auditors of Lithuania (in Lithuanian: *Lietuvos auditorių rūmai*).

#### “What is the key financial information regarding the issuer?”

The Group’s consolidated audited financial statements of and for the year ended on 31 December 2023 (the **Audited Financial Statements 2023**) and for the year ended on 31 December 2022 (the **Audited Financial Statements 2022**, together with the Audited Financial Statements 2023, the **Audited Financial Statements**), have been incorporated to the Prospectus by reference. The Audited Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. Below information has been presented in accordance with Annex III of European Commission Delegated Regulation (EU) 2019/979 as deemed most appropriate in relation to the Notes by the Company.

**Table 1. Consolidated income statement (in thousands of euros)**

Year	2023	2022
<b>Net interest income</b>	156,853	106,781
<b>Net fee and commission income</b>	20,252	18,749
<b>Net impairment loss on financial assets</b>	(15,518)	(5,409)
<b>Net trading income</b>	11,948	10,832
<b>Measure of financial performance used by the issuer in the financial statements such as operating profit</b>	110,974	85,321
<b>Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)</b>	75,375	67,449

<sup>1</sup>Votes, held by its subsidiary UAB "INVL Asset Management" – 0.39%.

<sup>2</sup> Votes, held by the controlled entities: prekybos namai "Aiva" UAB – 1.81%, Mintaka UAB – 0.79%.

Earnings per share (for equity issuers only)	0.13	0.11
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**Table 2. Consolidated balance sheet (in thousands of euros)**

Year	2023	2022
Total assets	4,809,321	4,182,656
Senior debt	203,617	151,204
Subordinated debt	72,863	20,027
Loans and Receivables from customers	2,931,637	2,634,077
Deposits from customers	3,162,657	2,784,968
Total equity	543,128	442,906
Non performing loans (based on net carrying amount)/Loans and receivables)	2.2%	2.0%
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	18.16%	18.14%
Total Capital Ratio*	20.67%	18.96 %
Leverage Ratio* (%)	8.72%	9.40%

\*These ratios are unaudited.

**“What are the key risks that are specific to the Issuer?”**

Credit Risk. Credit risk arises most significantly from the core business line of the Group – lending to retail and corporate customers. Credit risk may be adversely affected by circumstances beyond the Group’s control, such as adverse events in the general economic, political or regulatory environment or a decrease in the value of collateral provided in order to secure the credit granted by the Group’s companies. Credit risk includes concentration risk, which is a risk arising from overall spread of outstanding accounts over the number and variety of clients i.e., from having a large exposure to one client or group of clients. Credit risk also includes collateral risk, which is the risk that collateral securing the loans offered by the Group may lose its value or regulations regarding realisation of collateral may change in unfavourable direction for the Group.

Market Risk. Market risk stems from Group’s trading and investment activities in the financial markets, primarily in interest rate products, foreign exchange and stock markets as well as from borrowing activities and other means of taking in financial resources. Market risk is the risk of potential loss which may arise from unfavourable changes in foreign exchange rates, prices of securities or interest rates. The Group is exposed to the following types of market risk: foreign currency risk, price risk and interest rate risk.

Liquidity Risk. Liquidity risk relates to the ability of the Group to meet its contractual obligations on time without incurring material losses or disrupting its normal business operations. The Group relies on deposits from retail and corporate customers in order to service its liquidity needs. The liquidity risk arises from the difference between the assets (loans provided to the clients) and the liabilities (deposits).

Funding Risk. The Group’s business and ability to duly fulfil its obligations is reliant on its ability to finance its current operations at reasonable terms. Access to, and the cost of, financing raised by the Group’s companies through the money and capital markets are affected, among other things, by general interest rate levels, the situation on the financial markets, or a downturn in the performance of market participants and the Group companies’ own capital adequacy and credit rating. Given that the conditions on the capital markets and the global economic environment have deteriorated significantly in the past year and that the global and Lithuanian economy continues to recede the Company may find it increasingly difficult to receive funding in the international financial markets on favourable terms.

