

## **CONFIRMATION FROM THE RESPONSIBLE PERSONS**

We, Chief Executive Officer of Šiaulių bankas AB Audrius Žiugžda and Chief Accountant Vita Adomaityte, confirm that as far as we know, the financial statements for 12 months of 2012 are formed in compliance with the applicable accounting standards, correspond the reality and correctly reflect the total assets, liabilities, financial status, activity result and cash flow of Šiaulių bankas AB and consolidated companies.

Chief Executive Officer

Chief Accountant

 Vita Adomaitytė

20-02-2013



## FINANCIAL STATEMENT

**31 DECEMBER 2012** 

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(all amounts are in LTL thousand, unless otherwise stated)

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(all amounts are in LTL thousand, unless otherwise stated)

## THE GROUP'S AND BANK'S STATEMENT OF FINANCIAL POSITION

|   |       |           | 31-12-2012 |           | 31-12-2011 |
|---|-------|-----------|------------|-----------|------------|
|   | Notes | Group     | Bank       | Group     | Bank       |
| ASSETS  |       |           |            |           |            |
| Cash and cash equivalents                     | 2     | 221 855   | 221 805    | 223 846   | 223 844    |
| Due from other banks                          | 3     | 4 137     | 4 137      | 4 147     | 4 147      |
| Trading securities                            | 6     | 51 198    | 51 198     | 16 574    | 16 574     |
| Derivative financial instruments              |       | 8 125     | 8 125      | -         | -          |
| Loans to customers                            | 4     | 1 736 751 | 2 057 702  | 1 786 631 | 2 069 758  |
| Finance lease receivables                     | 5     | 183 863   | -          | 163 741   | -          |
| Investment securities:                        |       |           |            |           |            |
| - available-for-sale                          | 6     | 207 611   | 205 385    | 35 617    | 32 068     |
| - held-to-maturity                            | 6     | 273 031   | 273 031    | 306 349   | 303 281    |
| Investments in subsidiaries, associates       | 6     | 0         | 51 791     | 18 392    | 16 889     |
| Intangible assets                             |       | 1 207     | 903        | 916       | 894        |
| Tangible fixed assets                         |       | 90 496    | 45 728     | 80 188    | 47 578     |
| Prepaid income tax                            |       | 208       | -          | 10        | -          |
| Deferred income tax assets                    |       | 7 669     | 6 225      | 9 091     | 8 952      |
| Other assets                                  | 7     | 156 552   | 5 436      | 77 803    | 7 581      |
| Assets related with subsidiaries to sale      | 7     | -         | -          | 13 999    | -          |
| Total assets                                  |       | 2 942 703 | 2 931 466  | 2 737 304 | 2 731 566  |
| LIABILITIES                                   |       |           |            |           |            |
| Due to other banks and financial institutions | 8     | 406 270   | 408 568    | 470 889   | 470 900    |
| Derivative financial instruments              |       | -         | -          | -         | -          |
| Due to customers                              | 9     | 2 165 691 | 2 165 852  | 1 893 885 | 1 894 167  |
| Special and lending funds                     | 10    | 7 294     | 7 294      | 16 900    | 16 900     |
| Debt securities in issue                      | 11    | 22 912    | 22 912     | 45 284    | 45 284     |
| Income tax liabilities                        |       | 390       | -          | 138       | -          |
| Deferred income tax liabilities               |       | 5 668     | -          | -         | -          |
| Liabilities related with subsidiaries to sale | 7     | -         | -          | 1 296     | -          |
| Other liabilities                             | 12    | 20 022    | 7 984      | 14 694    | 6 707      |
| Total liabilities                             |       | 2 628 247 | 2 612 610  | 2 443 086 | 2 433 958  |
| EQUITY  |       |           |            |           |            |
| Share capital                                 | 13    | 234 858   | 234 858    | 234 858   | 234 858    |
| Share premium                                 | 13    | 47 861    | 47 861     | 47 861    | 47 861     |
| Reserve capital                               | 13    | 2 611     | 2 611      | 2 611     | 2 611      |
| Statutory reserve                             | 13    | 1 891     | 1 289      | 960       | 648        |
| Financial assets revaluation reserve          |       | 5 194     | 5 194      | (1 182)   | (1 182)    |
| Retained earnings                             |       | 21 207    | 27 043     | 9 110     | 12 812     |
| Non controlling interest in equity            |       | 834       | -          | -         | -          |
| Total equity                                  |       | 314 456   | 318 856    | 294 218   | 297 608    |
| Total liabilities and equity                  |       | 2 942 703 | 2 931 466  | 2 737 304 | 2 731 566  |

The notes on pages 10-37 constitute an integral part of these financial statements

Chief executive Officer Chief accountant



Audrius Žiugžda Vita Adomaitytė

(all amounts are in LTL thousand, unless otherwise stated)

| Continuing operations         Notes         Group         Bank         Group         Bank           Interest and similar income         14         124 497         122 427         120 802         116 080           Interest expense and similar income         15         16 545         16 617         14 208         14 152           Fee and commission income         15         16 545         16 617         14 208         14 152           Fee and commission income         15         08 4450         (7 944)         (5 703)         8 484           Allowance for impairment losses         17         (28 136)         (25 926)         (10 621)         (9 561)           Result from associate company         -         -         11         -         -           Net gain on operations with securities         10 608         9 606         (3 441)         (3 441)           Net forcign exchange gain         4 866         4 865         4 881         4 883           Gain on disposal of assets         7 968         57         2 164         31           Other income         3 744         1009         2 899         736           Losses) profit form continuing operations         -         -         -         -         -         -<   |   |       |            | 31-12-2012 |             | 31-12-2011 |
|--|---|-------|------------|------------|-------------|------------|
| Interest expense and similar charges       14       (68 612)       (68 611)       (66 024)       (66 029)         Net interest income       55 885       53 816       54 778       50 051         Fee and commission income       15       16 545       16 617       14 208       14 152         Fee and commission income       15       (8 445)       (7 944)       (5 724)       (5 703)         Net fee and commission income       8 100       8 673       8 484       8 449         Allowance for impairment losses       17       (28 136)       (25 926)       (10 021)       (9 561)         Result from associate company       -       -       11       -       -       11       -         Net gain on operations with derivative       10 008       9 606       (3 441)       (3 441)       (3 441)         Net gain on operations with securities       10 008       9 606       (3 441)       (3 441)       (3 44)         Net gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       10 009       2 899       736         Administrative and other operating expenses       14 378       15 458       15 637       14 512         Dividends from investments in su   | Continuing operations                       | Notes | Group      | Bank       | Group       | Bank       |
| Net interest income         55 885         53 816         54 778         50 051           Fee and commission income         15         16 545         16 617         14 208         14 152           Fee and commission income         15         16 545         16 617         14 208         14 152           Fee and commission income         8 100         8 673         8 484         8 449           Allowance for impairment losses         17         (28 136)         (25 926)         (10 621)         (9 561)           Result from associate company         -         -         11         -         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         -         11         -         -         -         -         -         14         313         314         3486         4865         4881         4883         36         314         314         314         314         314         314         314         314         314         314         312  |   | 14    | 124 497    | 122 427    | 120 802     | 116 080    |
| Fee and commission income       15       16 545       16 617       14 208       14 152         Fee and commission expense       15       (8 445)       (7 944)       (5 724)       (5 703)         Net fee and commission income       8 100       8 673       8 484       8 449         Allowance for impairment losses       17       (2 136)       (2 5 926)       (10 621)       (9 561)         Net gain on operations with derivative financial instruments       2 861       2 861       -       -       11       -         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)       (3 441)         Net foring in exchange gain       4 886       4 885       4 881       4 883         Gini on disposal of assets       7 968       57       2 164       31         Other income       3 744       1009       2 899       736         Administrative and other operating expenses       16       (51 518)       (39 503)       (43 518)       (36 636)         (Losses) profit form continuing operations       -       1000       -       -       -       -       -       -       -       -       -       -       -       -       -       -       -       - <td>Interest expense and similar charges</td> <td>14</td> <td>(68 612)</td> <td>(68 611)</td> <td>(66 024)</td> <td>(66 029)</td> | Interest expense and similar charges        | 14    | (68 612)   | (68 611)   | (66 024)    | (66 029)   |
| Fee and commission expense         15         (8 445)         (7 944)         (5 724)         (5 703)           Net fee and commission income         8 100         8 673         8 484         8 449           Allowance for impairment losses         17         (28 136)         (25 926)         (10 621)         (9 561)           Net gain on operations with derivative         -         -         11         -           financial instruments         2 861         2 861         -         -           Net gain on operations with securities         10 608         9 606         (3 441)         (3 441)           Net foreign exchange gain         4 866         4 865         4 881         4 883           Gain on disposal of assets         7 968         57         2 164         31           Other income         3 744         1 009         2 899         736           Administrative and other operating expenses         16         (51 518)         (39 503)         (43 518)         (36 636)           (Losses) profit form ontinuing operations         -         -         -         -         -           Dividends from investments in subsidiaries         -         1000         -         -         -           (Losses) profit form dycantin   | Net interest income                         |       | 55 885     | 53 816     | 54 778      | 50 051     |
| Net fee and commission income         8 100         8 673         8 484         8 449           Allowance for impairment losses         17         (28 136)         (25 926)         (10 621)         (9 561)           Result from associate company         -         -         11         -         -         11         -           Net gain on operations with derivative financial instruments         2 861         2 861         -         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         -         -         -         -         -         -         -         -         -         -         11         -         -         -         -         -         11         -         -         -         11         -         -         -         11         -         -         -         -         -         -         -         -         -         11         -   | Fee and commission income                   | 15    | 16 545     | 16 617     | 14 208      | 14 152     |
| Allowance for impairment losses       17       (28 136)       (25 926)       (10 621)       (9 561)         Result from associate company       -       -       11       -         Net gain on operations with derivative       10 608       9 606       (3 441)       (3 441)         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)         Net gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1009       2 899       736         Administrative and other operating expenses       16       (51 518)       (39 503)       (43 518)       (36 636)         (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Discontinued operations       -       -       -       -       -         (Losses) profit form discontinued operations       -       14 378       16 458       15 637       14 512         Discontinued operations       -       -       -       -       -       -       -       -       -       -       -       -       -       -<  | Fee and commission expense                  | 15    | (8 445)    | (7 944)    | (5 724)     | (5 703)    |
| Result from associate company       -       -       11         Net gain on operations with derivative         financial instruments       2 861       2 861       -       -         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)         Net foreign exchange gain       4 866       4 865       4 881       4 883         Gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1 009       2 899       736         Administrative and other operating expenses       16       (51 518)       (39 503)       (43 518)       (36 636)         (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Dividends from investments in subsidiaries       -       1 000       -       -         (Losses) profit before income tax       14 378       16 458       15 637       14 512         Discontinued operations:       -       -       -       -       -         (Losses) profit for the year       7       -       -       (685)       -         (Losses) profit for the year       7       -       -       (685)       -       1000       -   | Net fee and commission income               |       | 8 100      | 8 673      | 8 484       | 8 449      |
| Net gain on operations with derivative         financial instruments       2 861       2 861       -       -         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)         Net foreign exchange gain       4 866       4 865       4 881       4 883         Gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1 009       2 899       736         Administrative and other operating expenses       16       (51 518)       (39 503)       (43 518)       (36 636)         (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Dividends from investments in subsidiaries       -       1 000       -       -         (Losses) profit form discontinued operations:       -       -       -       -         Income tax expense       (1 351)       (1 586)       (1 929)       1 700         (Losses) profit for the year       13 027       14 872       13 023       12 812         Other comprehensive (loss) income       37518       7 518       (1 656)       (3 027)         Deferred income tax on (loss) gain from       -       -       6 376       6 376  | Allowance for impairment losses             | 17    | (28 136)   | (25 926)   | (10 621)    | (9 561)    |
| financial instruments       2 861       2 861       -       -         Net gain on operations with securities       10 608       9 606       (3 441)       (3 441)         Net foreign exchange gain       4 866       4 865       4 881       4 883         Gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1 009       2 899       736         Administrative and other operating expenses       16       (51 518)       (39 503)       (43 518)       (36 636)         (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Dividends from investments in subsidiaries       -       1 000       -       -         (Losses) profit from discontinued operations       -       -       -       -         Discontinued operations:       -       -       -       -       -         (Losses) profit for the year       13 027       14 872       13 023       12 812         Other comprehensive (loss) income       -       -       -       -       -       -       -       -       -       -       -       -       -       -       -       -       -       -       - <td>Result from associate company</td> <td></td> <td>-</td> <td>-</td> <td>11</td> <td>-</td>  | Result from associate company               |       | -          | -          | 11          | -          |
| Net gain on operations with securities       10 608       9 606 $(3 441)$ $(3 441)$ Net foreign exchange gain       4 866       4 865       4 881       4 883         Gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1 009       2 899       736         Administrative and other operating expenses       16 $(51 518)$ $(39 503)$ $(43 518)$ $(36 636)$ (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Dividends from investments in subsidiaries       -       1 000       -       -         (Losses) profit before income tax       14 378       16 458       15 637       14 512         Discontinued operations:       -       -       -       -       -         before tax       7       -       (685)       -       <   |   |       |            |            |             |            |
| Net foreign exchange gain       4 866       4 865       4 881       4 883         Gain on disposal of assets       7 968       57       2 164       31         Other income       3 744       1 009       2 899       736         Administrative and other operating expenses       16 $(51 518)$ $(39 503)$ $(43 518)$ $(36 636)$ (Losses) profit from continuing operations       14 378       15 458       15 637       14 512         Dividends from investments in subsidiaries       -       -       -       -         (Losses) profit before income tax       14 378       16 458       15 637       14 512         Discontinued operations:       -       -       -       -       -         (Losses) profit before income tax       14 378       16 458       15 637       14 512         Discontinued operations:       -       -       -       -       -         Income tax expense       (1 351)       (1 586)       (1 929)       - 1 700         Income tax expense       (1 142)       (1 142)       476       476         Other comprehensive (loss) income       3 207       14 872       13 023       12 812         Other comprehensive (losse) income       19 40   | financial instruments                       |       | 2 861      | 2 861      | -           | -          |
| Gain on disposal of assets7 968572 16431Other income $3$ 7441 0092 899736Administrative and other operating expenses $16$ $(51 518)$ $(39 503)$ $(43 518)$ $(36 636)$ (Losses) profit from continuing operations $14 378$ $15 458$ $15 637$ $14 512$ Dividends from investments in subsidiaries-1 000(Losses) profit form continued operationsDiscontinued operations:(Losses) profit form discontinued operationsbefore tax7(685)Income tax expense(1 351)(1 586)(1 929)-1700(Losses) profit for the year013 02714 87213 02312 81202112 812Other comprehensive (loss) incomeGain (losses) from revaluation of financial assets(1 142)(1 142)4764760476Other comprehensive (loss) income, net ofTotal comprehensive (loss) income-19 40321 24811 84310 261 </td <td>Net gain on operations with securities</td> <td></td> <td></td> <td>9 606</td> <td>(3 441)</td> <td>(3 441)</td>   | Net gain on operations with securities      |       |            | 9 606      | (3 441)     | (3 441)    |
| Other income $3\ 744$ $1\ 009$ $2\ 899$ $736$ Administrative and other operating expenses<br>(Losses) profit from continuing operations $16\ (51\ 518)\ (39\ 503)\ (43\ 518)\ (56\ 361)\ (14\ 512)\ (15\ 858\ 15\ 637\ 14\ 512\ 14\ 512\ 16\ 515\ 517\ 14\ 512\ 15\ 537\ 14\ 512\ 13\ 50\ 12\ 51\ 12\ 51\ 51\ 51\ 51\ 51\ 51\ 51\ 51\ 51\ 51$  | Net foreign exchange gain                   |       | 4 866      | 4 865      | 4 881       | 4 883      |
| Administrative and other operating expenses16 $(51518)$ $(39503)$ $(43518)$ $(36636)$ (Losses) profit from continuing operations14 37815 45815 63714 512Dividends from investments in subsidiaries-1000(Losses) profit before income tax14 37816 45815 63714 512Discontinued operations:(Losses) profit from discontinued operationsbefore tax7(685)Income tax expense(1351)(1586)(1929)-1700(Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) income75187518(1 656)(3 027)Gain (losses) from revaluation of financial assets(1 142)(1 142)476476Other comprehensive (loss) income, net of tax19 40321 24811 84310 261Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 02312 812from discontinued operationsCosses) profit for the yearGain (losses) from revaluation of financial assets0Total comprehensive (losse) incomeIncome tax on (losses) income <t< td=""><td>Gain on disposal of assets</td><td></td><td>7 968</td><td>57</td><td>2 164</td><td>31</td></t<>   | Gain on disposal of assets                  |       | 7 968      | 57         | 2 164       | 31         |
| (Losses) profit from continuing operations $14\ 378$ $15\ 458$ $15\ 637$ $14\ 512$ Dividends from investments in subsidiaries-1000(Losses) profit before income tax $14\ 378$ $16\ 458$ $15\ 637$ $14\ 512$ Discontinued operations:(Losses) profit from discontinued operationsbefore tax7(685)-Income tax expense(1351)(1586)(1929)-1700(Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) incomeGain (losses) from revaluation of financial assets7 5187 518(1 656)(3 027)Deferred income tax on (loss) gain from476476Other comprehensive (loss) income19 40321 24811 84310 261Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812from discontinued operationsfrom discontinued operationsfrom discontinued operationsfrom discontinued operationsfrom discontinued operationsfrom discontinued operations <td< td=""><td>Other income</td><td></td><td>3 744</td><td>1 009</td><td>2 899</td><td>736</td></td<>  | Other income                                |       | 3 744      | 1 009      | 2 899       | 736        |
| Dividends from investments in subsidiaries-1000(Losses) profit before income tax14 37816 45815 63714 512Discontinued operations:(Losses) profit from discontinued operationsbefore tax7(685)-Income tax expense(1 351)(1 586)(1 929)-1700(Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) incomeGain (losses) from revaluation of financial<br>assets7 5187 518(1 656)(3 027)Deferred income tax on (loss) gain from<br>revaluation of financial assets(1 142)(1 142)476476Other comprehensive (loss) income, net of<br>tax6 3766 376(1 180)(2 551)Total comprehensive (losse) income19 40321 24811 84310 261Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812170812 812from continuing operationsNon controlling interest100Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Row controlling interest100<  | Administrative and other operating expenses | 16    | (51 518)   | (39 503)   | (43 518)    | (36 636)   |
| (Losses) profit before income tax14 37816 45815 63714 512Discontinued operations:<br>(Losses) profit form discontinued operations)<br>before tax713 02312 81200  | (Losses) profit from continuing operations  |       | 14 378     | 15 458     | 15 637      | 14 512     |
| (Losses) profit before income tax14 37816 45815 63714 512Discontinued operations:<br>(Losses) profit form discontinued operations)<br>before tax713 02312 81200  | Dividends from investments in subsidiaries  |       | _          | 1 000      | _           | -          |
| Discontinued operations:<br>(Losses) profit from discontinued operations)<br>before tax7Income tax expense $(1 351)$ $(1 586)$ $(1 929)$ - $1 700$ (Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) income13 02714 87213 02312 812Other comprehensive (loss) income7 5187 518(1 656) $(3 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets(1 142) $(1 142)$ 476476Other comprehensive (loss) income, net of<br>tax6 3766 376(1 180)(2 551)Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 02312 812from discontinued operationsNon controlling interest100Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in  |   |       | 14 378     |            | 15 637      | 14 512     |
| (Losses) profit from discontinued operations<br>before taxbefore tax7(685)-Income tax expense $(1 351)$ $(1 586)$ $(1 929)$ -1700(Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) incomeGain (losses) from revaluation of financial<br>assets7 5187 518(1 656) $(3 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets(1 142) $(1 142)$ 476476Other comprehensive (loss) income, net of<br>tax6 3766 376(1 180)(2 551)Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:<br>Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operationsNon controlling interest100Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Equity holders of the Bank19 90321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in100   | _   |       | -          | -          | -           | -          |
| Income tax expense $(1 351)$ $(1 586)$ $(1 929)$ $ 1700$ (Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) income $7518$ $7518$ $7518$ $(1 656)$ $(3 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1 142)$ $(1 142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $(1 142)$ $(1 142)$ $476$ $476$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to: $12 927$ $14 872$ $13 023$ $12 812$ from continuing operations $12 927$ $14 872$ $13 023$ $12 812$ from discontinued operations $  (685)$ $-$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19 303$ $21 248$ $11 843$ $10 261$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19 303$ $21 248$ $11 843$ $10 261$ Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $  -$  |   |       |            |            |             |            |
| (Losses) profit for the year13 02714 87213 02312 812Other comprehensive (loss) incomeGain (losses) from revaluation of financial<br>assets7 5187 5187 518(1 656) $(3 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets7 5187 5187 518(1 656) $(3 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1 142)$ $(1 142)$ 476476Other comprehensive (loss) income, net of<br>tax $6 376$ $6 376$ $(1 180)$ $(2 551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:<br>Equity holders of the Bank12 92714 87213 02312 812from discontinued operations $  (685)$ $-$ Non controlling interest100 $  -$ Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100 $  -$ Equity holders of the Bank19 30321 24811 84310 261   | before tax                                  | 7     | -          | -          | ( 685)      | -          |
| Other comprehensive (loss) incomeGain (losses) from revaluation of financial<br>assets $7518$ $7518$ $(1656)$ $(3027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1142)$ $(1142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $6376$ $6376$ $(1180)$ $(2551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to: $12927$ $14872$ $13023$ $12812$ from continuing operations $12927$ $14872$ $13708$ $12812$ from discontinued operations $  -$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19303$ $21248$ $11843$ $10261$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19303$ $21248$ $11843$ $10261$ Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $  -$   | Income tax expense                          |       | (1 351)    | (1 586)    | (1 929)     | - 1700     |
| Gain (losses) from revaluation of financial<br>assets $7518$ $7518$ $7518$ $(1\ 656)$ $(3\ 027)$ Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1\ 142)$ $(1\ 142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $6\ 376$ $6\ 376$ $(1\ 180)$ $(2\ 551)$ Total comprehensive (losses) income $19\ 403$ $21\ 248$ $11\ 843$ $10\ 261$ Profit is attributable to: $12\ 927$ $14\ 872$ $13\ 023$ $12\ 812$ from continuing operations $12\ 927$ $14\ 872$ $13\ 708$ $12\ 812$ from discontinued operations $  -$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19\ 303$ $21\ 248$ $11\ 843$ $10\ 261$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19\ 303$ $21\ 248$ $11\ 843$ $10\ 261$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19\ 303$ $21\ 248$ $11\ 843$ $10\ 261$ Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $100$ $ -$   | (Losses) profit for the year                |       | 13 027     | 14 872     | 13 023      | 12 812     |
| assets7 5187 518(1 656)(3 027)Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1 142)$ $(1 142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $6 376$ $6 376$ $(1 180)$ $(2 551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to: $12 927$ 14 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operations $  -$ Non controlling interest100 $  -$ Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100 $  -$ Klosses) profit for the year $100$ $  -$ Equity holders of the Bank19 30321 24811 84310 261Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $  -$   | _   |       |            |            |             |            |
| Deferred income tax on (loss) gain from<br>revaluation of financial assets $(1 142)$ $(1 142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $6 376$ $6 376$ $(1 180)$ $(2 551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to: $12 927$ 14 87213 02312 812from continuing operations $12 927$ 14 87213 70812 812from discontinued operations $  (685)$ $-$ Non controlling interest $100$ $  -$ Equity holders of the Bank19 30321 24811 84310 261Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $   -$  | Gain (losses) from revaluation of financial |       |            |            |             |            |
| revaluation of financial assets $(1 142)$ $(1 142)$ $(1 142)$ $476$ $476$ Other comprehensive (loss) income, net of<br>tax $6 376$ $6 376$ $(1 180)$ $(2 551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to: $12 927$ 14 87213 02312 812from continuing operations $12 927$ 14 87213 70812 812from discontinued operations $  (685)$ $-$ Non controlling interest $100$ $  -$ Equity holders of the Bank $19 303$ $21 248$ $11 843$ $10 261$ Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $  -$   |   |       | 7 518      | 7 518      | (1 656)     | (3 027)    |
| Other comprehensive (loss) income, net of<br>tax $6\ 376$ $6\ 376$ $(1\ 180)$ $(2\ 551)$ Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:<br>Equity holders of the Bank $12\ 927$ $14\ 872$ $13\ 023$ $12\ 812$ from continuing operations $12\ 927$ $14\ 872$ $13\ 708$ $12\ 812$ from discontinued operations $  (685)$ $-$ Non controlling interest $100$ $  -$ Equity holders of the Bank19 30321 24811 843 $10\ 261$ Non controlling interest $100$ $  -$ Basic earnings (losses) per share, net (in $   -$  | -   |       | (1, 1, 42) | (1, 142)   | 176         | 176        |
| tax6 3766 376(1 180)(2 551)Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:12 92714 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operations(685)-Non controlling interest100Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in100  |   |       | (1 142)    | (1 142)    | 470         | 470        |
| Total comprehensive (losses) income19 40321 24811 84310 261Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operations(685)-Non controlling interest100(Losses) profit for the year19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in  |   |       | 6 376      | 6 376      | $(1 \ 180)$ | (2,551)    |
| Profit is attributable to:Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operations(685)-Non controlling interest100(Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in   |   |       |            |            |             |            |
| Equity holders of the Bank12 92714 87213 02312 812from continuing operations12 92714 87213 70812 812from discontinued operations(685)-Non controlling interest100(Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in   |   |       |            |            |             |            |
| from continuing operations12 92714 87213 70812 812from discontinued operations(685)-Non controlling interest100(Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in   |   |       | 12 927     | 14 872     | 13 023      | 12 812     |
| from discontinued operations(685)-Non controlling interest100(Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in   |   |       |            |            |             |            |
| Non controlling interest100(Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in   |   |       | -          | -          |             |            |
| (Losses) profit for the yearEquity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in  | -   |       | 100        | _          | ( 000)      | -          |
| Equity holders of the Bank19 30321 24811 84310 261Non controlling interest100Basic earnings (losses) per share, net (in  | -   |       | 100        |            |             |            |
| Non controlling interest100Basic earnings (losses) per share, net (in  |   |       | 19 303     | 21 248     | 11 843      | 10 261     |
| Basic earnings (losses) per share, net (in   |   |       |            | -          | -           |            |
|  | -   |       | 100        |            |             |            |
|  | LTL per share)                              | 13    | 0.06       | 0.06       | 0.06        | 0.06       |

