



**GUNNAR SAVISAAR, NOTARY OF TALLINN**

NOTARY'S REGISTER OF NOTARIAL DEEDS REGISTRATION NUMBER

2759

**MINUTES AND RESOLUTIONS OF ANNUAL GENERAL MEETING OF  
AS PRO KAPITAL GRUPP**

Prepared on the tenth of June in the year two thousand and twenty-six (10.06.2026) and issued on the tenth of June in the year two thousand and twenty-six (10.06.2026) in Tallinn.

I, notary of Tallinn Gunnar Savisaar, was present on the tenth of June in the year two thousand and twenty-six (10.06.2026) at the annual general repeat meeting of shareholders (hereinafter the **Meeting**) of **AS Pro Kapital Grupp**, registry code 10278802, registered office at Sõjakooli 11, Tallinn, 11316 (hereinafter the **Company**).

The meeting was held at the Company's premises at Sõjakooli tn 11, Tallinn Republic of Estonia. The meeting started at 12.30 and ended at 12:45.

The initial notice convening the meeting was published on April 29, 2026, in the newspaper "Postimees" on page eleven (11) and on April 27, 2026, on the NASDAQ OMX Tallinn Stock Exchange website. On May 26, 2026, a quorum was not reached at the Company's annual general meeting, and the shareholders were therefore unable to adopt the resolutions on the agenda. The notice convening the Company's repeat meeting was published on May 27, 2026, in the newspaper "Õhtuleht" on page fourteen (14) and on May 26, 2026, on the NASDAQ OMX Tallinn Stock Exchange website. Pursuant to the last sentence of § 297(2) of the Commercial Code, the new (repeat) general meeting is competent to adopt resolutions regardless of the votes represented at the meeting.

In addition to the shareholders, the meeting was attended by the Company's Chief Financial Officer, Ann-Kristin Kuusik, as well as, via video link, members of the Company's Management Board, Edoardo Axel Preatoni and Neringa Rasimavičienė, and the Chairman of the Company's Supervisory Council, Patrick Jacques Bernard Werner, and the General Manager, Andrus Laurits.

The chairman of the Meeting was Ilona Nurmela  
Personal identification code 47610020228  
known to the person preparing the notarial deed

and

the recording secretary was Helena Purga  
Personal identification code 47909292780  
known to the person preparing the notarial deed

Pursuant to the list of participants in the general meeting, which constitutes an annex to this notarial deed, five (5) shareholders were present and represented at the general meeting, whereas the shares held by them represent in total 37 070 514 votes, which constitutes in total 65,39 % of the votes represented by the shares. Pursuant to § 297(2) of the Commercial Code, the Meeting has the powers to adopt resolutions. The chairman of the meeting shall be liable for the correctness of the list of participants pursuant to subsection 36 (3) of the Notarisation Act.

On May 26, 2026, a quorum was not reached at the Company's regular general meeting, and the shareholders were therefore unable to adopt the resolutions on the agenda. Pursuant to § 297(2) of the Commercial Code and Article 4.6 of the Company's Articles of Association, the Company's Management Board convened this repeat general meeting with the same agenda. Votes cast prior to the general meeting of May 26, 2026, remain valid and will be taken into account at today's repeat meeting.

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. 5 shareholders voted before the meeting via digitally signed proxies, no shareholders were physically present.

Raiffeisen Bank International AG (whose votes were transmitted via SEB Bank) submitted voting instructions for 9,421,194 votes via proxy form on May 22, 2026, and on June 4, 2026, submitted new voting instructions for 19,366,648 votes via proxy form, including the new instruction with the previously given instruction, i.e., it constitutes a declaration of intent replacing the previous one. The shareholder's remaining 313,888 votes, for which no voting instruction was submitted, are not counted toward the quorum or the voting results. The chair of the meeting found that the approach described corresponds to the shareholder's actual intent and is consistent with the interpretation of declarations of intent (TSÜS § 75).

The quorum of the general meeting was verified by the person preparing the notarial deed on the basis of the list of participants, which was signed by the chairman of the meeting in the presence of the person preparing the notarial deed. The person preparing the notarial deed 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 person preparing the notarial deed verified the powers of the shareholders' representatives.

**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 2025**
- 3. Resolution of distribution of the profit**
- 4. Extending the term of office of the Supervisory Council members**
- 5. Remuneration policy for the executive management of Company**

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

Edoardo 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:	37 070 514 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 CEO of the Company, Mr Edoardo Preatoni, made a presentation regarding 2025 annual results.