Operational Risk. Operational risk is a risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events. Operational risk includes legal risk, information and communications technology risk and reputational risk, but excludes strategic risk. Operational risk is inherent in all products, activities, processes, and systems.

Strategic Risk. Strategic risk is the risk of losses, including in the form of foregone revenues or additional costs including restructuring costs or assets write-offs, due to mis-assessment of or changes in the Group’s external environment, to which the Group does not timely and appropriately adapt to. The relevant factors within the external environment include the competitive landscape, technological shifts, customer preferences, changes

in regulation, and industry and product profitability.

**Solvency risk.** Solvency risk is the risk of not having sufficient capital to absorb losses, including the risk of not having sufficient capital to meet the regulatory minimum requirements. Credit institutions and investment firms must adhere to strict capital adequacy requirements subject to frequent reforms and changes. Such changes, either individually or in combination, may lead to unexpected increased requirements and have a material adverse effect on the business of Akcinė bendrovė Šiaulių bankas and the Group as a whole.

**Compliance Risks.** Compliance risk is the existing and potential risk to income, capital, and reputation due to noncompliance or violation of legislation, guidelines, standards or ethical principles. Compliance risk can manifest in the form of fines, claims for damages, termination of contractual relations, and in extreme cases withdrawal of operating licenses.

**Country risk.** Country risk is the risk of suffering losses caused by events associated with a specific sovereign jurisdiction, rather than due to reasons related to a specific counterparty. Selected subcategories of country risk include transfer and convertibility risk, political risk, macroeconomic and sovereign risk. Distinction is made between cross-border country risk and domestic country risk.

**Exposure to Regulatory Actions and Investigations.** The Group offers financial services and products and is therefore subject to extensive and comprehensive regulations imposed both through local Lithuanian and European legal acts. Any determination by the authorities regarding the incompliance with all the applicable regulations may have a material adverse effect on the Group's business, financial condition, and results of operations.

### 3. KEY INFORMATION ON THE SECURITIES

#### “What are the main features of the securities?”

The Notes are Tier 2 subordinated notes with the nominal value of EUR 1,000. The Notes represent a direct, unsecured and subordinated debt obligation of the Company before the noteholder. The Notes are in dematerialised book-entry form and are not numbered. The Notes are registered in Nasdaq CSD under ISIN code LT0000409013.

The rights attached to the Notes have been established by the Terms and Conditions of the Tier 2 Subordinated Notes and Final Terms (the **Note Terms**). The main rights of noteholders arising from the Notes and the Note Terms are the right to the redemption of the Notes and the right to receive payment of interest. Noteholders can exercise their rights in accordance with the Note Terms of the Notes and applicable law.

**Interest and yield.** Notes carry an annual coupon interest at the fixed rate of 7.70 per cent., calculated from the Issue Date of the Notes until the date of redemption. Interest payments are made quarterly on 22 August, 22 November, 22 February and 22 May in each year. The interest on the Notes is calculated based on 30E/360 method.

**Maturity of Notes.** Notes are issued with a maturity of 10 years with the maturity date on 22 May 2034. According to the Note Terms, the Company is entitled to redeem the Notes prematurely at any time after the lapse of 5 years as from the date of issue by notifying the noteholders at least 30 days in advance. The Company is further entitled to redeem the Notes prematurely before the lapse of the 5-year term if there is a change in the regulative classification of the Notes resulting in the Notes being, in the opinion of the Company, excluded from the classification as own funds of a credit institution or if there is a significant change in the taxation regime applicable in respect of the Notes, provided that the Company was not in a position to foresee such changes upon the issue of the Notes.

The Notes may be redeemed prematurely by the Company on the above-described grounds only if the European Central Bank or such other competent authority has granted its consent to the early redemption. The noteholders are not entitled to claim early redemption of the Notes under any circumstances.

