

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
Disclosure time 18 Jun 2021 16:30:00 +0300

Attachments:

- EG_draft resolutions_ENG 2021 07 13.pdf (<http://oam.fi.ee/en/download?id=5604>)
- Ekspress Grupp EGM 13 07 2021 presentation.pdf (<http://oam.fi.ee/en/download?id=5605>)
- Procedure of the electronic voting.pdf (<http://oam.fi.ee/en/download?id=5606>)
- Voting ballot 2021 07 13.docx (<http://oam.fi.ee/en/download?id=5607>)
- Power of Attorney - 13 07 2021.docx (<http://oam.fi.ee/en/download?id=5608>)
- Withdrawal of POA - 13 07 2021.docx (<http://oam.fi.ee/en/download?id=5609>)
- EG_otsuste eelnõud_EST 2021 07 13.pdf (<http://oam.fi.ee/en/download?id=5610>)
- Ekspress Grupp EGM 13 07 2021 presentatsioon.pdf (<http://oam.fi.ee/en/download?id=5611>)
- Elektroonilise hääletamise kord.pdf (<http://oam.fi.ee/en/download?id=5612>)
- Hääletussedel 2021 07 13.docx (<http://oam.fi.ee/en/download?id=5613>)
- Volikirj EST- 13 07 2021.docx (<http://oam.fi.ee/en/download?id=5614>)
- volikirja tagasisiv6tmine EST- 13 07 2021.docx (<http://oam.fi.ee/en/download?id=5615>)

Currency

Title Notice on convening Extraordinary General Meeting of Shareholders

Notice is hereby given that the Management Board of AS Ekspress Grupp (registry code 10004677, official address Parda 6, 10151 Tallinn; hereinafter Ekspress Grupp) convenes the Extraordinary General Meeting of Shareholders, which will be held on 13 of July, 2021 at 10.00 at the seat of Ekspress Grupp, in the city of Tallinn, Parda 6, 6(th) floor. The registration of participants in the Meeting will commence at 9.30 at the location of the Meeting.

The Management Board asks the shareholders to consider that due to the COVID-19 disease caused by the coronavirus it is advisable to minimize the extent of and participation in physical gatherings. Therefore, the Management Board urges the shareholders to vote on the draft resolutions prepared in respect to the items on the agenda of the general meeting using electronic means prior to the general meeting, and not to participate in the general meeting in person.

In order to vote using electronic means the shareholders have to fill in a voting ballot - the ballot is attached to the notice on convening the general meeting both on the website of the Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6UO3K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHan5n8zEH8BupNE=)) as



well as that of Ekspress Grupp (<http://egrupp.ee/en>), and forward it by e-mail to egrupp@egrupp.ee (mailto:egrupp@egrupp.ee) no later than 16.00 on 12 July 2021 either

1. signed digitally

or

1. scanned with a hand-written signature and with a copy of the personal information page of the identical document.

In addition to the voting ballot, the authorized representative of the shareholder must submit a valid power of attorney in Estonian or in English in a form which can be reproduced in writing. The shareholder may use the template of power of attorney which is available on the homepage of Ekspress Grupp. In the case of a shareholder registered in a foreign country, please present in addition to the voting ballot a copy of the valid extract from the relevant commercial register which shows the representative's right to represent the shareholder (statutory power of attorney). The extract must be in English or translated into Estonian or English by a sworn translator or an official treated as such.

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.

Since December 2020, the Management Board of Ekspress Grupp has considered various strategic alternatives in respect of its subsidiary, the joint stock company Printall (hereinafter Printall). The financial advisor Porta Finance was in charge of the assessment. Various alternatives within its framework, including the sale of the printing business, the sale of the real estate properties of Printall and potential mergers were considered. During the assessment, the company contacted more than 50 potential buyers. It is important that the printing services continuation is ensured for Ekspress Grupp's publications. The best solution maximising the value for the group, was the sale of Printall to the buyer Trükitung OÜ that made the best offer and that is controlled by the member of the Supervisory Board and shareholder of Ekspress Grupp, Hans Luik.

The Supervisory Board of Ekspress Grupp has assessed the process of the preparation of the sales transaction, its enterprise value and key conditions, and has given its consent for conclusion of the share sales agreement. The Supervisory Board of Ekspress Grupp decided (Hans Luik did not vote on adoption of the decision):

1. Give the Management Board of Ekspress Grupp its assent and authorise the Management Board of Ekspress Grupp to conclude a share sales agreement according to which Ekspress Grupp will sell all shares that it owns in Printall (registry code 10092701) to Trükitung OÜ (registry code 16253878),



which is a company under control of the member of the Supervisory Board of Ekspress Grupp, Hans Luik. The share sales agreement will be concluded under the following basic conditions:

- 1) The share sales agreement is based on enterprise value of EUR 10 million, i.e. as at the closing available cash will be added and loan obligations will be deducted from the aforesaid amount;
 - 2) EUR 1 million of the sales price will depend on the results of the financial year 2025 of Printall, including the deferred part of the sales price in the amount of EUR 700,000 which will be paid after the financial results of Printall in 2025 are known;
 - 3) Ekspress Grupp and Printall will continue their cooperation.
2. The Management Board of Ekspress Grupp has the right, at its discretion, to determine the remaining conditions of the share sales agreement, while considering the interests of Ekspress Grupp.
 3. Authorise the Management Board of Ekspress Grupp to conclude all transactions and perform all operations that are necessary for conclusion and execution of the share sales agreement.

