

COOP PANK AS

MINUTES AND RESOLUTIONS OF THE ANNUAL GENERAL MEETING

Venue of the General Meeting: Mövenpick Hotel Tallinn conference room "Leiger" (Lembitu str 12, Tallinn, Estonia)

Time of the General Meeting: 17 April 2024 at 13:00 – 14:15.

The share capital of **Coop Pank AS** (registry code 10237832; the **Company**) is 69 972 813,33 euros which is divided into 102 241 307 shares without nominal value, each of which gives one (1) vote at the meeting.

The notice of calling the General Meeting was published on 20 March 2024 in the stock exchange information system and on the homepage of the Company at <https://www.cooppank.ee/en/announcements> and on 21 March 2024 in the daily newspaper "Eesti Päevaleht".

The shareholders entitled to participate in the General Meeting was determined as at 7 (seven) days before the general meeting was held, i.e. on 10 April 2024 as at the end of the business day of the settlement system of Nasdaq CSD Estonia.

The meeting was chaired by **Mariann Suik**, personal identification code 48504270355 and the secretary of the meeting was **Renno Mägi**, personal identification code 37602180292.

According to the list of the participants at the General Meeting, serving as annex to minutes, 89 shareholders were represented at the General Meeting, whose shares represented a total 59 725 840 votes, making altogether 58,42% of all votes with a voting right.

Opening of the General Meeting

The chairman of the Company, Margus Rink, opened the General Meeting and announced that according to the list of the participants of the General Meeting, the number of votes represented by the shares of the Company at the General Meeting is 59 725 840 i.e. 58,42% of the votes represented by the shares. According to clause 3.2.7 of the Articles of Association of the Company, the General Meeting has a quorum if more than 50% of the votes represented by shares are represented at the General Meeting. Accordingly, the quorum required for the holding of the General Meeting was constituted and the General Meeting was able to pass resolutions.

The lawyer of the Company, Mariann Suik, was unanimously elected as the chair of the General Meeting and the lawyer of the Company, Renno Mägi, was unanimously elected as the secretary of the General Meeting. No other proposals or objections were made.

The chair of the meeting announced that in addition to the shareholders and their representatives, also the Company's auditor Jaanika Käär, the Company's management board members and supervisory board members. The chair of the meeting introduced the above persons and Silver Koitla, the representative of KPMG Baltics OÜ as candidate of cover pool monitor (in Estonian: *tagatisvara kontrollija*).

The chair of the meeting informed the shareholders that the registration of participants and ascertaining of the results of voting shall be organised by ARS Corporate Services OÜ and explained the voting procedure.

The chair of the meeting introduced the rules of procedure of the meeting:

- To ensure smooth and uninterrupted work of the meeting, everyone is asked to mute their mobile phones.

- All draft resolutions to be voted on at the meeting, shall be displayed on the screen.
- Questions concerning the items on the agenda can be asked after the presentation made under each item of the agenda. Other questions may be asked after exhaustion of the agenda.
- All questions must be asked using a microphone. When asking the questions, we kindly ask the shareholders to introduce themselves.
- Please submit all proposals, applications, dissenting opinions and objections in writing and bring to the table of the chair of the meeting – according to law, these must be enclosed to the minutes of the meeting (subsections 304 (1) 6) and (2) of the Commercial Code).
- All requests to make remarks about the topics on the agenda must be sent to the chair of the meeting in writing before the respective item of agenda is discussed. The length of speeches shall be up to 5 minutes.
- After exhaustion of the agenda of the General Meeting, the shareholders may ask from the management board information about the activity of the Company.
- Media representatives are asked not to make live broadcasts from the meeting to electronic media and not to publish announcements on the meeting or resolutions passed at the meeting before the Company has published a stock exchange announcement.

No questions, applications or objections were presented on the organisation and rules of procedure of the meeting.

The chair of the meeting announced the agenda of the General Meeting, determined with the resolution of the Supervisory Board of the Company of 20 March 2024:

1. **Approval of the consolidated Annual Report 2023 of Coop Pank AS**
2. **Profit allocation of Coop Pank AS for the financial year 2023.**
3. **Overview of the business environment and the financial results for the first two months of 2024 by the Chairman of the Management Board.**
4. **Appointment of independent covered pool monitor.**

No proposals were received by the Company for including additional issues into the agenda within the term as prescribed by law. Also, no additional draft resolutions were received by the Company.

