

# FINANTSINSPEKTSIOON

Company AS MERKO EHITUS

Type Company Release

Category Announcement of General Meeting

Disclosure time 08 Apr 2024 16:00:00 +0300

Attachments:

- 2024 AGM Ballot form.docx (<http://oam.fi.ee/en/download?id=8256>)
- 2024 AGM Notice on withdrawal of power of attorney.docx (<http://oam.fi.ee/en/download?id=8257>)
- 2024 AGM Power of Attorney.docx (<http://oam.fi.ee/en/download?id=8258>)
- 2024 AGM procedure for electronic voting.pdf (<http://oam.fi.ee/en/download?id=8259>)
- Merko Ehitus 2023 annual report.pdf (<http://oam.fi.ee/en/download?id=8260>)
- Merko Ehitus Supervisory Board\_Decisions for the AGM and 2023 report.pdf (<http://oam.fi.ee/en/download?id=8261>)
- Merko Ehitus\_Draft resolutions of the 2024 05 08 AGM.pdf (<http://oam.fi.ee/en/download?id=8262>)
- 2024 Volituse tagasisivõtmise teade.docx (<http://oam.fi.ee/en/download?id=8263>)
- 2024 Elektroonilise hääletamise kord.pdf (<http://oam.fi.ee/en/download?id=8264>)
- 2024 Hääletussedel.docx (<http://oam.fi.ee/en/download?id=8265>)
- 2024 Volikiri.docx (<http://oam.fi.ee/en/download?id=8266>)
- Merko Ehitus 2023 aastaaruanne.pdf (<http://oam.fi.ee/en/download?id=8267>)
- Merko Ehitus 2024 05 08 üldkoosoleku otsuste eelnõud.pdf (<http://oam.fi.ee/en/download?id=8268>)
- Merko Ehitus nõukogu\_otsused üldkoosolekuks ja 2023 aruanne.pdf (<http://oam.fi.ee/en/download?id=8269>)

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 Wednesday, 8 May 2024 at 10.00 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 30 April 2024 at close of the business of the settlement system. Registration of participants of the meeting will be opened on 8 May 2024 at 9.30.

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 practical to vote on draft decisions electronically before the general meeting and to avoid traveling to and from 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 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) (<mailto:group@merko.ee>) by no later than on 7 May 2024 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 2023

The Supervisory Board proposes to approve the annual report of the financial year 2023 of AS Merko Ehitus.

2. Distribution of profits

The Supervisory Board proposes to:

- (i) approve the net profit for the financial year 2023 as EUR 46,048,325;
- (ii) to pay a total of 23,010,000 euros as dividends from the net profit of previous periods, which is 1.30 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 10 June 2024 will be entitled to dividends;
  - respectively, the date of the change of the rights attached to the shares (ex-date) is set to 7 June 2024; from that date onwards, the person acquiring the shares is not entitled to receive dividends for the financial year 2023;
  - dividends will be paid to shareholders on 21 June 2024 by transferring the corresponding amount to the shareholder's current account linked to the securities account;
- (iii) leave the rest of the net profit undistributed.

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) (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 7 May 2024 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 2023 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 2023, auditor's report, proposal for distribution of profit, report on the activities of the Supervisory Board in the financial year 2023, and the procedure of the organisation of the electronic voting as determined by the Management Board, are available starting from 9 April 2024 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) (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 5 May 2024, 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 23 April 2024, to the following address: AS Merko Ehitus, Järvevana tee 9g, 11314 Tallinn.

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AS Merko Ehitus ([group.merko.ee \(https://group.merko.ee/en/\)](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 2023, the group employed 635 people, and the group's revenue for 2023 was EUR 466 million.

