

NOTICE OF CALLING THE EXTRAORDINARY 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 extraordinary General Meeting of Company's shareholders on 01 November 2022 at 13:00 (Estonian time) held at Radisson Collection Hotel Conference centre, room "Seville" (Rävala street 3, Tallinn, Estonia).

According to the resolution of Company's Supervisory Board, dated 03 October 2022, the agenda of Company's extraordinary 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. Conditional increase of the share capital of the Company, secondary public offering of shares, listing and admission to trading of new shares

In relation to the intended secondary public offering, listing and admission to trading of the Company's shares on the Baltic Main List of the Nasdaq Tallinn Stock Exchange (the application for the listing and admission to trading of new shares has been submitted on 31.10.2022), conditionally increase the Company's share capital in accordance with § 351² of the Commercial Code on the following conditions:

- 1.1. conditionally increase the Company's share capital by 6 914 813.16 euros, i.e. from the amount 62,233,279.82 euros up to the amount 69 148 092.98 euros. The new conditional amount of the Company's share capital shall be 69 148 092.98 euros;
- 1.2. the purpose of the conditional increase of the Company's share capital is carrying out a secondary public offering of the shares and the listing and admission to trading of the Company's new shares on the Baltic Main List of the Nasdaq Tallinn Stock Exchange;
- 1.3. persons entitled to subscribe for the shares of the Company to be issued in the course of the conditional increase of the Company's share capital are retail investors in the Republic of Estonia and certain selected institutional and other investors in the Republic of Estonia and in certain jurisdictions outside the Republic of Estonia to whom the shares of the Company are offered by way of private placement pursuant to the provisions set out in the prospectus for the secondary public offering, listing and admission to trading of the Company's shares (hereinafter the Prospectus) to be approved by the Financial Supervision Authority;
- 1.4. the current shareholders of the Company have the pre-emptive right to subscribe for the shares in accordance with § 345 of the Commercial Code; the shareholders of the Company who have the pre-emptive right to subscribe is determined as at 15.11.2022 at the end of the business day of the settlement system of the Estonian Register of Securities (the date of changing the rights attaching to the shares (ex-date) is 14.11.2022); in case the amount of the book value of the shares owned by the Company's current shareholder does not give the shareholder the pre-emptive right to subscribe for a whole number of the new shares of the Company, the number of the shares is rounded to the closest whole number according to the rules of mathematical rounding, whereas fractions less than one are rounded to one;
- 1.5. in accordance with § 351² (2) and (4) of the Commercial Code, the management board of the Company has the right to issue up to 10 147 131 new shares with book value 0.681455 euros to which premium will be added;
- 1.6. the new shares of the Company are issued at premium, whereas the minimum premium is 1.218545 euros per share. The final issue price of the shares (including the final premium

amount to be applied upon the issue of shares) shall be determined by the supervisory board of the Company. The amount of the premium shall in no case be lower than the minimum premium specified above;

- 1.7. the new shares are paid for by monetary contributions;
- 1.8. the period for subscription, including for exercising the pre-emptive right, is at least 2 weeks and it shall commence as of the date noted in the Prospectus (the offer period);
- 1.9. subscription and payment for new shares shall be done pursuant to the procedure set out in the Prospectus; depending on the course of the public offer, the management board of the Company has the right to amend the subscription period, including to extend it;
- 1.10. the new shares to be issued in the course of the intended secondary public offering of shares shall give the shareholders the right to receive dividend for the financial year that began on 01.01.2022;
- 1.11. the volume of the secondary public offering of the shares of the Company is up to 7 610 348 new shares of the Company; in case the offer is oversubscribed, the Company has the right to increase the volume of the offer to up to 10 147 131 new shares of the Company; in case the offer is undersubscribed, the Company has the right to, in accordance with the Prospectus, issue the new shares of the Company in a respectively smaller volume or postpone or cancel the offer;
- 1.12. to approve the listing and admission to trading of the Company's new shares to be issued under these resolutions on the Baltic Main List of the Nasdaq Tallinn Stock Exchange.

2. Appointment of the auditor for the financial years 2023 – 2027

To appoint Aktsiaselts PricewaterhouseCoopers (registry code 10172876) as the auditor of Coop Pank AS for the financial years 2023 – 2027, to establish the procedure for remuneration of the auditor in accordance with the agreement to be concluded with the auditor and to authorise the Management Board to conclude the relevant agreement.

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 25 October 2022. 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 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 28 October 2022 at 5:00 pm (Estonian time). The authorisation document templates are available on the Company's website at <https://www.cooppank.ee/en/announcements>. 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), as well as other information subject to disclosure, are available for examination on the Company's website <https://www.cooppank.ee/en/announcements> 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 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 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 17 October 2022, at the e-mail address 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 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 29 October 2022 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.

Sincerely

Margus Rink
Chairman of the Management Board
Coop Pank AS