

## SUMMARY OF RESOLUTIONS

### OF THE “ACBA BANK” OJSC'S SHAREHOLDERS EXTRAORDINARY GENERAL MEETING FROM 12<sup>th</sup> TO 21<sup>st</sup> OF NOVEMBER 2024

**The year, month, day and time of the extraordinary general meeting:**

From 09:00 of 12th November 2024 until 18:00 of 21st November 2024

The extraordinary general meeting of shareholders (hereinafter referred as “the General Meeting”) of "ACBA BANK" OJSC (hereinafter referred as “the Bank”) has been convened on from 12<sup>th</sup> to 21<sup>st</sup> of November 2024 without the physical presence of shareholders, by voting with ballots (including electronically).

According to the decision of the Bank's Board No. 157-B.4 of 17/10/2024, all the shareholders, regardless of the number of owned shares, who were included in the Bank's register of shareholders and had personal accounts of shares as of 17h00 Yerevan time of October 17th, 2024 had the right to participate in the General Meeting from 12<sup>nd</sup> to 21<sup>st</sup> of November, 2024. The number of such shareholders was 5,513.

All eligible shareholders received the notice of the General Meeting and all the necessary information on 22/10/2024 by e-mail sent to their e-mail addresses registered with the Bank. The notice of the General Meeting had been published on the Bank's webpage and in regular press. The total number of votes cast for the voting was 5,500,000 shares (100%).

The following options were offered to the shareholders entitled to participate in the General Meeting to vote on the proposed resolutions within the framework of the questions included in the agenda of the General Meeting.

- **Electronically:** from 12/11/2024 until 21/11/2024 including, through the CDAonline mobile application of the Central Depository of Armenia or its web platform at <https://online.cda.am>, or
- **By voting ballot:** by sending the ballot from 12/11/2024 until 21/11/2024 including to the Bank's address or by e-mail.

In accordance with Minutes N 5 of the Bank's Counting Committee of 22/11/2024:

- A total of 16 (sixteen) shareholders voted via CDAonline platform, together holding a total of 8,286 (eight thousand two hundred and eighty-six) shares or 0.15% (zero whole fifteen hundredths of a percent) of the total shares.
- A total of 2 (two) shareholders voted by ballots, together holding 4,491,493 (four million four hundred ninety one thousand four hundred ninety three) shares or 81.66% (eighty-one whole sixty-six hundredths percent) of the total shares.
- According to the summary data, the shareholders registered for the General Meeting at the end of the registration at the General Meeting jointly hold 4,499,779 (four million four hundred ninety-nine thousand seven hundred seventy-nine), which is 81.81% (eighty-one whole eighty-one hundredths of a percent) of the total voting shares.

Accordingly, the Bank's extraordinary general meeting of shareholders from 12<sup>nd</sup> to 21<sup>st</sup> of November, 2024 was competent (there was a quorum).

**The President of the General Meeting:**

Mr. Rafayel Sargsyan

**The Secretary of the General Meeting:**

Mr. Narek Antonyan

**THE AGENDA OF THE GENERAL MEETING**

**1<sup>st</sup> item:** Approval of the results of additional shares allotment.

**2<sup>nd</sup> item:** Approval of the amendments to the Charter due to the capital increase (resulting in shares allotment results and reinvestment of retained earnings)

**3<sup>rd</sup> item:** Approval of new edition of the Charter resulting from the Shareholder Agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC.

**4<sup>th</sup> item:** Approval of the new edition of the Board regulation.

**1<sup>ST</sup> ITEM:**

**Approval of the results of additional shares allotment.**

**RESOLUTION N 25-1**

The General Meeting approved the results of the allocation carried out by the Bank of its newly issued shares as follows:

- Total number of allocated new shares: 485,000 ordinary (common) shares.
- Capital increase due to the allocation of new shares: 4,850,000,000 AMD.

*Voting results:*

**For:** 4,499,712 shares (99.9985%)

**Against:** 4 shares (0,001%)

**Abstained:** 63 shares (0.0014%)

**The resolution has been approved.**

**2<sup>ND</sup> ITEM:**

**On approving the new edition of the Charter resulting from the capital increase (due to shares allotment results and reinvestment of retained earnings).**

**RESOLUTION N 25-2**

1. The General Meeting decided to approve the new edition of the Bank's Charter resulting from the capital increase (due to shares allotment results and reinvestment of retained earnings) and to submit it to the Central Bank of Armenia for registration.

2. According to the new edition of the Charter the Bank's charter capital will amount to 89,775,000,000 AMD instead of 55,000,000,000 AMD, the nominal value per share will amount to 15,000 AMD instead of 10,000 AMD and the total number of authorized shares will amount to 2,500,000 instead of 3,000,000.

*Voting results:*

**For:** 4,499,712 shares (99.9985%)  
**Against:** 4 shares (0,001%)  
**Abstained:** 63 shares (0.0014%)

**The resolution has been approved.**

### **3<sup>RD</sup> ITEM:**

**On approving the new edition of the Charter resulting from the shareholders agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC.**

#### **RESOLUTION N 25-3**

The General Meeting approved the new edition of the Charter resulting from the requirements of the shareholders agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC and to submit it to the Central Bank of Armenia for registration.

*Voting results:*

**For:** 4,499,712 shares (99.9985%)  
**Against:** 4 shares (0,001%)  
**Abstained:** 63 shares (0.0014%)

**The resolution has been approved.**

### **4<sup>TH</sup> ITEM:**

**On approving the new edition of the Board regulation.**

#### **RESOLUTION N 25-4**

The General Meeting approved the new edition of the Bank's Board regulation.

*Voting results:*

**For:** 4,499,626 shares (99.9966%)  
**Against:** 90 shares (0,0020%)  
**Abstained:** 63 shares (0.0014%)

**The resolution has been approved.**

**THE MINUTES HAVE BEEN DRAWN AND SIGNED BY**

**Rafayel Sargsyan - THE PRESIDENT OF THE MEETING**

**Narek Antonyan - THE SECRETARY OF THE MEETING**

*The final Minutes of the "ACBA BANK" OJSC shareholders' extraordinary general meeting from 12/11/2024 to 21/11/2024 were drawn up on 22<sup>th</sup> of November 2024, in Armenian and English languages, of 1 example and consist of 8 pages. The Minutes are kept in the Bank.*