

## NOTICE OF CALLING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Management Board of **Coop Pank AS** (registry code 10237832, address Maakri 30, Tallinn, Estonia, 15014; hereinafter the **Company**) calls the annual General Meeting of Company's shareholders on 12 April 2023 at 13:00 (Estonian time) held at L'Embitu hotel conference room "Leiger" (Lembitu str 12, Tallinn, Estonia).

**According to the resolution of Company's Supervisory Board, dated 15 March 2023, the agenda of Company's annual General Meeting of shareholders with the proposals of Company's Management Board and Supervisory Board to be adopted are as follows (whereas the Supervisory Board has proposed to vote for the submitted draft decisions of each item that requires voting in the agenda):**

**1. Approval of the consolidated Annual Report 2022 of Coop Pank AS**

To approve the consolidated Annual Report 2022 of Coop Pank AS, as submitted to the General Meeting.

**2. Profit allocation of Coop Pank AS for the financial year 2022**

To approve the proposal of the Management Board for allocating the net profit of Coop Pank AS in the amount of 20 350 thousand euros as follows:

- To transfer 1 017 thousand euros to the legal reserve.
- To pay dividends in the net amount of 4,5 eurocents per share. The list of shareholders entitled to receive dividends will be established as at 27.04.2023 COB. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 26.04.2023. For shares acquired from this day onwards, the shareholder is not entitled to receive a dividend for the Company's 2022 financial year. Dividends shall be disbursed to the shareholders on 03.05.2023.
- To transfer the remaining part of the profit to retained earnings.

**3. Overview of the Chairman of the Management Board of the business environment and of the financial results for the first two months of 2023.**

Chairman of the Management Board's overview to the shareholders of the business environment and Company's financial results for the first two months of 2023.

**4. Amendment of articles of association**

To amend the articles of association of the Company and to approve the new wording of the articles of association as attached to this decision.

**5. Recall of the Supervisory Board members**

To recall all members of the Supervisory Board, i.e. Alo Ivask, Viljar Arakas, Jaan Marjundi, Raul Parusk, Roman Provotorov ja Silver Kuus.

**6. Election of Supervisory Board**

To elect following persons as new members of the Supervisory Board of Coop Pank AS:

- Rainer Rohtla with authority as of the date of this decision for a term of 3 (three) years.
- Viljar Arakas with authority as of the date of this decision for a term of 3 (three) years.
- Jaan Marjundi with authority as of the date of this decision for a term of 3 (three) years.
- Raul Parusk with authority as of the date of this decision for a term of 3 (three) years.
- Roman Provotorov with authority as of the date of this decision for a term of 3 (three) years.
- Silver Kuus with authority as of the date of this decision for a term of 3 (three) years.

## 7. Remuneration and compensation of Supervisory Board

To determine the remuneration of the members of the Supervisory Board as following: the basic remuneration for the chairman of the Supervisory Board as 2 000 euros (gross) per month, and basic remuneration for the members of the Supervisory Board as 1 500 euros (gross) per month.

The circle of shareholders entitled to participate in the General Meeting is determined as of 7 days prior to the General Meeting, i.e. at the end of the working day of the Nasdaq CSD Estonian settlement system on 05 April 2023. Registration of participants will start an hour before the beginning of the meeting, i.e. at 12:00. **We ask the shareholders and their representatives to arrive in good time, taking into account the time required to register the participants.**

### For participating in the General Meeting:

1. Individual shareholders should submit an identity document, their representatives should also hold a valid written authorisation;
2. legal representatives of corporate shareholders should submit their identity document; the authorised representative should also hold a valid written authorisation document. In case the corporate shareholder is not registered in the Estonian Commercial Register, we ask to provide a valid extract from the relevant register where the legal person is registered and from which the representative's right to represent the shareholder arises. The extract must be in English or translated into Estonian or English by a sworn translator or an official equivalent to sworn translator. The documents of a foreign shareholder must be legalised or authenticated by apostille, unless otherwise provided by an international agreement.

The shareholder may notify the Company of the appointment of a representative and the revocation of the proxy by sending the documents to Company's e-mail address [info@cooppank.ee](mailto:info@cooppank.ee) or take the above documents to the Company's office at Maakri 30, Tallinn, weekdays between 9:00 am – 5:00 pm no later than 10 April 2023 at 5:00 pm (Estonian time). The authorisation document templates are available on the Company's website at <https://www.cooppank.ee/en/general-meetings>. If so desired, CEO of the Company Margus Rink may be appointed as a representative to vote at the General Meeting.

Documents, concerning the General Meeting, draft decisions of the General Meeting and other documents submitted to the General Meeting pursuant to law (incl. the notice of calling the General Meeting, draft decisions, Annual Report 2022 of the Company, report of the supervisory board and Remuneration Report 2022; the articles of association), as well as other information subject to disclosure, are available for examination on the Company's website <https://www.cooppank.ee/en/general-meetings> as well as on prior notice beginning from the notification of the General Meeting until the day of the General Meeting at Company's headquarters in Tallinn, Maakri 30 on working days from 9:00 am till 5:00 pm. Please contact us in advance at [info@cooppank.ee](mailto:info@cooppank.ee) to request access to the documents.

Shareholders, whose shares represent at least 1/20 of the share capital of the Company, may demand the inclusion of additional items on the agenda of the annual General Meeting, if the corresponding request is filed in writing at least 15 days prior to the General Meeting, i.e. at the latest by 11:59 pm on 28 March 2023, at the e-mail address [info@cooppank.ee](mailto:info@cooppank.ee) or to the Company's location at Maakri 30, Tallinn. A draft decision or rationale must be submitted at the same time as the proposal to supplement the agenda.

Shareholders, whose shares represent at least 1/20 of the share capital of the Company, may submit to the Company in writing a draft resolution on each agenda item, by posting the draft to the e-mail address [info@cooppank.ee](mailto:info@cooppank.ee) or to the Company's location at Maakri 30, Tallinn. The draft must be submitted in electronic form or by post so that it would be delivered to and received by the Company no later than 3 days before the General Meeting, i.e. by 11:59 pm on 09 April 2023 at the latest.

At the General Meeting, shareholders are entitled to receive information on the activities of the company from the management board. Management board may refuse to provide information if there are reasonable grounds for assuming that it may cause significant damage to the interests of the Company. In case the board refuses to provide information, the shareholder may require the General Meeting to decide on the lawfulness of the request or to submit within two weeks an application to the court in petition proceedings, to oblige the management board to disclose information.

Questions on other organisational issues of the General Meeting are expected on the phone +372 669 0900 on working days or at e-mail address [info@cooppank.ee](mailto:info@cooppank.ee).

Sincerely

**Magus Rink**  
Chairman of the Management Board  
Coop Pank AS