



**NOTIFICATION OF A PERSON
ON THE ACQUISITION/DISPOSAL OF THE VOTING RIGHTS**

1. Issuer's name, legal entity code, head office address, state

Akcinė bendrovė Šiaulių bankas, 112025254, Tilžės str.149, Šiauliai, Lithuania

2. Reasons for crossing the declared threshold (tick the relevant box(es)):

Acquisition or disposal of the voting rights

Acquisition or disposal of financial instruments

[Subscription and acquisition of the shares during the issuer's new issue of the shares] Event resulting in the change of the held amount of the voting shares

Other (*indicate a relevant reason, e.g. change of classification of the nature of the holding (e.g. expiration of validity of financial instruments), acting jointly, other reasons*):

Termination of the Shareholders' Agreement dated 3 June 2005 (as amended) entered between European Bank of Reconstruction and Development and certain other shareholders of the issuer (the **Shareholders' Agreement**), according to which their votes were counted together.

3. Details on the person who is subject to the obligation of notification (by exceeding the specified limits in the descending or the ascending order)¹

Name and surname or name of legal entity Head office address of legal entity

European Bank for Reconstruction and Development

One Exchange Square,
London, EC2A 2JN, United Kingdom

4. Name and surname or name of shareholder (applicable in the cases referred to in Article 26(1)(2-10) and Article 26(2) of the Law, if different from the person referred to in item 3. Every person whose votes are to be calculated together with the votes of the person referred to in item 3 should be indicated, with specifying the amount and the share in per cent of the voting rights directly held by each of such persons):

European Bank for Reconstruction and Development (**EBRD**) directly holding 156,308,983 votes (26.02%).

5. Declared threshold and date of crossing it (e.g., date of acquisition or disposal of the shares; date of any other reason causing the obligation of notification to arise; in cases of a passive crossing of the threshold, the date of share-related event):

The amount of directly owned votes passed the threshold of 25% in ascending order (upon the acquisition of title to the newly issued shares) on 20 December 2018.

The amount of the group's votes passed the threshold of 30% in descending order (upon the termination of the Shareholders' Agreement) on 20 December 2018.



6. General positions of the persons who are subject to the notification obligation:

	Voting rights granted by the shares, per cent (total 7. A)	Voting rights granted by means of financial instruments, per cent (total 7. B.1 + 7. B.2)	Both in total, per cent (7. A + 7. B)	Net amount of issuer's voting rights ²
Situation present upon crossing or reaching the threshold	26.02%	-	26.02%	600,726,263
Position of the previous notification (if applicable)	39.86%	-	39.86%	

7. Information on the situation present upon crossing the threshold:³

A: Voting rights granted by shares

Class/ type of shares ISIN code	Amount of the voting rights ⁴		Voting rights, per cent	
	Directly (Article 25 of the Law)	Indirectly (Article 26 of the Law)	Directly (Article 25 of the Law)	Indirectly (Article 26 of the Law)
PVA LT00001022 53	156,308,983	-	26.02%	-
SUBTOTAL A	156,308,983	-	26.02%	-

B 1: Financial instruments which upon expiration of the buy-up term as agreed officially shall grant the right or possibility to acquire shares granting the voting rights already issued by the issuer (Article 27 of the Law)

Financial instrument	Expiration date of the term ⁵	Period for usage/ conversion ⁶	Amount of the voting rights which may be obtained if the instrument is used / converted	Voting rights, per cent
-	-	-	-	-
		SUBTOTAL B.1	-	-



B 2: Financial instruments linked to the financial instruments referred to in item B1 and having a similar economic effect (Article 27 of the Law)

Financial instrument	Expiration date of the term ⁵	Period for usage/ conversion ⁶	Settlement in kind or in money ⁷	Amount of the voting rights	Voting rights, per cent
-	-	-	-	-	-
SUBTOTAL				-	-
B.2					

8. Details on the person who is subject to the obligation of notification (tick the relevant box):

A person who is subject to the obligation of notification is not controlled by any other natural or legal person and does not control any other undertakings that directly or indirectly have the issuer's voting rights (if a person who is subject to the obligation of notification is controlled by and (or) controls other undertaking, the second option is to be marked)

[...] **The entire** chain of controlled undertakings by means of which the voting rights and (or) financial instruments are managed, starting with the main controlling natural or legal person⁸:

Name and surname / name ⁹	Voting rights in per cent (if they amount to the threshold mandatory of notification or cross that threshold)	Voting rights by means of financial instruments in per cent (if they amount to the threshold mandatory of notification or cross that threshold)	Total of both voting rights, per cent (if they amount to the threshold mandatory of notification or cross that threshold)

9. Details in case of voting by proxy: [name and surname / name of proxy] shall lose his voting rights [per cent and amount] from [date]

10. Additional information:

(e.g. correction of the previous notification)

The amount of voting rights directly held by EBRD has increased due to the acquisition of the newly issued shares (amendments to the Articles of Association of the issuer were registered on



13 December 2018). On the date of this notice, EBRD directly holds more than 25% (i.e. 26.02%) of the voting rights as a shareholder of the issuer.

