

Voting ballot for voting on the items on the agenda of annual general meeting of AS LHV Group

Shareholder

NAME OF SHAREHOLDER
REG. CODE / ID. CODE OR DATE OF BIRTH
E-MAIL (will be granted access to the video transmission of the general meeting)

Representative

(obligatory for legal person-shareholder; for natural person-shareholder only if authorised or legal representative)

NAME OF SHAREHOLDER'S REPRESENTATIVE
ID. CODE OR DATE OF BIRTH
BASIS OF REPRESENTATION OF THE SHAREHOLDER'S REPRESENTATIVE (member of management board, procurator, power of attorney, legal representation etc)

My vote on the annual general meeting agenda items with the number of votes belonging to the shareholder is as follows:

(mark your vote)

1. ANNUAL REPORT 2021

To approve the Group's 2021 annual report in the form in which it was presented to the general meeting.

**With the total number of votes
held by the shareholder**

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

**With a partial number of votes
held by the shareholder**

(select several)

IN FAVOR WITH

OPPOSED WITH

NEUTRAL WITH

ABSTAINED WITH

(indicate the number of shares)

VOTES

2. PROFIT ALLOCATION FOR 2021

The profit attributable to the Group as the parent company of the consolidation group in the financial year 2021 amounts to EUR 58,309 thousand. To transfer EUR 0 to the legal reserve. To approve the profit allocation proposal made by the Management Board and pay dividends in the net amount of 40 euro cents per share. The list of shareholders entitled to receive dividends will be established as at 14 April 2022 COB of the settlement system. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 13 April 2022.

From this day onwards, persons acquiring the shares will not have the right to receive dividends for the financial year 2021. Dividends shall be disbursed to the shareholders on 20 April 2022.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH VOTES

OPPOSED WITH VOTES

NEUTRAL WITH VOTES

ABSTAINED WITH VOTES

3. REMUNERATION REPORT 2021

To approve the Group's 2021 remuneration report in the form in which it was presented to the general meeting.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH VOTES

OPPOSED WITH VOTES

NEUTRAL WITH VOTES

ABSTAINED WITH VOTES

4. REMUNERATION PRINCIPLES

To approve the Group's remuneration principles in the form in which they were presented to the general meeting.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH VOTES

OPPOSED WITH VOTES

NEUTRAL WITH VOTES

ABSTAINED WITH VOTES

6. APPROVAL OF TRANSACTION AND RELATED INCREASE OF SHARE CAPITAL

To approve the contract of purchase and sale of shares signed by the Group (as the buyer) and by Luna Peak OÜ, Prudenta OÜ, OÜ Neoinvesteeringud, OÜ Diani EP, Gracile Holding OÜ, HKN OÜ, OÜ UPsale, Leetberg OÜ, Greenlights OÜ and John Francis McAndrew (as the sellers) signed on 2 March 2022, whereunder the Group acquires a 100% share in EveryPay AS (registry code 12280690) for EUR 8,000,000, simultaneously issuing 195,121 ordinary shares in the Group at a price of 41 euros in conformity with the other conditions set forth in the contract of purchase and sale of shares referred to (hereinafter "**Planned Transaction**"). In essence, the Planned Transaction is a share exchange transaction.

To increase the Group's share capital through the issue of new ordinary shares for the purpose of completing the Planned Transaction on the following conditions:

