

## AS INBANK SHARE OPTION PROGRAMME 2024-2026

### 1. Option Programme

#### Objective of Option Programme

The objective of the share option programme (hereinafter referred to as the **Option Programme**) is to create the conditions where the long-term goals and interests of the supervisory board members, executive management, the employees equivalent to them and key employees of AS Inbank and the companies belonging in the same group as AS Inbank (hereinafter the **Bank**) are aligned with the long-term interests of the Bank's shareholders. The common interests are expressed in the professional and balanced management of the Bank's commercial undertakings, the constant improvement of economic results and the long-term increase in the value of the Bank.

#### Persons entitled to participate in the option programme

The circle of persons entitled to participate in the Option Programme will be determined by a resolution of the Bank's supervisory board, which the supervisory board adopts on the basis of the proposal made by the Bank's remuneration committee. Options are issued on the basis of the performance results of the Bank and the person entitled to participate in the Option Programme in the respective year or the Bank's need to include additional key employees.

#### Term and scope of the Option Programme

During the Option Programme, options will be issued every year to the maximum extent of 1.00% of the total number of the Bank's shares, which will be based on the number of the Bank's shares at the moment the Options are determined. The ratio of 1.00% of the total number of shares per year may be exceeded if the part to be exceeded is not higher than the unused portion of 1.00% in previous years during the term of the Option Programme. The total number of shares issued and to be issued within the scope of this Option Programme may not exceed 3.00% of the number of the Bank's shares at any time.

Options will be issued on the basis of the Option Programme for three years (from 2024 to 2026) plus the realisation term of the Options.

### 2. Options

#### Content and underlying asset of Options

The underlying asset of the Option Programme is the ordinary share of the Bank (ISIN code EE3100008574, hereinafter referred to as the **Shares**).

The persons entitled to participate in the Option Programme, who will be determined in accordance with these terms and conditions, have the right to acquire the Shares on the terms and conditions and pursuant to the procedure set forth in the option agreements to be entered into with the entitled persons (hereinafter the **Options**).

The grant of Options will be organised in such a manner that it will not be a public offering of securities within the meaning of the Securities Market Act.

#### Price of an Option

The price of the Options will be determined annually by the supervisory board of the Bank. The type of the Bank's shares (the Bank has one type of shares – ordinary shares), their nominal value and proportion in the Bank's share capital are, among other things, the input for pricing the Options. If there are any corporate events that change the aforementioned inputs (i.e. change of the nominal value of a share, issue of different types of shares, etc.), the number of the Shares that are the underlying asset of the Option and/or the price of an Option will be adjusted accordingly. The purpose of adjusting the price of an Option is to maintain



the initial value of the Option for the person entitled to receive the Option. The respective agreements will be added to the Option agreements.

#### Term and manner of exercise of Options

The term of exercise of the Options is at least three years from the moment the Options are granted. The Options will be exercised and the Shares will be issued by way of increasing the Bank's share capital and issuing new Shares, which will be decided annually by the Bank's supervisory board on the basis of the resolution of the general meeting of shareholders, and the pre-emptive right of the existing shareholders to subscribe for the Shares will be precluded pursuant to the provisions of subsection 345 (1) of the Commercial Code.

#### Other important terms and conditions of the Options

The Options will be granted personally to the persons entitled to receive the Options. The Options cannot be transferred, pledged or encumbered or disposed of in any other manner. The Options are inheritable. The Options cannot be exercised in money. The persons entitled to receive the Options do not have the right to demand any monetary or non-monetary compensation if the Options are cancelled, in part or in full, or if they cannot be exercised for any other reason.

#### Exercise of Options

The main premise for the exercise of the Options is the resolution of the Bank's supervisory board on the exercisability of the Options with respect to the persons entitled to receive the Options. Upon the exercise of the Options, the person entitled to receive the Options will pay for the Bank's Shares that are the underlying assets of the Options, according to the Option agreement entered into with the person.

#### Entry into Option agreements

The implementation of the terms and conditions of the Option Programme and the detailed procedure for exercise of the Options will be determined in the Options agreement to be entered into between the Bank and the entitled person.

The general meeting of the Bank's shareholders will grant the Bank's supervisory board the authorisation to issue the Options without a separate resolution of the Bank's general meeting of shareholder in each case, provided that the Options and the Option agreements to be entered into comply with these terms and conditions. The Bank's management board will enter into the Option agreements regarding the issue of the Options on the basis of the respective resolution of the Bank's supervisory board. The Bank's management board must ensure when entering into the Option agreements that the Option agreements are always entered into in compliance with the terms and conditions of the Option Programme.

The supervisory board of the Bank is obliged to inform the general meeting of shareholders of the Bank. At the general meeting of shareholders following the issue of the Options, the supervisory board of the Bank will give the general meeting of the Bank's shareholders an overview of the issued Options, indicating at least the circle of the persons entitled to receive the options and the price of exercise of the Options.