According to the preliminary estimate, the transaction will result in the reduction of the issuer's assets by EUR 7.2 million and liabilities by EUR 5.0 million, and the one-off net loss will be EUR 2.2 million. The transaction is not considered as a significant transaction according to the rules and regulations of the NASDAQ Tallinn Stock Exchange "Requirements for Issuers". Ekspress Grupp confirms that the members of the Group's Management and Supervisory Boards, other than Hans Luik, are not personally interested in the transaction.

According to the resolution of the Supervisory Board of Ekspress Grupp, the agenda of the Extraordinary General Meeting is as follows:

1. Decide on conclusion of a transaction with the member of the Supervisory Board and determine the terms and conditions of the transaction

The Supervisory Board of Ekspress Grupp makes the following proposals to the shareholders regarding the items of the agenda.

1. Decide on conclusion of a transaction with the member of the Supervisory Board and determine the terms and conditions of the transaction

1.1. Give the Management Board of Ekspress Grupp its assent and authorise the Management Board of Ekspress Grupp to conclude a share sales agreement according to which Ekspress Grupp will sell all shares that it owns in Printall (registry code 10092701) to Trükitung OÜ (registry code 16253878), which is a company under control of the member of the Supervisory Board of Ekspress Grupp, Hans Luik. The share sales agreement will be concluded under the following basic conditions:

- 1) The share sales agreement is based on enterprise value of EUR 10 million, i.e. as at the closing available cash will be added and loan obligations will be deducted from the aforesaid amount;



- 2) EUR 1 million of the sales price will depend on the results of the financial year 2025 of Printall, including the deferred part of the sales price in the amount of EUR 700,000 which will be paid after the financial results of Printall in 2025 are known;
- 3) Ekspress Grupp and Printall will continue their cooperation.

1.2. The Management Board of Ekspress Grupp has the right, at its discretion, to determine the remaining conditions of the share sales agreement, while considering the interests of Ekspress Grupp.

1.3. Authorise the Management Board of Ekspress Grupp to conclude all transactions and perform all operations that are necessary for conclusion and execution of the sales agreement.

Neither Hans Luik nor the companies under his control can vote in the Extraordinary General Meeting, and these votes shall not be taken into account when determining representation.

The shareholders entitled to attend the Extraordinary General Meeting will be determined seven days prior to the Extraordinary General Meeting, i.e. on 6 of July, 2021 at the end of the working day of the settlement system.

All documents concerning the Extraordinary General Meeting of the Shareholders of Ekspress Grupp, including draft resolutions and meeting presentation, are available on the homepage of Ekspress Grupp at www.egrupp.ee (<http://www.egrupp.ee>) and on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/> (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHAN5n8zEH8BupNE=))).

At the Meeting, the shareholders are entitled to receive information on the activities of Ekspress Grupp from the Management Board. If the Management Board of 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 Ekspress Grupp at least 3 days prior to the General Meeting, i.e. until 10 July 2021, by submitting it in writing to e-mail address: egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>).

As at 18 June, 2021, 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 Ekspress Grupp's 499,818 own shares.

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



- * The shareholders who are natural persons to present an identity document (e.g. passport or ID card) and the representatives of the shareholders who are natural persons to submit an identity document and a document in Estonian or English in a form which can be reproduced in writing certifying their authorisation;
- * The representatives of the shareholders who are foreign legal persons to submit a copy of the valid extract from the relevant commercial register which shows the representative's right to represent the shareholder (statutory power of attorney). The extract must be in English or translated into Estonian or English by a sworn translator or an official treated as such.
- * The authorised representatives of the shareholders to additionally submit a valid document certifying their authorisation in Estonian or English in a form which can be reproduced in writing. The shareholders may use the template of the power of attorney which is available on the homepage of Ekspress Grupp. Before the general meeting, the shareholders may notify of appointment of a representative and withdrawal of the power of attorney by the person to be represented by e-mail at the address egrupp@egrupp.ee or have the above document(s) delivered to the office of AS Ekspress Grupp at Parda 6, Tallinn 10151, 6th floor (on working days between 10.00 and 16.00) no later than 16.00 on 12 July 2021.

It is not possible to vote at the general meeting by mail.

Mari-Liis Rüütsalu
 AS Ekspress Grupp
 Chairman of the Management Board
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mariliis.ryytsalu@egrupp.ee (<mailto:mariliis.ryytsalu@egrupp.ee>)

AS Ekspress Grupp is the leading media group in the Baltic States whose key activities include web media content production, publishing of newspapers and magazines and provision of printing services in Estonia, Latvia and Lithuania. Ekspress Grupp that launched its operations in 1989 employs almost 1600 people, owns leading web media portals in the Baltic States and publishes the most popular daily and weekly newspapers as well as the majority of the most popular magazines in Estonia.