## THE GROUP'S AND BANK'S STATEMENT OF COMPREHENSIVE INCOME

The notes on pages 10-37 constitute an integral part of these financial statements Chief executive Officer Chief accountant

Audrius Žiugžda Vita Adomaitytė

M

20 February 2013

(all amounts are in LTL thousand, unless otherwise stated)

### THE GROUP'S AND BANK'S INCOME STATEMENT FOR THE PERIOD

|   | FROM 10 TO 12 | MONTH 2012 | FROM 10 TO 12 MONTH 2011 |          |  |
|---|---------------|------------|--------------------------|----------|--|
| Continuing operations   | Group         | Bank       | Group                    | Bank     |  |
| Interest and similar income   | 31 414        | 30 479     | 33 346                   | 32 115   |  |
| Interest expense and similar charges  | (17 048)      | (17 050)   | (16 412)                 | (16 737) |  |
| Net interest income   | 14 366        | 13 429     | 16 934                   | 15 378   |  |
| Fee and commission income   | 4 440         | 4 471      | 4 120                    | 3 996    |  |
| Fee and commission expense  | (2 305)       | (1 989)    | (1 728)                  | (1 736)  |  |
| Net fee and commission income   | 2 135         | 2 482      | 2 392                    | 2 260    |  |
| Allowance for impairment losses   | (10 642)      | (8 947)    | (4 395)                  | (3 113)  |  |
| Net gain on operations with securities  | 3 935         | 3 935      | (3 664)                  | (3 664)  |  |
| Income from associates  | -             | -          | 11                       | -        |  |
| Net gain on operations with derivative  |               |            |                          |          |  |
| financial instruments   | 2 861         | 2 861      | -                        | -        |  |
| Net foreign exchange gain   | 1 281         | 1 279      | 1 335                    | 1 330    |  |
| Gain on disposal of assets  | 2 483         | (157)      | 661                      | 15       |  |
| Other income  | 640           | 137        | 1 158                    | 204      |  |
| Administrative and other operating expenses                                     | (16 733)      | (11 426)   | (11 947)                 | (10 281) |  |
| (Losses) profit from continuing operations                                      | 326           | 3 593      | 2 485                    | 2 129    |  |
| Dividends from investments in subsidiaries                                      | -             | -          | -                        | -        |  |
| (Losses) profit before income tax   | 326           | 3 593      | 2 485                    | 2 129    |  |
| <b>Discontinued operations:</b><br>(Losses) profit from discontinued operations |               |            |                          |          |  |
| before tax  | 723           | -          | (131)                    | -        |  |
| Income tax expense  | 813           | 270        | (52)                     | (46)     |  |
| (Losses) profit for the period  | 1 862         | 3 863      | 2 302                    | 2 083    |  |
| Equity holders of the Bank  | 1 860         | 3 863      | 2 302                    | 2 083    |  |
| Non controlling interest  | 2             | -          | -                        | -        |  |

(all amounts are in LTL thousand, unless otherwise stated)

## THE GROUP'S AND BANK'S CASH FLOW STATEMENT

|  |                 | 31-12-2012 |           | 31-12-2011 |
|--|-----------------|------------|-----------|------------|
| – Operating activities                                       | Group           | Bank       | Group     | Bank       |
| Interest received  | 105 620         | 103 312    | 102 777   | 98 045     |
| Interest paid  | (66 991)        | (66 990)   | (62 359)  | (62 364)   |
| Net cash received from service and commission fees           | 8 100           | 8 673      | 8 484     | 8 449      |
| Net cash received from operations in trading securities      | 10 154          | 9 152      | (3 363)   | (3 363)    |
| Net cash received from operations in foreign currency        | 4 796           | 4 795      | 4 608     | 4 610      |
| Cash received from previously written-off loans              | 1 243           | 715        | 1 756     | 1 157      |
| Salaries and related payments to and on behalf of            | (27 552)        | (23 399)   | (24 975)  | (21 623)   |
| employees  | (7 898)         | (13 258)   | (13 492)  | (21 023)   |
| Other receipts (payments)                                    | (7898)<br>(957) | (13 238)   | (13 492)  | (11 /41)   |
| Income tax paid  | (937)           | -          | -         |            |
| in short-term assets and liabilities                         | 26 515          | 23 000     | 13 436    | 13 170     |
| (Increase) decrease in assets:                               |                 |            |           |            |
| Decrease in trading securities                               | (33 154)        | (33 154)   | 66 425    | 63 505     |
| Decrease in loans to credit and financial institutions       | 10              | 10         | 570       | (55 520)   |
| (Increase) in loans to customers                             | (807)           | (18 192)   | (423 859) | (366 698)  |
| Decrease in other assets                                     | (74 255)        | 2 052      | 10 267    | 8 535      |
| Increase in liabilities                                      | (               |            |           |            |
| Increase in liabilities to credit and financial institutions | (64 619)        | (62 332)   | 99 906    | 99 883     |
| Increase in deposits, special and leanding funds             | 262 200         | 262 079    | 209 589   | 209 776    |
| Increase in other liabilities                                | 3 692           | 1 058      | 6 694     | 4 175      |
| Change   | 93 067          | 151 521    | (30 408)  | (36 344)   |
| Net cash flow from operating activities                      | 119 582         | 174 521    | (16 972)  | (23 174)   |
| Investing activities   |                 |            |           |            |
| (Purchase) of tangible and intangible fixed assets           | (5 296)         | (2 439)    | (14 476)  | (7 877)    |
| Disposal of tangible and intangible fixed assets             | 4 778           | 2 719      | 5 256     | 1 876      |
| (Acquisition) of held to maturity securities                 | (31 400)        | (31 400)   | (31 424)  | (28 356)   |
| Proceeds from redemption of held to maturity securities      | 76 405          | 73 337     | 29 951    | 23 531     |
| (Acquisition) of available-for-sale securities               | (349 138)       | (349 006)  | (211 236) | (210 667)  |
| Disposal of available-for-sale securities                    | 188 519         | 188 519    | 189 732   | 189 732    |
| (Acquisition) of subsidiary                                  | 18 392          | (35 357)   | (5 767)   | -          |
| Dividends received   | 60              | 1 060      | 42        | 42         |
| Net cash used in investing activities                        | (97 680)        | (152 567)  | (37 922)  | (31 719)   |
| Financing activities   |                 |            |           |            |
| Increase in share capital                                    | -               | -          | 31 200    | 31 200     |
| Dividends paid   | -               | -          | -         | -          |
| Payment to non controlling interest                          | 100             | -          | -         | -          |
| Debt securities issued                                       | 1 514           | 1 514      | 111 933   | 111 933    |
| Debt securities repurchased and redeemed                     | (25 507)        | (25 507)   | (72 793)  | (72 793)   |
| Net cash flow from financing activities                      | (23 893)        | (23 993)   | 70 340    | 70 340     |
| Net increase in cash and cash equivalents                    | (1 991)         | (2 039)    | 15 446    | 15 447     |
| Cash and cash equivalents at 1 January                       | 223 846         | 223 844    | 208 400   | 208 397    |
| Cash and cash equivalents at 31 December                     | 221 855         | 221 805    | 223 846   | 223 844    |

