

PROKAPITAL

**AMENDMENT OF THE AGENDA
OF
ANNUAL GENERAL MEETING
OF
AS PRO KAPITAL GRUPP
SHAREHOLDERS**

Dear shareholder of AS Pro Kapital Grupp

AS Pro Kapital Grupp (registration code 10278802, located at Sõjakooli 11 Tallinn Republic of Estonia) (hereinafter referred to as the Company) Management Board has called the annual general meeting of shareholders which shall take place on the 24th of May 2017 at 17.00 at the premises of the Company, Sõjakooli 11 Tallinn Republic of Estonia. Registration of the shareholders for the meeting shall start on the 24th of May 2017 at 16.45 and shall end at 17.00 at the location of the meeting.

Commercial Code § 293 section 2 states that **the management board** or in case of a listed public limited company, the shareholders whose shares represent at least one-twentieth of the share capital, may demand the inclusion of additional issues on the agenda of the general meeting if the respective demand has been submitted no later than 15 days before the general meeting is held.

AS Pro Kapital Grupp Management Board wants the inclusion of additional issues on the agenda of the general meeting.

Commercial Code § 294 section 6 states that if following the notification about calling the annual general meeting the agenda is amended at the request of the management board or the shareholders, the notice of the amendments to the agenda shall be given prior to holding the annual general meeting under the same procedure as calling the general meeting. The notice of the amendments to the agenda before holding the general meeting shall be given at least one week in advance unless the articles of association prescribe a longer term.

Based on the aforementioned the Management Board of AS Pro Kapital Grupp supplements the agenda of the annual general meeting which shall take place on 24th of May 2017 at 17.00 with agenda topics 5 and 6 as follows:

- 5. Decide on conclusion of transactions with the member of the supervisory board**

The Management Boards proposal and draft of the resolution:

Agree on conclusion of service agreement with Lunacon Oy (code of registration 2397821-2), a company connected to Council member Pertti Huuskonen, on the following main terms:

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|--------------------|---|
| Nature of service: | At the request of the Company participate in preparation of investor materials and participation at investor meetings. |
| Remuneration: | Daily fee of 1 000 EUR (half day 50%), VAT to be added, for preparation work related to investor materials. Same daily fee for investor meetings participation (when requested by Company); |
| Success fee: | In case the Company decides on increase of share capital, then success fee of 0,25%, VAT to be added, on amounts invested into the share capital of the Company by investor as a result of service providers active participation. Success fee is payable in case the service provider has actively participated in attracting specific investor. |
| Term of contract: | without term. |
| Other conditions: | to be decided by AS Pro Kapital Management Board. |

Appoint Chairman of the Management Board Paolo Vittorio Michelozzi as the representative of the Company for conclusion of the agreement.

6. Decide on conclusion of transactions with the member of the supervisory board

The Management Boards proposal and draft of the resolution:

Agree on conclusion of service agreement with Forbia Oy (code of registration 2127418-2), a company connected to Council member Petri Olkinuora, on the following main terms:

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|--------------------|---|
| Nature of service: | At the request of the Company participate in preparation of investor materials and participation at investor meetings. |
| Remuneration: | Daily fee of 1 000 EUR (half day 50%), VAT to be added, for preparation work related to investor materials. Same daily fee for investor meetings participation (when requested by Company); |
| Success fee: | In case the Company decides on increase of share capital, then success fee of 0,25%, VAT to be added, on amounts invested into the share capital of the Company by investor as a result of service providers active participation. Success fee is payable in case the service provider has actively participated in attracting specific investor. |
| Term of contract: | without term. |
| Other conditions: | to be decided by AS Pro Kapital Management Board. |

Appoint Chairman of the Management Board Paolo Vittorio Michelozzi as the representative of the Company for conclusion of the agreement.

According to the Commercial Code § 297 section 5 the set of shareholders entitled to take part in the annual general meeting of shareholders shall be determined as at seven days before the date of holding the general meeting, i.e. on 17.05.2017 at 23:59.

A shareholder has the right to receive information on the activities of the public limited company

from the management board at the general meeting. The management board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the management board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the management board to give information.

A general meeting may decide on calling the next meeting and settle submissions concerning operational issues related to the agenda or to the procedure for holding the meeting without including such matters in the agenda beforehand, and to discuss other matters at the general meeting without deciding on such matters.

Shareholders whose shares represent at least 1/20 of the share capital may present the draft of the resolution for each subsection of the agenda. Right specified in previous sentence may be exercised not later than three days before the meeting. The draft of the resolution shall be presented in written to AS Pro Kapital Grupp, Sõjakooli 11, Tallinn, 11316.

Shareholders whose shares represent at 1/20 of the share capital, may demand the inclusion of additional issues on the agenda of the general meeting if the respective demand has been submitted no later than 15 days before the general meeting is held.

The shareholder can until 23rd of May 2017 at 16:00 inform the Company of appointing a representative or of renouncing the power of attorney of the representative, by sending the digitally signed notice to prokapital@prokapital.ee or by sending the written notice to the office of the Company at Sõjakooli 11 Tallinn.

If you have any questions in regards to the annual general meeting of shareholders, please contact us by phone + 372 6 144 920 or by email at prokapital@prokapital.ee. Questions and answers related to the agenda of the shareholders meeting shall be published on the website of the Company www.prokapital.com under the section Investors.

The shareholders of the Company can acquaint themselves with the drafts of the resolutions and proposals, the audited annual report, the auditor opinion and written report of the Council on the 2016 financial year on the webpage of the Company www.prokapital.com under the section Investors or at the location of the Company at Sõjakooli 11 Tallinn during the business days from 09:00 until 17:00.

Documents needed to participate at the meeting

Natural person shareholders are kindly asked to bring along a valid identification document, representatives are kindly asked to bring along a valid identification document and a valid written power-of-attorney.

In the case of shareholders who are legal entities we request you to bring an extract from the relevant register, where that legal person has been registered and a valid identification document of the representative. For persons representing a legal entity under power of attorney we kindly ask to bring in addition of the referred documents also a valid written power of attorney.

Each document issued by a foreign country's official must be either legalized or authenticated with a document certificate *apostille* and translated into English.

Best regards
Management Board of
AS Pro Kapital Grupp