

Company AS TALLINNA SADAM
Type Company Release
Category Announcement of General Meeting
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Attachments:

- Report of the supervisory board 2021.pdf (<http://oam.fi.ee/en/download?id=6236>)
- Articles of Association of AS Tallinna Sadam.pdf (<http://oam.fi.ee/en/download?id=6237>)
- Remuneration principles.pdf (<http://oam.fi.ee/en/download?id=6238>)
- Proposal of the nomination committee 2022.pdf (<http://oam.fi.ee/en/download?id=6239>)
- Report of the nomination committee 2022.pdf (<http://oam.fi.ee/en/download?id=6240>)
- Riho Unt CV ENG.pdf (<http://oam.fi.ee/en/download?id=6241>)
- Ain Tatter CV ENG.pdf (<http://oam.fi.ee/en/download?id=6242>)
- Kaur Kajak CV ENG.pdf (<http://oam.fi.ee/en/download?id=6243>)
- Maarika Honkonen CV ENG.pdf (<http://oam.fi.ee/en/download?id=6244>)
- Marek Helm CV ENG.pdf (<http://oam.fi.ee/en/download?id=6245>)
- Risto Mäeots CV ENG.pdf (<http://oam.fi.ee/en/download?id=6246>)
- Veiko Sepp CV ENG.pdf (<http://oam.fi.ee/en/download?id=6247>)
- Authorisation document.docx (<http://oam.fi.ee/en/download?id=6248>)
- Procedure for voiting 2022.pdf (<http://oam.fi.ee/en/download?id=6249>)
- Hääletussedel, voting ballot 2022 EST, ENG.docx (<http://oam.fi.ee/en/download?id=6250>)
- Nõukogu aruanne 2021.pdf (<http://oam.fi.ee/en/download?id=6251>)
- AS Tallinna Sadam põhikiri EST.pdf (<http://oam.fi.ee/en/download?id=6252>)
- Nõukogu ja juhatuse tasustamispõhimõtted.pdf (<http://oam.fi.ee/en/download?id=6253>)
- Nimetamiskomitee ettepanek 2022.pdf (<http://oam.fi.ee/en/download?id=6254>)
- Nimetamiskomitee aruanne 2022 EST.pdf (<http://oam.fi.ee/en/download?id=6255>)
- Riho Unt CV EST.pdf (<http://oam.fi.ee/en/download?id=6256>)
- Ain Tatter CV EST.pdf (<http://oam.fi.ee/en/download?id=6257>)
- Kaur Kajak CV EST.pdf (<http://oam.fi.ee/en/download?id=6258>)
- Maarika Honkonen CV EST.pdf (<http://oam.fi.ee/en/download?id=6259>)
- Marek Helm CV EST.pdf (<http://oam.fi.ee/en/download?id=6260>)
- Risto Mäeots CV EST.pdf (<http://oam.fi.ee/en/download?id=6261>)
- Veiko Sepp CV EST.pdf (<http://oam.fi.ee/en/download?id=6262>)
- Volikiri EST.docx (<http://oam.fi.ee/en/download?id=6263>)
- Hääletamise kord 2022 EST.pdf (<http://oam.fi.ee/en/download?id=6264>)
- Hääletussedel, voting ballot 2022 EST, ENG.docx (<http://oam.fi.ee/en/download?id=6265>)



Currency

Title Adoption of resolutions of the general meeting of shareholders of AS Tallinna Sadam without

Dear shareholder!

The management board of AS Tallinna Sadam, registry code 10137319, address Sadama 25, 15051 Tallinn (hereinafter: Tallinna Sadam), proposes to the shareholders to adopt resolutions of the shareholders without convening a meeting pursuant to § 299(1) of the Commercial Code.

In order to provide information on the issues to be decided, Tallinna Sadam will organize a webinar on 06.04.2022 at 14.00 (EEST, GMT+3)), where Aare Tark, chairman of the supervisory board; Valdo Kalm, chairman of the management board, Andrus Ait, member of the management board / CFO; Erly Lüdig, head of legal department and Ando Leppiman, chairman of the nomination committee will introduce the draft resolutions of the shareholders and answer questions.

Anyone can take part in the webinar via Worksup web solution by clicking here: <https://worksup.com/app?id=TALLINNASADAM2022>. Questions can be asked from the speakers by sending them to the e-mail investor@ts.ee (mailto:investor@ts.ee) in advance at the latest by beginning of the webinar or during the webinar in writing in Worksup application. The webinar will be held in Estonian with simultaneous translation into English. The webinar can be reviewed until 12 April in the Worksup environment via the link above and after that through Port of Tallinn's youtube channel (<https://www.youtube.com/user/portoftallinn/videos?app=desktop&cbrd=1>).

The list of shareholders entitled to vote for shareholders' resolutions will be fixed on 04.04.2022 at the end of the business day of the Nasdaq CSD settlement system.

