

**REPORT OF THE COUNCIL of AS PRO KAPITAL GRUPP
ON THE 2023 FINANCIAL YEAR AND THE 2023 ANNUAL REPORT**

In Tallinn, on 12th April 2024

AS Pro Kapital Grupp (code of registration 10278802, located at Sõjakooli 11, Tallinn, Estonia, hereinafter ‘the Company’) Council has prepared this report on the annual report of the Company for the 2023 financial year (hereinafter ‘2023 Annual Report’).

The Management Board prepared and submitted the audited 2023 Annual Report to the Council on 10.04.2024. The Council has examined the 2023 Annual Report, comprising of the annual accounts, the Management Board’s activity report together with the appended certified auditor’s report and the proposal on distribution of the profit.

The Council has unanimously resolved to approve the 2023 Annual Report with appendices by its decision dated 12.04.2024.

The Council has organised and managed the activities of the Company in accordance with applicable law, the Articles of Association of the Company and NASDAQ OMX Tallinn Stock Exchange corporate governance recommendations.

During the 2023 financial year, 5 meetings of the Supervisory Council were held (of which 3 meetings were attended by all members of the Supervisory Council and 2 meetings by 2 out of 3 Supervisory Council members) and 10 written decisions were taken without convening a meeting.

During the meetings held in the 2023 financial year besides the approval of quarterly and annual reports, business review, incl. sales, review of budget and end-of-year forecast, the Council discussed various issues, such as approval of 2024 financial calendar and operational performance of the Company. All of the resolutions with potential material impact on the share price of the Company were disclosed via NASDAQ OMX Tallinn Stock Exchange. A more detailed description of the Council activities, incl. composition, competences, and terms in office, as well as decisions of committees and co-operation of Management Board and the Council has been given in the corporate governance report, which is part of the Company’s 2023 Annual Report.

It is the understanding of the Council that any issues outside of the day-to-day management of the Company have been referred by the Management Board to the Council for approval, as required by the law and the Articles of Association of the Company.

As a result of the activities and good work of the Management Board, the 2023 financial year, the Company has managed to have a good year in residential real estate development despite several global and economic implications, keeping its general costs stable. The Council appreciates the contribution and efforts of the Management Board and all the employees of the Company in enhancing the Company’s performance in 2023.

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Patrick Werner
Chairman of Council

Oscar Crameri
Member of the Council

Giovanni Bozzetti
Member of the Council