

PROKAPITAL

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AS PRO KAPITAL GRUPP AND CONVENING OF A REPEATED MEETING

Since the annual general meeting of AS Pro Kapital Grupp (registration code 10278802, hereinafter referred to as the Company) scheduled for 26 May 2026 did not have a quorum, the Management Board of the Company hereby convenes a repeat general meeting of shareholders. The repeat meeting will take place on Wednesday, 10 June 2026, starting at 12:30 (09:30 UTC), at the Company's premises at Sõjakooli 11, Tallinn. Registration of shareholders shall take place from 12:15 – 12:30PM on the 10th of June 2026 at the location of the meeting.

At the Annual General Meeting held on 26 May 2026, a quorum was not reached, and therefore the shareholders were unable to adopt the resolutions included in the agenda. In such circumstances the Management Board shall convene a repeat meeting with the same agenda in accordance with Section 297(2) of the Commercial Code and clause 4.6 of the Company's articles of association. Votes cast prior to the General Meeting held on 26 May 2026 shall remain valid and will be taken into account at the repeat General Meeting.

The reason for convening the annual general meeting is to approve the annual report for the financial year of 2025, decide on the distribution of profit, extend the terms of office of the members of the Council, and decide on the Remuneration policy for the executive management of Company. 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 2025

The Company has prepared the annual report for the financial year of 2025. 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 2025.

3. Resolution of distribution of the profit

The Company's net profit for the financial year which ended 31st 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 Council's and Management Board's proposal and draft of the resolution:

To distribute the net profit for the financial year which ended 31st December 2025 in the amount of 12 041 088 Euros into retained earnings of previous periods.

4. Extending the term of office of the Supervisory Council members

All three Supervisory Council members have been elected until 5th of July 2026. The members of the Company's Supervisory Council have consented to stand for re-election.

The Council's and Management Board's proposal and draft of the resolution: To extend the term of office of the Council members Patrick Werner, Oscar Crameri and Giovanni Bozzetti for a period of 3 (three) years from the expiry of their current term of office, i.e. from 6th of July 2026 until 5th of July 2029 (inclusive).

CVs of the Council Members can be accessed on homepage www.prokapital.com sub-section "the Shareholder".

5. Remuneration policy for the executive management of Company

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".

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

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

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 3rd of June, 2026.

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 to oblige 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 the 26th of May 2026, 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 the 8th of June 2026, 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 not be counted). 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 9th of June, 2026 at 16:00 (EET, ie 13:00 UTC), 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 2025 financial year, the auditor's opinion, CV's of the Supervisory Council members, the remuneration policy for the executive management of Company 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 regard 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, Investors, Shareholders".

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