(all amounts are in LTL thousand, unless otherwise stated)

## THE GROUP'S STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

|                                      | Attributable to equity holders of the Bank |               |                 |  |                   |         |                             |               |
|--------------------------------------|--|---------------|-----------------|--|-------------------|---------|-----------------------------|---------------|
|                                      | Share capital                              | Share premium | Reserve capital | Statutory reserve<br>and others reserves | Retained earnings | Total:  | Non controlling<br>interest | Total equity: |
| 31 December 2010                     | 204 858                                    | 46 661        | 2 611           | 16 665                                   | (19 614)          | 251 181 | _                           | 251 181       |
| Financial assets revaluation reserve | -  | -             | -               | (1 656)                                  | -                 | (1 656) | -                           | (1 656)       |
| Recognition of deferred income tax   | -  | -             | -               | 476                                      | -                 | 476     | -                           | 476           |
| Profit (loss) for the year           | -  | -             | -               | -  | 13 023            | 13 023  | -                           | 13 023        |
| Others transfers                     | 30 000                                     | 1 200         | -               | (15 707)                                 | 15 701            | 31 194  | -                           | 31 194        |
| 31 December 2011                     | 234 858                                    | 47 861        | 2 611           | ( 222)                                   | 9 110             | 294 218 | -                           | 294 218       |
|                                      |  |               |                 |  |                   |         |                             |               |
| Financial assets revaluation reserve | -  | -             | -               | 7 518                                    | -                 | 7 518   | -                           | 7 518         |
| Recognition of deferred income tax   | -  | -             | -               | (1 142)                                  | -                 | (1 142) | -                           | (1 142)       |
| Others transfers                     | -  | -             | -               | 101                                      | -                 | 101     | 734                         | 835           |
| Profit for the year                  | -  | -             | -               | -  | 12 927            | 12 927  | 100                         | 13 027        |
| 31 December 2012                     | 234 858                                    | 47 861        | 2 611           | 6 255                                    | 22 037            | 313 622 | 834                         | 314 456       |

(all amounts are in LTL thousand, unless otherwise stated)

## THE BANK'S STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

|                                      | Share capital | Share premium | Reserve capital | Financial assets<br>revaluation reserve | Statutory reserve<br>and others reserves | Retained earnings | Total equity: |
|--------------------------------------|---------------|---------------|-----------------|---|--|-------------------|---------------|
| 31 December 2010                     | 204 858       | 46 661        | 2 611           | 1 369                                   | 16 422                                   | (15 774)          | 256 147       |
| Others transfers                     | 30 000        | 1 200         | -               | -                                       | (15 774)                                 | 15 774            | 31 200        |
| Financial assets revaluation reserve | -             | -             | -               | (3 027)                                 | -  | -                 | (3 027)       |
| Recognition of deferred income tax   | -             | -             | -               | 476                                     | -  | -                 | 476           |
| Profit (loss) for the year           |               | -             | -               | -                                       | -  | 12 812            | 12 812        |
| 31 December 2011                     | 234 858       | 47 861        | 2 611           | (1 182)                                 | 648                                      | 12 812            | 297 608       |
| Financial assets revaluation reserve |               |               |                 | 7 518                                   |  |                   | 7 518         |
| Recognition of deferred income tax   | -             | -             | -               | (1 142)                                 | -  | -                 | (1 142)       |
| Others transfers                     | -             | -             | -               | (1 172)                                 | - 641                                    | (641)             | (1 142)       |
| Profit (loss) for the year           | _             | _             | _               | _                                       | -  | 14 872            | -<br>14 872   |
| 31 December 2012                     | 234 858       | 47 861        | 2 611           | 5 194                                   | 1 289                                    | 27 043            | 318 856       |

(all amounts are in LTL thousand, unless otherwise stated)

## **GENERAL INFORMATION**

Šiaulių Bankas AB was registered as a public company in the Enterprise Register of the Republic of Lithuania on 4 February 1992. The Bank is licensed by the Bank of Lithuania to perform all banking operations provided for in the Law on Commercial Banks of the Republic of Lithuania and the Statute of the Bank.

The Head Office of the Bank is located in Šiauliai, Tilžės str. 149, LT-76348. As of December 31 th 2012 the Bank had 481 employees (31 December 2011: 484). As of December 31 th 2012 the Group had 556 employees (31 December 2011: 559 employees).

The Bank's shares are listed on the Official List of the National Stock Exchange of Lithuania (NSEL).

### As of December 31 th 2012 the Bank had the following subsidiaries :

1. Šiaulių Banko Lizingas UAB (hereinafter - SB Lizingas, finance and operating lease activities),

- 2. Šiaulių Banko Investicijų Valdymas UAB (hereinafter SB Investicijų Valdymas, investment management activities),
- 3. Šiaulių Banko Turto Fondas UAB (hereinafter SB Turto Fondas, real estate management activities),
- 4. Minera UAB (hereinafter Minera, real estate management activities),
- 5. SBTF UAB (hereinafter SBTF, real estate management activities).
- 6. Pavasaris UAB development of the area of multi-apartment residential houses .
- 7. Kedainių oda UAB (indirect control, planned to be sold till reporting date) leather processing, production.

The preparation of financial statements in conformity with International Financial Reporting Standards require the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current event and actions, actual results ultimately may differ from those estimates.

These financial statements combine the consolidated financial statements for the Group and stand-alone financial statements of the Bank. Such format of reporting was adopted to ensure consistency of presentation with the format prescribed by the Bank of Lithuania and applied for statutory reporting.

Amounts shown in these financial statements are presented in the local currency, Litas (LTL). Since 2 February 2002 the exchange rate of the litas was pegged to the euro at a rate of LTL 3.4528 = EUR 1.

#### Financial risk management

The Group analyses, evaluates, accepts and manages the risk or combination of risks it is exposed to. Risk management at the Group aims at ensuring a sufficient return on equity following the conservative risk manage¬ment policy. While implementing an advanced risk management policy the Group focuses not only on minimising potential risk but also on improving pricing and achieving efficient capital allocation.

The Risk Management Policy approved by the Bank Board as well as by the procedures to manage different types of risks prepared on its basis ensures the integrity of the risk management process in the Group.

The most important types of risk the Group is exposed to are credit risk, market risk, liquidity risk, concentration risk and operational risk. Market risk includes currency risk, interest rate and equity price risk. Other types of risk are considered immaterial by the Group and, therefore, are not assessed.

In order to avoid a conflict of interest the Bank's subdivisions that implement risk management functions are separated from those subdivisions the direct activities of which are connected with the up rise of various types of banking risks.

(all amounts are in LTL thousand, unless otherwise stated)

well as 150 701 individuals.

## NOTE 1 CREDIT INSITITUTION ACTIVITIES

The bank's Head Office is located in Šiauliai. The bank has 14 branches in Kelmė, Klaipėda, Kuršėnai, Mažeikiai, Palanga, Šilutė, Vilnius, Alytus, Utena, Kaunas, Druskininkai, Panevėžys, Šiauliai, Radviliškis and 40 client services. As of December 31 th 2012 the number of the bank's clients included 285 municipal company and governmental company, 45 state companies, 62 agricultural companies, 31 economic partnership, 6 781 limited liability public company, 1 637 private companies, 771 non-profit making and public sector companies and 1 589 other organizations as

As of December 31, 2012 the bank controlled 7 subsidiaries: "Šiaulių banko lizingas" UAB (financial and operational leasing), "Šiaulių banko investicijų valdymas" UAB (investment management), "Šiaulių banko turto fondas" UAB, "Minera" UAB, "SBTF" UAB (real estate management), "Pavasaris" UAB (development of the area of multi-apartment residential houses ) "Kėdainių oda " UAB (leather processing, production.) . "Pavasaris " UAB was an associate entity as of 31 December 2011. The bank owns 100% of "Šiaulių banko lizingas" UAB (share acquisition value – 31 December 2012 – LTL 5 000 thou), 100 % of "Šiaulių banko investicijų valdymas" UAB (acquisition value – 31 December 2012 - LTL 4 040 thou), 100 % of "Šiaulių banko turto fondas" UAB (acquisition value – 31 December 2012 - LTL 5 117 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Saulių banko turto fondas" UAB (acquisition value – 31 December 2012 - LTL 5 117 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 117 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "Minera" UAB (acquisition value – 31 December 2012 - LTL 5 100 thou), 100 % of "SBTF" UAB (acquisition value – 31 December 2012 - LTL 12 000 thou , Bank has indirect control of 100 % votes during the subsidiary "Šiaulių banko investicijų valdymas " UAB)

The consolidated statements of the Group include financial statements of the bank and its subsidiaries.

## NOTE 2 CASH AND CASH EQUIVALENTS

|   | 31-12-2012 |         |         | 31-12-2011 |  |
|---|------------|---------|---------|------------|--|
|   | Group      | Bank    | Group   | Bank       |  |
| Cash and other valuables                | 47 107     | 47 106  | 29 990  | 29 988     |  |
| Banks demand deposits                   | -          | -       | -       | -          |  |
| Mandatory reserves in national currency | 85 630     | 85 630  | 77 003  | 77 003     |  |
| Correspondent bank accounts             | 21 647     | 21 598  | 85 530  | 85 530     |  |
| Banks time deposits                     | 5 000      | 5 000   | 15 001  | 15 001     |  |
| Correspondent account with central bank | 62 471     | 62 471  | 16 322  | 16 322     |  |
| Total:                                  | 221 855    | 221 805 | 223 846 | 223 844    |  |

Mandatory reserves comprise the funds calculated on a monthly basis as a 4 % share of the average balance of deposits of the previous month. The mandatory reserves are held with the Bank of Lithuania in the form of deposits. The compensation for deposits held is calculated according to the Regulations of the Bank of Lithuania.

### NOTE 3 DUE FROM OTHER BANKS

|                      | 31-12-2012 |       |       | 31-12-2012 31-12-2 |  | 31-12-2011 |
|----------------------|------------|-------|-------|--------------------|--|------------|
|                      | Group      | Bank  | Group | Bank               |  |            |
| Due from other banks | 4 137      | 4 137 | 4 147 | 4 147              |  |            |
| Total:               | 4 137      | 4 137 | 4 147 | 4 147              |  |            |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 4 LOANS TO CUSTOMERS

Credit risk is defined as the risk for the Group to incur losses due to the Group's customers' failure to fulfil their financial obligations towards the Group. Credit exposures arise principally in lending activities and it is the most significant risk in the Group's banking activities. There is also credit risk in investment activities that arise from debt securities and in the Group's asset portfolio as well as in the off-balance sheet financial instruments, such as loan commitments, guarantees and letters of credit.

The Bank regularly reviews its credit risk management policies which include lending policies, credit risk limit control, other credit risk mitigation measures as well as the internal control and internal audit of credit risk management.

The Bank takes risks only in the fields, which are well known to it and where it has long-term experience, trying to avoid excessive risk in transactions that can have negative influence to the big portion of shareholders' equity but seeks the sufficient profitability which, in terms of increasing competition, would ensure the stable Bank's position in the market and would increase the Bank's value. In assessing exposure to credit risk, the Bank adheres to the principle of prudence.

The aim of the Bank's credit risk management policy is to ensure that the conflict between interests of staff or structural units is avoided. With respect to provision of credits to clients, the principle stating that profit should not be earned at the expense of excessive credit risk is observed.

Maximum exposure to credit risk before collateral held or other credit enhancements

|  | 31-12-2012 |           |           | 31-12-2011 |
|--|------------|-----------|-----------|------------|
|  | Group      | Bank      | Group     | Bank       |
| Loans and advances to banks                    | 4 137      | 4 137     | 4 147     | 4 147      |
| Loans and advances to customers:               | 1 736 751  | 2 057 702 | 1 786 631 | 2 069 758  |
| Loans and advances to financial institutions   | -          | 216 789   | 1 319     | 174 886    |
| Loans to individuals (Retail)                  | 194 562    | 160 095   | 205 297   | 193 071    |
| Loans to business customers                    | 1 542 189  | 1 680 818 | 1 580 015 | 1 701 801  |
| Finance lease receivables                      | 183 863    | -         | 163 741   | -          |
| Trading assets:                                | -          | -         | -         | -          |
| Debt securities                                | 50 741     | 50 741    | 16 216    | 16 216     |
| Derivative financial instruments               | -          | -         | -         | -          |
| Securities available for sale                  | -          | -         | -         | -          |
| Debt securities                                | 203 641    | 203 641   | 30 379    | 30 379     |
| Investment securities held to maturity         | -          | -         | -         | -          |
| Debt securities                                | 273 031    | 273 031   | 306 349   | 303 281    |
| Other financial assets                         | 5 970      | 133       | 23 125    | 116        |
| Credit risk exposures relating to off -balance |            |           |           |            |
| sheet items are as follows:                    |            |           | -         | -          |
| Financial guarantees                           | 88 313     | 88 360    | 73 396    | 73 396     |
| Letters of credit                              | 3 541      | 3 541     | 5 064     | 5 064      |
| Loan commitments and other credit related      |            |           |           |            |
| liabilities                                    | 114 483    | 115 966   | 126 281   | 122 860    |
| Total  | 2 664 471  | 2 797 252 | 2 535 329 | 2 625 217  |

(all amounts are in LTL thousand, unless otherwise stated)

|                                  |           | 31-12-2012 |           | 31-12-2011 |
|----------------------------------|-----------|------------|-----------|------------|
| Loans are summarised as follows: | Group     | Bank       | Group     | Bank       |
| Loans to business customers      | 1 634 351 | 1 989 613  | 1 656 621 | 1 951 564  |
| Loans to individuals             | 211 733   | 176 254    | 220 593   | 206 730    |
| Gross                            | 1 846 084 | 2 165 867  | 1 877 214 | 2 158 294  |
| Allowance for impairment         | 109 333   | 108 165    | 90 583    | 88 536     |
| Net                              | 1 736 751 | 2 057 702  | 1 786 631 | 2 069 758  |
|                                  |           |            |           |            |
|                                  |           | 31-12-2012 |           | 31-12-2011 |
|                                  | Group     | Bank       | Group     | Bank       |
| Neither past due not impaired    | 1 520 364 | 1 844 522  | 1 595 717 | 1 883 208  |
| Past due but not impaired        | 128 600   | 126 043    | 104 745   | 103 245    |
| Impaired                         | 197 120   | 195 302    | 176 752   | 171 841    |
| Gross                            | 1 846 084 | 2 165 867  | 1 877 214 | 2 158 294  |
| Allowance for impairment         | 109 333   | 108 165    | 90 583    | 88 536     |
| Net                              | 1 736 751 | 2 057 702  | 1 786 631 | 2 069 758  |

Loans and advances neither past due not impaired are loans which are not impaired and payments of which are not past due.

Past due but not impaired loans are loans for which principal or interest is past due but no allowance for impairment is recognized.

Impaired loan - is a loan to which a loss event is recognized and allowance for impairment is made The list of loss events:

1) significant financial difficulties of the debtor or issuer, i.e. the borrower's financial status is evaluated as poor or bad;

2) violation of the loan agreement (non-payment of the periodic loan payments (the part of the loan or interest)) for more than 30 days;

3) the loan is being recovered;

4) funds granted to the borrower are used not according to the loan purpose and the implementation terms of investment project are violated or decrease in collateral value, when repayment terms of the evaluated loans directly depend on the value of the object of security measure;

5) third parties related to the borrower do not fulfil their obligations, which impacts the borrower's ability to fulfil its financial obligations;

6) other loss events (termination or cancellation of the licence validity of the borrower or issuer engaged in licensed activity; the death of the borrower or issuer).

