

Coop Pank AS
Registry code 10237832
Address Narva mnt 4, Tallinn

**DRAFT RESOLUTIONS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 28
MAY 2020**

**Agenda item No. 1. Approval of the consolidated Annual Report 2019 of Coop Pank AS
RESOLUTION No. 1**

To approve the consolidated Annual Report 2019 of Coop Pank AS, as submitted to the general meeting.

**Agenda item No. 2. Profit allocation of Coop Pank AS for the financial year 2019.
RESOLUTION No. 2**

To approve the proposal of the Management Board for allocating the net profit of Coop Pank AS in the amount of 5 527 thousand euros as follows:

- allocate 276 thousand euros to statutory reserve capital;
- not to allocate profit in any other reserve prescribed by law or Articles of Association and not to use the profit for other purposes;
- not to pay dividend to shareholders and to allocate 5 251 thousand euros to retained earnings.

**Agenda item No. 3. Appointment of the auditor for the financial years 2020 – 2022.
RESOLUTION No. 3**

To appoint Aktsiaselts PricewaterhouseCoopers (registry code 10142876) as the auditor of Coop Pank AS for the financial years 2020 – 2022, 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.

**Agenda item No. 4. Amendment of Articles of Association
RESOLUTION No. 4**

- 1.1. To amend Article 3.2.7 of the Articles of Association and formulate it as follows:
„The time, place of holding the annual and / or special General Meeting and the agenda thereof, proposals of the Supervisory Board concerning each item on the agenda, and other significant circumstances related to the General Meeting shall be communicated to the shareholders at least three weeks in advance. The Management Board shall send a notice of the General Meeting to all shareholders pursuant to the procedure provided by law. If the Company has more than 50 shareholders, notices need not be sent to the shareholders, however a notice of the general meeting shall be published in at least one daily national newspaper. The General Meeting has a quorum if over one-half of the votes represented by shares are represented at the General Meeting unless the legislation prescribes a greater participation requirement.”
- 1.2. To amend Article 3.2.9 of the Articles of Association and formulate it as follows:
„A resolution of the General Meeting is adopted if over one-half of the votes represented by shares are in favour, except the issues provided for in Articles 3.2.5.1, 3.2.5.2 and 3.2.5.9 of these Articles of Association, the adoption of which requires at least two-thirds of the votes represented at the General Meeting, and unless the law

prescribes a greater majority requirement. In the election of a person, the candidate who receives more votes than the others shall be deemed to be elected.”

1.3. With regard to the amendment of the wording of Article 3.2.9 of the Articles of Association, to delete Articles 3.2.9.1. – 3.2.9.4 from the Articles of Association.

1.4. To supplement the Articles of Association with a new Article 3.3.5, allowing the Supervisory Board to increase the share capital for executing the share option programme:

„For a period of three years after the adoption the wording of the Articles of Association, The Supervisory Board has the right to increase the share capital by monetary contributions. The Supervisory Board shall not increase the share capital by more than one tenth of the share capital, registered upon the entry into force of the wording of the Articles of Association.”

1.5. To approve the new wording of the Articles of Association of the Company as annexed to the decision.

Agenda item No. 5. Exclusion of pre-emptive subscription rights

RESOLUTION No. 5

The pre-emptive right to subscribe for new shares, issued under Article 3.3.5 of the Articles of Association, belongs to Company employees covered by the share option programme, approved by the resolution of the 11 December 2017 general meeting of the Company, and with whom the Company has entered into relevant option agreements (Option Holders). To exclude the pre-emptive subscription rights of the existing shareholders for the shares issued to Option Holders in accordance with section 3.3.5 of the Articles of Association for the purpose of executing the share option programme of Coop Pank AS.

Agenda item No. 6. Recall of the Supervisory Board members

RESOLUTION No. 6

To recall all members of the Supervisory Board, i.e. Jaanus Vihand, Priit Põldoja, Märt Meerits, Jaan Marjundi and Roman Provotorov.

Agenda item No. 7. Election of Supervisory Board

RESOLUTION No. 7

To elect following persons as new members of the Supervisory Board of Coop Pank AS:

- Alo Ivask with authority as of the date of this decision for a term of 3 (three) years.
- Ardo Hillar Hansson with authority as of 08.06.2020 for a term of 3 (three) years.
- Jaan Marjundi with authority as of the date of this decision for a term of 3 (three) years.
- Raul Parusk with authority as of the date of this decision for a term of 3 (three) years.
- Roman Provotorov with authority as of the date of this decision for a term of 3 (three) years.
- Silver Kuus with authority as of the date of this decision for a term of 3 (three) years.

Agenda item No. 8. Remuneration and compensation of Supervisory Board

RESOLUTION No. 8

To determine the remuneration of the members of the Supervisory Board as following: to determine the basic remuneration for the chairman and vice chairman of the Supervisory Board as 1500 euros (gross) per month, and basic remuneration for the members of the Supervisory Board as 1000 euros (gross) per month.