

Notice of adoption of resolution 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 § 299¹ 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 by no later than 31 October 2024 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 resolution will be determined seven days prior the term by which shareholders must present their position, i.e. on 24 October, 2024 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 November 2024 in accordance with § 299¹ (6) of the Commercial Code.

As at 9 October, 2024, the share capital of AS Ekspress Grupp is 18,575,605.20 euros. The total number of shares is 30,959,342, with each share granting one vote. The right to vote is not granted to AS Ekspress Grupp's 3,030 own shares.

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

1. Appointing the auditor for auditing the financial years covering the period from 01.01.2024–31.12.2026.

To appoint KPMG Baltics OÜ (registry code 10096082) to serve as the auditor of AS Ekspress Grupp for the period 01.01.2024–31.12.2026 and to pay to the audit firm for auditing as per contract to be entered into with KPMG Baltics OÜ.

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 no later than 31 October 2024 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.

Documents related to the resolutions

The draft resolutions and related documents are available on the websites of AS Ekspress Grupp (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 until the deadline given to the shareholders to present their position.

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AS Ekspress Grupp is the leading Baltic media group whose key activities include web media content production, and publishing of newspapers, magazines and books. The Group also operates an electronic ticket sales platform and ticket sales offices and offers outdoor screen service in Estonia and Latvia. Ekspress Grupp launched its operations in 1989 and employs almost 1100 people.