#### Loans and advances past due but not impaired

|                            |         | 31-12-2012 |         | 31-12-2011 |
|----------------------------|---------|------------|---------|------------|
|                            | Group   | Bank       | Group   | Bank       |
| Past due up to 7 days      | 50 699  | 48 996     | 39 731  | 38 962     |
| Past due 8 to 30 days      | 37 365  | 36 659     | 28 657  | 28 086     |
| Past due 31-60 days        | 11 564  | 11 483     | 3 359   | 3 280      |
| Past due 61-90 days        | 1 670   | 1 627      | 3 658   | 3 577      |
| Past due more than 90 days | 27 302  | 27 278     | 29 340  | 29 340     |
| Total                      | 128 600 | 126 043    | 104 745 | 103 245    |
| Fair value of collateral   | 213 222 | 213 222    | 163 304 | 163 304    |

(all amounts are in LTL thousand, unless otherwise stated)

#### Loans and advances impaired

|                          | 31-12-2012 |         | 31-12-2011 |         |
|--------------------------|------------|---------|------------|---------|
|                          | Group      | Bank    | Group      | Bank    |
| Impaired loans           | 197 120    | 195 302 | 176 752    | 171 841 |
| Fair value of collateral | 101 484    | 101 484 | 102 303    | 99 904  |

Unsecured loans also include loans secured by other types of collateral (e.g. future inflow of funds into the borrowers' Bank accounts (controlled by the Bank), third party warrantees, bills of exchange, etc.).

### NOTE 5 FINANCE LEASE RECEIVABLES

"Šiaulių banko lizingas" UAB was established on 16th August 1999. The main business of the company is financial lease.

Leasing activities mainly depend on the attracted financial resources. The funds allocated to provide funding to leasing operations are formed from two following sources: own funds and bank's loans. The leasing company pays interest to the bank for the borrowed funds

Finance lease receivables are summarised as follows:

|                    | 31-12-2012 | 31-12-2011 |
|--------------------|------------|------------|
|                    |            |            |
| Business customers | 176 195    | 157 628    |
| Individuals        | 9 417      | 7 753      |
| Gross              | 185 612    | 165 381    |

|                               | 31-12-2012 | 31-12-2011 |
|-------------------------------|------------|------------|
| Neither past due not impaired | 156 089    | 125 908    |
| Past due but not impaired     | 25 371     | 35 333     |
| Impaired                      | 4 152      | 4 140      |
| Gross                         | 185 612    | 165 381    |
| Allowance for impairment      | 1 749      | 1 640      |
| Net                           | 183 863    | 163 741    |

|                                      |             |                       | 31-12-2012 |
|--------------------------------------|-------------|-----------------------|------------|
|                                      | Individuals | Business<br>customers | Total      |
| Finance lease receivables by sector: | Individuals | customers             | Total:     |
| transport vehicles                   | 4 957       | 41 386                | 46 343     |
| residential real estate              | 1 587       | 89 615                | 91 202     |
| airplanes                            | -           | 7 623                 | 7 623      |
| production equipment                 | 34          | 12 540                | 12 574     |
| other equipment                      | 554         | 18 344                | 18 898     |
| other assets                         | 2 285       | 6 687                 | 8 972      |
| Total:                               | 9 417       | 176 195               | 185 612    |

(all amounts are in LTL thousand, unless otherwise stated)

|                                      |             |           | 31-12-2011 |
|--------------------------------------|-------------|-----------|------------|
|                                      |             | Business  |            |
|                                      | Individuals | customers | Total:     |
| Finance lease receivables by sector: |             |           |            |
| transport vehicles                   | 2 653       | 37 058    | 39 711     |
| residential real estate              | 139         | 70 583    | 70 722     |
| airplanes                            | -           | 8 092     | 8 092      |
| production equipment                 | 27          | 23 838    | 23 865     |
| other equipment                      | 482         | 8 847     | 9 329      |
| other assets                         | 4 452       | 9 210     | 13 662     |
| Total:                               | 7 753       | 157 628   | 165 381    |

#### NOTE 6 SECURITIES

| Trading securities                         |        | 31-12-2012 |        | 31-12-2011 |
|--|--------|------------|--------|------------|
| Debt securities:                           | Group  | Bank       | Group  | Bank       |
| Government bonds of the Republic of        |        |            |        |            |
| Lithuania                                  | 19 939 | 19 939     | 16 216 | 16 216     |
| Government bonds of foreign states         | 661    | 661        | -      | -          |
| Private enterprise bonds of foreign states | 23 569 | 23 569     | -      | -          |
| State companies bonds of foreign states    | 6 572  | 6 572      | -      | -          |
|  |        |            |        |            |
| Equity securities:                         |        |            |        |            |
| Listed equity securities                   | 357    | 357        | 267    | 267        |
| Unlisted equity securities                 | 3      | 3          | 6      | 6          |
| Units of funds                             | 97     | 97         | 85     | 85         |
| Total:                                     | 51 198 | 51 198     | 16 574 | 16 574     |

| Bank 31-12-2012   | State<br>companies<br>debt<br>securities | Treasury<br>bills | Corporate<br>debt<br>securities | Corporate<br>equity<br>securities | Investment<br>fund units |
|-------------------|--|-------------------|---------------------------------|-----------------------------------|--------------------------|
| from AA-to AAA    | -  | -                 | 3 437                           | -                                 | -                        |
| from A- to A+     | 4 752                                    | -                 | 13 199                          | -                                 | -                        |
| from BBB- to BBB+ | 1 820                                    | 20 600            | 6 933                           | -                                 | -                        |
| from BB- to BB+   | -  | -                 | -                               | -                                 | -                        |
| below už BB-      | -  | -                 | -                               | 38                                | -                        |
| no rating         | -  | -                 | -                               | 322                               | 97                       |
| Total:            | 6 572                                    | 20 600            | 23 569                          | 360                               | <b>97</b>                |

| Bank 31-12-2011   | State<br>companies<br>debt<br>securities | Treasury<br>bills | Corporate<br>debt<br>securities | Corporate<br>equity<br>securities | Investment<br>fund units |
|-------------------|--|-------------------|---------------------------------|-----------------------------------|--------------------------|
| from AA-to AAA    | -  | -                 | -                               | -                                 | -                        |
| from A- to A+     | -  | -                 | -                               | -                                 | -                        |
| from BBB- to BBB+ | -  | 16 216            | -                               | -                                 | -                        |
| from BB- to BB+   | -  | -                 | -                               | -                                 | -                        |
| below už BB-      | -  | -                 | -                               | 60                                | -                        |
| no rating         | -  | -                 | -                               | 213                               | 85                       |
| Total:            | -  | 16 216            | -                               | 273                               | 85                       |

(all amounts are in LTL thousand, unless otherwise stated)

| Group 31-12-2012  | State<br>companies<br>debt<br>securities | Treasury<br>bills | Corporate<br>debt<br>securities | Corporate<br>equity<br>securities | Investment<br>fund units |
|-------------------|--|-------------------|---------------------------------|-----------------------------------|--------------------------|
| from AA-to AAA    | -  | -                 | 3 437                           | -                                 | -                        |
| from A- to A+     | 4 752                                    | -                 | 13 199                          | -                                 | -                        |
| from BBB- to BBB+ | 1 820                                    | 20 600            | 6 933                           | -                                 | -                        |
| from BB- to BB+   | -  | -                 | -                               | -                                 | -                        |
| below už BB-      | -  | -                 | -                               | 38                                | -                        |
| no rating         | -  | -                 | -                               | 322                               | 97                       |
| Total:            | 6 572                                    | 20 600            | 23 569                          | 360                               | 97                       |

#### State

| Group 31-12-2011  | companies<br>debt<br>securities | Treasury<br>bills | Corporate<br>debt<br>securities | Corporate<br>equity<br>securities | Investment<br>fund units |
|-------------------|---------------------------------|-------------------|---------------------------------|-----------------------------------|--------------------------|
| from AA-to AAA    | -                               | -                 | -                               | -                                 | -                        |
| from A- to A+     | -                               | -                 | -                               | -                                 | -                        |
| from BBB- to BBB+ | -                               | 16 216            | -                               | -                                 | -                        |
| from BB- to BB+   | -                               | -                 | -                               | -                                 | -                        |
| below už BB-      | -                               | -                 | -                               | 60                                | -                        |
| no rating         | -                               | -                 | -                               | 213                               | 85                       |
| Total:            | -                               | 16 216            | -                               | 273                               | 85                       |

### **Investment securities**

| Securities available-for-sale:             |         | 31-12-2012 |         | 31-12-2011         |
|--|---------|------------|---------|--------------------|
|  | Group   | Bank       | Group   | Bank               |
| Debt securities                            |         |            |         |                    |
| Private enterprise bonds the Republic of   |         |            |         |                    |
| Lithuania                                  | -       | -          | 19 777  | 19 777             |
| Government bonds of the Republic of        |         |            |         |                    |
| Lithuania                                  | 21 293  | 21 293     | 10 602  | 10 602             |
| Government bonds of foreign states         | 35 037  | 35 037     | 0       | 0                  |
| Private enterprise bonds of foreign states | 147 311 | 147 311    | -       | -                  |
| Equity securities                          |         |            |         |                    |
| Listed equity securities                   | -       | -          | -       | -                  |
| Unlisted equity securities                 | 3 617   | 1 391      | 4 940   | 1 391              |
| Units of funds                             | 353     | 353        | 298     | 298                |
| Total:                                     | 207 611 | 205 385    | 35 617  | 32 068             |
| Securities held-to-maturity                |         | 31-12-2012 |         | 31-12-2011         |
| Securities neid-to-maturity                | Group   | Bank       | Crown   | 31-12-2011<br>Bank |
| Debt securities                            | Group   | Dalik      | Group   | Dalik              |
| Private enterprise bonds the Republic of   |         |            |         |                    |
| Lithuania                                  | -       | -          | 3 068   | -                  |
| Government bonds of the Republic of        |         |            |         |                    |
| Lithuania                                  | 209 340 | 209 340    | 263 045 | 263 045            |
| Government bonds of foreign states         | 31 172  | 31 172     | 24 144  | 24 144             |
| Private enterprise bonds of foreign states | 32 519  | 32 519     | 16 092  | 16 092             |
| Total:                                     | 273 031 | 273 031    | 306 349 | 303 281            |

(all amounts are in LTL thousand, unless otherwise stated)

|                   |          | State<br>companies |                 |
|-------------------|----------|--------------------|-----------------|
|                   | Treasury | debt               | Corporate       |
| Bank 31-12-2012   | bills    | securities d       | lebt securities |
| from AA-to AAA    | 8 092    | -                  | 6 811           |
| from A- to A+     | 17 704   | -                  | 8 615           |
| from BBB- to BBB+ | 209 340  | 2 681              | 14 412          |
| from BB- to BB+   | 5 376    | -                  | -               |
| below už BB-      | -        | -                  | -               |
| no rating         | -        | -                  | -               |
| Total:            | 240 512  | 2 681              | 29 838          |

|                   |          | State<br>companies |                 |
|-------------------|----------|--------------------|-----------------|
|                   | Treasury | debt               | Corporate       |
| Bank 31-12-2011   | bills    | securities o       | lebt securities |
| from AA-to AAA    | 8 106    | -                  | 6 798           |
| from A- to A+     | 10 686   | -                  | -               |
| from BBB- to BBB+ | 263 045  | -                  | 9 294           |
| from BB- to BB+   | 5 352    | -                  | -               |
| below už BB-      | -        | -                  | -               |
| no rating         | -        | -                  | -               |
| Total:            | 287 189  | -                  | 16 092          |

|                   | Treasury | State<br>companies<br>debt | Corporate      |
|-------------------|----------|----------------------------|----------------|
| Group 31-12-2012  | bills    |                            | ebt securities |
| from AA-to AAA    | 8 092    | -                          | 6 811          |
| from A- to A+     | 17 704   | -                          | 8 615          |
| from BBB- to BBB+ | 209 340  | 2 681                      | 14 412         |
| from BB- to BB+   | 5 376    | -                          | -              |
| below už BB-      | -        | -                          | -              |
| no rating         | -        | -                          | -              |
| Total:            | 240 512  | 2 681                      | 29 838         |

|                   |                   | State<br>companies |                           |
|-------------------|-------------------|--------------------|---------------------------|
| Group 31-12- 2011 | Treasury<br>bills | debt               | Corporate debt securities |
| from AA-to AAA    | 8 106             | -                  | 6 798                     |
| from A- to A+     | 10 686            | -                  | -                         |
| from BBB- to BBB+ | 263 045           | -                  | 9 294                     |
| from BB- to BB+   | 5 352             | -                  | -                         |
| below už BB-      | -                 | -                  | -                         |
| no rating         | -                 | -                  | 3 068                     |
| Total:            | 287 189           | -                  | 19 160                    |

(all amounts are in LTL thousand, unless otherwise stated)

#### Investments in subsidiaries

|                             |          |             | 31-12-2012 |
|-----------------------------|----------|-------------|------------|
|                             | Share in | Acquisition | Carrying   |
|                             | equity % | cost        | value      |
| ŠB Lizingas UAB             | 100      | 5 000       | 3 000      |
| ŠB Investicijų Valdymas UAB | 100      | 4 040       | 1 658      |
| ŠB Turto Fondas UAB         | 100      | 5 117       | 4 271      |
| Minera UAB                  | 100      | 5 505       | 5 505      |
| SBTF UAB                    | 100      | 2 000       | 2 000      |
| Pavasaris UAB               | 98       | 35 357      | 35 357     |
| Total:                      |          | 57 019      | 51 791     |

|                             |          |             | 31-12-2011 |
|-----------------------------|----------|-------------|------------|
|                             | Share in | Acquisition | Carrying   |
|                             | equity % | cost        | value      |
| ŠB Lizingas UAB             | 100      | 5 000       | 2 000      |
| ŠB Investicijų Valdymas UAB | 100      | 4 040       | 3 113      |
| ŠB Turto Fondas UAB         | 100      | 5 117       | 4 271      |
| Minera UAB                  | 100      | 5 505       | 5 505      |
| SBTF UAB                    | 100      | 2 000       | 2 000      |
| Total:                      |          | 21 662      | 16 889     |

Within 2012 Bank recognised loss of 1 455 thou LTL impairment for investment into "Šiaulių banko investicijų valdymas" UAB and reversed 1 000 thou LTL impairment loss for investment into "Šiaulių banko lizingas " UAB. Additional information: within 2009 value decrease of LTL 4 773 thousand (among them covered activity's loss of Šiaulių banko lizingas UAB comprises LTL 3000 thousand, value decrease of Šiaulių banko turto fondas UAB – LTL 846 thousand, Šiaulių banko investicijų valdymas UAB – LTL 927 thousand) was acknowledged in the balance of Šiaulių bankas AB as well as in the profit (loss) report.

Associate company

|                 |          |             | 31-12-2011 |
|-----------------|----------|-------------|------------|
|                 | Share in | Acquisition | Carrying   |
|                 | equity % | cost        | value      |
| Pavasaris UAB   | 49.6     | 18 381      | 18 392     |
| (equity method) |          |             |            |

### NOTE 7 OTHER ASSETS

|                      | 31-12-2012 |       |        | 31-12-2011 |  |
|----------------------|------------|-------|--------|------------|--|
|                      | Group      | Bank  | Group  | Bank       |  |
| Assets held for sale | 132 803    | -     | 44 327 | -          |  |
| Amounts receivable   | 5 970      | 133   | 23 125 | 116        |  |
| Deferred expenses    | 3 280      | 1 902 | 3 031  | 2 399      |  |
| Prepayments          | 4 545      | 0     | 2 545  | 2 295      |  |
| Foreclosed assets    | 2 422      | 1 995 | 2 710  | 1 980      |  |
| Other                | 7 532      | 1 406 | 2 065  | 791        |  |
| Total:               | 156 552    | 5 436 | 77 803 | 7 581      |  |

In 2010 "Kėdainių oda" UAB, the company controlled by the subsidiary of the Bank "Šiaulių banko investicijų valdymas" UAB, has become material to the Group and, therefore, was consolidated in financial statements of the group. Untill 2012 the investment into "Kėdainių oda" UAB was classified as the subsidiary held for sale.

