

Draft resolutions additionally submitted to the Annual General Meeting of AS Ekspress Grupp to be held on 2 May 2022

On 8 April 2022, AS Ekspress Grupp released a notice on convening an [Annual General Meeting of Shareholders](#) and on 18 April, information on the [amendment of the agenda](#).

On 28 April 2022, the shareholders Hans Luik and OÜ HHL Rühm submitted additional draft resolutions on item 2 and 3 of the agenda of the Annual General Meeting to be held on 2 May 2022 pursuant to § 293¹ (4) of the Commercial Code as follows:

2. The approval of the proposal for distribution of profits

To approve the Profit Distribution Proposal for 2021. To distribute total EUR 2.24 million as follows:

- to increase statutory reserve by EUR 0.11 million;
- to pay dividends 8 (eight) euro cents per share in total amount of EUR 2.42 million, of which EUR 2.13 million is distributed from the 2021 profit and EUR 0.29 million distributed from the retained earnings.

Shareholders, entered into the share register of AS Ekspress Grupp on 16 May 2022, at the close of the business of the settlement system, will be entitled to dividends. The day of change of the rights related to the shares (ex-date) is on 13 May 2022; from this date onwards, the person acquiring the shares will not have the right to receive dividends. Dividends will be paid to the shareholders on 20 May 2022 to the shareholder's bank account, which is linked to the securities account.

3. Determining the acquisition of AS Ekspress Grupp's own shares and laying down the terms of the share buyback program

3.1. Approve the share buyback program of AS Ekspress Grupp's own shares under the following terms:

- AS Ekspress Grupp shall have the right to buy back a maximum of 2 500 000 own shares whereby the total amount of the nominal value of the treasury shares owned by the company may not exceed 1/10 of its share capital.
- AS Ekspress Grupp shall have the right to buy back its own shares in one or multiple transactions via buyback offer(s) targeted at all shareholders within 12 months from the date of adoption of this decision.
- The minimum amount to be paid for its own shares shall be EUR 0.60 per share and the maximum amount per share shall be the closing price on the Nasdaq Tallinn Stock Exchange plus 20% but not more than EUR 1.90 per share at the trading day preceding the announcement of each respective buyback. The total amount payable for the shares to be bought back pursuant to this decision shall be up to EUR 1 million at most. The acquisition of the shares may not lead to a reduction in net assets below the total amount of share capital and reserves, the payment of which to the shareholders is not be permitted under law or the articles of association.
- The purpose of the share buyback is to use the attractive market conditions in order to create value for the shareholders. The shares bought back will thereafter be cancelled or used for other purposes (e.g. sale or use of shares for the option program).

3.2. In accordance with this decision and applicable legal acts, authorise the Management Board to decide and carry out the share buyback, determine the share buyback price, procedure and other conditions as well as perform all other necessary procedures.

According to the submitted draft resolution item 2 of the agenda the dividend per share has been increased from 5 euro cents to 8 euro cents and the total amounts from 1.52 million euros to 2.42 million euros respectively.

Agenda item 3 draft resolution is decreasing the total amount payable for the shares to be bought back from 2 million EUR to 1 million EUR at most.

Consequently, the two draft resolutions will be put to the vote in the General Meeting on agenda items two and three. The supplemented voting ballot and draft resolutions are attached to this announcement. We kindly ask shareholders who have already voted electronically to resubmit their votes using the voting ballot, updated on 28 April 2022. Only the most recently sent ballot shall be considered valid.

All documents concerning the Annual General Meeting of the Shareholders of AS Ekspress Grupp, including draft resolutions, are available on the [homepage](#) of AS Ekspress Grupp.

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AS Ekspress Grupp is the leading Baltic media group whose key activities include web media content production, publishing of newspapers, magazines and books. The Group also operates an electronic ticket sales platform and ticket sales sites in Estonia and Latvia. Ekspress Grupp that launched its operations in 1989 employs more than 1400 people, owns leading web media portals in the Baltic States and publishes the most popular daily and weekly newspapers as well as the majority of the most popular magazines in Estonia.