

**Notice on convening an Annual General Meeting of Shareholders**

Notice is hereby given that the Management Board of AS Ekspress Grupp (registry code 10004677, official address Narva mnt 13, 10151 Tallinn) convenes the Annual General Meeting of Shareholders, which will be held on **4<sup>th</sup> of May, 2023 at 10:00 at the seat of AS Ekspress Grupp, in the city of Tallinn, Narva mnt 13, 4<sup>th</sup> floor**. The registration of participants in the Meeting will commence at 9:30 at the location of the Meeting.

The circle of shareholders entitled to attend the Annual General Meeting will be determined seven days prior to the General Meeting, i.e. on **27<sup>th</sup> April, 2023 at the end of the working day of the settlement system**.

**The shareholders who do not participate in the meeting in person may vote electronically before the meeting.**

In order to vote using electronic means the shareholders are to fill in a voting ballot – the ballot is attached to the notice on convening the general meeting both on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) as well as of Ekspress Grupp (<http://egrupp.ee/en>). The filled in ballot shall be signed digitally and sent to the Management Board by e-mail at [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) by no later than on 3 May 2023 at 16:00. The exact procedure of the organisation of the electronic voting is also attached to the notice on convening the general meeting on the aforementioned websites.

Pursuant to the decision of the Supervisory Board of AS Ekspress Grupp, the Agenda of the Annual General Meeting of Shareholders is as follows:

1. The approval of the 2022 annual report of AS Ekspress Grupp
2. The approval of the proposal for distribution of profits.

The Management Board and the Supervisory Board of AS Ekspress Grupp make the following proposals to the shareholders about the items of the agenda.

**1. The approval of the 2022 annual report of AS Ekspress Grupp**

To approve the 2022 annual report of AS Ekspress Grupp for the financial year from 1<sup>st</sup> of January 2022 to 31<sup>st</sup> of December 2022.

**2. The approval of the proposal for distribution of profits**

To approve the Profit Distribution Proposal for 2022. To distribute total EUR 4.05 million as follows:

- to pay dividends 5 (five) euro cents per share in total amount of EUR 1.49 million;
- to increase statutory reserve by EUR 0.20 million;
- the remaining EUR 2.36 million to be allocated to the retained earnings.

Shareholders, entered into the share register of AS Ekspress Grupp on 18 May 2023, 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 17 May 2023; from this date onwards, the person acquiring the shares will not have the right to receive dividends for the financial year 2022. Dividends will be paid to the shareholders on 24 May 2023 to the shareholder's bank account, which is linked to the securities account.

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.

At the Meeting, the shareholders are entitled to receive information on the activities of AS Ekspress Grupp from the Management Board. If the Management Board of AS Ekspress Grupp refuses to provide information, the shareholders may demand that the General Meeting decides on the legitimacy of their demand, or submit, within two weeks, an application to court in proceedings on petition to require the Management Board to provide the information.

Shareholders whose shares represent at least 1/20 of the share capital are entitled to present a draft resolution on each agenda item to AS Ekspress Grupp at least three days prior to the General Meeting, i.e. until 1<sup>st</sup> May, 2023, by submitting it in writing to e-mail address [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee).

Shareholders whose shares represent at least 1/20 of the share capital are entitled to request the inclusion of additional items in the agenda of the General Meeting of AS Ekspress Grupp, provided that the request is submitted 15 days prior to the General Meeting at the latest, i.e. until 19<sup>th</sup> April, 2023, by submitting it in writing to e-mail address: [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee).

As at 3<sup>rd</sup> April, 2023, 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 1,035,311 own shares.

For the registration of participants in the Annual General Meeting of Shareholders, we kindly ask to submit:

- shareholders who are natural persons an identity document; representatives of shareholders who are natural persons an identity document and a written document certifying their authorisation;
- legal representatives of shareholders who are legal persons an identity document; the authorised representative should also hold a valid written authorisation document. The shareholder registered in a foreign country to present a valid extract from the relevant register where the legal person is registered and from which the representative's right to represent the shareholder arises. The extract from the register of the foreign shareholder and power of attorney of the representative must be legalised or certified by an apostil, unless stipulated otherwise in international agreements. AS Ekspress Grupp may also register a shareholder who is a legal person in a foreign country as a participant in the General Meeting 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.

Prior to the General Meeting, shareholders may give notice of the appointment of a representative and the withdrawal by the principal of the authorisation via e-mail to the address [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) or by delivering the aforementioned document(s) to the seat of AS Ekspress Grupp at Narva mnt 13, Tallinn, 2<sup>nd</sup> floor (on business days from 10:00 to 16:00) by 16:00 on 3<sup>rd</sup> May, 2023 at the latest, using the templates available on the homepage of AS Ekspress Grupp, [www.egrupp.ee](http://www.egrupp.ee). It is possible to vote at the

general meeting using electronical means prior to the general meeting in accordance with the electronic voting procedure. It is not possible to vote at the general meeting by mail.

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**AS Ekspress Grupp** is the leading Baltic media group whose key activities include web media content production as well as the publishing of newspapers, magazines, and books. The Group also operates an electronic ticket sales platform and ticket offices and provides an outdoor screen service in Estonia and Latvia. Ekspress Grupp launched its operations in 1989 and it employs almost 1600 people.