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 8 DUE TO OTHER BANKS AND FINANCIAL INSTITUTIONS

|   | 31-12-2012 |         |         | 31-12-2011 |  |
|---|------------|---------|---------|------------|--|
|   | Group      | Bank    | Group   | Bank       |  |
| Correspondent accounts and deposits of  |            |         |         |            |  |
| other banks and financial institutions: |            |         |         |            |  |
| Correspondent accounts and demand       |            |         |         |            |  |
| deposits                                | 13 179     | 15 472  | 21 313  | 21 324     |  |
| Time deposits                           | 27 383     | 27 388  | 75 653  | 75 653     |  |
| Total:                                  | 40 562     | 42 860  | 96 966  | 96 977     |  |
| Loans received:                         |            |         |         |            |  |
| Loans from other banks                  | 76 421     | 76 421  | 72 206  | 72 206     |  |
| Loans from financial institutions       | 74 035     | 74 035  | 80 364  | 80 364     |  |
| Loans from international organisations  | 215 252    | 215 252 | 221 353 | 221 353    |  |
| Total:                                  | 365 708    | 365 708 | 373 923 | 373 923    |  |
| Total:                                  | 406 270    | 408 568 | 470 889 | 470 900    |  |

## NOTE 9 DUE TO CUSTOMERS

|                                      | 31-12-2012 |           | 31-12-2011 |           |
|--------------------------------------|------------|-----------|------------|-----------|
|                                      | Group      | Bank      | Group      | Bank      |
| Demand deposits:                     |            |           |            |           |
| National government institutions     | 37 033     | 37 033    | 28 256     | 28 256    |
| Local government institutions        | 53 094     | 53 094    | 28 961     | 28 961    |
| Governmental and municipal companies | 24 849     | 24 849    | 32 932     | 32 932    |
| Corporate entities                   | 219 489    | 219 650   | 184 697    | 184 979   |
| Non-profit organisations             | 13 128     | 13 128    | 10 755     | 10 755    |
| Individuals                          | 205 037    | 205 037   | 158 431    | 158 431   |
| Unallocated amounts due to customers | 7 364      | 7 364     | 12 668     | 12 668    |
| Total demand deposits:               | 559 994    | 560 155   | 456 700    | 456 982   |
| Time deposits:                       |            |           |            |           |
| National government institutions     | 2 198      | 2 198     | 3 336      | 3 336     |
| Local government institutions        | 2 011      | 2 011     | 1 185      | 1 185     |
| Governmental and municipal companies | 24 277     | 24 277    | 85 020     | 85 020    |
| Corporate entities                   | 155 991    | 155 991   | 187 944    | 187 944   |
| Non-profit organisations             | 9 160      | 9 160     | 8 442      | 8 442     |
| Individuals                          | 1 412 060  | 1 412 060 | 1 151 258  | 1 151 258 |
| Total time deposits:                 | 1 605 697  | 1 605 697 | 1 437 185  | 1 437 185 |
| Total:                               | 2 165 691  | 2 165 852 | 1 893 885  | 1 894 167 |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 10 SPECIAL AND LENDING FUNDS

|               | 31-12-2012 |       | 31-12-2011 |        |
|---------------|------------|-------|------------|--------|
|               | Group      | Bank  | Group      | Bank   |
| Special funds | 2 835      | 2 835 | 5 439      | 5 439  |
| Lending funds | 4 459      | 4 459 | 11 461     | 11 461 |
| Total:        | 7 294      | 7 294 | 16 900     | 16 900 |

Special funds consist of compulsory social security and health insurance funds. Special funds have to be available to their contributors on their first demand. Lending funds consist of loans from banks and financial institutions for granting of special purpose credits.

## NOTE 11 DEBT SECURITIES IN ISSUE

|   | 31-12-2012 |        |        | 31-12-2011 |
|---|------------|--------|--------|------------|
|   | Group      | Bank   | Group  | Bank       |
| <ul><li>276 days coupon bonds in LTL with rate of</li><li>4,5 per cent, maturity 07-05-2012</li><li>555 days coupon bonds in LTL with rate of</li></ul> |            | -      | 15 274 | 15 274     |
| 5,25 per cent, maturity 06-03-2013  | 15 268     | 15 268 | 15 268 | 15 268     |
| 505 days coupon bonds in LTL with rate of 4,25 per cent, maturity 03-01-2013  | 7 116      | 7 116  | 6 936  | 6 936      |
| 367 days coupon bonds in LTL with rate of 4,9 per cent, maturity 24-09-2012   | -          | -      | 7 787  | 7 787      |
| 547 days coupon bonds in LTL with rate of 4,5 per cent, maturity 29-05-2013   | 528        | 528    | 19     | 19         |
| Total:  | 22 912     | 22 912 | 45 284 | 45 284     |

#### NOTE 12 OTHER LIABILITIES

|  | 31-12-2012 |       | 31-12-2011 |       |
|--|------------|-------|------------|-------|
|  | Group      | Bank  | Group      | Bank  |
| Accrued charges  | 8 362      | 6 541 | 6 072      | 5 351 |
| Deferred income  | 3 003      | 859   | 1 182      | 787   |
| Advances received from the buyers of assets<br>Amounts payable for finance lease | 2 056      | -     | 1 322      | -     |
| agreements   | 3 456      | -     | 3 922      | -     |
| Payable dividends  | 29         | 29    | 41         | 41    |
| Other liabilities  | 3 1 1 6    | 555   | 2 155      | 528   |
| Total:   | 20 022     | 7 984 | 14 694     | 6 707 |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 13 SHARE CAPITAL

As of 31 December 2012 the Bank's share capital comprised 234 857 533 ordinary registered shares with par value of LTL 1 each. Authorized capital was registered in the Register of Legal Entities on 4 August 2011, by additional contributions in the amount of LTL 30 million.

Shareholders including the European Bank for Reconstruction and Development, Trade-house Aiva UAB, Mintaka UAB, Company Group Alita AB, Algirdas Butkus, Gintaras Kateiva, Arvydas Salda, Kastytis Jonas Vyšniauskas, Sigitas Baguckas, Vigintas Butkus, Vytautas Junevičius, Audrius Žiugžda, Daiva Kiburienė, Jonas Bartkus, Vita Adomaitytė, Vytautas Sinius and Donatas Savickas comprise the group of shareholders, whose votes are calculated jointly. As of 31 December 2012, this group possessed 43.17 percent of the authorised capital and votes of the Bank.

As of 31 December 2012, the Bank had 3 671 shareholders (31 December 2011 - 3 805). A share of capital held by Bank's shareholders by the place of residence : 31-12-2012 residents 68,68 %, non-residents 31,32 %; 12-31-2011 residents 70,66 %, non-residents 29,34 %.

| Shareholder                              | Share of votes<br>held together<br>with the related<br>persons, % |
|--|---|
| The European Bank for Reconstruction and |   |
| Development (EBRD);                      | 19.57   |
| Gintaras Kateiva                         | 6.24  |
| Skandinavska Enskilda Banken customers   | 5.53  |
| "Eglės" sanatorija AB                    | 5.37  |
|  | 36.71   |

Another 15 shareholders had less than 5 % but more than 1 of the Bank's share capital.

#### Share premium

The share premium represents the difference between the issue price and nominal value of the shares issued by the Bank. Share premium can be used to increase the Bank's authorised share capital.

#### **Reserve** capital

The reserve capital is formed from the Bank's profit and its purpose is to ensure the financial stability of the Bank. The shareholders may decide to use the reserve capital to cover losses incurred.

#### Statutory reserve

According to the Law of the Republic of Lithuania on Banks, allocations to the statutory reserve shall be compulsory and may not be less than 1/20 of the profit available for appropriation. The statutory reserve may, by a decision of the annual or extraordinary general meeting of the shareholders, be used only to cover losses of the activities.

### Dividends

In 2011, 2012 the annual general meeting of shareholders decided to not to pay dividends.

#### General reserve to cover possible losses in assets

This reserve is formed from the Bank's profit or additional contributions of shareholders. The purpose of reserve is to cover losses incurred because of the risk related to the major activity of the Bank.

(all amounts are in LTL thousand, unless otherwise stated)

#### Earnings per share

Basic earnings per share is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period. The Group and the Bank have no dilutive potential ordinary shares and therefore diluted earnings per share are the same as basic earnings per share.

| 14 872 | 12 812                 |
|--------|------------------------|
|        |                        |
| 34 858 | 217 104                |
|        |                        |
| 0.06   | 0.06                   |
| 2      | 234 858<br><b>0.06</b> |

| Group                                      | 31-12-2012 | 31-12-2011 |
|--|------------|------------|
| Profit (loss) for the year attributable to |            |            |
| equity holders of the Bank (in LTL         |            |            |
| thousand)                                  | 12 927     | 13 023     |
| Weighted average number of issued shares   |            |            |
| (thousand of shares)                       | 234 858    | 217 104    |
| Basic earnings per share (in LTL per       |            |            |
| share)                                     | 0.06       | 0.06       |

### NOTE 14 NET INTEREST INCOME

|   |          |          | 31-12-2011 |          |
|---|----------|----------|------------|----------|
|   | Group    | Bank     | Group      | Bank     |
| Interest income:                            |          |          |            |          |
| on loans to other banks and financial       |          |          |            |          |
| institutions and placements with credit     |          |          |            |          |
| institutions                                | 1 928    | 8 585    | 2 059      | 6 693    |
| on loans to customers                       | 96 017   | 96 435   | 91 576     | 91 882   |
| on debt securities                          | 17 407   | 17 407   | 19 192     | 17 505   |
| on finance leases                           | 9 145    | -        | 7 975      | -        |
| Total interest income                       | 124 497  | 122 427  | 120 802    | 116 080  |
| Interest expense:                           |          |          |            |          |
| on liabilities to other banks and financial |          |          |            |          |
| institutions and amounts due to credit      |          |          |            |          |
| institutions                                | (13 548) | (13 547) | (13 693)   | (13 693) |
| on customer deposits and other repayable    |          |          |            |          |
| funds                                       | (44 310) | (44 310) | (43 166)   | (43 168) |
| on debt securities issued                   | (1 621)  | (1 621)  | (853)      | (853)    |
| compulsory insurance of deposits            | (9 133)  | (9 133)  | (8 312)    | (8 312)  |
| on finance leases                           | -        | -        | -          | (3)      |
| Total interest expense                      | (68 612) | (68 611) | (66 024)   | (66 029) |
| Net interest income                         | 55 885   | 53 816   | 54 778     | 50 051   |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 15 NET FEE AND COMMISSION INCOME

|                                   |         | 31-12-2012 |         |         |
|-----------------------------------|---------|------------|---------|---------|
|                                   | Group   | Bank       | Group   | Bank    |
| Fee and commission income:        |         |            |         |         |
| for money transfer operations     | 10 360  | 10 466     | 8 918   | 9 008   |
| for payment card services         | 2 254   | 2 254      | 1 858   | 1 872   |
| for base currency exchange        | 1 983   | 1 990      | 1 672   | 1 681   |
| for operations with securities    | 148     | 148        | 145     | 145     |
| other fee and commission income   | 1 800   | 1 759      | 1 615   | 1 446   |
| Total fee and commission income   | 16 545  | 16 617     | 14 208  | 14 152  |
| Fee and commission expense:       |         |            |         |         |
| for payment card services         | (6 026) | (6 026)    | (4 108) | (4 108) |
| for money transfer operations     | (1 860) | (1 838)    | (1 518) | (1 497) |
| for operations with securities    | (77)    | (77)       | (80)    | ( 80)   |
| for base currency exchange        | (2)     | (2)        | (3)     | (3)     |
| other fee and commission expenses | ( 480)  | (1)        | (15)    | (15)    |
| Total fee and commission expense  | (8 445) | (7 944)    | (5 724) | (5 703) |
| Net fee and commission income     | 8 100   | 8 673      | 8 484   | 8 449   |

## NOTE 16 ADMINISTRATIVE AND OTHER OPERATING EXPENSES

|   |          | 31-12-2012 |           |          |
|---|----------|------------|-----------|----------|
|   | Group    | Bank       | Group     | Bank     |
| Salaries, social security and other related |          |            |           |          |
| expenses                                    | (27 904) | (23 630)   | (25 649)  | (22 059) |
| Rent and maintenance of premises            | (5 017)  | (4 639)    | (4 182)   | (4 074)  |
| Office equipment maintenance                | (1 189)  | (1 132)    | (1 068)   | (1 047)  |
| Depreciation of fixed tangible assets       | (4 620)  | (2 967)    | (4 093)   | (3 177)  |
| Amortisation of intangible assets           | (295)    | (282)      | (243)     | (235)    |
| Transportation, post and communications     |          |            |           |          |
| expenses                                    | (2 007)  | (2 081)    | (2 2 3 0) | (1 982)  |
| Real estate tax and other taxes             | (2 882)  | (294)      | (1 603)   | (280)    |
| Advertising and marketing expenses          | (1 055)  | (791)      | ( 819)    | (772)    |
| Training and business trip expenses         | (172)    | (122)      | (120)     | (75)     |
| Charity                                     | (196)    | (192)      | (238)     | (207)    |
| Service organisation expenses               | (1 007)  | ( 908)     | (665)     | ( 617)   |
| Other operating expenses                    | (5 174)  | (2 465)    | (2 608)   | (2 111)  |
| Total:                                      | (51 518) | (39 503)   | (43 518)  | (36 636) |

## NOTE 17 ALLOWANCE FOR IMPAIRMENT LOSSES

|  | 31-12-2012 |          |          | 31-12-2011 |  |
|--|------------|----------|----------|------------|--|
|  | Grupė      | Bankas   | Grupė    | Bankas     |  |
| Impairment losses on loan                  | (25 933)   | (26 093) | (11 046) | (10 718)   |  |
| Recoveries of loans previously written-off | 955        | 715      | 1 402    | 1 157      |  |
| Impairment losses on finance lease         |            |          |          |            |  |
| receivables                                | (239)      | -        | (589)    | -          |  |
| Recovered previously written-off finance   |            |          |          |            |  |
| lease receivables                          | 288        | -        | 354      | -          |  |
| Expenses for provision on other assets     | (3 207)    | (548)    | (742)    | -          |  |
| Iš viso                                    | (28 136)   | (25 926) | (10 621) | (9 561)    |  |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 18 RELATED-PARTY TRANSACTIONS

Related parties with the Bank are classified as follows:

a) the members of the Bank's Supervisory Council and the Bank's Board, their close family members and companies where the related parties own more than 5 per cent of shares and/or take managing positions;

b) subsidiaries of the Bank;

c) the shareholders owning more than 5 per cent of the Bank's shares.

In the ordinary course of business the Bank performs banking transactions with major shareholders, members of the Council and the Board, as well as with the subsidiaries.

During 2011, 2012 a certain number of banking transactions were entered into with related parties in the ordinary course of business. These transactions include settlements, loans, deposits and foreign currency transactions.

The balances of loans granted to and deposits accepted from the Bank's related parties, except for subsidiaries, were as follows:

|   | Balances of<br>deposits | 31-12-2012<br>Balances of<br>loans | Balances of<br>deposits | 31-12-2011<br>Balances of<br>loans |
|---|-------------------------|------------------------------------|-------------------------|------------------------------------|
| Members of the Council and the Board          | 1 031                   | 4 857                              | 1 823                   | 6 437                              |
| Other related parties (excluding subsidiaries |                         |                                    |                         |                                    |
| of the Bank)                                  | 5 353                   | 121 954                            | 11 472                  | 195 511                            |
| Total:  | 6 384                   | 126 811                            | 13 295                  | 201 948                            |

### **Transactions with EBRD:**

The balance of the Bank's loans received from the EBRD . As of December 31 th 2012 the total value of the EBRD loan was LTL 78 109 thou (in 31-12-2011 - LTL 91 791 thou). The interest related with the loan as well as other expenses comprised LTL 4 685 thou on 31 December 2012 (LTL 5 283 thou on 31 December 2011).

