Draft resolutions of the Extraordinary Meeting of Shareholders of IPAS "Indexo" of 23 November 2023

On 1 November 2023 the Management Board of IPAS "Indexo", registration number: 40203042988, legal address: Elizabetes street 13 - 1A, Riga, LV-1010, Latvia (hereinafter - Company), announced a notification on convocation of Extraordinary Meeting of Shareholders on 23 November 2023.

Taking into account the above, the Company's Management Board has determined and submits for approval to the Annual Meeting of Shareholders of 23 November 2023 the following draft resolutions taking into account the announced agenda points.

Raising additional capital. General decisions in connection with the execution of secondary issuance:

1) **Justification (opinion) of the Management Board on establishing process of INDEXO Bank, share capital increase, the need for revocation of the Company's shareholders' pre-emptive rights and on the sale price of the new issue shares.**

    1) To take note of the justification (opinion) of the Management Board on establishing process of INDEXO Bank, share capital increase, the need for revocation of the Company's shareholders' pre-emptive rights and on the sale price of the new issue shares.

2) **Approval of carrying out the secondary issuance of the newly issued shares of the Company, registration of shares in the Nasdaq CSD SE (central securities depository) and listing the Company's shares on AS "Nasdaq Riga" Baltic Regulated market.**

    1) To approve the secondary issuance in the amount up to 1 150 000 (one million one hundred fifty thousand) of the Company's new dematerialized shares.
    2) To approve registration of shares in the Nasdaq CSD SE (central securities depository) and the listing in the amount up to 1 150 000 (one million one hundred fifty thousand) of Company's newly issued dematerialized shares on the Baltic Regulated market (on the Baltic main list) of AS "Nasdaq Riga".
    3) To authorize the Management Board of making the decision of determining the number of the new dematerialized shares to be issued within the range specified above in subsections 1 and 2.

Corporate decisions in connection with the secondary issuance:

3) **An increase of the share capital of the Company.**

    1) To increase the share capital of the Company for the sum up to 1 150 000 EUR (one million one hundred fifty thousand *euros*), by issuing up to 1 150 000 (one million one hundred fifty thousand) new dematerialized shares with the sale price of one new issue share in the range of 11 EUR (eleven *euros*) to 15 EUR (fifteen *euros*), including the nominal value of a share in the amount of EUR 1 (one *euro*) and the share premium in the range of 10 EUR (ten *euros*) to EUR 14 (fourteen *euros*).

    2) To authorize the Management Board of the Company to determine the sale price of one new issue dematerialized share within the mentioned range of 11 EUR (eleven *euros*) to 15 EUR (fifteen *euros*).

    3) To instruct the Management Board of the Company to submit all necessary documents for the registration of changes in the Register of Enterprises of the Republic of Latvia and perform other actions required to execute the taken decision.

4) **Revocation of the Company's shareholders' pre-emptive rights.**

   To revoke the pre-emptive rights of the Company's shareholders to the newly issued shares of the Company.

5) **Approval of the Terms of Share Capital Increase of the Company.**

   1) To approve the Terms of Share Capital Increase of the Company.
   2) To authorize the Management Board of the Company the rights to formally clarify, specify and sign the information specified in Terms of Share Capital Increase about the Company's number of shares to be issued and the share capital in accordance with the de facto situation, without changing the information by nature, as well as, based on the authorization given to the Management Board, to determine the number of shares to be issued, price and the matters with respect to the capital to be increased within the limits approved in the agenda points No. 2 and 3.
   3) To instruct the Management Board of the Company to submit all necessary documents for the registration of the Terms of Share Capital Increase of the Company in the Register of Enterprises of the Republic of Latvia and to perform other necessary actions for the execution of the adopted decision.

6) **Approval of amendments to the Articles of Association and the new edition of the Articles of Association.**

   1) To approve amendments to the Articles of Association of the Company.
   2) To approve new edition of the Articles of Association of the Company.
   3) To designate the Management Board of the Company as responsible to submit all the necessary documents for the registration of amendments to the Articles of Association to the Register of Enterprises of the Republic of Latvia and perform other actions required to execute the taken decisions.
   4) To grant the Management Board of the Company rights to formally clarify, specify and sign the information specified in the amendments and the new edition to the Articles of Association about the Company's number of shares and share capital in accordance with the *de facto* situation, without changing the information by nature, as well as, based on the authorization given to the Management Board, to determine the number of new shares to be issued within the limits approved in the agenda point No. 2.

7) **Authorization of the Management Board of the Company to perform all the necessary actions with respect to the secondary issuance of the Company's shares.**

   1) To authorize the Management Board of the Company to perform all the necessary actions for registration of shares in the Nasdaq CSD and listing of shares of the Company on the Baltic Regulated Market (on the Baltic main List) of AS "Nasdaq Riga", to make the secondary public offering, for the registration (approval) of the universal registration document, securities note and the summary with the Bank of Latvia.
   2) To authorize the Management Board of the Company to sign the Company's universal registration document, securities note and the summary, as well as to make and approve adjustments, alterations and additions to the universal registration document, the securities note and the summary, if needed.
   3) To authorize the Management Board of the Company to sign agreements or other documents related to registration of shares in the Nasdaq CSD and listing and trading of shares of the Company's secondary issuance on the Baltic Regulated

Market (Baltic main List) of AS „Nasdaq Riga” and submit them to the AS „Nasdaq Riga”, Nasdaq CSD SE (depositary), as well as represent the Company in the Bank of Latvia, AS “Nasdaq Riga” and the Nasdaq CSD SE and in other organizations and/or their structural units.

8) **Cancellation of the general and corporate decisions of the Company's shareholders meeting from March 30, 2023, related to the secondary share issue of the Company (agenda points 11.-17. of the shareholders' meeting minutes No. 1-2023).**

   1) To approve cancellation of the general and corporate decisions of the Company's shareholders meeting from March 30, 2023, related to the secondary share issue of the Company (agenda points 11. - 17. of the shareholders' meeting minutes No. 1-2023).

The Management Board of IPAS “Indexo”

About INDEXO

INDEXO is an asset management company licensed by the Bank of Latvia, which offers modern 2nd and 3rd pillar pension saving plans in Latvia. INDEXO is the fastest growing pension management company in Latvia with more than 120 thousand customers and more than EUR 800 million in assets under management.

INDEXO was established in 2017 by a group of 30 experienced business representatives and managers with an aim to fight for a better financial environment in Latvia. INDEXO vision is to become a financial services group, offering modern and customized services that empower Latvian people to take care of their financial wellbeing.

More information available at www.indexo.lv

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