**Ranking and subordination.** The Notes are intended to qualify as own funds instruments within the meaning of point 119 of Article 4(1) of the CRR in the form of Tier 2 instruments as defined in Article 63 of the CRR.

In the event of the (a) voluntary or involuntary liquidation or (b) bankruptcy of the Company, the rights of the noteholders under the Notes to payments on or in respect of the Notes shall rank as follows:

- (i) junior to any present or future claims of (A) unsecured and unsubordinated creditors of the Company (including holders of senior preferred notes and the senior non-preferred notes, if any, issued by the Company), and (B) holders of senior subordinated notes and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, in priority to the Notes;
- (ii) pari passu among themselves and with any other present or future indebtedness of the Company which constitutes Tier 2 capital (as defined in Article 71 of the CRR);
- (iii) in priority to claims of holders of any outstanding Additional Tier 1 instruments (as defined in Article 52 of the CRR), and payments to holders of all classes of share capital of the Company in their capacity as such holders, and claims of any other subordinated creditors the claims of which rank, or are expressed to rank, junior to the Notes,

subject, in all cases, to mandatory provisions of the Lithuanian law.

The subordination of the Notes means that upon the liquidation or bankruptcy of the Company, all the claims arising from the Notes shall fall due in accordance with the Note Terms and shall be satisfied only after the full satisfaction of all unsubordinated recognised claims against the Company in accordance with the applicable law.

Furthermore, any liability arising under the Notes may be subject to the exercise of powers to write-down, conversion, transfer, modification, suspension or similar related power existing from time to time under, and exercised in compliance with, any laws, regulations, rules or requirements in effect in the Republic of Lithuania (the **Bail-in and Loss Absorption Powers**) by the European Single Resolution Board, the BoL, or such other resolution authority or governmental body with the ability to exercise any Bail-in and Loss Absorption Powers in relation to the Company (the **Resolution Authority**) in cases where the Company or any Group company meets the conditions for the initiation of resolution proceedings (i.e., fails or is likely to fail and certain other conditions are met). Exercising the Bail-in and Loss Absorption Powers is subject to numerous preconditions and will only be used as a last resort; however, if the powers are exercised, it is possible that: (a) the amount outstanding of the Notes is reduced, including to zero; (b) the Notes are converted into shares, other securities or other instruments of the Company or another person; (c) the Notes or the outstanding amounts of the Notes are cancelled; and/or (d) the Note Terms are altered (e.g., the maturity date or interest rate of the Notes could be changed). Therefore, if the Company as a resolution entity meets the conditions for the initiation of resolution, the exercising of the Bail-in and Loss Absorption Powers by the Resolution Authority may result in material losses for the noteholders. Financial public support will only be used as a last resort after having assessed and exploited, to the maximum extent practicable, the resolution tools, including the bail-in tool. Consent of the noteholders is not necessary for affecting bail-in measures by the Resolution Authority.

Transferability. The Notes are freely transferable; however, any noteholder wishing to transfer the Notes must ensure that any offering related to such a transfer would not be qualified as requiring the publication of a prospectus in accordance with the applicable law.

**“Where will the securities be traded?”**

The Company intends to apply for the listing and admission to trading of the Notes on the Baltic Bond List of the Nasdaq Vilnius Stock Exchange. The expected date of listing and the admission to trading of the Notes is on or about 28 May 2024.

**“What are the key risks that are specific to the securities?”**

- Credit Risk. An investment into the Notes is subject to credit risk, which means that the Company may fail to meet its obligations arising from the Notes in a duly and timely manner.
- Subordination Risk. The Notes are subordinated to all unsubordinated claims against the Company. This means that in the event of insolvency of the Company, all claims ranking senior to the claims under the Notes will be satisfied ahead of the claims of the noteholders under the Notes, and noteholders may lose all or some of their investment.
- Bail-in Risk. Any liability arising under the Notes may be subject to the exercise of the Bail-in and Loss Absorption Powers by the relevant Resolution Authority, which may result in material losses for the noteholders. If such powers are exercised, it is possible that: (a) the amount outstanding of the Notes is reduced, including to zero; (b) the Notes are converted into shares, other securities or other instruments of the Company or another person; (c) ) the Notes are cancelled; and/or (d) the Note Terms are altered (e.g., the maturity date or interest rate of the Notes could be changed).

