

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
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Attachments:

- Voting ballot 2022 05 02.docx (<http://oam.fi.ee/en/download?id=6312>)
- Procedure of the electronic voting.pdf (<http://oam.fi.ee/en/download?id=6313>)
- Hääletussedel 2022 05 02.docx (<http://oam.fi.ee/en/download?id=6314>)
- Elektroonilise hääletamise kord.pdf (<http://oam.fi.ee/en/download?id=6315>)

Currency

Title 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 2(nd) of May, 2022 at 10:00 at the seat of AS Ekspress Grupp, in the city of Tallinn, Narva mnt 13, 4(th) floor, in the meeting room Eesti Päevaleht. 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 25(th) April, 2022 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/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6UO3K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHAN5n8zEH8BupNE=)) 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 29 April 2022 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 2021 annual report of AS Ekspress Grupp
2. The approval of the proposal for distribution of profits
3. Determining the acquisition of AS Ekspress Grupp's own shares and laying down the terms of the share buyback program
4. Recall of a Supervisory Board member
5. Remuneration of the member of the Supervisory Board
6. The approval of the Remuneration Policy for the Executive Management of AS Ekspress Grupp

The management board and supervisory board of AS Ekspress Grupp make the following proposals to the shareholders about the items of the agenda.

1. The approval of the 2021 annual report of AS Ekspress Grupp

To approve the 2021 annual report of AS Ekspress Grupp for the financial year from 1(st) of January 2021 to 31(st) of December 2021.

2. The approval of the proposal for distribution of profits

To approve the Profit Distribution Proposal for 2021. To distribute total EUR 2.24 million as follows:

- * to increase statutory reserve by EUR 0.11 million;
- * to pay dividends 5 (five) euro cents per share in total amount of EUR 1.52 million;
- * the remaining EUR 0.61 million to be allocated to the retained earnings.

Shareholders, entered into the share register of AS Ekspress Grupp on 16 May 2022, 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 13 May 2022; from this date onwards, the person acquiring the shares will not have the right to receive dividends. Dividends will be paid to the shareholders on 20 May 2022 to the shareholder's bank account, which is linked to the securities account.

3. Determining the acquisition of AS Ekspress Grupp's own shares and laying down the terms of the share buyback program

3.1. Approve the share buyback program of AS Ekspress Grupp's own shares under the following terms:

- * AS Ekspress Grupp shall have the right to buy back a maximum of 2 500 000 own shares whereby the total amount of the nominal value of the treasury shares owned by the company may not exceed 1/10 of its share capital.
- * AS Ekspress Grupp shall have the right to buy back its own shares in one or multiple transactions via buyback offer(s) targeted at all shareholders within 12 months from the date of adoption of this decision.
- * The minimum amount to be paid for its own shares shall be EUR 0.60 per share



and the maximum amount per share shall be the closing price on the Nasdaq Tallinn Stock Exchange plus 20% but not more than EUR 1.80 per share at the trading day preceding the announcement of each respective buyback. The total amount payable for the shares to be bought back pursuant to this decision shall be up to EUR 2 million at most. The acquisition of the shares may not lead to a reduction in net assets below the total amount of share capital and reserves, the payment of which to the shareholders is not be permitted under law or the articles of association.

- * The purpose of the share buyback is to use the attractive market conditions in order to create value for the shareholders. The shares bought back will thereafter be cancelled or used for other purposes (e.g. sale or use of shares for the option program).

3.2. In accordance with this decision and applicable legal acts, authorise the Management Board to decide and carry out the share buyback, determine the share buyback price, procedure and other conditions as well as perform all other necessary procedures.

4. Recall of a Supervisory Board member

To recall Mr. Aleksandras Žesnavičius from the Supervisory Board.

5. Remuneration of the member of the Supervisory Board

To remunerate Priit Rohumaa, the Chairman of the Supervisory Board, as follows: current monthly remuneration of EUR 1000 (gross) to be increased to EUR 3000 (gross) per month.

6. The approval of the Remuneration Policy for the Executive Management of AS Ekspress Grupp

To approve the Remuneration Policy for the Executive Management of AS Ekspress Grupp.

All documents concerning the Annual General Meeting of the Shareholders of AS Ekspress Grupp, including draft resolutions, are available on the homepage (<https://www.egrupp.ee/en/about-group/management/general-meeting-of-shareholders/>) 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 29(th) April, 2022, 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 17(th) April, 2022, by submitting it in writing to e-mail address: egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>).

As at 8(th) April, 2022, 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 492,128 own shares.

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

- * shareholders who are natural persons to present an identity document (e.g. passport or ID card) and representatives of shareholders who are natural persons to present an identity document and a written document certifying their authorisation;
- * representatives of shareholders who are legal persons to present an extract (or other such document) from the relevant (commercial) register where the legal person is registered (issued no more than 7 days prior to presenting), and the identity document of the representative. 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. Transactional representatives of shareholders who are legal persons must, in addition to the aforementioned documents, present a written document certifying their authorisation. 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(nd) floor (on business days from 10:00 to 16:00) by 16:00 on 29(th) April, 2022 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 approved by the Management Board. It is not possible to vote at the general meeting by mail.



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AS Ekspress Grupp is the leading media group in the Baltic States whose key activities include web media content production, publishing of newspaper, magazines and books. The Group also manages the electronic ticket sales platform and ticket sales sites in Latvia and Estonia. Ekspress Grupp that launched its operations in 1989 employs more than 1,400 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.