- 1) To issue 195,121 ordinary shares with a nominal value of 1 euro and to increase the share capital by 195.121 euros, as a result of which the new share capital will total 30,059,288 euros. The shares will be issued with a premium amounting to 40 euros.
- 2) The right of pre-emption of Group shareholders to subscribe to new shares is excluded and the right of subscription to the shares shall be granted to EveryPay AS (registry code 12280690) shareholders – i.e. the sellers – as follows:
 - Luna Peak OÜ has the right to subscribe 15,435 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 632,835 euros).
 - Prudenta OÜ has the right to subscribe 37,386 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 1,532,826 euros).
 - OÜ Neoinvesteeringud has the right to subscribe 39,211 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 1,607,651 euros).
 - OÜ Diani EP has the right to subscribe 29,311 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 1,201,751 euros).
 - Gracile Holding OÜ has the right to subscribe 15,591 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 639,231 euros).
 - HKNOÜ OÜ has the right to subscribe 13,236 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 542,676 euros).
 - OÜ Upsale has the right to subscribe 9,355 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 383,555 euros).
 - Leetberg OÜ has the right to subscribe 6,231 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 255,471 euros).
 - Greenlights OÜ has the right to subscribe 54 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 2,214 euros).
 - John Francis McAndrew has the right to subscribe 29,311 ordinary shares in the Group at a nominal value of 1 euro and share premium of 40 euros (total subscription price 1,201,751 euros).
- 3) The subscription to the shares takes place by way of monetary contributions to the Group's bank account within 5 working days of adoption of this resolution.
- 4) The new shares issued will provide the right to dividends starting from the financial year started 1 January 2022.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH

OPPOSED WITH

NEUTRAL WITH

ABSTAINED WITH

(indicate the number of shares)

VOTES

7. AMENDMENTS TO ARTICLES OF ASSOCIATION I

Amend the Group's Articles of Association as follows:

- to supplement clause 4.1.5 and establish it in the following wording:
"4.1.5. The Supervisory Board has set up the Audit Committee, Nomination Committee and Remuneration Committee and has established the relevant rules of procedure.";
- to supplement clause 4.1.6 and establish it in the following wording:
"4.1.6 The Supervisory Board shall have the right, during the period of 3 (three) years from the moment of entry into force of this wording of the Articles of Association, to increase the share capital by way of contributions as follows:
 - (a) in 2022, by up to 6 (six) per cent in total of the size of share capital valid at the moment of making the decision to increase the capital;
 - (b) in both years, in 2023 and in 2024, once a year by up to 2 (two) per cent of the size of the share capital valid at the time of the resolution to increase share capital";

- to add to the Estonian-language text a parallel translation into English and a new clause, 8.3, in the following wording:
"8.3. Should there be any contradiction between the conditions in the Estonian version and the English version, the Estonian version shall prevail."

and to approve the Group's Articles of Association with the abovementioned amendments as of the General Meeting.

With the total number of votes held by the shareholder (select one)	or	With a partial number of votes held by the shareholder (select several)	
<input type="checkbox"/> IN FAVOUR		<input type="checkbox"/> IN FAVOR WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> OPPOSED		<input type="checkbox"/> OPPOSED WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> NEUTRAL		<input type="checkbox"/> NEUTRAL WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> ABSTAINED		<input type="checkbox"/> ABSTAINED WITH	(indicate the number of shares) VOTES

8. AMENDMENTS TO ARTICLES OF ASSOCIATION II AND REDUCTION OF NOMINAL VALUE OF SHARE

Amend clause 2.2.1 of the Group's Articles of Association and establish it in the following wording:

- „2.2.1. Aktsiakapital on jagatud 0,1 (null koma ühe) eurose, s.o 10 (kümne) eurosendise nimiväärtusega nimelisteks aktsiateks.“ (Estonian-language text),
- “2.2.1. The share capital has been divided into registered shares with a nominal value of 0.1 (zero point one) euro, i.e., 10 (ten) eurocents.“ (English-language text),

and approve the Group's Articles of Association with the abovementioned amendments.

To reduce the nominal value of each of the Group's existing shares on the following conditions:

- 1) To reduce the nominal value of the Group share by 0.9 (zero point nine) euros, including 90 (ninety) euro cents, as a result of which the new nominal value of one ordinary share in the Group is 0.1 (zero point one) euro, i.e., 10 (ten) euro cents;
- 2) The change in the nominal value of the Group share will not result in a change in the size of the Group's share capital, i.e., the amount of the Group's share capital after the reduction in the nominal value will be the euro amount of the share capital entered into the Commercial Register at the time of the registration of the reduction of the nominal value of share.
- 3) As a result of the change in the share's nominal value, the number of the Group's existing shares will change. Prior to the change in the nominal value of the share, the Group's shares were entered into the Commercial Register pursuant to the size of the share capital at the time of the registration of the reduction in nominal value on the consideration that the share capital has been divided into one (1) euro nominal value shares. Following the change in the nominal value of the share, the Group's shares will be entered into the Commercial Register at the time of the registration of the reduction in nominal value pursuant to the size of share capital on the consideration that the share capital has been divided into 0.1 (zero point one) euro, i.e., 10 (ten) euro cent nominal value shares.

