

**MINUTES AND RESOLUTIONS OF ANNUAL GENERAL MEETING OF
AS Pro Kapital Grupp**

Prepared on 28.05.2024 in Tallinn.

The annual general meeting of shareholders (hereinafter the **Meeting**) of **AS Pro Kapital Grupp**, registry code 10278802, registered office at Sõjakooli 11, Tallinn, 11316 (hereinafter the **Company**) took place at the premises of the Company at Sõjakooli 11 in Tallinn, Estonia on 28.05.2024 at 11.01 and ended at 11.15.

In addition to shareholders, members of the Supervisory Council Patrick Werner, as well as Member of the Management Board of the Company Edoardo Axel Preatoni and Chief Financial Officer Ann-Kristin Kuusik also participated at the Meeting. Council members Oscar Cramer and Giovanni Bozzetti were unable to attend due to previous commitments.

The notice calling the Meeting was published on 30.04.2024 in the newspaper Postimees on page number six (6) and on 29.04.2024 via NASDAQ OMX Tallinn stock exchange web site.

Pursuant to the list of participants in the general meeting, which constitutes an annex to these minutes, six (6) shareholders were present and represented at the general meeting, whose shares represent a total of 36 274 040 votes, or 63,99 % of the votes attached to the shares.

Shareholders were given the opportunity to vote on the items on the agenda of the general meeting before the meeting (by proxy). Shareholders who voted prior to the general meeting were counted as attending the general meeting and the votes represented by the shares held by the shareholder were counted towards the quorum for the general meeting. 4 shareholders voted before the meeting via digitally signed proxies, holding 36 273 635 votes or 63.99% of the votes allotted by shares and 2 shareholders were physically present representing 405 votes.

The quorum of the general meeting was verified by the Chairman of the meeting on the basis of the list of participants. The Chairman of the meeting verified the compliance of the list of participants with the share register, and the list of participants complies with the share register. In addition, the Chairman of the meeting verified the powers of the shareholders' representatives.

No proposals to amend the agenda of the meeting nor any drafts regarding new agenda items were submitted to the Company, hence the agenda is confirmed.

The following issues were on the agenda of the Meeting:

- 1. Election of the Chairman and Secretary of the annual general meeting of shareholders**
- 2. Approval of the audited annual report of the Company for the financial year of 2023**
- 3. Resolution of covering the loss**

Agenda item No. 1. Election of the Chairman and the Secretary of the annual general meeting of shareholders

Edoardo Axel Preatoni made the proposal to elect Ilona Nurmela as the chairman of the Meeting and Helena Purga as the recording secretary.

The proposal to elect Ilona Nurmela as the chairman of the Meeting and Helena Purga as the recording secretary was voted upon.

Voting results:

In favour:	36 274 040	votes i.e.	100	% of the votes represented at the Meeting
Against:	0	votes i.e.	0	% of the votes represented at the Meeting
Undecided:	0	vote i.e.	0	% of the votes represented at the Meeting
Abstained:	0	votes i.e.	0	% of the votes represented at the Meeting

The decision of the Meeting is adopted as 100 % of votes represented at the Meeting vote in favour.

Agenda item No 2. Approval of the audited annual report of the Company for the financial year of 2023

The proposal to approve the annual report of the Company for the financial year 2023 was voted upon.

Voting results:

In favour:	36 274 040	votes i.e.	100	% of the votes represented at the Meeting
Against:	0	votes i.e.	0	% of the votes represented at the Meeting
Undecided:	0	vote i.e.	0	% of the votes represented at the Meeting
Abstained:	0	votes i.e.	0	% of the votes represented at the Meeting

The decision of the Meeting is adopted as 100 % of votes represented at the Meeting vote in favour.

Agenda item No 3. Resolution of covering the loss

The chairman of the meeting explained the subject that was also denoted in the notice of calling the annual general meeting.

The Company's net loss for the financial year which ended on 31 December 2023 was in the amount of 900 000 Euros. As per the commercial code it is the shareholders' competency to decide to cover the loss.

The proposal to cover the net loss for the financial year which ended 31 December 2023 in the amount of 900 000 Euros with retained earnings of previous periods.

Voting results:

In favour:	36 274 040	votes i.e.	100	% of the votes represented at the Meeting
Against:	0	votes i.e.	0	% of the votes represented at the Meeting
Undecided:	0	vote i.e.	0	% of the votes represented at the Meeting
Abstained:	0	votes i.e.	0	% of the votes represented at the Meeting

The decision of the Meeting is adopted as 100 % of votes represented at the Meeting vote in favour.

The Chairman of the meeting said that no written questions have been received prior or during the meeting and proposed to ask questions orally.

One shareholder asked the following question at the meeting: What are the Company's current future prospects?

Edoardo Preatoni, Chairman of the Management Board, gave a brief overview of the Company's activities and development prospects in the Baltics, which are also reflected in the 2023 Annual Report.

The Chairman of the meeting terminated the meeting at 11:15.

The Meeting was conducted in Estonian and in English. The voting took place through remote proxy voting and voting by way of raising hands.

The following are enclosed to these Minutes:

1. List of participants in the Meeting;
2. Proxys;
3. Power of attorneys of shareholders' representatives.

Chairman of the Meeting /digitally signed/

Recording secretary /digitally signed/