Balances of transactions with the subsidiaries are given below:

|                            | Balances of<br>deposits | 31-12-2012<br>Balances of<br>loans | Balances of<br>deposits | 31-12-2011<br>Balances of<br>loans |
|----------------------------|-------------------------|------------------------------------|-------------------------|------------------------------------|
| Non-financial institutions | 161                     | 154 609                            | 268                     | 141 864                            |
| Financial institutions     | 2 298                   | 216 789                            | 11                      | 173 567                            |
| Total:                     | 2 459                   | 371 398                            | 279                     | 315 431                            |

(all amounts are in LTL thousand, unless otherwise stated)

Transactions with subsidiaries:

| Assets                                  | 31-12-2012 | 31-12-2011 |
|---|------------|------------|
| Loans                                   | 371 398    | 315 431    |
| Other assets                            | 27         | 25         |
|   |            |            |
| Liabilities and shareholders' equity    |            |            |
| Demand deposits                         | 2 459      | 279        |
| Bank's investment                       | 51 791     | 16 889     |
| Other liabilities                       | -          | 50         |
|   | 31-12-2012 | 31-12-2011 |
| Income                                  |            |            |
| Interest                                | 12 639     | 9 486      |
| Commission income                       | 164        | 166        |
| Income from foreign exchange operations | 1          | 8          |
| Dividends                               | 1 000      | -          |
| Other income                            | 203        | 255        |
|   |            |            |
| Expenses                                |            |            |
| Interest                                | -          | (5)        |
| Commission charges                      | -          | -          |
| Operating expenses                      | (747)      | (198)      |
| Loss of impairment value of investment  | ( 455)     | -          |

## NOTE 19 CAPITAL MANAGEMENT

The capital of the Group is calculated and allocated for the risk coverage following the General Regulations for the Calculation of Capital Adequacy approved by the Bank of Lithuania Board. The Group's objectives when managing capital are as follows:

1) to comply with the capital requirements set by the Bank of Lithuania as well as the higher target capital requirements set by the major shareholder,

2) to safeguard the Bank's and the Group's ability to continue as a going concern so that it can provide returns for shareholders and benefits for other stakeholders,

3) to support the development of the Group's business with the help of the strong capital base.

Capital adequacy and the use of the regulatory capital are monitored on a daily basis and information regarding capital adequacy is submitted to the supervising authority quarterly in accordance with the Bank of Lithuania requirements.

The Bank of Lithuania has set the following minimum capital requirements:

1) minimum level of capital held must be no less than 5 mill EUR,

2) minimum capital adequacy ratio, calculated as the regulatory capital to the risk-weighted assets, must be no less than 8%. Capital adequacy (solvency) ratio is calculated as a ratio of the capital of the Bank and the capital required to cover credit, trading book and operating risks multiplied by 0.08 and presented in percentage points.

Additional capital need for credit, operational, market and liquidity risk is subject to the regular stress-testing and Internal Capital Adequacy Assessment processing.

(all amounts are in LTL thousand, unless otherwise stated)

The Group's regulatory capital is divided into two tiers:

1) tier 1 capital consists of the share capital, share premium, reserve capital, retained earnings of the previous financial year and less the intangible assets,

2) tier 2 capital consists of the revaluation reserves of the fixed and financial assets, other reserves.

The regulatory capital is calculated as the sum of the previously mentioned tier 1 and tier 2 capital less the investments in other credit or financial institution.

The risk-weighted assets are measured by means of nine risk weights classified according to the nature of each assets and counterpart, taking into account collaterals and guarantees eligible for risk mitigation. A similar treatment with some adjustments is adopted for the off-balance sheet exposures. Capital requirements for operational risk are calculated using the Basic Indicator Approach.

The table below summarizes the composition of regulatory capital and the ratios of the Bank and Group as of December 31 th 2012 and of December 31 st 2011. During those two years, the Group complied with capital requirements to which it is subject.

|   |         | 31-12-2012 |         | 31-12-2011 |
|---|---------|------------|---------|------------|
|   | Group   | Bank       | Group   | Bank       |
| Tier 1 capital                                |         |            |         |            |
| Ordinary shares                               | 234 858 | 234 858    | 234 858 | 234 858    |
| Share premium                                 | 47 861  | 47 861     | 47 861  | 47 861     |
| Reserve capital                               | 2 611   | 2 611      | 2 611   | 2 611      |
| Previous year's retained earnings             | 8 180   | 12 171     | (3 913) | -          |
| Not audited result                            | -       | -          | -       | -          |
| Others reserve                                | 1 891   | 1 289      | 960     | 648        |
| Less: financial assets revaluation reserve    | -       | -          | (1 182) | (1 182)    |
| Less: Intangible assets                       | (1 207) | (903)      | (916)   | ( 894)     |
| Total Tier 1 capital                          | 294 194 | 297 887    | 280 279 | 283 902    |
| Tier 2 capital                                |         |            |         |            |
| 85 % financial assets revaluation reserve     | 4 415   | 4 415      | -       | -          |
| Total Tier 2 capital                          | 4 415   | 4 415      | -       | -          |
| Less Investments in other credit or financial |         |            |         |            |
| institutions                                  | -       | (2 475)    | -       | (1 647)    |
| Total capital:                                | 298 609 | 299 827    | 280 279 | 282 255    |
| Capital requirement:                          |         |            |         |            |
| Standardised approach credit risk             | 166 513 | 167 259    | 157 723 | 158 179    |
| Traded debt instruments                       | 2 272   | 2 272      | 140     | 140        |
| Equities                                      | 73      | 73         | 57      | 57         |
| Foreign exchange risk exposure                | 8 646   | 8 651      | 7 149   | 7 097      |
| Operational risk by Basic indicator's method  | 10 615  | 9 306      | 8 199   | 7 500      |
| Total capital requirement:                    | 188 119 | 187 561    | 173 268 | 172 973    |
| Capital ratio, %                              | 12,70   | 12,79      | 12,94   | 13,05      |

(all amounts are in LTL thousand, unless otherwise stated)

## NOTE 20 LIQUIDITY

Liquidity risk means the risk that the Bank is unable to meet its financial obligations in time or that it will not manage to receive financial resources during a short time by borrowing or selling the assets.

#### The liquidity risk management

The liquidity risk management depends on the Bank's ability to cover the cash shortage by borrowing from the market; and the liquidity of the market itself. While managing the liquidity risk the relatively small size of the Bank has both positive and negative features. On the one part, in case of liquidity problems, the demand for total funds is rather small in terms of banking system, therefore, they are solved easily. On the other part, in case of liquidity problems the Bank's ability to borrow from the market may decrease significantly. Due to that fact the Bank possesses a significant Debt Securities Portfolio, which is of high liquidity.

The liquidity risk management is regulated by the Liquidity Risk Management Procedures approved by the Board of the Bank. The management of the current and non-current liquidity risk is distinguished in the mentioned procedures. The current liquidity is based on the control of the incoming and outgoing cash flow. The non-current liquidity is managed on the limit system basis.

As of December 31 th 2012 the above Group's ratio was 41,55 per cent (31-12-2011 - 37,26 per cent), and the Bank's - 42,77 per cent (31-12-2011 - 38,36 per cent.).

The tables below disclose the assets and liabilities as of June 30 st 2012 according to their remaining maturity defined in the agreements. However, the real maturity of the particular types of assets and liabilities may be longer as, for example a portion of loans and deposits is extended and thus the real repayment terms of short-term loans and demond deposits move forward

The structure of the Group's liabilities by maturity as of December 31 th 2012 was as follows.:

|  | Demand    | up to 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | 1 to 3 years | more than 3 years | maturity<br>undefinited | Total:    |
|--|-----------|---------------|---------------|---------------|----------------|--------------|-------------------|-------------------------|-----------|
| Total assets                               | 222 023   | 89 195        | 147 397       | 171 250       | 280 217        | 710 761      | 1 080 086         | 241 774                 | 2 942 703 |
| Total liabilities and shareholder's equity | 574 970   | 205 409       | 370 533       | 474 224       | 669 357        | 228 896      | 95 012            | 324 302                 | 2 942 703 |
| Net liquidity gap                          | (352 947) | (116 214)     | (223 136)     | (302 974)     | (389 140)      | 481 865      | 985 074           | (82 528)                | -         |

(all amounts are in LTL thousand, unless otherwise stated)

The structure of the Group's liabilities by maturity as of December 31 st 2011 was as follows.:

|   | Demand               | up to 1 month        | 1 to 3 months        | 3 to 6 months        | 6 to 12 months       | 1 to 3 years       | more than 3<br>years | maturity<br>undefinited | Total:    |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|--------------------|----------------------|-------------------------|-----------|
| Total assets<br>Total liabilities and shareholder's | 222 494              | 49 599               | 142 457              | 143 921              | 341 430              | 794 110            | 848 365              | 194 928                 | 2 737 304 |
| equity<br>Net liquidity gap                         | 494 190<br>(271 696) | 257 325<br>(207 726) | 305 279<br>(162 822) | 419 163<br>(275 242) | 530 829<br>(189 399) | 330 772<br>463 338 | 102 586<br>745 779   | 297 160<br>(102 232)    | 2 737 304 |

The structure of the Bank's liabilities by maturity as of December 31 th 2012 was as follows.:

|  | Demand    | up to 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | 1 to 3 years | more than 3 years | maturity<br>undefinited | Total:    |
|--|-----------|---------------|---------------|---------------|----------------|--------------|-------------------|-------------------------|-----------|
| Total assets                               | 221 810   | 126 708       | 193 023       | 236 068       | 356 872        | 653 339      | 981 778           | 161 868                 | 2 931 466 |
| Total liabilities and shareholder's equity | 575 882   | 200 300       | 369 718       | 473 644       | 666 781        | 228 128      | 94 999            | 322 014                 | 2 931 466 |
| Net liquidity gap                          | (354 072) | (73 592)      | (176 695)     | (237 576)     | (309 909)      | 425 211      | 886 779           | (160 146)               | -         |

The structure of the Bank's liabilities by maturity as of December 31st 2011 was as follows.:

|  | Demand    | up to 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | 1 to 3 years | more than 3 years | maturity<br>undefinited | Total:    |
|--|-----------|---------------|---------------|---------------|----------------|--------------|-------------------|-------------------------|-----------|
| Total assets                               | 222 351   | 76 612        | 186 008       | 199 346       | 431 067        | 734 770      | 754 709           | 126 703                 | 2 731 566 |
| Total liabilities and shareholder's equity | 493 393   | 251 330       | 305 047       | 418 990       | 530 415        | 330 554      | 102 586           | 299 251                 | 2 731 566 |
| Net liquidity gap                          | (271 042) | (174 718)     | (119 039)     | (219 644)     | (99 348)       | 404 216      | 652 123           | (172 548)               | -         |

(all amounts are in LTL thousand, unless otherwise stated)

#### Non-derivative cash flow

Undiscounted cash flows in the table below describe presumable liability side outflows which are represented by nominal cantract amounts together with accrued interest till the end of the contract.

| Group 31-12-2012                                | maturity<br>undefinited | up to 1 month  | 1 to 3 months          | 3 to 12<br>months                         | 1 to 5 years       | more than 5<br>years           | Total:               |
|---|-------------------------|--|------------------------|---|--------------------|--------------------------------|----------------------|
| Liabilities                                     |                         |  |                        |   |                    |                                |                      |
| Due to banks                                    | -                       | 47 767   | 9 454                  | 118 033                                   | 202 695            | 39 633                         | 417 582              |
| Due to customers                                | -                       | 742 304  | 311 503                | 1 028 918                                 | 78 941             | 7 999                          | 2 169 665            |
| Debt securities in issue                        | -                       | 7 119  | 15 408                 | 538                                       | -                  | -                              | 23 065               |
| Special and lending fund                        | -                       | 3 512  | -                      | 667                                       | 3 245              | -                              | 7 424                |
| Total liabilities (contractual maturity dates)  | _                       | 800 702  | 336 365                | 1 148 156                                 | 284 881            | 47 632                         | 2 617 736            |
|   |                         |  |                        |   |                    |                                |                      |
| Group 31-12-2011                                | maturity<br>undefinited | up to 1 month  | 1 to 3 months          | 3 to 12<br>months                         | 1 to 5 years       | more than 5<br>years           | Total:               |
| Group 31-12-2011<br>Liabilities                 | maturity<br>undefinited | up to 1 month  | 1 to 3 months          | 3 to 12<br>months                         | 2                  | than                           | Total:               |
|   | maturity<br>undefinited | the for the format of the format oo the form | stynom c o 1<br>45 021 | ст от <u>с</u><br>то те<br>то те<br>то те | 2                  | than                           | :ero<br>L<br>495 044 |
| Liabilities                                     |                         |  | 1 to                   |   | 1 to 5             | more than<br>years             |                      |
| Liabilities Due to banks                        |                         | 54 924   | <u>9</u><br>45 021     | 77 940                                    | 274 685            | more than<br>years             | 495 044              |
| Liabilities<br>Due to banks<br>Due to customers |                         | 54 924<br>680 285  | 9<br>45 021<br>260 912 | 77 940<br>851 505                         | 274 685<br>101 969 | more than<br>7 45 424<br>7 818 | 495 044<br>1 902 489 |

(all amounts are in LTL thousand, unless otherwise stated)

| Bank 31-12-2012                                | maturity<br>undefinited | up to 1 month | 1 to 3 months | 3 to 12<br>months | 1 to 5 years | more than 5<br>years | Total:    |
|--|-------------------------|---------------|---------------|-------------------|--------------|----------------------|-----------|
| Liabilities                                    |                         |               |               |                   |              |                      |           |
| Due to banks                                   | -                       | 50 060        | 9 454         | 118 038           | 202 695      | 39 633               | 419 880   |
| Due to customers                               | -                       | 742 465       | 311 503       | 1028 918          | 78 941       | 7 999                | 2 169 826 |
| Debt securities in issue                       | -                       | 7 119         | 15 408        | 538               | -            | -                    | 23 065    |
| Special and lending fund                       | -                       | 3 512         | -             | 667               | 3 245        | -                    | 7 424     |
| Total liabilities (contractual maturity dates) |                         | 803 156       | 336 365       | 1 148 161         | 284 881      | 47 632               | 2 620 195 |
| Bank 31-12-2011                                | maturity<br>undefinited | up to 1 month | 1 to 3 months | 3 to 12<br>months | 1 to 5 years | more than 5<br>years | Total:    |
| Liabilities                                    |                         |               |               |                   |              |                      |           |
| Due to banks                                   | -                       | 54 935        | 45 021        | 77 940            | 274 685      | 42 474               | 495 055   |
| Due to customers                               | -                       | 680 567       | 260 912       | 851 505           | 101 969      | 7 818                | 1 902 771 |
| Debt securities in issue                       | -                       | -             | -             | 23 574            | 23 778       | -                    | 47 352    |
| Special and lending fund                       | -                       | 6 218         | 36            | 6 351             | 4 677        | -                    | 17 282    |
| Total liabilities (contractual maturity dates) | -                       | 741 720       | 305 969       | 959 370           | 405 109      | 50 292               | 2 462 460 |

(all amounts are in LTL thousand, unless otherwise stated)

### NOTE 21 MARKET RISK

The Group takes on exposure to market risk, which means the risk for the Bank to incur losses due to the adverse fluctuations in the market parameters such as currency exchange rates (foreign currency risk), interest rates (interest rate risk) or equities prices (equity risk). The most significant market risk for a Group is interest rate risk while other market risks are of lower significance.

### Foreign exchange risk

The management of the currency exchange risk is regulated by the "Currency Exchange Risk Management Procedures" which specify the principles allowing the Group to reduce the incurred foreign currency fluctuation risk to minimum. The Group is not engaged in any speculative transactions through which it could expect to earn profit from the open currency positions after changes in currency rate. The Board of the Bank approves and reviews on regular bases the maximum limits set to the open currency positions at the level of the Bank's subsidiary companies and the Bank itself. The set limits are below the limits allowed by the Bank of Lithuania. The Treasury Department of the Bank bears responsibility for the Group's compliance with the "Currency Exchange Risk Management Procedures".

The Group and the Bank monitors the foreign currency risk by calculating open currency position, which is equal to assets in the balance sheet and off-balance sheet less balance sheet and off-balance sheet liabilities in a single currency. The position can be long and short. The Bank also calculates Total open position (TOP), which is the higher of the separately added short and long positions. As of December 31 th 2012 the TOP to capital ratio was: Group's – 1,02 % (31-12-2011: 0,49 %), Bank's – 1,02 % (31-12-2011: 0,49 %).