According to the Shareholders' Agreement, the voting rights of EBRD and other shareholders are not counted together due to the termination of the Shareholders' Agreement. The EBRD, as a party to the Shareholders' Agreement, together with other parties to the Shareholders' Agreement held more than 30% of the voting rights at the issuer's general meeting. After the termination of the Shareholders' Agreement, EBRD directly holds 26.02% (i.e. more than 25%) of the voting rights as a shareholder of the issuer.

Filled-in on 21 December 2018.

Enrico Canzio
Director, Chief Counsel
European Bank of Reconstruction and Development

¹In the circumstances referred to in Article 26(1)(3–9) of the Law, information about the following persons should be provided:

- in case referred to in Article 26(1)(3) of the Law, natural or legal person acquiring the voting rights and entitled to exercise them according to the agreement;
- in case referred to in Article 26(1)(4) of the Law, natural or legal person to whom the shares have been pledged, provided that the natural or legal person in question controls the voting rights and declared his intentions to exercise them, as well as the natural or legal person who pledged the shares under such conditions;
- in case referred to in Article 26(1)(5) of the Law, natural or legal person who uses the shares as an usufruct, provided that the natural or legal person in question is entitled to exercise the voting rights granted by such shares, as well as the natural or legal person who loses the voting rights when using the shares as an usufruct;
- in case referred to in Article 26(1)(6) of the Law, controlling natural or legal person and the controlled undertaking, if it is bound by obligation of notification of acquisition or disposal of the voting rights as provided for in Article 25, Article 26(1)(2–5) of the Law or any of these cases;
- in case referred to in Article 26(1)(7) of the Law, a person to whom the shares are transferred by trust, provided that he may exercise the voting rights granted by such shares at his own discretion, as well as the person who transferred the shares by trust granting the right to exercise the voting rights granted by such shares;
- in case referred to in Article 26(1)(8) of the Law, natural or legal person managing the voting rights;
- in case referred to in Article 26(1)(9) of the Law, an authorized person (proxy), provided that he may exercise the voting rights at his own discretion, as well as the shareholder who has granted the proxy the right to exercise the voting rights at his own discretion (e.g. management undertakings).

² The net amount of the voting rights shall be comprised of the voting rights granted by all shares including depository receipts marking the shares which are granted the voting rights, even if the exercise of the voting rights is suspended for a time.

³ If the amount of the voting rights is less than the minimum threshold referred to in Article 25(1) of the Law, the amount of the held financial instruments and the voting rights attached thereto which is present on the date of crossing the declared threshold shall be indicated.

⁴ To be filled in only when the holding is comprised of directly and indirectly held voting rights. The definition “directly held votes” shall mean the votes granted by the shares held by the person by the right of the ownership. The definition “indirectly held votes” shall mean the votes held by the person on one or more of the grounds specified in Article 26(1)(2–10) and (or) Article 26(2) of the Law.

⁵ Expiration date of the buy-up/validity of financial instrument shall be the date when the right to acquire shares expires.

⁶ To be filled in only when the financial instrument has the same period (e.g. every 3 months, starting with [date]).



⁷ If settlement is made in cash, the amount and percentage of the voting rights subject to notification shall be calculated considering the total relative number of the shares forming the basis for financial instrument multiplied by *delta* ratio (paragraph 28 of the Rules).

⁸ The entire chain of the controlled undertakings, starting with the main controlling natural or legal person, shall be indicated also in cases when the threshold is crossed at the level of only the controlled undertakings, whereas the controlled undertaking shall inform about submission of notification. In cases of multiple chains by means of which the voting rights and (or) financial instruments are used, notification of all such chains has to be made, with leaving a blank line between different chains (e.g. A, B, C, blank line, A, B, D, blank line, A, E, F etc.).

⁹ Names of the controlled undertakings by means of which the voting rights and (or) financial instruments are used shall be indicated disregarding whether these controlled undertakings reach or cross the lowest set threshold.
