

REMUNERATION REPORT

The Remuneration Policy for the Executive Management of AS Ekspress Grupp was approved at the regular General Meeting of Shareholders of AS Ekspress Grupp was held on 2 May 2022.

The remuneration policy describes the main principles of Ekspress Grupp's remuneration of the Supervisory Board, committees and the Management Board, as well as the decision-making process complied with when approving, assessing, and implementing the remuneration policy. The remuneration policy is valid for up to four years. The remuneration policy will comply with the recommendations of the Estonian Securities Market Act (§ 135²), Corporate Governance Recommendations (clause 2.2.7) and the provisions of the Shareholders' Rights Directive (EU 2017/828; Art 9b). The remuneration policy is based on the long-term goals of the Group and takes into account the financial results and the legitimate interests of investors and creditors. Compliance with the remuneration policy is monitored by the Supervisory Board. The policy will be guiding and steering document for approving future remuneration agreements. The remuneration policy is described in more detail in the subsections "Remuneration policy".

Financial key metrics (continuing operations)

(EUR thousand)	2022	2021	change	2020	2019	2018
Sales revenue	64 141	53 516	20%	44 514	44 717	37 879
EBITDA	8 891	8 240	8%	5 924	4 904	2 041
Number of digital subscriptions	146 608	130 731	12%	83 185	50 049	29 431
Total group salary cost (gross)	26 687	22 410	19%	19 169	18 384	15 416
Average monthly salary (gross) per employee	2.35	2.33	1%	2.13	2.05	1.88
Average number of employees	860	719	20%	674	671	621
Remuneration (gross) of Ekspress Grupp management board:						
Mari-Liis Rüütsalu - chairman of the board since 01.01.2017	210	225	-7%	205	144	144
Signe Kukin - chief financial officer since 01.08.2018	157	163	-4%	138	98	41
Kaspar Hanni - development director since 18.12.2017	109	131	-17%	91	72	72

Supervisory board and committee's remuneration

Based on the decision of the annual general meeting of shareholders held on 2 May 2022, Priit Rohumaa (Chairman of supervisory board) is entitled to a monthly remuneration of EUR 3 000 (in 2022 EUR 28 000; in 2021 EUR 12 000) and Triin Hertmann (Member of supervisory board) is entitled to a monthly remuneration of EUR 1 350 (in 2022 EUR 10 800). Based on the decision of the annual general meeting of shareholders held on 31 August 2022, Sami Jussi Petteri Seppänenile (Member of supervisory board) is entitled to a monthly remuneration of EUR 1 350 (in 2022 EUR 5 400). Hans H. Luik (Members of the Supervisory Board) do not receive any remuneration. No other fees are paid to Priit Rohumaa and Hans H. Luik for the participation in the work of Audit Committee.

Management board remuneration

The remuneration of Ekspress Grupp management board during 2022 (in thousand euros):

Name	Position	Fixed salary (FS)	Short-term incentive (SHI)	Portion of FS / SHI	Total remuneration
Mari-Liis Rüütsalu	CEO	166	45	79/21	210
Signe Kukin	CFO	127	31	80/20	157
Kaspar Hanni	CDO	92	17	85/15	109
Total		385	92	81/19	477

The remuneration of Ekspress Grupp management board during 2021 (in thousand euros):

Name	Position	Fixed salary (FS)	Short-term incentive (SHI)	Portion of FS / SHI	Total remuneration
Mari-Liis R��tsalu	CEO	144	81	64/36	225
Signe Kukin	CFO	105	59	64/36	163
Kaspar Hanni	CDO	92	38	71/29	131
Total		341	178	66/34	519

No remuneration paid to the management board members from other group companies. Short-term incentive paid for 2022 included targets that were set by the supervisory board at the beginning of 2022. Payments will be made in 2023. The key components related to targeted EBITDA, net profit, share of digital revenues and strategic activities related to existing businesses and potential new acquisitions.

The development in number of shares not-vested in share-based payment programmes for the group management board in 2022 is as follows:

Name	Shares not-vested 31 December 2021	New shares granted 2022	Shares vested 2022	Shares not-vested 31 December 2022
Mari-Liis R��tsalu	53 333	0	-26 667	26 667
Signe Kukin	36 445	0	-18 222	18 222
Kaspar Hanni	26 667	0	-13 333	13 333
Total	116 445	0	-58 222	58 222

Name	Vested shares 31 December 2021	Shares awarded / exercised 2022	Shares vested 2022	Vested shares 31 December 2022
Mari-Liis R��tsalu	26 667	0	26 667	53 333
Signe Kukin	56 362	-38 140	18 222	36 445
Kaspar Hanni	13 333	0	13 333	26 667
Total	96 362	-38 140	58 222	116 445

The supervisory board believes that share-based remuneration promotes value creation in the group and that the impact these agreements have on the company and shareholders is positive.

In September 2020, the General Meeting of Shareholders approved a new share option plan for the management of AS Ekspress Grupp for the period 2021-2023. Each share option gives a right to acquire one share at the nominal price of the shares at the time of the issuing the options. The options issued to Mari-Liis R  tsalu, Signe Kukin and Kaspar Hanni will be exercisable in 2024.

Kaspar Hanni, the development director and member of the Management Board of AS Ekspress Grupp, left the company at his own request on February 2, 2023. No additional compensation was paid upon termination of Kaspar Hanni's management board contract.