

## **Notice of adoption of resolutions of shareholders of AS Ekspress Grupp without convening an extraordinary general meeting**

The Management Board of AS Ekspress Grupp (registry code 10004677, official address Narva mnt 13, Tallinn 10151) proposes to the shareholders to adopt resolutions without convening a meeting in accordance to § 299<sup>1</sup> of the Commercial Code.

The shareholders have the possibility to vote by e-mail using a voting ballot, which is added this notice on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) as well as of Ekspress Grupp homepage (<http://egrupp.ee/en>). The filled in and signed ballot and the documents enabling identification of the shareholder and proof the right of representation shall be sent by e-mail at [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) by no later than 31 August 2022 at 9:00 (Estonian time) in accordance with the procedure specified below. If a shareholder does not give notice of whether he is in favour of or opposed to the resolution during this term, it shall be deemed that the shareholder has voted against the resolution.

The circle of shareholders entitled to adopt the resolutions will be determined seven days prior the term by which shareholders must present their position, i.e. on 24 August, 2022 at the end of the working day of the settlement system. Ekspress Grupp shall disclose the resolutions with a stock exchange announcement and on the company's homepage no later than on 7 September 2022 in accordance with § 299<sup>1</sup> (6) of the Commercial Code.

As at 9 August, 2022, the share capital of AS Ekspress Grupp is 18,478,104.60 euros. The total number of shares is 30,796,841, with each share granting one vote. The right to vote is not granted to AS Ekspress Grupp's 447,076 own shares.

**The management board of AS Ekspress Grupp submits the following draft resolutions to the shareholders.**

### **1. Recall of the member of the Supervisory Board**

To recall Mr. Indrek Kasela from the Supervisory Board.

### **2. Election of the member of the Supervisory Board**

To elect Sami Jussi Petteri Seppänen (personal code 37005230401) as the member of the Supervisory Board for the five years until 31 August 2027.

### **3. Remuneration of the member of the Supervisory Board**

To remunerate Sami Jussi Petteri Seppänen as follows: a monthly remuneration of 1,350 euros (gross) to be paid.

## **Organisational issues**

### **Forwarding of the voting ballot and accompanying documents**

The filled in and signed voting ballot and accompanying documents must be sent by e-mail to [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) no later than 31 August 2022 at 9.00.

- The voting ballot must be filled in and signed either digitally or by hand on paper.
- If the ballot is filled in and signed by hand on paper, the ballot must be scanned and forwarded by e-mail together with a copy of an identification document (e.g. passport or identity card/ID-card) of the shareholder or the shareholder's representative, or a copy of the page of the identification document containing personal data (among else, the copy needs to display the expiration date and the person's specimen signature) in order to enable identification of the shareholder.
- If the ballot is filled in and signed digitally, no additional documents need to be presented to enable identification of the shareholder, if identification is possible using the digital signature itself (e.g. signing the ballot with Estonian ID-card, mobile-ID or smart-ID).
- Representative of a natural person-shareholder must also forward a suitably prepared power of attorney either in Estonian or in English in a format which can be reproduced in writing.
- A legal representative of a legal person-shareholder must also forward an excerpt from an appropriate (business) register where the legal person is registered, which identifies the individual's right to represent the shareholder (legal representation). A legal person shareholder who is registered in the Estonian Commercial Register does not have to submit an excerpt from the register. If the type of representation is other than legal representation, a suitably prepared power of attorney in Estonian or in English must also be submitted in a format which can be reproduced in writing, in addition to the excerpt from a register. In the case of legal persons registered in a foreign country, the extract from the register must be legalised or certified by an apostil, unless stipulated otherwise in international agreements. If the excerpts from a register are in a language other than Estonian or English, translations to either Estonian or English by a sworn translator or an official equated to a sworn translator must be provided. AS Ekspress Grupp may also deem the shareholder's voting right to be proven if all the required data concerning the legal person and the representative is contained in a notarised authorisation document issued in the foreign country and the authorisation document is acceptable in Estonia.

In order to assign a representative, the shareholder may use the template for power of attorney, which is published on the homepage of AS Ekspress Grupp at [www.egrupp.ee](http://www.egrupp.ee).

#### **Documents related to the resolutions**

The draft resolutions and related documents are available on the websites of AS Ekspress Grupp ([www.egrupp.ee](http://www.egrupp.ee)) and Nasdaq Baltic (<https://nasdaqbaltic.com/>).

#### **Questions related to the resolutions and adoption procedure**

Questions related to the resolutions and the adoption procedure may be submitted to e-mail [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) until the deadline given to the shareholders to present their position. The questions and answers will be disclosed on Ekspress Grupp homepage [www.egrupp.ee](http://www.egrupp.ee).

Mari-Liis Rүүtsalu  
AS Ekspress Grupp  
Chairman of the Management Board  
+372 512 2591  
[mariliis.ryytsalu@egrupp.ee](mailto:mariliis.ryytsalu@egrupp.ee)

**AS Ekspress Grupp** is the leading media group in the Baltic States whose key activities include web media content production, publishing of newspapers, magazines and books. The Group also manages the electronic ticket sales platform and ticket sales sites in Estonia and Latvia. Ekspress Grupp that launched its operations in 1989 employs 1,400 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.