

Company AS MERKO EHITUS
Type Company Release
Category Announcement of General Meeting
Disclosure time 06 Apr 2023 16:48:00 +0300

Attachments:

- 2022 Merko Ehitus annual report.pdf (<http://oam.fi.ee/en/download?id=7219>)
- 2023 04 04 Merko Ehitus_Supervisory Board decisions on AGM and report.pdf (<http://oam.fi.ee/en/download?id=7220>)
- 2023 05 04_Merko Ehitus_Draft resolutions of AGM.pdf (<http://oam.fi.ee/en/download?id=7221>)
- 2023 Regulation on electronic voting.pdf (<http://oam.fi.ee/en/download?id=7222>)
- 2023 Ballot form.docx (<http://oam.fi.ee/en/download?id=7223>)
- 2023 Power of Attorney.docx (<http://oam.fi.ee/en/download?id=7224>)
- 2023 Notice on withdrawal of power of attorney.docx (<http://oam.fi.ee/en/download?id=7225>)
- 2022 Merko Ehitus aastaaruanne.pdf (<http://oam.fi.ee/en/download?id=7226>)
- 2023 04 04_AS Merko Ehitus nõukogu otsused üldkoosolekuks ja 2022 aruanne.pdf (<http://oam.fi.ee/en/download?id=7227>)
- 2023 05 04 AS Merko Ehitus üldkoosoleku otsuste eelnõud.pdf (<http://oam.fi.ee/en/download?id=7228>)
- 2023 Elektroonilise hääletamise kord.pdf (<http://oam.fi.ee/en/download?id=7229>)
- 2023 Hääletussedel.docx (<http://oam.fi.ee/en/download?id=7230>)
- 2023 Volikiri.docx (<http://oam.fi.ee/en/download?id=7231>)
- 2023 Volituse tagasivõtmise teade.docx (<http://oam.fi.ee/en/download?id=7232>)

Currency

Title Notice on convening the annual general meeting of shareholders of AS Merko Ehitus

The Management Board of AS Merko Ehitus, registry code 11520257, seated at Järvevana tee 9G, Tallinn, 11314, will convene the annual general meeting of shareholders of AS Merko Ehitus on Thursday, 4 May 2023 at 13.00 at Nordic Hotel Forum conference centre (Viru square 3, Tallinn).

The set of shareholders, entitled for the participation in the general meeting, will be determined 7 days before the general meeting of shareholders is held, i.e. on 27 April 2023 at close of the business of the settlement system. Registration of participants of the meeting will be opened on 4 May 2023 at 12.30.

The total number of shares and voting rights attached to the shares on the day of publication of the AGM convening notice is 17,700,000.

To advance sustainability, it is appropriate to vote on draft resolutions by electronic means before the annual general meeting. By avoiding driving to and



from a meeting, you save fuel and reduce the footprint on our environment. The Management Board advises shareholders to behave sustainably.

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 Merko Ehitus page of the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/statistics/en/instrument/EE3100098328/news>) as well as of Merko Ehitus website (<https://group.merko.ee/en/investors/>). The filled in ballot shall be signed digitally and sent to the Management Board by e-mail at group@merko.ee (<mailto:group@merko.ee>) by no later than on 3 May 2023 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.

AS Riverito, the majority shareholder of AS Merko Ehitus, has let the Management Board know of their intention to vote in favour of the draft resolutions prepared in respect to the items on the agenda.

Agenda of the general meeting and proposals of the Supervisory Board of AS Merko Ehitus regarding the agenda items:

1. Approval of the annual report of the year 2022

The Supervisory Board proposes to approve the annual report of the financial year 2022 of AS Merko Ehitus.

2. Distribution of profits

The Supervisory Board proposes to:

(i) approve the net profit for the financial year 2022 as EUR 34,639,747;

(ii) to pay a total of 17,700,000 euros as dividends from the net profit of previous periods, which is 1.00 euros per share;

- shareholders entered into the share register of AS Merko Ehitus as of the close of the business of the settlement system on 5 June 2023 will be entitled to dividends;

- respectively, the date of the change of the rights attached to the shares (ex-date) is set to 2 June 2023; from that date onwards, the person acquiring the shares is not entitled to receive dividends for the financial year 2022;

- dividends will be paid to shareholders on 16 June 2023 by transferring the respective amount to a current account linked to the shareholder's securities account;

(iii) leave the rest of the net profit undistributed.

