

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 (the "Meeting"), which will be held on **23 May 2025 at 10:00 at the seat of AS Ekspress Grupp, in the city of Tallinn, Narva mnt 13, 4th 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 Meeting will be determined seven days prior to the Meeting, i.e. on **16 May 2025 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 promote sustainability, the Management Board recommends voting on draft resolutions electronically before the Meeting and avoiding travel to and from the Meeting.

In order to vote by electronic means the shareholders are to fill in a voting ballot, which is attached to the notice on convening the Meeting both on the website of Nasdaq Baltic [stock exchange](#) as well as of [Ekspress Grupp](#). The filled in ballot should be signed digitally and sent by e-mail to egrupp@egrupp.ee no later than on 22 May 2025 by 16:00. The exact procedure of the organisation of the electronic voting is also attached to the notice on convening the 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. Approval of the 2024 annual report of AS Ekspress Grupp
2. Approval of the proposal for the distribution of profits
3. Extension of the mandate of a Member of the Supervisory Board
4. Election of a member of the Supervisory Board
5. Remuneration of the members of the Supervisory Board
6. Recall of a member of the Supervisory Board

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

1. Approval of the 2024 annual report of AS Ekspress Grupp

To approve the 2024 annual report of AS Ekspress Grupp for the financial year from 1 January 2024 to 31 December 2024.

2. Approval of the proposal for the distribution of profits

To approve the profit distribution proposal for 2024. To distribute EUR 3.25 million as follows:

- to pay dividends 6 (six) euro cents per share in total amount of EUR 1.86 million;
- to increase statutory reserve by EUR 0.13 million;
- the remaining EUR 1.26 million to be allocated to the retained earnings.

Shareholders entered into the share register of AS Ekspress Grupp on 6 June 2025, at the close of the business day of the settlement system, will be entitled to dividends. The day of change of the rights related to the shares (ex-date) is on 5 June 2025; from this date onwards, the person acquiring the shares will not have the right to receive dividends for the financial year 2024. Dividends will be paid to the shareholders on 12 June 2025 to the shareholder's bank account which is linked to the securities account.

3. Extension of the mandate of a member of the Supervisory Board

To extend the mandate of the Supervisory Board member Priit Rohumaa for five years, from 17 June 2025 until 16 June 2030.

4. Election of a member of the Supervisory Board

To elect Mr. Ülar Maapalu (personal code 37304142727) as a member of the Supervisory Board for five years, until 23 May 2030.

5. Remuneration of the members of the Supervisory Board

5.1. To increase the monthly remuneration of Priit Rohumaa, the Chairman of the Supervisory Board, from EUR 3000 to EUR 4500 (gross).

5.2. To increase the monthly remuneration of Sami Jussi Petteri Seppänen, a Member of the Supervisory Board, from EUR 1350 to EUR 2000 (gross).

5.3. To pay monthly remuneration of EUR 2000 (gross) to Ülar Maapalu, a Member of the Supervisory Board.

6. Recall of a member of the Supervisory Board

To recall Triin Hertmann from the Supervisory Board.

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 Meeting decides on the legitimacy of their demand, or submit, within two weeks, an application to a court by way of 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 Meeting, i.e. until 20 May 2025, by submitting it in writing to the e-mail address 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 Annual 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 8 May 2025, by submitting it in writing to the e-mail address egrupp@egrupp.ee.

As at 29 April 2025, 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.

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

- shareholders who are natural persons to submit an identity document; representatives of shareholders who are natural persons to submit an identity document and a written document certifying their authorisation;
- legal representatives of shareholders who are legal persons to submit an identity document; the authorised representative should also submit a valid written authorisation document. The shareholder registered in a foreign country to submit 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 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 Meeting, shareholders may give notice of the appointment of a representative and of the withdrawal of any previously given authorisations of a representative via e-mail to egrupp@egrupp.ee or by delivering the aforementioned document(s) to the seat of AS Ekspress Grupp at Narva mnt 13, Tallinn, 2nd floor (on business days from 10:00 to 16:00) by 16:00 on 22 May 2025 at the latest, using the templates available on the homepage of AS Ekspress Grupp, www.egrupp.ee. It is possible to vote at the Meeting by using electronic means prior to the Meeting in accordance with the electronic voting procedure. It is not possible to vote at the Meeting by mail.

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AS Ekspress Grupp is the leading Baltic media group whose key activities include online media content production, as well as publishing of newspapers, magazines and books. The Group also operates electronic ticket sales platforms and ticket sales offices, provides outdoor screen service in Estonia and Latvia, and organizes conferences, trainings and other events. Ekspress Grupp launched its operations in 1989 and employs almost 1,100 people.