### Sensitivity of foreign exchange risk

Foreign exchange (FX) risk is limited by amounts of open FX positions. For calculation of sensitivity to FX risk all exposures shall be converted into possible loss, i.e. open FX position is multiplied by possible FX rate change. The FX risk parameters for the Group (Bank) have been established in view of the maximum fluctuations of currency exchange rate in 2012 and prognosis that exchange rate fluctuations will remain similar in 2013. The Group does not evaluate FX risk on open EUR position as LTL is pegged to EUR at a fixed rate (see General information).

|                  |                              | Annual reasonable shift |
|------------------|------------------------------|-------------------------|
| Currency         | Annual reasonable shift 2013 | 2012                    |
| USD              | 6%                           | 7%                      |
| GBP              | 4,5%                         | 4,5%                    |
| DKK              | 0.3%                         | 0.5%                    |
| SEK              | 10%                          | 3%                      |
| LVL              | 0.5%                         | 1.0%                    |
| other currencies | 4%                           | 7%                      |

The following table presents Group (Bank) sensitivities of profit and loss and equity to reasonably possible changes in exchange rates applied at the balance sheet date, with all other variables held constant:

|                  | 3                | 1-12-2012   | 31-12-2011                   |        |  |  |
|------------------|------------------|-------------|------------------------------|--------|--|--|
|                  | Impact on profit | or loss, on | Impact on profit or loss, or |        |  |  |
|                  |                  | equity      |                              | equity |  |  |
|                  | Group            | Bank        | Group                        | Bank   |  |  |
| USD              | 26               | 26          | 6                            | 6      |  |  |
| GBP              | 3                | 3           | 1                            | 1      |  |  |
| DKK              | 1                | 1           | 1                            | 1      |  |  |
| SEK              | 74               | 74          | 13                           | 13     |  |  |
| LVL              | 1                | 1           | 2                            | 2      |  |  |
| other currencies | 72               | 72          | 31                           | 31     |  |  |
| Total:           | 177              | 177         | 54                           | 54     |  |  |

The presumable FX rate change creates acceptable impact on the Bank's profit and makes LTL 177 thousand in 2012 (2011: LTL 54 thousand) and the Group's annual profit and makes LTL 177 thousand in 2012 (2011: LTL 54 thousand) higher/lower impact on profit.

## (all amounts are in LTL thousand, unless otherwise stated)

The Group's open positions of prevailing currencies as of December 31 th 2012 were as follow:

|                                      | USD     | Others currencies | Total currencies: | EUR     | LTL       | Total:    |
|--------------------------------------|---------|-------------------|-------------------|---------|-----------|-----------|
| Assets                               | 70 290  | 9 045             | 79 335            | 836 316 | 2 027 052 | 2 942 703 |
| Liabilities and shareholder's equity | 68 766  | 6 054             | 74 820            | 733 258 | 2 134 625 | 2 942 703 |
| Net balance sheet position           | 1 524   | 2 991             | 4 515             | 103 058 | (107 573) | -         |
| Currency swaps                       | (1 954) | -                 | (1 954)           | 1 959   | -         | 5         |
| Net open position                    | ( 430)  | 2 991             | 2 561             | 105 017 | (107 573) | 5         |

The Group's open positions of prevailing currencies as of December 31st 2011 were as follow:

|                                      | USD     | Others currencies | Total currencies: | EUR     | LTL       | Total:    |
|--------------------------------------|---------|-------------------|-------------------|---------|-----------|-----------|
| Assets                               | 70 866  | 4 374             | 75 240            | 849 083 | 1 812 981 | 2 737 304 |
| Liabilities and shareholder's equity | 72 816  | 2 192             | 75 008            | 759 656 | 1 902 640 | 2 737 304 |
| Net balance sheet position           | (1 950) | 2 182             | 232               | 89 427  | (89 659)  | -         |
| Currency swaps                       | 1 869   | ( 826)            | 1 043             | (1 045) | -         | (2)       |
| Net open position                    | ( 81)   | 1 356             | 1 275             | 88 382  | (89 659)  | (2)       |

The Bank's open positions of prevailing currencies as of December 31 th 2012 were as follow:

|                                      | USD     | Others currencies | Total currencies: | EUR     | LTL       | Total:    |
|--------------------------------------|---------|-------------------|-------------------|---------|-----------|-----------|
| Assets                               | 70 289  | 9 045             | 79 334            | 836 170 | 2 015 962 | 2 931 466 |
| Liabilities and shareholder's equity | 68 766  | 6 054             | 74 820            | 733 046 | 2 123 600 | 2 931 466 |
| Net balance sheet position           | 1 523   | 2 991             | 4 514             | 103 124 | (107 638) | -         |
| Currency swaps                       | (1 954) | -                 | (1 954)           | 1 959   | -         | 5         |
| Net open position                    | ( 431)  | 2 991             | 2 560             | 105 083 | (107 638) | 5         |

(all amounts are in LTL thousand, unless otherwise stated)

### Žemiau pateiktos Banko atviros pagrindinių valiutų pozicijos 2011 m. gruodžio 31 d.:

|                                      | USD     | Others<br>currencies | Total currencies: | EUR     | LTL       | Total:    |
|--------------------------------------|---------|----------------------|-------------------|---------|-----------|-----------|
| Assets                               | 70 865  | 4 374                | 75 239            | 848 030 | 1 808 297 | 2 731 566 |
| Liabilities and shareholder's equity | 72 816  | 2 192                | 75 008            | 759 656 | 1 896 902 | 2 731 566 |
| Net balance sheet position           | (1 951) | 2 182                | 231               | 88 374  | (88 605)  | -         |
| Currency swaps                       | 1 869   | ( 826)               | 1 043             | (1 045) | -         | (2)       |
| Net open position                    | ( 82)   | 1 356                | 1 274             | 87 329  | (88 605)  | (2)       |

#### Interest rate risk

Interest rate risk is the risk to incur loss because of uncoordinated re-evaluation of the Bank's assets and liabilities. The risk management is regulated by the "Interest rate risk management procedures" which define the risk assessment approaches as well as risk management measures. The present procedure specifies that the Bank shall avoid presupposing about the future interest rates. The scope of the risk is assessed referring to the interest rate gap model.

(all amounts are in LTL thousand, unless otherwise stated)

#### Sensitivity of interest rate risk

Assessing the sensitivity of the Group's profit towards the change of interest rates, it has been assumed that interest is to change by 1 percentage point.

The data provided in the table below specify the Group and the Bank's interest rate risk when the assets and liabilities shown at the carrying amount are allocated by the date of the interest rate review or by maturity of assets and liabilities, depending on which comes first.

#### Group 31-12-2012

|   | Demand and less<br>than 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | more than 1 year | non monetary | Total:    |
|---|---------------------------------|---------------|---------------|----------------|------------------|--------------|-----------|
| Assets  | 380 555                         | 572 490       | 795 660       | 92 153         | 593 799          | 508 046      | 2 942 703 |
| Liabilities and shareholder's equity                                    | 340 077                         | 427 380       | 517 669       | 622 362        | 67 145           | 968 070      | 2 942 703 |
| Net interest sensitivity gap  | 40 478                          | 145 110       | 277 991       | (530 209)      | 526 654          | (460 024)    | -         |
| Higher/lower impact on profit from balance sheet assets and liabilities | 388                             | 1 209         | 1 737         | (1 326)        | _                | -            | 2 008     |

#### Group 31-12-2011

|   | Demand and less<br>than 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | more than 1 year | non monetary | Total:    |
|---|---------------------------------|---------------|---------------|----------------|------------------|--------------|-----------|
| Assets  | 398 784                         | 560 439       | 772 547       | 139 569        | 384 241          | 481 724      | 2 737 304 |
| Liabilities and shareholder's equity                                    | 415 875                         | 397 950       | 490 184       | 488 218        | 110 208          | 834 869      | 2 737 304 |
| Net interest sensitivity gap  | (17 091)                        | 162 489       | 282 363       | (348 649)      | 274 033          | (353 145)    | -         |
| Higher/lower impact on profit from balance sheet assets and liabilities | (164)                           | 1 354         | 1 765         | ( 872)         | -                | _            | 2 083     |

(all amounts are in LTL thousand, unless otherwise stated)

## Bank 31-12-2012

|   | Demand and less<br>than 1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | more than 1 year | non monetary | Total:    |
|---|---------------------------------|---------------|---------------|----------------|------------------|--------------|-----------|
| Assets  | 419 759                         | 559 012       | 795 406       | 192 472        | 607 619          | 357 198      | 2 931 466 |
| Liabilities and shareholder's equity                                    | 340 238                         | 427 380       | 517 669       | 622 367        | 67 145           | 956 667      | 2 931 466 |
| Net interest sensitivity gap  | 79 521                          | 131 632       | 277 737       | (429 895)      | 540 474          | (599 469)    | -         |
| Higher/lower impact on profit from balance sheet assets and liabilities | 762                             | 1 097         | 1 736         | (1 075)        | -                | -            | 2 520     |

#### Bank 31-12-2011

|   | Demand and less than<br>1 month | 1 to 3 months | 3 to 6 months | 6 to 12 months | more than 1 year | non monetary | Total:    |
|---|---------------------------------|---------------|---------------|----------------|------------------|--------------|-----------|
| Assets  | 416 797                         | 574 807       | 756 739       | 247 141        | 380 596          | 355 486      | 2 731 566 |
| Liabilities and shareholder's equity                                    | 415 875                         | 397 950       | 490 184       | 488 218        | 110 208          | 829 131      | 2 731 566 |
| Net interest sensitivity gap  | 922                             | 176 857       | 266 555       | (241 077)      | 270 388          | (473 645)    | -         |
| Higher/lower impact on profit from balance sheet assets and liabilities | 9                               | 1 474         | 1 666         | (603)          | -                | _            | 2 546     |

(all amounts are in LTL thousand, unless otherwise stated)

## **Operational risk**

The goals of the Bank's operational risk management include such areas as implementation of the internal control, processes and measures of the operational risk mitigation, prevention of accidents and losses; proper identification and assessment of the operational risks; concentration of funds and time on the establishment and management of the major operational risk sources in every area of the Bank's activity; proper arrangement of the internal control environment and monitoring constantly reviewing the applied methods and learning from the past.

Operational risk management system at the Bank covers all the areas of banking activities: work with cash (cash values), investment services (deposits, investment and pension funds), account payments (bank accounts, direct debit, fee collection), e-banking (SB linija, SMS bank, payment card), credits (credits, factoring, guarantees and documentary settlements), leasing, trading in foreign currency, etc.

The bank distinguishes a reputation risk as an operational risk sub-group. The reputation risk is the existing or foreseen risk, which might have a negative impact on the Bank's income and (or) capital with regard to unfavourable opinion about the Bank's reputation and which is made by the clients, parties of the agreement, shareholders and investors.

Considering the nature and scope of the banking activities, the following key sources of the operational risk are distinguished within the Bank:

1. Information systems (technical and software equipment, disorders in telecommunication systems, etc.)

2. Influence of human factors:

- 2.1. A suspected unintended error or action of an employee;
- 2.2. The bank's employees errors without establishing a motive of action;
- 2.3. Suspected illegal actions, fraud, deceit made by the bank's employees;
- 2.4. Illegal actions, fraud, deceit made by non- bank's employees.
- 3. Working conditions (violation of the safe working conditions, etc.)
- 4. The forces of nature.

In order to collect information about operational risk events, the Bank accumulates the historical data related to operational risk and losses caused by it. For this purpose the Operational Risk Event Registration procedure is approved by the Bank's Board.

To ensure continuity of the activities the Bank has approved the Activity Continuity Plan and Procedures for Provision of Banking Products, in case of the incident occurring in the Bank's Information Systems. According to the policies mentioned above the particular procedures and actions are taken in case of a contingency event and emergency cases seeking to minimize and avoid operational risks and loss of values if the daily activities of the Bank are disturbed.

The Bank's operational risk management system is supplemented by the Bank's Activity Continuity Plan and the Information Security and Emergency Management systems crated and installed by the Information technologies agency "Blue Bridge".

Referring to the scope of the Bank's activities and possibilities to take advantage of the historical data with regard to operational risk, the Bank has decided to apply a basic indicator approach indicated in the regulations for the Capital adequacy ratios.

### Stress tests

Alongside with the assessment of various types of risks and calculation of the capital requirement, the Group performs the stress testing to such types of risks which, after the self-assessment, fall under the high or very high level of risk. During the stress testing it is established if the Group's capital is adequate to cover the likely loss which could be incurred from the deterioration of the Group's financial status. The stress testing is performed in compliance with the requirements set by the Bank of Lithuania.

(all amounts are in LTL thousand, unless otherwise stated)

### 22 NOTE SEGMENT INFORMATION

#### **Business segments**

Below, there is a summary of major indicators for the main business segments of the Group included in the statement of financial position as at 31 December 2012 and in the statement of comprehensive income :

|  | Banking   | Leasing | Investment<br>management | Other activity | Eliminations | Total:    |
|--|-----------|---------|--------------------------|----------------|--------------|-----------|
| Internal   | 12 639    | (6 000) | ( 818)                   | (5 171)        | ( 650)       | -         |
| External   | 41 177    | 12 708  | 311                      | 1 689          |              | 55 885    |
| Net interest income  | 53 816    | 6 708   | (507)                    | (3 482)        | ( 650)       | 55 885    |
| Internal   | 12 803    | (6 142) | ( 818)                   | (5 191)        | (652)        | -         |
| External   | 49 686    | 12 222  | 385                      | 1 692          |              | 63 985    |
| Net interest, fee and commissions income                       | 62 489    | 6 080   | (433)                    | (3 499)        | (652)        | 63 985    |
| Provision expenses   | (25 926)  | ( 80)   | (1 454)                  | (1 131)        |              | (28 591)  |
| Internal   | (747)     | (180)   | (14)                     | (33)           | 974          | -         |
| External   | (35 507)  | (3 225) | (1 345)                  | (6 526)        |              | (46 603)  |
| Operating expenses   | (36 254)  | (3 405) | (1 359)                  | (6 559)        | 974          | (46 603)  |
| Amortisation charges   | (282)     | (8)     | -                        | (5)            |              | (295)     |
| Depreciation charges   | (2 967)   | ( 894)  | (14)                     | (745)          |              | (4 620)   |
| Internal   | 1 244     | (1)     | 34                       | 67             | (1 344)      | -         |
| External   | 18 154    | 1 153   | 815                      | 9 925          |              | 30 047    |
| Net other income   | 19 398    | 1 1 5 2 | 849                      | 9 992          | (1 344)      | 30 047    |
| Profit before tax  | 16 458    | 2 845   | (2 411)                  | (1 947)        | (567)        | 14 378    |
| Losses from discontinued operations                            | -         | -       | -                        | -              | -            | -         |
| Income tax   | (1 586)   | (419)   | -                        | 654            |              | (1 351)   |
| Profit per segment after tax                                   | 14 872    | 2 4 2 6 | (2 411)                  | (1 293)        | (567)        | 13 027    |
| Profit for the year attributable to equity holders of the Bank | 14 872    | 2 4 2 6 | (2 411)                  | (1 293)        | (567)        | 13 027    |
| Total segment assets   | 2 931 466 | 230 008 | 18 527                   | 188 692        | (425 990)    | 2 942 703 |
| Total segment liabilities                                      | 2 612 610 | 225 056 | 15 649                   | 149 131        | (374 199)    | 2 628 247 |
| Net segment assets (shareholders' equity)                      | 318 856   | 4 952   | 2 878                    | 39 561         | (51 791)     | 314 456   |

(all amounts are in LTL thousand, unless otherwise stated)

