

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF FON SE  
WHICH WILL BE HELD ON 12 JANUARY 2021**

**1. Amendment of the articles of association of the Company and approval of the new version of the articles of association of the Company.**

1.1. Amending sections 2.1. and 2.3. and to approve it in the new wording as follows:

*„2.1. The minimum amount of share capital of the Company is 20 000 000 euros and the maximum amount of share capital is 40 000 000 euros.“*

*„2.3. The share capital of the Company is divided into registered shares without a nominal value. All shares of the Company are of one class and give equal rights to the shareholders, each share give one vote at the general meeting.“*

1.2. To approve the new version of the Company's articles of association with the abovementioned amendment.

1.3. Sections 1 of these resolution shall enter into force at the moment the new version of the articles of association adopted under these resolutions is entered into the Estonian Commercial Register.

**2. Approving the annual report of the Company for the financial year 2019/2020 and covering the loss of financial year 2019/2020.**

2.1. To approve the annual report of the Company for the financial year 2019/2020.

2.2. To cover the loss of financial year 2019/2020 from the supplementary capital.

2.3. Not to make distributions to the legal reserve or other reserves of the Company.

2.4. Not to distribute profit.

**3. Increasing the share capital of the Company through bonus issue.**

3.1. To increase the share capital of the Company through bonus issue by increasing the nominal value of the shares held by the shareholders by EUR 21 175 000,00 from EUR 7 700 000,00 to EUR 28 875 000,00.

3.2. To increase the share capital of the Company through bonus issue at the expense of the supplementary capital in the amount of EUR 21 175 000,00 on the basis of the balance sheet as at 30.06.2020 provided in the 2019 annual report. The bonus issue shall be performed as of 19.01.2021 17:00 CET.

**4. To convert 8 325 750 of the B-shares belonging to Patro Invest OÜ into A-shares of the Company.**

4.1. To convert 8 325 750 B-shares of the Company, belonging to Patro Invest OÜ into A-shares of the Company, as defined in the Articles of Association of the Company.

4.2. As a result of the conversion of shares, the Company's share capital shall consist of 52 500 000 A-shares.

4.3. No shares shall be cancelled, or new shares shall be issued as part of the conversion of 8 325 750 Patro Invest OÜ's B-shares into A-shares. The shares shall be converted in accordance with § 235 (2) of the Commercial Code.

- 4.4. To authorize and oblige the Company's Management Board to take all legal and factual actions related to the conversion of the class of shares resulting from the content of these resolutions, including in particular the ordinary general meeting decides to:
  - 4.4.1. authorize and oblige the Management Board of the Company to register the conversion of the Company's shares in the National Depository of Securities and in the parent deposit of NASDAQ CSD kept for the Company.
- 4.5. Section 1 of these resolutions shall enter into force at the moment of their adoption