

PROKAPITAL

NOTICE OF CALLING THE ANNUAL GENERAL MEETING OF AS PRO KAPITAL GRUPP SHAREHOLDERS

Dear shareholder of AS Pro Kapital Grupp,

We announce that the Management Board is calling for the annual general meeting of the shareholder of AS Pro Kapital Grupp (registration code 10278802, located at Sõjakooli 11, Tallinn, Republic of Estonia; hereinafter the Company), which shall take place on Tuesday, 17th of June, 2025 at 10.30AM at the premises of the Company at Sõjakooli 11 in Tallinn. Registration of shareholders shall take place from 10.15 - 10.30AM on the 17th of June 2025 at the location of the meeting.

The reason for calling the annual general meeting is to decide on the approval of the annual report for the financial year of 2024, deciding on covering the net loss and election of the auditor. The proposal to call the annual general meeting of shareholders was made by the Management Board of the Company.

The agenda of the meeting is as follows:

1. Election of the Chairman and Secretary of the annual general meeting of shareholders

The Management Board's proposal:

Elect Ilona Nurmela as the Chairman of the annual general meeting of the shareholders. Elect the Secretary of the annual general meeting as per suggestions made at the meeting.

2. Approval of the audited annual report of the Company for the financial year of 2024

The Company has prepared the annual report for the financial year of 2024. The report has been audited and this audited report has been made available to the shareholders. It is the competency of the shareholders to approve the annual report.

The Council's and Management Board's proposal and draft of the resolution:

Approve the audited annual report of the Company for the financial year of 2024.

3. Resolution of covering the loss

The Company's net loss for the financial year which ended on 31 December 2024 was in the amount of 3 875 000 Euros. As per the commercial code it is the shareholders' competency to decide how to cover the loss.

The Council's and Management Board's proposal and draft of the resolution:

Cover the net loss for the financial year which ended 31 December 2024 in the amount of 3 875 000 Euros with retained earnings of previous periods.

4. Election of the auditor

In the financial year of 2024, Ernst & Young Baltic AS provided audit services to the Company in relation to auditing the Company's annual report. The auditor has confirmed as required by the corporate governance recommendations that it has no work, economic or other relations that would threaten its independence while rendering auditing service. In 2025, the Board has taken quotations from various audit firms for the audits of the financial years of 2025-2027. The Audit Committee and the Supervisory Council recommend to continue the cooperation with Ernst & Young Baltic AS, as their quotation and quality of service is the best.

The Council's and Management Board's proposal and draft of the resolution:

Elect Ernst & Young Baltic AS as the auditor of the Company for the financial years of 2025-2027 and leave the decision on the amount of the auditor's remuneration to the Company Management Board.

Administrative issues:

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 7 calendar days prior to the general meeting as at the end of the working day of the settlement system of the registrar of the Estonian register of securities or another depository where the shares of a public limited company are entered, i.e. at the close of business on 10th of June, 2025.

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 a petition to a court in order to obligate the management board to give information within two (2) weeks after the general meeting.

Shareholders whose shares represent at least 1/20 of the share capital may request adding items to the agenda of the general meeting, if the respective request has been made 15 days before the meeting, i.e. on 2nd of June, 2025, at the latest. Any draft resolutions for each item on the agenda must be submitted in writing at the address of the Company (see above) at least 3 days before the meeting, i.e. on 13th of June, 2025, at the latest.

Items previously not on the agenda may be added to the agenda, if at least 9/10 of participating shareholders approve and their shares represent at least 2/3 of the share capital (proxy votes will be discounted). Regardless of prior requests or the lack thereof, a general meeting may decide on calling the next meeting and settle submissions concerning administrative issues related to the agenda or to the procedure for holding the meeting (such matters do not have to be included on the agenda beforehand), and may discuss other matters without making resolutions.

The shareholder can, until 16th of June, 2025 at 16:00 (EET), inform the Company of appointing a representative or of renouncing the power of attorney previously given to a representative, by sending a relevant digitally signed notice to prokapital@prokapital.ee, or by sending a relevant written notice to the office of the Company at Sõjakooli 11, Tallinn.

The shareholders of the Company can acquaint themselves with the drafts of the resolutions and proposals, the audited annual report for the 2024 financial year, the auditor's opinion on the webpage of the Company www.prokapital.com under the sub-section Company, Investor, Shareholders or upon prior request at the location of the Company at Sõjakooli 11, Tallinn at an agreed time during business days and hours (from 09:00 until 17:00). 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: "Company, Investor".

Documents needed to participate at the meeting:

Shareholder who are natural persons are kindly asked to bring along a valid identification document. Shareholders who are legal entities, are requested to bring an extract from the relevant register, where that legal person has been registered, and a valid identification document of the representative. In addition to the above, representatives are kindly asked to bring along a valid written power-of-attorney. Documents issued by a foreign country's official must be either legalized or authenticated with a document certificate *apostille* and translated into English.

Proxy voting prior to the meeting:

It is possible to vote by proxy in advance of the meeting by submitting the relevant form to the Company before the meeting. The form with instructions is available on the webpage of the Company www.prokapital.com under the sub-section: "Company, Investor, Shareholders".

Best regards, Management Board of AS Pro Kapital Grupp