

# EKSPRESS GRUPP

## Notice on convening the annual general meeting of Aktsiaselts Ekspress Grupp

Notice is hereby given that the Management Board of Aktsiaselts Ekspress Grupp (registry code 10004677, official address Narva mnt 13, 10151 Tallinn, „**Ekspress Grupp**“) convenes the annual general meeting of shareholders, which will be held on **1 June 2026 at 10:00 at the seat of 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 meeting will be determined seven days prior to the meeting, i.e. on **25 May 2026 at the end of the working day of the Nasdaq CSD 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](mailto:egrupp@egrupp.ee) no later than 31 May 2026 by 16:00. The electronic voting procedure is also attached to the notice on convening the meeting on the aforementioned websites.

HHL Rühm Osaühing (the “**Bidder**”) made a voluntary takeover bid to all the shareholders of Ekspress Grupp for acquiring all the shares of Ekspress Grupp (the “**Shares**”) not yet in the ownership of the Bidder. The bid commenced on 25 November 2025 and ended on 22 December 2025. The purchase price offered by the Bidder within the Bid was EUR 1.25 per one Share. Within the framework of the Bid, the shareholders participating in the Bid decided to sell to the Bidder in total 6,982,181 Shares, which corresponds to approximately 22.55% of all the Shares. As of 27 April 2026, the Bidder owns 29,757,623 Ekspress Grupp shares, i.e. in total 96.1185% of all shares of Ekspress Grupp.

In accordance with § 363<sup>1</sup> of the Commercial Code, the Bidder submitted on 27 April 2026 a request to the Management Board of Ekspress Grupp to convene a general meeting of the shareholders in order to decide on the takeover of the shares held by minority shareholders in Ekspress Grupp for fair compensation in accordance with § 363<sup>1</sup> of the Commercial Code.

The Management Board of Ekspress Grupp resolved to include the draft resolutions on the agenda of the annual general meeting of shareholders and to convene an annual general meeting. Pursuant to the request of the Bidder, agenda items 1 and 2 were added and the agenda of the general meeting is as follows:

- 1. Takeover of the Shares held by Minority Shareholders for monetary compensation**
- 2. Termination of trading with the Shares of Ekspress Grupp on Nasdaq Tallinn Stock Exchange**
- 3. Approval of the annual report of Ekspress Grupp for the financial year 2025 and the proposal for the distribution of profit**

The Bidder requested the Management Board to submit the following proposals to the shareholders of Ekspress Grupp regarding agenda items 1 and 2 and the Management Board submitted the annual report for approval to the shareholders of Ekspress Grupp (agenda item 3). The draft resolutions to be voted on at the general meeting are the following:

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## **RESOLUTION No. 1 – Takeover of the Shares held by Minority Shareholders for monetary compensation**

To approve and carry out the takeover by the main shareholder of Ekspress Grupp HHL Rühm Osaühing (registry code 10743222, address Parada tn 6, 10151 Tallinn) of the shares of Ekspress Grupp held by the remaining shareholders of Ekspress Grupp (the “**Minority Shareholders**”) in accordance with § 363<sup>1</sup> and § 363<sup>7</sup> of the Commercial Code under the following conditions:

- (i) the compensation to be paid to the Minority Shareholders is EUR 1.26 for each share taken over;
- (ii) the transfer of the shares to be taken over from the Minority Shareholders to HHL Rühm Osaühing and the transfer of the compensation to the Minority Shareholders will be organized by the Estonian Register of Securities (“**ERS**”) on the basis of an application by the Management Board of Ekspress Grupp. The Management Board shall submit the application to ERS within one month from the adoption of this resolution. The compensation shall be paid to the Minority Shareholders simultaneously with the transfer of the shares to be taken over to HHL Rühm Osaühing.

## **RESOLUTION No. 2 – Termination of trading with the Shares of Ekspress Grupp on Nasdaq Tallinn Stock Exchange**

To terminate the trading with the shares of Ekspress Grupp on the Baltic main list of Nasdaq Tallinn Stock Exchange and to submit a respective application to the Listing and Surveillance Committee of the Nasdaq Tallinn Stock Exchange.

## **RESOLUTION No. 3 – Approval of the annual report of Ekspress Grupp for the financial year 2025 and the proposal for the distribution of profit**

To approve the annual report of Ekspress Grupp for the financial year 1 January 2025 – 31 December 2025 and the proposal for the distribution of profit.

To distribute EUR 1.031 million as follows:

- to increase the statutory reserve by EUR 0.003 million;
- to allocate the remaining EUR 1.028 million to the retained earnings.

All documents concerning the general meeting of shareholders of Ekspress Grupp, including the 2023–2025 annual reports, the takeover report and auditor’s report, are available on the [website](#) of Ekspress Grupp. The referred documents are also available to the shareholders at the seat of Ekspress Grupp.

Shareholders whose shares represent at least 1/20 of the share capital may submit a draft resolution on each item on the agenda to the public limited company at least three days prior to the meeting, by submitting it in writing to the e-mail address [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee).

Shareholders whose shares represent at least 1/20 of the share capital may request that additional items be added to the agenda of the annual general meeting, provided that such a request is submitted no later than 15 days before the general meeting, by submitting it in writing to the e-mail address [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee).

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As at 27 April 2026, the share capital of 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 Ekspress Grupp's 3,030 own shares.

For the registration of participants of the 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. Shareholders registered in a foreign country should 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 apostille, unless stipulated otherwise in international agreements. 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 of the withdrawal of any previously given authorisations of a representative via e-mail to [egrupp@egrupp.ee](mailto:egrupp@egrupp.ee) or by delivering the aforementioned document(s) to the seat of Ekspress Grupp at Narva mnt 13, Tallinn, 2nd floor (on business days from 10:00 to 16:00) by 16:00 on 31 May 2026 at the latest, using the templates available on the homepage of Ekspress Grupp ([www.egrupp.ee](http://www.egrupp.ee)). It is possible to vote electronically prior to the general meeting in accordance with the electronic voting procedure. It is not possible to vote at the general meeting by mail.

Additional information  
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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 in Latvia and Estonia, offers digital outdoor screen service in Estonia and Latvia. In addition, the Group companies organize conferences, trainings and events mainly in Estonia and Lithuania but also in Latvia. Ekspress Grupp launched its operations in 1989 and employs about 1000 people.