Note Price and Limited Liquidity of Notes. Although every effort will be made by the Company to ensure the listing of the Notes as part of the Offering, no assurance can be provided that the Notes will be listed and admitted to trading. Nonetheless, if the Notes are admitted to trading, the liquidity of the Notes may remain low which may impair the ability of the noteholders to sell their Notes on the open market, or sell them at the expected price or amount.

**4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND ADMISSION TO TRADING ON A REGULATED MARKET**

**“Under which conditions and timetable can I invest in this security?”**

In the course of the Offering, the Company offers up to 25,000 Notes to be issued as of the first series and tranche under the Programme.

Right to participate in the Offering. The Notes are publicly offered to retail and institutional investors in Lithuania, Latvia and Estonia. The Company may also offer the Notes non-publicly to investors in any Member State of the EEA in circumstances described in Article 1(4) of the Prospectus Regulation (EU) 2017/1129.

Issue Price. The Notes are offered for the price of EUR 1,000 per one Note which corresponds to 100% of the

nominal value of the Notes (the **Issue Price**).

**Offering Period.** The Offering Period is the period during which the persons who have the right to participate in the Offering may submit Subscription Orders for the Notes. The Offering Period commences on 2 May 2024 at 9 a.m. (Eastern European Summer Time – Lithuanian time) and terminates on 17 May 2024 at 3.30 p.m. (Eastern European Summer Time – Lithuanian time) (the **Offering Period**), unless the Offering is cancelled.

**Submission of Subscription Orders.** In order to participate in the Offering, an investor must submit an order to subscribe for the Notes (the **Subscription Order**) during the Offering Period. In order to subscribe for the Notes, an investor must have a securities account with an Exchange Member. The list of Exchange Members is available on the website <https://nasdaqbaltic.com/statistics/en/members>.

An investor participating in the Offering may subscribe for the Notes only for the Issue Price in euros.

In order to subscribe for the Notes, the Investor must have a Securities Account with the Exchange Member and fill in a Subscription Order form provided by the Exchange Member and in conformity with the terms and conditions of the Offering in order for the Exchange Member to enter a buy order in Nasdaq's trading system. The Subscription Order must include the following information:

<b>Owner of the securities account:</b>	name of the investor
<b>Securities account:</b>	number of the investor's securities account
<b>Account operator:</b>	name of the investor's account operator
<b>Security:</b>	EUR 7.70 SIAULIU BANKAS SUBORDINATED BOND 24-2034
<b>ISIN code:</b>	LT0000409013
<b>Amount of securities:</b>	the number of Notes which the investor wishes to subscribe for
<b>Price:</b>	EUR 1,000
<b>Transaction amount:</b>	the number of Notes which the investor wishes to subscribe for, multiplied by the Issue Price per Note
<b>Counterparty:</b>	Akcinė bendrovė Šiaulių bankas
<b>Securities account of the counterparty:</b>	99103899789
<b>Account operator of the counterparty:</b>	Akcinė bendrovė Šiaulių bankas
<b>Issue and settlement date:</b>	22 May 2024
<b>Type of transaction:</b>	„subscription“
<b>Type of settlement:</b>	“delivery versus payment”

A Subscription Order is deemed submitted from the moment Nasdaq CSD receives a duly completed transaction instruction from the account operator of the respective investor.

An investor shall bear all costs and fees charged by the respective account operator accepting the Subscription Order in connection with the submission, cancellation or amendment of a Subscription Order.