Item 1 of the agenda. Approval of the consolidated Annual Report 2023 of Coop Pank AS

Margus Rink, Chairman of the Management Board of the Company, presented an overview of the annual report for 2023.

Jaanika Käär, certified auditor of the Company's audit firm Aktsiaselts PricewaterhouseCoopers presented an overview of the external auditor's report.

Rainer Rohtla, Chairman of the Supervisory Board of the Company, presented an overview of the report of the supervisory board.

The chair of the meeting put the draft resolution No. 1 to the vote.

RESOLUTION No. 1

To approve the annual report of Coop Pank AS for the financial year 2023 as submitted to the general meeting.

Voting results:

In favour:	59 725 826 votes	100% of votes represented at the meeting
Against:	0 votes	0% of votes represented at the meeting
Impartial	0 votes	0% of votes represented at the meeting
Abstained:	14 votes	0% of votes represented at the meeting

As more than half of the votes represented at the general meeting are in favour of adoption of the resolution, the resolution of the meeting **has been adopted**.

Item 2 of the agenda. Profit allocation of Coop Pank AS for the financial year 2023

Margus Rink, Chairman of the Management Board of the Company, explained the profit distribution proposal to the shareholders.

The chair of the meeting put draft resolution number 2 to the vote.

RESOLUTION No. 2

To approve the proposal of the Management Board for allocating the net profit of Coop Pank AS in the amount of 39 204 thousand euros as follows:

- To transfer 1 960 thousand euros to the legal reserve.
- To pay dividends in the net amount of 8,70 eurocents per share. The list of shareholders entitled to receive dividends will be established as at 03.05.2024 COB. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 02.05.2024. For shares acquired from this day onwards, the shareholder is not entitled to receive a dividend for the Company's 2023 financial year. Dividends shall be disbursed to the shareholders on 07.05.2024.
- To transfer the remaining part of the profit to retained earnings.

Voting results:

In favour:	57 100 361 votes	95,6% of votes represented at the meeting
Against:	12 397 votes	0,02% of votes represented at the meeting
Impartial:	21 876 votes	0,04% of votes represented at the meeting
Abstained:	2 591 206 votes	4,34% of votes represented at the meeting

As more than half of the votes represented at the general meeting are in favour of adoption of the resolution, the resolution of the meeting **has been adopted**.

Item 3 of the agenda. Overview of the Chairman of the Management Board of the business environment and of the financial results for the first two months of 2024.

Margus Rink, Chairman of the Management Board, presented an overview of the business environment and the performance results for the first two months of 2024.

There is no vote on this item.

Item 4 of the agenda. Appointment of independent covered pool monitor

Mariann Suik, Chair of the Meeting and lawyer of the Company, presented an overview of the need to appoint covered pool monitor.

The chair of the meeting put draft resolution number 4 to the vote.

RESOLUTION

Appoint KPMG Baltics OÜ (registry code 10096082) as the independent covered pool monitor for the covered bond portfolio of Coop Pank AS. The powers of the independent covered pool monitor begin when Coop Pank AS is granted an additional license to issue covered bonds and last until 31.12.2027. To authorize the management board to conclude a contract with the covered pool monitor.

Voting results:

In favour:	59 634 172 votes	99,85% of votes represented at the meeting
Against:	3 840 votes	0,01% of votes represented at the meeting

Impartial:	8 278 votes	0,01% of votes represented at the meeting
Abstained:	79 550 votes	0,13% of votes represented at the meeting

The chair of the meeting announced that the agenda of the meeting has been exhausted and declared the meeting ended at 14:15.

The minutes of the meeting are available to the shareholders no later than 24.04.2024 at the secretary of the Company at Maakri 30 Tallinn and on the homepage of the Company at <https://www.cooppank.ee/en/general-meetings>

The meeting was held in accordance with the requirements of the law and the Articles of Association, the voting results were entered correctly in the minutes, no dissenting opinions or written proposals were received.

A list of the participants at the meeting, the powers of attorney of the representatives of the shareholders and the voting results have been enclosed to these minutes.

Upon adoption of the resolutions recorded in these minutes, the requirements of the law and the Articles of Association have been complied with.

These minutes correctly reflect the facts contained in them and are digitally signed by the Chair and the secretary of the meeting.

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Mariann Suik
The Chair of the meeting

Renno Mägi
The secretary of the meeting

Annexes:

- shareholder registration form
- registration results
- proxies certifying the right of representation of shareholders' representatives
- the minutes of the vote