**MINUTES AND RESOLUTIONS OF ANNUAL GENERAL MEETING OF**

**AS Pro Kapital Grupp**

Prepared on 17.06.2025 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 17.06.2025 at 10.32 and ended at 10.38.

In addition to shareholders, Chairman of the Supervisory Council Patrick Jacques Bernard Werner, Council member Oscar Mario Crameri, as well as Members of the Management Board of the Company Edoardo Axel Preatoni, Neringa Rasimaviciene and Chief Financial Officer Ann-Kristin Kuusik also participated at the Meeting. Council member Giovanni Bozzetti was unable to attend due to previous work commitments.

The notice calling the Meeting was published on 20.05.2025 in the newspaper Postimees on page number five (5) and on 19.05.2025 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, four (4) shareholders were present and represented at the general meeting, whose shares represent a total of 36 441 493 votes, or 64,28% 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 36 441 493 votes or 64.28% of the votes allotted by shares and no shareholders were present.

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 2024**
3. **Resolution of covering the loss**
4. **Election of the auditor**

**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: 36 441 493 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 2024**

The proposal to approve the annual report of the Company for the financial year 2024 was voted upon.

Voting results:

In favour: 36 441 493 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 2024 was in the amount of 3 875 000 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 2024 in the amount of 3 875 000 Euros with retained earnings of previous periods.

Voting results:

In favour: 36 441 493 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 4. Election of the auditor**

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

In financial year of 2024 Ernst & Young Baltic AS has provided audit services to the Company in relation to the audit of the 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 audit of the financial year 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.

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

To approve the principles for remuneration of the auditor as per the agreement to be signed with the auditor.

Voting results:

In favour: 36 441 493 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. No questions were asked.

The Chairman of the meeting terminated the meeting at 10:38.

The Meeting was conducted in Estonian and in English. The voting took place through remote proxy voting.

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: /signed/

Recording secretary: /signed/