The resolutions set forth in this agenda item enter into force on 30 June 2022.

With the total number of votes held by the shareholder (select one)	or	With a partial number of votes held by the shareholder (select several)	
<input type="checkbox"/> IN FAVOUR		<input type="checkbox"/> IN FAVOR WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> OPPOSED		<input type="checkbox"/> OPPOSED WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> NEUTRAL		<input type="checkbox"/> NEUTRAL WITH	(indicate the number of shares) VOTES
<input type="checkbox"/> ABSTAINED		<input type="checkbox"/> ABSTAINED WITH	(indicate the number of shares) VOTES

9. AUDITOR FOR FINANCIAL YEAR 2023

To appoint KPMG Baltics OÜ (registry code 10096082) as the auditor of the Group (including Group consolidation group companies, not including LHV UK Ltd), and give the Group's Management Board the right to extend the agreement entered into with the relevant auditor, including determining the remuneration procedure for the auditor.

Give the Group Management Board the right, at its discretion, to decide on the appointment of auditor for the financial year 2023, for entering into a corresponding agreement with the auditor and performing all of the necessary related procedures. To accept the fact that another auditor than the auditor who was appointed the Group's auditor for the financial year may be appointed as auditor of the 2022 annual report of LHV UK Ltd.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH

OPPOSED WITH

NEUTRAL WITH

ABSTAINED WITH

(indicate the number of shares)

VOTES

10. AUDITOR FOR FINANCIAL YEARS 2024–2028

To appoint AS PricewaterhouseCoopers (registry code 10142876) as the auditor of the annual reports for 2024 to 2028 of the Group (including companies in the Group's consolidation group, not including LHV UK Ltd), determine the remuneration procedure for the auditor pursuant to agreement concluded with the auditor and give the Group's Management Board the right to conclude the relevant agreement.

Give the Group Management Board the right, at its discretion, to decide on the appointment of auditor(s) for the financial years 2024–2028 for the Group subsidiary LHV UK Ltd., the period to be audited and appointment of auditor(s), determining the remuneration procedure and entering into all relevant procedures. To accept the fact that (an)other auditor(s) than the auditor who was appointed the Group's auditor may be appointed as auditor of LHV UK Ltd's annual reports for 2024–2028.

With the total number of votes held by the shareholder

(select one)

IN FAVOUR

OPPOSED

NEUTRAL

ABSTAINED

or

With a partial number of votes held by the shareholder

(select several)

IN FAVOR WITH

OPPOSED WITH

NEUTRAL WITH

ABSTAINED WITH

(indicate the number of shares)

VOTES

Confirmation

NAME OF THE SHAREHOLDER OR THE SHAREHOLDER'S REPRESENTATIVE

/signed digitally/

Download the voting ballot before filling it out. After filling out and marking the vote, sign the saved ballot electronically and submit the filled and electronically signed ballot to AS LHV Group's e-mail address group@lhv.ee no later than **on 29 March 2022 at 5 PM (Estonian time)**.

The shareholder whose vote has successfully passed the technical inspection and been taken into account in the counting of votes, shall be given access to the video transmission to monitor the general meeting on the website investor.lhv.ee/uldkoosolek using the shareholder's e-mail address indicated on the voting ballot. The procedure of the electronic voting can be found in more detail on the website investor.lhv.ee/en.

NB! In case the shareholder is represented at the meeting, the document certifying the right of representation must be submitted together with the ballot. The document certifying the right of representation is not required if the right of representation is shown in Estonian commercial register.