

Coop Pank AS
Registry code 10237832
Address Maakri 30, Tallinn

DRAFT RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 01 NOVEMBER 2022

Agenda item No. 1. Conditional increase of the share capital of the Company, secondary public offering of shares, listing and admission to trading of new shares

RESOLUTION:

In relation to the intended secondary public offering, listing and admission to trading of the Company's shares on the Baltic Main List of the Nasdaq Tallinn Stock Exchange (the application for the listing and admission to trading of new shares has been submitted on 31.10.2022), conditionally increase the Company's share capital in accordance with § 351² of the Commercial Code on the following conditions:

- 1.1. conditionally increase the Company's share capital by 6 914 813.16 euros, i.e. from the amount 62,233,279.82 euros up to the amount 69 148 092.98 euros. The new conditional amount of the Company's share capital shall be 69 148 092.98 euros;
- 1.2. the purpose of the conditional increase of the Company's share capital is carrying out a secondary public offering of the shares and the listing and admission to trading of the Company's new shares on the Baltic Main List of the Nasdaq Tallinn Stock Exchange;
- 1.3. persons entitled to subscribe for the shares of the Company to be issued in the course of the conditional increase of the Company's share capital are retail investors in the Republic of Estonia and certain selected institutional and other investors in the Republic of Estonia and in certain jurisdictions outside the Republic of Estonia to whom the shares of the Company are offered by way of private placement pursuant to the provisions set out in the prospectus for the secondary public offering, listing and admission to trading of the Company's shares (hereinafter the Prospectus) to be approved by the Financial Supervision Authority;
- 1.4. the current shareholders of the Company have the pre-emptive right to subscribe for the shares in accordance with § 345 of the Commercial Code; the shareholders of the Company who have the pre-emptive right to subscribe is determined as at 15.11.2022 at the end of the business day of the settlement system of the Estonian Register of Securities (the date of changing the rights attaching to the shares (ex-date) is 14.11.2022); in case the amount of the book value of the shares owned by the Company's current shareholder does not give the shareholder the pre-emptive right to subscribe for a whole number of the new shares of the Company, the number of the shares is rounded to the closest whole number according to the rules of mathematical rounding, whereas fractions less than one are rounded to one;
- 1.5. in accordance with § 351² (2) and (4) of the Commercial Code, the management board of the Company has the right to issue up to 10 147 131 new shares with book value 0.681455 euros to which premium will be added;
- 1.6. the new shares of the Company are issued at premium, whereas the minimum premium is 1.218545 euros per share. The final issue price of the shares (including the final premium amount to be applied upon the issue of shares) shall be determined by the supervisory board of the Company. The amount of the premium shall in no case be lower than the minimum premium specified above;
- 1.7. the new shares are paid for by monetary contributions;

- 1.8. the period for subscription, including for exercising the pre-emptive right, is at least 2 weeks and it shall commence as of the date noted in the Prospectus (the offer period);
- 1.9. subscription and payment for new shares shall be done pursuant to the procedure set out in the Prospectus; depending on the course of the public offer, the management board of the Company has the right to amend the subscription period, including to extend it;
- 1.10. the new shares to be issued in the course of the intended secondary public offering of shares shall give the shareholders the right to receive dividend for the financial year that began on 01.01.2022;
- 1.11. the volume of the secondary public offering of the shares of the Company is up to 7 610 348 new shares of the Company; in case the offer is oversubscribed, the Company has the right to increase the volume of the offer to up to 10 147 131 new shares of the Company; in case the offer is undersubscribed, the Company has the right to, in accordance with the Prospectus, issue the new shares of the Company in a respectively smaller volume or postpone or cancel the offer;
- 1.12. to approve the listing and admission to trading of the Company's new shares to be issued under these resolutions on the Baltic Main List of the Nasdaq Tallinn Stock Exchange.

Agenda item No. 2. Appointment of the auditor for the financial years 2023 – 2027.

RESOLUTION:

To appoint Aktsiaselts PricewaterhouseCoopers (registry code 10172876) as the auditor of Coop Pank AS for the financial years 2023 – 2027, to establish the procedure for remuneration of the auditor in accordance with the agreement to be concluded with the auditor and to authorise the Management Board to conclude the relevant agreement.