3. Appointment of auditor for the financial years 2023-2025

The Supervisory Board proposes to appoint the audit firm AS PricewaterhouseCoopers as the auditor of AS Merko Ehitus for the financial years of 2023 to 2025 and to pay to the audit firm for auditing as per contract to be



entered into with AS PricewaterhouseCoopers.

4. Election of the members of the Supervisory Board

The Supervisory Board proposes to:

- (i) to approve the number of members of the Supervisory Board as 3 (three) until 06.05.2025;
- (ii) to elect Toomas Annus and Indrek Neivelt as the members of the Supervisory Board, for a term of office from 05 May 2023 to 06 May 2026 (inclusive), i.e. for three years.

Organisational issues

Please provide the following for the registration of participants of the general meeting:

- Passport or identity card (ID-card) as identity document for natural person-shareholders; a suitably prepared power of attorney is also required for representatives.
- Representatives of a legal person-shareholders are required to provide 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), and passport or identity card (ID-card) of the representative; if the type of representation is other than legal representation, a suitably prepared power of attorney must also be provided (authorities granted by transaction), as well as the representative's passport or identity card (ID-card). Please legalise the registration documents of a legal person, registered in a foreign country (with the exception of unattested power of attorney), or have them apostilled, if not provided otherwise by an international treaty. AS Merko Ehitus may also register shareholders, who are legal persons registered in a foreign country, as participants of general meeting, when all the required information on the legal person and the representative concerned are given in a notarised power of attorney, issued to the representative in a foreign country, and the power of attorney is recognised in Estonia.

A shareholder may notify AS Merko Ehitus of appointing a representative and having withdrawn a power of attorney before the general meeting, by supplying a digitally signed power of attorney and other required documents by e-mail to the following address: group@merko.ee (<mailto:group@merko.ee>); or delivering the written and signed power of attorney and other required documents on paper to the office of AS Merko Ehitus, at Pärnu mnt 141, Tallinn (on working days from 10:00 through 16:00) by no later than 3 May 2023 at 16:00, using the forms attached to the notice on convening the general meeting both on the Merko Ehitus page of the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/statistics/en/instrument/EE3100098328/news>) as well as of Merko Ehitus website (<https://group.merko.ee/en/investors/>). It is possible to vote at the general meeting using electronic means prior to the general meeting in accordance with the procedure of the organisation of the electronic voting as determined by the Management Board. It is not possible to vote at the general meeting by mail.



The annual report of AS Merko Ehitus for the financial year 2022 and the auditor's report are available on the Merko Ehitus page of the website of Nasdaq Baltic stock exchange at <https://nasdaqbaltic.com/statistics/en/instrument/EE3100098328/news> and the group's website at <https://group.merko.ee/en/investors/>.

Documents related to the annual general meeting of shareholders of AS Merko Ehitus, including draft resolutions, annual report for the financial year 2022, auditor's report, proposal for distribution of profit, report on the activities of the Supervisory Board in the financial year 2022, and the procedure of the organisation of the electronic voting as determined by the Management Board, are available starting from 10 April 2023 at the website of AS Merko Ehitus at <https://group.merko.ee/en/investors/>. Questions concerning the agenda of the annual general meeting can be sent to the e-mail address group@merko.ee (<mailto:group@merko.ee>). The questions and answers will be disclosed on the website of AS Merko Ehitus (<https://group.merko.ee/en/investors/>).

The shareholders have the right to receive information on the activities of AS Merko Ehitus from the Management Board at the general meeting. The Management Board may refuse to give information, if there is a basis to presume that this may cause significant damage to the interests of the company. Should the Management Board refuse to provide the information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request, or file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information.

Shareholders whose shares represent at least one-twentieth of the share capital of AS Merko Ehitus, may submit a draft resolution of each item on the agenda to the company no later than 3 days prior to the general meeting, that is, until 1 May 2023, submitting it in writing to the following address: AS Merko Ehitus, Järvevana tee 9g, 11314 Tallinn.

Shareholders whose shares represent at least one-twentieth of the share capital of AS Merko Ehitus, may demand the inclusion of additional issues on the agenda of the general meeting if the respective demand has been submitted no later than 15 days before the general meeting is held, that is, until 19 April 2023, to the following address: AS Merko Ehitus, Järvevana tee 9g, 11314 Tallinn.

Andres Trink
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AS Merko Ehitus (group.merko.ee (<https://group.merko.ee/en/>)) group companies develop real estate and construct buildings and infrastructure. We create a better living environment and build the future. We operate in Estonia, Latvia,



Lithuania and Norway. As at the end of 2022, the group employed 661 people, and the group's revenue for 2022 was EUR 410 million.

