

(Translation from Estonian original)

Independent Auditors' Report on Takeover Report

According to the procedures agreed with FöreningsSparbanken AB (hereinafter the "Majority Shareholder") and with reference to the Commercial Code we have reviewed the takeover report from 26 April 2005 (hereinafter the "Takeover Report") prepared by the Majority Shareholder, which explains and substantiates the conditions applicable to the takeover of the minority shareholders' shares of AS Hansapank (hereinafter the "Company") and the basis for determining the amount of compensation payable for the shares. The valuation of the shares and compilation of the Takeover Report is the responsibility of the Majority Shareholder. Our responsibility is to review the Takeover Report and state whether the amount of compensation determined by the Majority Shareholder meets the provisions of 363² of the Commercial Code.

The procedures conducted by us included reviewing the Takeover Report and the documents provided to us by the Majority Shareholder.

According to the Takeover Report the monetary compensation for taking over the shares, is 211.23 Estonian kroons (EEK) per each share, being equal to the price per share used in the takeover offer, made on 1 March 2005 for acquiring all shares of the Company not already owned by the Majority Shareholder from the shareholders of the Company. Through the takeover offer and in open market transactions, the Majority Shareholder increased its shareholding in the Company to 99.0% as of 26 April 2005. Further, the compensation is equal to the highest price the Majority Shareholder has paid for the shares of the Company in purchases in the market during the six months preceding 26 April 2005.

Additionally, the Majority Shareholder has in the Takeover Report compared the compensation to share price of the Company derived from applying other valuation methods:

- Book value: 40.18 EEK, calculated dividing shareholders' equity by the total number of shares issued as of 31 December 2004;
- Historical market value: weighted average share price of 210.92 EEK for the period of 1 month, 208.02 EEK for the period of 2 months, 203.23 EEK for the period of 3 months, 193.72 EEK for the period of 6 months and 181.22 EEK for the period of 12 months, taking 19 April 2005 to the end of the calculation period;
- Comparable company trading analysis: according to the analysis we can verify that the compensation of 211.23 EEK offered by the Majority Shareholder is higher than the share values of comparable companies on Eastern European Stock Exchanges;
- Discounted cash flow method: 194.01-200.28 EEK, by calculating the intrinsic share value as a sum of the present value of future cash streams and the terminal value.

When comparing the compensations calculated based on the different pricing methods with the compensation offer made by the Majority Shareholder, the compensation is the highest value described.

Relatively short timeframe set out in the Commercial Code for performing our procedures was one of the difficulties relating to determination of the amount of compensation. In addition, regarding prospective data used in discounted cash flow method, there will usually be differences between forecast and actual results because events and circumstances frequently do not occur as expected, and those differences may be material.

In our opinion, the Majority Shareholder has used for the calculation of the share price the main generally accepted valuation methods and application of the highest offer price for determination of the amount of compensation is appropriate.

In our opinion, the amount of compensation determined by the Majority Shareholder meets, in all material respects, the provisions of 363² of the Commercial Code.

This report has been issued for presentation only to the general meeting of shareholders of the Company and to parties stipulated in the law related to the takeover of minority shareholders' shares by the Majority Shareholder. This report cannot be used for any other purposes and it is valid only together with the Takeover Report.