

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
Disclosure time 08 Feb 2024 09:30:00 +0200

Attachments:

- EG_draft resolutions_ENG 2024 03 04.pdf (<http://oam.fi.ee/en/download?id=7985>)
- EG_põhikiri ENG 2024 03 04.pdf (<http://oam.fi.ee/en/download?id=7986>)
- Clarification of the agenda item 2.pdf (<http://oam.fi.ee/en/download?id=7987>)
- Voting ballot 2024 03 04.docx (<http://oam.fi.ee/en/download?id=7988>)
- Power of Attorney - 04 03 2024.docx (<http://oam.fi.ee/en/download?id=7989>)
- Withdrawal of POA - 04 03 2024.docx (<http://oam.fi.ee/en/download?id=7990>)
- EG_otsuste eelnõud_EST 2024 03 04.pdf (<http://oam.fi.ee/en/download?id=7991>)
- EG_pohikiri_EST 2024 03 04.pdf (<http://oam.fi.ee/en/download?id=7992>)
- Selgitus aktsionäride eelisõiguse välistamise ja emissioonihinna kohta.pdf (<http://oam.fi.ee/en/download?id=7993>)
- Hääletussedel 2024 03 04.docx (<http://oam.fi.ee/en/download?id=7994>)
- Volikir 04 03 2024.docx (<http://oam.fi.ee/en/download?id=7995>)
- Volikirja tagasivõtmine 04 03 2024.docx (<http://oam.fi.ee/en/download?id=7996>)

Currency

Title Notice of adoption of resolutions of shareholders of AS Ekspress Grupp without convening an

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 § 299(1) 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/>) ([egrupp@egrupp.ee](https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHan5n8zEH8BupNE=) 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 <a href=) (mailto:egrupp@egrupp.ee) by no later than 4 March 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 resolutions will be determined



seven days prior the term by which shareholders must present their position, i.e. on 26 February, 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 11 March 2024 in accordance with § 299(1) (6) of the Commercial Code.

As at 8 February, 2024, 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 664,366 own shares.

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

1. Amendment of the share option program approved on 29.09.2020

To amend the point 6 of the share option program approved on 29.09.2020 and to phrase it as follows:

The vesting period of the Options shall be three years from the original vesting date of the Options, to be laid down in the option contract to be entered into with each Option Holder. The share acquisition price that the Option Holder pays upon subscription for the Shares shall be the nominal value of the Shares at the time of the issue of the Options.

The exercise of the Options and issuance of the Shares shall be performed by transferring Ekspress Grupp's own shares to the option holder and/or by an increasing of the share capital of EG and issuing of new shares to the option holder. For the new shares to be issued, the pre-emption right of the current shareholders shall be precluded pursuant to § 345 (1) of the Commercial Code. New shares shall be listed in accordance with the applicable rules and procedures.

2. Preclusion of the shareholders' preferential right to subscribe shares with regard to the shares to be issued for implementation of the 29.09.2020 share option program

To exclude the shareholders' preferential right to subscribe shares which are issued for the implementation of the share option program approved on 29.09.2020.

3. Amendment of Articles of Association

To amend clause 5.9 of the Articles of Association and to confirm it in the new wording as follows:

The Supervisory Board shall have the right, during a period of three years from the moment of entry into force of this wording of the Articles of Association, to increase the share capital up to EUR 160,000 (one hundred and sixty



thousand).

4. Option pricing

To accept that during the execution of the option program approved on 29.09.2020, the price of own shares to be transferred and the price of shares to be issued shall be the nominal value of the shares valid at the time of the issue of the Options (item 6 of the option program).

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 (mailto:egrupp@egrupp.ee) no later than 4 March 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 (<http://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 (<http://www.egrupp.ee>)) and Nasdaq Baltic (<https://nasdaqbaltic.com/> (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHan5n8zEH8BupNE=))).

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 (<mailto:egrupp@egrupp.ee>) until the deadline given to the shareholders to present their position. The questions and answers will be disclosed on Ekspress Grupp homepage www.egrupp.ee (<http://www.egrupp.ee>).

Mari-Liis Rüütsalu

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Chairman of the Management Board

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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.

