**Adoption of shareholders’ resolutions without calling a general meeting**

These draft shareholders’ resolutions of Punktid Technologies AS (registry code: 16158335; the **Company**) have been published on 4 February 2025 as a stock exchange announcement and on 5 February 2025 in the publication Eesti Ekspress with the purpose of adopting in accordance with § 2991 of the Commercial Code the following resolutions of the shareholders without calling a general meeting:

1. **Appointment of an auditor**

**Draft resolution:**

To appoint Number RT OÜ (registry code: 10213553) as the auditor of the Company’s 2023 annual report and to approve the auditing of the Company’s 2023 annual report by Number RT OÜ.

1. **Approval of the annual report**

The management board of the Company has presented the 2023 audited annual report of the Company for the period 1 January 2023 – 31 December 2023. In the auditor’s report, the auditor has waived giving its opinion on the annual report. With the 2023 annual report, figures for the financial year 2022 have also been corrected.

**Draft resolution:**

To approve the 2023 audited annual report of the Company in the form as presented to the shareholders.

1. **Proposal to distribute the profit**

According to the 2023 annual report, the consolidated net profit of the Company was EUR 46,221. The management board of the Company has proposed to allocate the net profits of the financial year 2023 to cover the accumulated losses from previous periods and not to make any distributions to the shareholders.

**Draft resolution:**

To allocate the net profits of the financial year 2023 to cover the accumulated losses from previous periods and not to make any distributions to the shareholders.

1. **Extending the authorisations of supervisory board members**

**Draft resolution:**

To approve the activities of Kaarel Elissaar (personal identification code: 39009180291) as a supervisory board member from 9 November 2024 up to the moment of adoption of this resolution. To extend the authorisations of Kaarel Elissaar and Sander Kahk (personal identification code: 38906010213) as supervisory board members for three years.

The draft resolutions and other information subject to disclosure pursuant to law are published on the website of the Company at <https://punktid.ee/investor>.

Questions regarding the draft resolutions, voting and other organisational issues should be submitted to the Company’s e-mail address [invest@punktid.com](mailto:invest@punktid.com) no later than by 25 February 2025 at 16.00. Questions, answers and the adopted resolutions shall be published on the Company’s website.

**Procedure and instructions for voting**

The list of shareholders entitled to vote is fixed seven days before the end of the voting, i.e. on 20 February 2025 at the end of the business day of the Nasdaq CSD Estonian settlement system. Shareholders may vote on the draft resolutions only by electronic means or by submitting a paper vote as follows:

1. the voting will be open from 10.00 on 5 February 2025 until 10.00 on 27 February 2025 (GMT+2);
2. the voting ballot form prepared for voting is available at <https://punktid.ee/investor> where it can be filled in and the completed document for signing can be downloaded;
3. for electronic voting, the shareholder or its representative shall complete the voting ballot form in accordance with the instructions therein, sign it digitally (using an ID card, digital ID or Mobile ID) and forward the digitally signed voting ballot to the e-mail address [invest@punktid.com](mailto:invest@punktid.com) by the deadline specified in clause (i) above;
4. for paper voting, the shareholder or its legal or authorised representative shall complete the voting ballot in accordance with the instructions therein, sign it on paper and send the scanned voting ballot to the e-mail address [invest@punktid.com](mailto:invest@punktid.com) and the original voting ballot to the Company’s office at Tornimäe St 3 // 5 // 7, 10145 Tallinn, so that it arrives no later than 10.00 (GMT+2) on 27 February 2025;
5. if the voting ballot is completed by an authorised representative of a shareholder, in addition to the voting ballot, the original of the relevant power of attorney (in electronic or paper form, the required template is available at <https://punktid.ee/investor>) shall be provided by the time specified in clause (iv) above;
6. if the voting ballot is filled in by a foreign legal entity, in addition to the voting ballot (and power of attorney, if applicable), a printout of the registration card of the respective foreign legal entity showing the persons entitled to represent the foreign legal entity shall be provided in the form and by the time indicated in clause (iv) above.

Pursuant to § 2991 (2) of the Commercial Code, if a shareholder does not state within the specified term whether the shareholder is for or against the resolution, the shareholder shall be deemed to have voted against the resolution.

The management board shall publish the voting results on 27 February 2025 as a stock exchange announcement, the management board shall draft a voting record on the voting results following the requirements of § 2991 (4) of the Commercial Code and publishes it on the Company’s website in accordance with § 2991 (6) of the Commercial Code.

For more information, please contact:

Hannes Niid

Management board member

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