

Coop Pank AS
Registry code 10237832
Address Maakri 30, Tallinn

DRAFT RESOLUTIONS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 8 APRIL 2026

Agenda item No. 1. Approval of the Annual Report 2025 of Coop Pank AS

RESOLUTION:

To approve the Annual Report 2025 of Coop Pank AS, as submitted to the General Meeting.

Agenda item No. 2. Profit allocation of Coop Pank AS for the financial year 2025

RESOLUTION:

To approve the proposal for allocating the net profit of Coop Pank AS in the amount of 28 724 thousand euros, as submitted by the Management Board and approved by the Supervisory Board as follows:

- To transfer 1 436 thousand euros to the legal reserve.
- To pay dividends in the net amount of 6,5 euro cents per share. The list of shareholders entitled to receive dividends will be established as at 22.04.2026 COB. Consequently, the day of change of the rights related to the shares (ex-date) is set to 21.04.2026. For shares acquired from this day onwards, the shareholder is not entitled to receive a dividend for the Company's 2025 financial year. Dividends shall be disbursed to the shareholders on 27.04.2026.
- To transfer the remaining part of the profit to retained earnings.

Agenda item No. 3. Overview of the Chairman of the Management Board of the business environment and of the financial results for the first two months of 2026

An overview is given. The agenda item is not subject to a vote.

Agenda item No. 4. Election of the Supervisory Board members

RESOLUTION:

To elect a new composition of the Supervisory Board of Coop Pank AS and to appoint the following persons as members of the Supervisory Board:

- Rainer Rohtla with authority commencing after the end of the previous term for a term of 3 (three) years.
- Viljar Arakas with authority from the end of the previous term for a term of 3 (three) years.
- Silver Kuus with authority from the end of the previous term for a term of 3 (three) years.
- Roman Provotorov with authority from the end of the previous term for a term of 3 (three) years.
- Mari-Liis Rüütsalu with authority as of 12.04.2026 for a term of 3 (three) years.
- Kadri Agurauja with authority as of 12.04.2026 for a term of 3 (three) years.

Agenda item No. 5. Remuneration and compensation of Supervisory Board

RESOLUTION:

To determine the remuneration of the members of the Supervisory Board from 12.04.2026 as following: the basic remuneration for the Chairman of the Supervisory Board as 2 500 euros (gross) per month, and basic remuneration for the members of the Supervisory Board as 2 000 euros (gross) per month.

Agenda item No. 6. Amendment of the Articles of Association

RESOLUTION:

To approve the Articles of Association of Coop Pank AS in the wording submitted to the General Meeting.

Agenda item No. 7. Goal of Gender Balance in the Management Bodies**RESOLUTION:**

The Company sets the goal of achieving the gender balance of the management body as referred to in the Securities Market Act at the level of the Company's Supervisory Board, so that at least 40 percent of the members of the Supervisory Board are of the underrepresented gender. In addition, the Company's Supervisory Board and Management Board shall ensure that the Company establishes quantitative goals also at the level of the Management Board in order to move towards achieving gender balance.

Agenda item No. 8. Approval of remuneration policy of the Management Board**RESOLUTION:**

To approve the remuneration policy of the members of the Management Board of the Company as submitted to the General Meeting.

Agenda item No. 9. Approval of the terms and conditions for the buyback of own shares**RESOLUTION:**

To allow Coop Pank AS to buy back its shares in accordance with the following terms and conditions:

- 9.1. The purpose of the acquisition of own shares is to create value for shareholders by using the acquired shares to implement the valid option programs approved by the General Meeting.
- 9.2. The acquisition of own shares shall be carried out within a period of up to five (5) years from the adoption of this resolution. The acquisition may take place in one or more transactions within a period of up to thirteen (13) months from the adoption of each resolution by the Company's Supervisory Board to acquire its own shares.
- 9.3. The Company has the right to acquire a maximum of as many of its shares as are necessary to fulfill the obligations arising from the option programs approved by the General Meeting and to be approved in the future. The acquisition may be carried out in parts according to the volume of the option program valid for one year, several years or the entire period at the relevant time. This resolution shall also apply if the shareholders approve changes to the option programs that affect the volume of options. In any case, the total nominal value of the Company's own shares shall not exceed 1/10 of the share capital.
- 9.4. The amount paid for the Company's own shares shall not be less than 0.00 euros or exceed the closing price of the Nasdaq Tallinn Stock Exchange on the previous trading day, which shall be determined prior to the day of each relevant acquisition (or the day of the announcement of the acquisition). The amount paid for the shares shall not exceed the average market price of the last thirty (30) trading days by more than fifty percent (50%). Shares may be acquired on the stock exchange, using block transactions or an auction format.
- 9.5. The acquisition of the Company's own shares shall not result in a decrease in net assets below the total amount of the share capital and reserves, the payment of which to shareholders is not permitted by law or the Articles of Association.

The General Meeting authorizes the Supervisory Board of the Company to decide on and carry out the acquisition of its own shares in accordance with this resolution, applicable legislation and the option programs approved by the General Meeting. The Supervisory Board has the right to determine the price, procedure and other conditions for the acquisition of its own shares and to perform all necessary actions related to the acquisition of its own shares. The Supervisory Board may delegate the technical and organizational tasks of the acquisition to the Management Board. The acquisition of its own shares is subject to the consent of the Financial Supervision Authority.

From the date of adoption of this resolution, the options issued under the option programs will be exercised either by issuing new shares and increasing the share capital of the Company and/or by transferring shares acquired within the framework of the buyback of own shares to the option recipients.