**Agenda item No 2. Approval of the audited annual report of the Company for the financial year of 2025**

The proposal to approve the annual report of the Company for the financial year 2025 was voted upon.

Voting results:

In favour:	37 070 514 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 distribution of the profit**

The chairman of the meeting Ilona Nurmela explained the subject that was also denoted in the

notice of calling the annual general meeting.

The Company's net profit for the financial year which ended 31 December 2025 was in the amount of 12 041 088 Euros. As per the commercial code it is the shareholders' competency to decide on how to distribute profit.

The proposal to transfer the net profit for the financial year which ended 31 December 2025 in the amount of 12 041 088 Euros into retained earnings of previous periods.

Voting results:

In favour:	37 070 514 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. Extending the term of office and election of the Supervisory Council members**

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

Three members of the Supervisory Council have been elected until July 5, 2026. The members of the Supervisory Council have agreed to extend their terms of office on the Company's Supervisory Council. The Company's Management Board will propose to the General Meeting of Shareholders that the terms of office of the current members of the Supervisory Council be extended:

- a) to extend the term of office of Council member Oscar Mario Cramereri for three years, from July 6, 2026, to July 5, 2029.
- b) to extend the term of office of Council member Patrick Jacques Bernard Werner for three years, from July 6, 2026, to July 5, 2029.
- c) to extend the term of office of Council member Giovanni Bozzetti for three years, from July 6, 2026, to July 5, 2029.

The Commercial Code (§ 319 3) permits the election of the Supervisory Council for less than 5 years if the articles of association of the Company so permit and the articles of association of the Company so permit.

The proposal to extend the term of office of Supervisory Council member Oscar Mario Cramereri from July 6, 2026, to July 5, 2029 was voted upon.

Voting results:

In favour:	37 070 514 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 proposal to extend the term of office of Supervisory Council member Patrick Jacques Bernard Werner from July 6, 2026, to July 5, 2029 was voted upon.

Voting results:

In favour:	37 070 514 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 proposal to extend the term of office of Supervisory Council member Giovanni Bozzetti from July 6, 2026, to July 5, 2029 was voted upon.

Voting results:

In favour:	37 070 514 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 5. Remuneration policy for the executive management of Company**

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

The remuneration policy for the executive management of Company has been prepared in accordance with the Estonian Securities Market Act, in addition, the recommendations of the Corporate Governance Recommendations have been considered. The remuneration policy will be published on the Company's website and is also described in the section of the Company's annual report entitled "Corporate governance report. Management remuneration report".

To approve the remuneration policy for the executive management of Company.

Voting results:

In favour:	37 070 514 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 noted that no written questions had been submitted either before or during the meeting.

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

The requirements of the law and the Articles of Association were observed in the adoption of the resolutions recorded in these Minutes.

The following are enclosed to these Minutes:

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

Notary fee: Minutes of the general meeting 319.50 Euros (subsection 18 (4), section 22, and clause 29 (1) 4) of the Notary Fees Act)  
Notary fee for attendance 3.80 Euros (subsections 36 (2) and (3), and section 37 of the Notary Fees Act).  
The notary's fee for remote notarisation is EUR 20.00 (subsections 2 (2) 1) of Notary Fees Act).

<b>Total notary fee</b>	343.30 Euros.
Value added tax	82.39 Euros.
<b>Total</b>	<b>425.69 Euros</b>

In the case of remote validation, an original digital document is valid and available free of charge to the signatories and the Company at [www.eesti.ee](http://www.eesti.ee) and [www.notar.ee](http://www.notar.ee). The Company requests the notary to submit the digital copy of the minutes, together with the list of the members of the Supervisory Council, to the e-register. The notary shall submit the agreement to the registry within three (3) working days via the e-notar information system.

The notary shall make a paper certified copy of the original digital document which shall remain deposited in the notary's archives. If the participant wishes, he/she may obtain from the notary's office a certified paper copy (cost EUR 0.24 per page).

Prior to signing, the notarial deed and its annexes have been made available to the chairman of the meeting and the recording secretary of the meeting via video link for review and approval, and thereafter approved by the participants and authenticated by the notarial deed and the participants digitally signed.

Digital signatures of participants:

Remote location

*Unofficial translation from Estonian language*

(according to her own testimony)

Ilona Nurmela

- Tallinn

Helena Purga

- Tallinn

*Digital signature of the person who authenticates the notarial deed*