

Arco Vara AS

Registry code 10261718

address Maakri tn 19/1, 10145 Tallinn, Estonia

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The extraordinary General Meeting of Arco Vara AS (registry code 10261718; registered office at Maakri 19/1, Tallinn) was held on August 12, 2021 at Maakri 19/1, II floor, in Tallinn 10145, Estonia.

The General Meeting started at 10:00 AM and closed at 10:05 AM.

The share capital of Arco Vara AS is EUR six million five hundred and seventy-one thousand eight hundred and fifty-six point ninety (EUR 6,571,856.90), divided into ordinary shares with a nominal value of zero point seventy (0.70) euros, each of which carries one (1) vote at the General Meeting. At the end of the 05.08.2021 business day of the Nasdaq CSD SE Estonian settlement system, Arco Vara AS had a total of nine million three hundred and eighty-eight thousand three hundred and sixty-seven (9,388,367) share-based votes.

According to the list of participants in the General Meeting, annexed to these minutes, seven (7) shareholders registered for the General Meeting with a total of six million, five hundred and fifty-five thousand, two hundred and fifty-three votes (6,555,253 votes) being represented, which forms a total of sixty nine point eighty two percent (69.82%) of all votes. The quorum requirement provided for in § 297 (1) of the Commercial Code was met and the General Meeting had a quorum.

Miko-Ove Niinemäe (personal identification number 39303314722) was elected as the chairperson of the meeting and Tiina Malm (personal identification number 48107160214) was elected as the minute-taker.

The chairperson of the meeting gave an overview of the publication of materials related to the agenda.

The draft decisions of the General Meeting were available to shareholders as of 20.07.2021 at the location of Arco Vara AS and via the website of Arco Vara AS in Estonian and in English. The notice convening the General Meeting was published in Eesti Päevaleht on 21 July 2021.

The chairperson of the meeting also gave an overview of the rules of procedure of the General Meeting.

The agenda of the General Meeting included the following:

- 1. Increase of the share capital in relation to the public offering and admission to trading of shares on the main list of the Nasdaq Tallinn Stock Exchange.**

Agenda item 1: Increase of the share capital in relation to the public offering and admission to trading of shares on the main list of the Nasdaq Tallinn Stock Exchange.

The Manager of Arco Vara introduced the draft decision.

Questions and answers

The shareholders had no questions.

Draft decision:

- a) The Company shall issue 1,000,000 ordinary shares, each with a nominal value of EUR 0.70, as a result of which the share capital of the Company will increase by EUR 700,000 (the valid amount of share capital before the share capital increase is EUR 6,571,856.90).
- b) The new shares will be paid for with cash contributions. The issue price of the new shares of the Company is EUR 2.25 for each share, of which EUR 0.70 is the nominal value of the share and EUR 1.55 is the share premium.
- c) The subscription and payment for the new shares shall take place in the period from 25 September 2021 at 10:00 AM until 15 October 2021 at 16:00 PM in accordance with the procedure specified in the offering document that will be published before the start of the offering period.
- d) The preferential subscription right of the Company's existing shareholders is excluded, the issue is directed to new retail investors who will be preferred in the allocation, however, existing shareholders may also participate in the offering.
- e) The shareholders authorise the Company's management board to determine and specify the final number and allocation of the shares among subscribers, taking into account the results of the offer and the terms of the offering of shares, as determined in the offering document.
- f) The offer of shares is deemed to be oversubscribed if there are more applications for subscription than for subscribing for 1,000,000 shares. In the case of oversubscription, the supervisory board of the Company decides on the distribution of shares and cancellation of the oversubscribed shares.
- g) If less than 1,000,000 shares are subscribed, the management board of the Company has the right to extend the subscription period or to cancel the shares that are not subscribed for within the subscription period.
- h) The new shares entitle to receive a dividend starting from the end of the subscription period.
- i) The Company shall submit an application for the admission to trading of all the Company's new shares to be issued on the Nasdaq Tallinn Stock Exchange Main List and the shareholders authorise the supervisory board and management board of the Company to perform all acts and enter all contracts and agreements necessary to this end.

Voting:

A proposal was put to the vote to increase the share capital of Arco Vara AS in accordance with the draft decision.

Voting results:

In favour:	6,555,252 votes	100.00% of the quorum
Against:	0 votes	0.00% of the quorum
Neutral:	1 vote	0.00% of the quorum
Nonvoting:	0 votes	0.00% of the quorum

It was decided:

- a) **The Company shall issue 1,000,000 ordinary shares, each with a nominal value of EUR 0.70, as a result of which the share capital of the Company will increase by EUR 700 000 (the valid amount of share capital before the share capital increase is EUR 6,571,856.90).**
- b) **The new shares will be paid for with cash contributions. The issue price of the new shares of the Company is EUR 2.25 for each share, of which EUR 0.70 is the nominal value of the share and EUR 1.55 is the share premium.**
- c) **The subscription and payment for the new shares shall take place in the period from 25 September 2021 at 10:00 AM until 15 October 2021 at 16:00 PM in accordance with the procedure specified in the offering document that will be published before the start of the offering period.**
- d) **The preferential subscription right of the Company's existing shareholders is excluded, the issue is directed to new retail investors who will be preferred in the allocation, however, existing shareholders may also participate in the offering.**
- e) **The shareholders authorise the Company's management board to determine and specify the final number and allocation of the shares among subscribers, taking into account the results of the offer and the terms of the offering of shares, as determined in the offering document.**
- f) **The offer of shares is deemed to be oversubscribed if there are more applications for subscription than for subscribing for 1,000,000 shares. In the case of oversubscription, the supervisory board of the Company decides on the distribution of shares and cancellation of the oversubscribed shares.**
- g) **If less than 1,000,000 shares are subscribed, the management board of the Company has the right to extend the subscription period or to cancel the shares that are not subscribed for within the subscription period.**
- h) **The new shares entitle to receive a dividend starting from the end of the subscription period.**
- i) **The Company shall submit an application for the admission to trading of all the Company's new shares to be issued on the Nasdaq Tallinn Stock Exchange Main List and the shareholders authorise the supervisory board and management board of the Company to perform all acts and enter all contracts and agreements necessary to this end.**

Voting was conducted by ARS Corporate Services OÜ. Voting took place electronically with voting machines issued to shareholders upon entry in the list of shareholders.

No written dissenting opinions or proposals were submitted at the General meeting.

The list of participants to the General Meeting and the proxies of the participants are attached to these minutes. These minutes will be published on the website of Arco Vara AS (www.arcovara.com).

(digitally signed)

Miko-Ove Niinemäe

Chairperson of the General Meeting

(digitally signed)

Tiina Malm

Minute-taker of the General Meeting