

Rules of Coop Pank AS Subscription Process (Auction)

1. The Organizer of the Auction – AS LHV Pank, Registration No. 10539549, legal address: Tartu mnt 2, 10145, Tallinn, Estonia, hereinafter **“the Organizer”**.
2. The Provider of Subscription Undertakings and settlement instruction delivery – AS Nasdaq Tallinn, Registry Code 10359206, legal address: Maakri tn 19/1, 10145 Tallinn, Estonia, hereinafter **“Exchange”**.
3. The subject of the Subscription process – up to 32 180 155 new **Coop Pank AS** shares (**“New Shares”**) and up to 8 065 700 existing or secondary (**“Sale Shares”**), hereinafter **“the Offer Shares”**, with ISIN codes EE380B007855 and EE3100007857.
4. The Participants of the Auction – only licensed bank or investment firms to whom the status of Exchange Member has been assigned are eligible to participate in the Auction. All Nasdaq Tallinn Members, having access to Genium INET trading system may participate in the Auction by submitting orders on own account or on behalf of its clients. The offering in Genium INET is directed to all investors in Lithuania and Latvia.
5. The legal basis to this Rules of **Coop Pank AS** Subscription Process, hereinafter **“the Rules”**, is the Baltic Member Rules. Baltic Member Rules and the Rules shall be binding on each Exchange Member participating in the Auction.
6. The Place of Subscription process – the Orders are submitted as buy orders entered in the Exchange Trading system, hereinafter – **“Trading system”**.
7. The Subscription period – the period of Subscription process takes place from 18-11- 2019, 10:00 until 29-11-2019, 15:30 EEST.
8. Settlement procedure – the Settlement date is 04-12-2019. The Settlement is provided by Nasdaq CSD SE. The Settlement shall be made according to delivery versus payment (DVP) principle individually for each transaction (gross settlement). The title to the Offer Shares purchased in the Subscription process is obtained upon a Share’s transfer to a buyer’s respective financial instrument account which is done simultaneously with making the cash payment for the purchased Offer Shares.
9. The Exchange Members can enter buy orders in the Trading system during the Subscription process every Exchange trading day from 9:00 to 16:00 and until 15:30 on the last day of the

Subscription process. The orders can be modified or cancelled until 15:30 on the last day of the Subscription process. After 15:30 on the last day of the Subscription process orders cannot be entered, modified or cancelled. All times denoted are in EEST time.

10. The Exchange Member is responsible for entering its clients' orders in the Trading system according to these Rules. The Member's clients order submission takes places according to the Member's internal rules and procedures.
11. The Subscription process is hidden – the Members can see only own orders in the order book.
12. The retail investors orders shall be entered in submarket "TSE Equity Auctions" order book: COOPIPO (ISIN code: EE380B007855), institutional investors orders shall be entered in submarket "TSE Equity Auctions" order book: COOPIPO1 (ISIN code: EE3100007857).
13. The buy order must include:
 - a. Price of one security;
 - b. Number of securities;
 - c. Client reference;
 - d. Order capacity;
 - e. Client ID short code (in case order capacity is Agent);
 - f. Client ID qualifier (Firm/Personal);
 - g. Investment Dec short code (in case order capacity is Principal);
 - h. Execution Decision short code;
 - i. Time validity – "GTC" (Good-Till-Cancel);
 - j. Order reference (optional).
14. Institutional investor is entitled to participate in the Institutional Offer and may submit a Subscription order with the price range of 1.15 – 1.30 EUR. Retail investor is entitled to participate in the Retail Offer and may submit a Subscription order only at a price corresponding to the upper half of the Offer Price Range, 1.30 EUR per Offer Share.

Each investor may subscribe for the minimum of 1 Offer Shares.

15. In addition to the order data specified in Paragraph 13, Name and surname of a natural person or name of a legal person, Natural person's personal identification code or registration code of a legal person, address of natural or legal person, securities account number, Client's custodian's BIC code, Client's country of residence, investor category (retail or institutional) shall be provided. Subscription orders submitted through a nominee account will only be considered eligible if, by the end of the business day on which the subscriptions are submitted, the Exchange Member has transmitted to the Exchange the details of the subscribed investor via nominee account. This information shall be sent in an encrypted Excel file to e-mail TSBaltic@nasdaq.com by 17:00 on

the day the order is entered in the Trading system; on the end date of the Subscription period by 16:00. Orders entered on prior days will also be shown here. The Client's name, residency, ID code, securities account number or reference number shall be linked with the Client reference of the entered order by the Client's account operator.

16. Order allocation will be performed by the Issuer according to the Rules set in the Prospectus and will be done outside the Exchange's Trading system. After allocations settlement Nasdaq CSD SE will perform a corporate action (*pari passu*) where the temporary ISIN will be replaced with the current ISIN code EE3100007857. Trade information will not be available in the Exchange's Trading system. Rules set in the Prospectus will be made publicly available at least one business day prior to the Auction at website www.nasdaqbaltic.com.
17. The Exchange shall immediately but not later than the next business day after receiving information on order allocation from Organizer, send settlement instructions to Nasdaq CSD SE for settlement of the trades made as a result of the Subscription process. The Exchange Member is responsible for the fact that its settlement agent, that provides settlements for the trades made as a result of the Subscription process according to the information specified in the settlement instructions, makes approvals for Nasdaq CSD SE settlements. The Exchange member must agree with its account operator that cash for auction trades settlement must be transferred to the dedicated cash account (DCA) for night time settlement. Cash should be transferred to DCA on 03.12.2019 after 20:00 PM or standing order functionality of T2 GUI should be used.
18. The Exchange Member, in accordance to the Exchange regulations, shall pay commission fees for transactions concluded in the Subscription process on own account or on behalf of its clients according to the fees for auction transactions set forth by the Exchange.
19. The Parties shall at all times comply with the data protection standards as provided under the GDPR, applicable law and data protection policies of the Exchange. The Privacy Letter of the Exchange sets out personal data handling practices under GDPR to safeguard privacy while fulfilling obligations, ensure the efficient operation of markets and satisfy regulatory obligations. The Privacy Letter could be found under this link: [http://www.nasdaqbaltic.com/files/baltic/rules_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic Baltic Exchanges.pdf](http://www.nasdaqbaltic.com/files/baltic/rules_regulations/Privacy%20Letter%20for%20Members%20and%20Clients%20-%20Nordic%20Baltic%20Exchanges.pdf)