An investor must authorise the account operator that operates such investor's securities account to disclose to the Company and Nasdaq CSD among other information the investor's name, personal ID code or registration code and address of the investor, the number of the investor's securities account, the name of the investor's account operator and the number of Notes for which the investor wishes to subscribe for. Subscription Orders without the disclosure of the above information will be disregarded. An investor must ensure that all information contained in the Subscription Order is correct, complete and legible. The Company reserves the right to reject any Subscription Orders, which are incomplete, incorrect, unclear or illegible, or which have not been completed and submitted during the Offering Period in accordance with all requirements set out in the terms and conditions of the Offering.

**Payment.** By submitting a Subscription Order, an investor authorises and instructs the institution operating the investor's cash account connected to its/his/her securities account to immediately block the whole transaction amount on the investor's cash account until the settlement is completed or funds are released in accordance with the terms and conditions of the Offering. The transaction amount to be blocked will be

equal to the Issue Price in euros multiplied by the number of Notes which the investor wishes to acquire.

Distribution and Allocation. The Company will decide on the allocation of the Notes after the expiry of the Subscription Period. The Notes will be allocated to the investors participating in the Offering in accordance with the following principles: (i) the division of Notes between the retail and institutional investors has not been predetermined. The Company will determine the exact allocation in its sole discretion; (ii) under the same circumstances, all investors shall be treated equally, whereas dependent on the number of investors and interest towards the Offering, the Company may set minimum and maximum number of the Notes allocated to one investor; (iii) the allocation shall be aimed to create a solid and reliable investor base for the Company; (iv) the Company shall be entitled to prefer Bank's existing clients (corporate and natural persons) who have bank account with the Bank on the last date of the Offering Period; (v) possible multiple Subscription Orders submitted by an investor shall be merged for the purpose of allocation; (vi) Subscription Orders via a nominee accounts (incl. if made on the account of pension investment accounts) are treated as Subscription Orders from separate independent investors if the Bank was disclosed with relevant information. Although each investor subscribing via a nominee account is considered as an independent investor during the allocation process, the nominee account holder is responsible for the allocation of the Notes to the investor; and (vii) each investor entitled to receive the Notes shall be allocated a whole number of Notes and, if necessary, the number of Notes to be allocated shall be rounded down to the closest whole number. Any remaining Notes which cannot be allocated using the above-described process will be allocated to investors on a random basis.

The results of the allocation process of the Offering will be announced through the information system of the Nasdaq Vilnius Stock Exchange and through the Company's website <https://sb.lt/>. The Company plans to announce the results of allocation of the Notes on or about 20 May 2024, but in any case, before the Notes are transferred to the investors' securities accounts.

Settlement. The Notes allocated to investors will be transferred to their securities accounts on or about 22 May 2024 through the "delivery versus payment" (DVP) method simultaneously with the transfer of payment for such Notes. The title to the Notes will pass to the relevant investors when the Notes are transferred to their securities accounts.

Return of funds. If the Offering or a part thereof is cancelled in accordance with the terms and conditions described in the Prospectus, if the investor's Subscription Order is rejected or if the allocation is less than the amount of Notes applied for, the funds blocked on the investor's cash account, or the excess part thereof, will be released by the respective financial institution.

Cancellation of Offering. The Company has the right to cancel the Offering in full or in part in its sole discretion, at any time until the end of the Offering Period. Any cancellation of the Offering will be announced through the information system of the Nasdaq Vilnius Stock Exchange and through the Company's website <https://sb.lt/>.

#### **"Why is this Prospectus being produced?"**

Reasons for the Offering. The overall purpose of the Programme and the Offering is to strengthen the capital structure of the Issuer and ensure stable access to additional capital to support further growth and market position of the Issuer.

Use of Proceeds. The Company plans to use the proceeds of the issue of the Notes for the general banking and other corporate purposes of the Issuer, including but not limited to meet mandatory minimum requirement on equity and eligible liabilities for the Issuer at the consolidated level.

Underwriting arrangements. The Offering is not subject to any underwriting on a firm commitment basis.

Material conflicts of interests. To the knowledge of the Management Board, there are no conflicting interests which are material to the Offering.