Below, there is a summary of major indicators for the main business segments of the Group included in the statement of financial position as at 31 December 2011 and in the statement of comprehensive income:

|  | Banking   | Leasing | Investment<br>management | Other activity | Eliminations | Total:    |
|--|-----------|---------|--------------------------|----------------|--------------|-----------|
| Internal   | 9 481     | (4 628) | (1 319)                  | (3 534)        | -            | -         |
| External   | 40 570    | 10 091  | 1 075                    | 3 042          |              | 54 778    |
| Net interest income  | 50 051    | 5 463   | (244)                    | ( 492)         | -            | 54 778    |
| Internal   | 9 647     | (4 772) | (1 320)                  | (3 555)        |              | -         |
| External   | 48 853    | 10 072  | 1 195                    | 3 142          |              | 63 262    |
| Net interest, fee and commissions income                       | 58 500    | 5 300   | (125)                    | (413)          | -            | 63 262    |
| Provision expenses   | (9 561)   | ( 599)  | 313                      | (568)          |              | (10 415)  |
| Internal   | (198)     | (194)   | (50)                     | (46)           | 488          | -         |
| External   | (33 026)  | (2 966) | ( 634)                   | (2 556)        |              | (39 182)  |
| Operating expenses   | (33 224)  | (3 160) | ( 684)                   | (2 602)        | 488          | (39 182)  |
| Amortisation charges   | (235)     | (7)     | -                        | (1)            |              | (243)     |
| Depreciation charges   | (3 177)   | (1 000) | (14)                     | (108)          |              | (4 299)   |
| Internal   | 263       | 167     | 17                       | 41             | ( 488)       | -         |
| External   | 1 946     | 592     | 555                      | 3 421          |              | 6 514     |
| Net other income   | 2 209     | 759     | 572                      | 3 462          | ( 488)       | 6 514     |
| Profit before tax  | 14 512    | 1 293   | 62                       | (230)          | -            | 15 637    |
| Income tax   | (1 654)   | (213)   | -                        | (10)           |              | (1 877)   |
| Profit per segment after tax                                   | 12 858    | 1 080   | 62                       | (240)          | (554)        | 13 206    |
| Profit for the year attributable to equity holders of the Bank | 12 858    | 1 080   | 62                       | (240)          | (554)        | 13 206    |
| Total segment assets   | 2 731 566 | 184 457 | 38 330                   | 115 952        | (333 001)    | 2 737 304 |
| Total segment liabilities                                      | 2 433 958 | 180 931 | 33 041                   | 111 258        | (316 102)    | 2 443 086 |
| Net segment assets (shareholders' equity)                      | 297 608   | 3 526   | 5 289                    | 4 694          | (16 899)     | 294 218   |

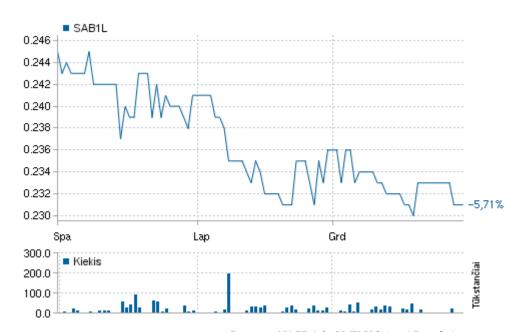
(all amounts are in LTL thousand, unless otherwise stated)

#### **NOTE 19 Additional Information**

#### Trade in Bank shares in regulated markets

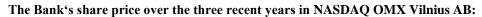
In the official trading list of NASDAQ OMX Vilnius AB, only the shares of the Bank are quoted. ISIN code LT0000102253; the number of shares: 234 857 533.

Share price in October-November 2012 (trading currency -euro)



Source: NASDAQ OMX Vilnius AB website http://www.nasdaqomxbaltic.com/market/?instrument=LT0000102253&list=2&pg=details&tab=historical&lang=lt&currency=0 &downloadcsv=0&date=&start d=1&start m=10&start y=2012&end d=30&end m=12&end y=2012





Source: NASDAQ OMX Vilnius AB website

http://www.nasdaqomxbaltic.com/market/?instrument=LT0000102253&list=2&pg=details&tab=historical&lang=lt&currency=0 &downloadcsv=0&date=&start\_d=1&start\_m=10&start\_y=2009&end\_d=30&end\_m=12&end\_y=2012

(all amounts are in LTL thousand, unless otherwise stated)

#### The share price and turnover in 2011 - 2012:

| Quarter  | Price of the last trading session, EUR | Max. price,<br>EUR | Min. price,<br>EUR | Amount of shares, units | Turnover,<br>mln. EUR |
|----------|--|--------------------|--------------------|-------------------------|-----------------------|
| 2011-I   | 0,327                                  | 0,353              | 0,312              | 3 428 636               | 1,118                 |
| 2011-II  | 0,316                                  | 0,325              | 0,306              | 3 026 771               | 0,948                 |
| 2011-III | 0,270                                  | 0,344              | 0,260              | 6 880 750               | 2,095                 |
| 2011-IV  | 0,245                                  | 0,292              | 0,230              | 4 563 345               | 1,181                 |
| 2012-I   | 0,272                                  | 0,285              | 0,242              | 2 920 163               | 0,763                 |
| 2012-II  | 0,246                                  | 0,27               | 0,242              | 5 924 381               | 1,534                 |
| 2012-III | 0,243                                  | 0,256              | 0,241              | 885 640                 | 0,217                 |
| 2012-IV  | 0,231                                  | 0,245              | 0,230              | 1 376 057               | 0,325                 |
|          |  |                    |                    |                         |                       |

### Members of the Collegial bodies

### The Bank's Supervisory Council:

#### • Arvydas Salda

A member of the Supervisory Council of Šiaulių bankas AB since 1991, the Chairman of the Supervisory Council since 1999. *Education:* Kaunas Institute of Technology.

Vilnius University, a specialty of applicable mathematics.

Work experience (5 years): a consultant of "Šiaulių banko turto fondas" since 2004.

#### • Sigitas Baguckas

The Deputy Chairman of the Supervisory Council of Šiaulių bankas AB since 2000, a member of the Council since 1991 *Education:* Vilnius Civic Engineering Institute. An engineer-constructor.

Work experience (5 years): Director of "Namų statyba" UAB until 2007, a procurist since 2007.

### • Gintaras Kateiva

A member of the Supervisory Council of Šiaulių bankas AB since 2008.

Education: Vilnius Pedagogic Institute, a teacher.

*Work experience (5 years):* an advisor of the director of "Litagros chemija" UAB (currently – "Litagra") until 2005, the Chairman of the Board – since 2005, director of "Litagros prekyba" UAB until 2008, director of "Litagros mažmena" UAB since 2008.

### • Vigintas Butkus

A member of the Supervisory Council of Šiaulių bankas AB since 2004 *Education*: Marijampole School of Culture, a director. *Work experience (5 years)*: Director of "Mintaka" UAB since 2000, Director of Trade House "Aiva" UAB since 2002.

### • Vytautas Junevičius

A member of the Supervisory Council of Šiaulių bankas AB since 2006.

Education: Kaunas Institute of Technology, an engineer-economist.

Vilnius University, a specialist of international economy relations.

*Work experience (5 years)*: the Director General of "Alita" AB until 2009, the Consultant of the Director General of the Company's Group "Alita", 2009-2011.

### • Peter Reiniger

A member of the Supervisory Council of Šiaulių bankas AB since 2011.

*Education:* Technical University of Budapest, an engineer-mechanic (master), an engineer of production organization (master). *Work experience (5 years):* European Bank for Reconstruction and Development (EBRD), the Director of the Business Group until 2010, the Managing director since 2010-2011; Chief Advisor of the First Vice-president and Executive Committee since 2011.

### • Ramunė Vilija Zabulienė

Independent member of Supervisory Council of the Bank since 04-05-2012, *Education:* Vilnius University, an engineer-economist.

(all amounts are in LTL thousand, unless otherwise stated)

*Work experience:* member of the Board of the Bank of Lithuania, Deputy Chairperson of the Board until 2011; Acts in compliance with the individual activity certificate of the resident of Lithuania.

## Bank Board:

## • Algirdas Butkus

The Chairman of the Board.

Education: Kaunas Technology Institute, a master of economy.

*Work experience:* the Chairman of the Board, Chief Executive Officer of Šiaulių bankas AB from 1999 to February 2011, the Deputy Chief Executive Officer since 2011.

## • Audrius Žiugžda

The Deputy Chairman of the Board, Chief Executive Officer.

Education: Vytautas Magnus University, a master of Business Administration and Management,

*Work experience:* the Chairman of the Board and President of SEB AB 2006-2009, the Advisor of the Director General TEO LT, AB 2010-2011 m., the Chief Executive Officer of Šiaulių bankas AB since 2011.

## Donatas Savickas

The member of the Board, Deputy Chief Executive Officer, Head of Finance and Risk Management Division. *Education:* Vilnius University, a master of economy.

Vytautas Magnus University, a master of Business Administration and Management.

*Work experience:* the Deputy Chairman of the Board of Siauliu bankas AB since 1995, Deputy Chief Executive Officer, Head of Finance and Credit Division since 2005, Head of Finance and Risk Managment Division since 2011.

## • Daiva Kiburienė

The member of the Board, Deputy Chief Executive Officer, Head of Šiauliai region.

Education: Vilnius University, a master of economy.

Vytautas Magnus University, a master of Business Administration and Management.

*Work experience:* the Deputy Chairperson of the Board of Šiaulių bankas AB since1998, Deputy Chief Executive Officer, Head of Corporate and Retail Banking Division since 2005, Head of Šiauliai region since 2011.

## • Vita Adomaitytė

The member of the Board, Chief Financial Officer, Head of Accounting and Reporting Division.

Education: Vilnius University, a master of finance and credit.

*Work experience:* the Chief Financial Officer of Šiaulių bankas since 2002, Head of Accounting and Reporting Division since 2005.

## • Jonas Bartkus

The member of the Board since 29-03-2012, Head of IT Division.

Education: Vilnius University, a master of mathematics.

*Work experience:* Head of Computerization Department of Šiaulių bankas AB since 2001, Head of Business Development Division since 2005, Head of IT Division since 2012.

## • Vytautas Sinius

The member of the Board, Head of Corporate Banking Division.

Education: Vilnius Higher School of Economics, a bank officer.

Vilnius University, a bachelor of economy.

Vytautas Magnus University, a master of Business Administration and Management.

*Work experience*: the Director of Retail Banking Division of SEB AB 2006-2010, Head of Corporate Banking Division of Šiaulių bankas AB since 2011.

(all amounts are in LTL thousand, unless otherwise stated)

| Name, surname           | Beginning / end of tenure        | A share of capital<br>under the right of<br>ownership, % | A share of votes together<br>with related persons, % |
|-------------------------|----------------------------------|--|--|
| Arvydas Salda           | beginning 2012-03-29<br>end 2016 | 2.59   | 43.17  |
| Sigitas Baguckas        | beginning 2012-03-29<br>end 2016 | 0.65   | 43. 17   |
| Vigintas Butkus         | beginning 2008-03-27<br>end 2016 | 0.18   | 43. 17   |
| Vytautas Junevičius     | beginning 2012-03-29<br>end 2016 | 0.13   | 43. 17   |
| Peter Reiniger          | beginning 2012-03-29<br>end 2016 | -  | 43. 17   |
| Gintaras Kateiva        | beginning 2012-03-29<br>end 2016 | 6.24   | 43.17  |
| Ramunė Vilija Zabulienė | beginning 2012-05-04<br>end 2016 | -  | -  |
| Algirdas Butkus         | beginning 2012-03-29<br>end 2016 | 4.39   | 43. 17   |
| Audrius Žiugžda         | beginning 2012-03-29<br>end 2016 | 0.58   | 43.17  |
| Donatas Savickas        | beginning 2012-03-29<br>end 2016 | 0.10   | 43.17  |
| Vita Adomaitytė         | beginning 2012-03-29<br>end 2016 | 0.03   | 43. 17   |
| Daiva Kiburienė         | beginning 2012-03-29<br>end 2016 | 0.06   | 43.17  |
| Vytautas Sinius         | beginning 2012-03-29<br>end 2016 | 0.07   | 43.17  |
| Jonas Bartkus           | beginning 2012-03-29<br>end 2016 | 0.05   | 43. 17   |

#### The review of performance over the accounting period

In 2012 Šiaulių bankas was further growing and improving the results of its performance. According to the preliminary preaudited data, over the year of 2012 the Bank earned LTL 14.9 million of the pre-audited net profit, i.e. such result is by 16 per cent better in comparison with the year 2011 when the Bank earned LTL 12.8 million. The net profit of Šiaulių bankas' Group reached LTL 12.9 million (in 2011the net profit comprised LTL 13.0 million).

The Bank's operating profit (before the income tax, dividends from the subsidiaries and special provisions) earned over 2012 was the best one achieved in the history of Šiaulių bankas - it reached almost LTL 41.4 million which is by 72 per cent more than 2011. It should be admitted that the operating profit of LTL 12.5 million achieved in the last quarter of 2012 is the best profit ever achieved during the quarter.

The net interest income comprised LTL 53.8 million earned over the previous year which is by 8 per cent more than in 2011. Gradually increasing on quarterly basis the Bank's net interest and commission fee grew by 3 per cent and reached LTL 8.7 million. This was influenced by the actively expanded clientèle and its increasing activity. The number of the Bank's clients grew by 13 per cent up to 162 thou - the corporate clients grew by 16 per cent up to 11.2 thou, the private ones - by 12 per cent up to 151 thou.

The significant impact on the increasing bank's operating income was made by the profit generated from the transactions with securities - it comprised LTL 9.5 million over the year. The Bank's profit of LTL 4.9 million earned from transactions in foreign currency was equivalent to the result achieved in the previous year.

The Bank's income was growing faster than its expenses which led to the high efficiency of the performance. The cost to income ratio has decreased by 11.6 percentage points since the beginning of the previous year and comprised 47.3 per cent. The ROAE ratio comprised 4.8 per cent, ROAA ratio - 0.5 per cent. No significant changes were recorded in the operating costs. The Bank further following the conservative assessment of clients' risk additionally formed LTL 8.9 million of special provisions and the expenses on special provisions formed during 2012 comprised LTL 25.9 million over the year.

(all amounts are in LTL thousand, unless otherwise stated)

The Bank's asset grew up to LTL 2.93 billion and the annual growth comprised 7 per cent (about LTL 0.2 billion). The net value of the Bank's loan portfolio decreased by 1 per cent over 2012 and the portfolio comprised LTL 2.06 billion at the end of the year. The decrease of portfolio was caused by the special provisions formed for impairment of loans and reclassification from a loan into an embedded derivative. The growth of the loan portfolio eliminating the accrued interest and special provisions comprised LTL 7.5 million over the year.

The portfolio of the debt securities increased by 50 per cent over the year and comprised LTL 527.4 million. The portfolio of equity securities has almost tripled due to the investments into subsidiaries and comprised LTL 54 million at the end of the year.

The deposit portfolio still comprises the biggest share of the Bank's liabilities. In comparison with the end of 2011 the amount of clients' deposits kept with the Bank increased by 14 per cent up to LTL 2.2 billion. The deposits placed by the individuals increased by 23 per cent and comprised LTL 1.6 billion late in the year taking 74.7 per cent of the deposit portfolio. The Bank's deposit market share reached 4.7 per cent at the end of 2012.

• In November 2012 Šiaulių bankas opened its 55<sup>th</sup> outlet in the shopping and entertainment centre Akropolis – Vilnius Akropolis client service centre.

• In November 2012 the Bank signed cooperation agreement with "Perlo paslaugos" UAB and expended the client servicing network to significant number. Currently the bank's clients can withdraw cash or place in on the payment card accounts can use more than 1500 terminals of "Perlas".

• In December Šiaulių bankas opened its  $4^{th}$  regional outlet in 2012 and  $56^{th}$  in total in Gariūnai modern marketplace - Gariūnai marketplace client service centre. Its business hours are very unusual but very convenient for customer and traders in the market – 2 days a week the centre is opened from the early morning, i.e. from 4 am, 4 days a week it starts operating from 7 am.

### Data on the publicly disclosed information

The following information was publicly disclosed over the IV quarter of 2012:

- 19-10-2012 a pre-audited activity result of the Bank and the Group for 9 months of 2012;
- 20-11-2012 interim information of 9 months;
- Reports regarding the transactions with the Banks shares entered by the Bank's top managment.

In accordance with the procedures set by the Charter of the Bank and the legal acts of the Republic of Lithuania all the stock events are announced in the Central regulated information base and on the Bank's website www.sb.lt. Reports on the Meetings of Shareholders are additionally announced in the daily newspaper "Lietuvos rytas".