As of the date of publication of this notice, the share capital of Tallinna Sadam is 263,000,000 euros. AS Tallinna Sadam has 263,000,000 ordinary shares, each share giving 1 (one) vote at the voting of the decisions.

Resolutions of the shareholders can be voted in the period from 05.04.2022 to 25.04.2022 (inclusive). If a shareholder abstains, he / she shall be deemed to have voted against.

A shareholder has two options for giving his/her vote:

1. By e-mail to investor@ts.ee during the voting period, by sending a digitally signed or signed on paper and scanned voting ballot filled in by the voting shareholder or his / her authorized representative to investor@ts.ee (mailto:investor@ts.ee).
2. By submitting or sending a filled voting ballot signed by hand by the voting shareholder or his / her authorized representative to the head office of Tallinna Sadam at Sadama 25, 15051 Tallinn so that it arrives no later than 25.04.2022 at 16.00 (EEST, GMT+3).

In order to enable the identification of a shareholder, the voting ballot sent by e-mail must be digitally signed. When sending a paper-signed and scanned



voting ballot by e-mail or sending a paper-signed voting ballot by post, a copy of the personal data page (incl. document validity date) of the shareholder's or his / her representative's identity document (e.g. passport or ID card) must be sent with the voting ballot. The shareholder's representative must also forward a valid power of attorney in Estonian or English in a form that can be reproduced in writing. The shareholder may use a power of attorney form, which is available on Tallinna Sadam website <https://www.ts.ee/en/investor/agm/> .

If the shareholder is a legal entity registered in a foreign country, please forward a copy of the extract from the relevant foreign commercial register, which shows the right of the representative to represent the shareholder (legal authorization). The statement must be in English or translated into Estonian or English by a sworn translator or an official equivalent to a sworn translator.

The proposals of the management board for the adoption of resolutions by the shareholders are as follows:

1. Approval of the Annual Report 2021

1.1. To approve the Annual Report 2021 of AS Tallinna Sadam, as presented to the general meeting.

2. Profit allocation

2.1. To approve the net profit of the financial year of 2021 in the amount of 25,611,671 euros and the retained earnings (including 2021 profit) of 52,146,094 euros.

2.2. Transfer to statutory capital reserve 843,875 euros.

2.3. To pay dividends to the shareholders 0.097 euros per share, in the total amount of 25,511,000 euros

The list of shareholders entitled to receive dividends will be established as at 05.05.2022 at the end of the business day of the settlement system. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 04.05.2022. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2021. Dividends shall be disbursed to the shareholders on 12.05.2022.

3. Amendment of the Articles of Association

Pursuant to the amendment to 81 (1) p 3(1) of the State Assets Act, which entered into force on 1 January 2022, the exercise of the shareholder's rights shall ensure that the articles of association of a state-owned company provide that the chairman of the supervisory board is elected by the general meeting.

Article 4.3.9 of the Articles of Association is amended as follows: " The general meeting elects the chairman of the supervisory board ".

3.1. To approve the Articles of Association of AS Tallinna Sadam as presented



to the general meeting.

4. Approval of the remuneration principles of the supervisory board and the management board

The supervisory board proposes to approve the remuneration principles of the supervisory board and the management board of AS Tallinna Sadam approved by the supervisory board and the nomination committee.

Pursuant to the Securities Market Act (§ 135² (11) of the Securities Market Act), the general meeting votes on the remuneration principles at least once every four years and the corresponding resolution of the general meeting approving the remuneration principles is recommended to the supervisory board.

4.1. To approve the remuneration principles of the supervisory board and the management board of AS Tallinna Sadam as presented to the general meeting.

4.2. To annul clauses 2, 3 and 4 of the resolution of the sole shareholder on 24.01.2011, which determined the payment and amount of additional remuneration to a member of the supervisory board for participation in a meeting of the audit committee or other body of the supervisory board.

5. Election of the members of the supervisory board

In connection with the end of the term of office (30.06.2022) of the supervisory board members of AS Tallinna Sadam Aare Tark, Urmas Kaarlep, Üllar Jaaksoo, Maarika Honkonen, Ahti Kuningas, Raigo Uukkivi, Riho Unt and Veiko Sepp and pursuant to the proposal made by the nomination committee of AS Tallinna Sadam:

5.1. To recall Raigo Uukkivi from the supervisory board of AS Tallinna Sadam with the end of his term of office on 25.04.2022.

5.2. To appoint Kaur Kajak as member of the supervisory board of AS Tallinna Sadam for the term of office from 26.04.2022 to 30.06.2025.

5.3. To appoint Riho Unt, Veiko Sepp, Maarika Honkonen, Ain Tatter, Marek Helm and Risto Mäeots as members of the supervisory board of AS Tallinna Sadam for the term of office from 01.07.2022 to 30.06.2025.

5.4. To appoint Riho Unt as chairman of the supervisory board starting from 01.07.2022.

5.5. The terms of office of the members of the supervisory board Aare Tark, Urmas Kaarlep, Üllar Jaaksoo and Ahti Kuningas will not be extended and will expire on 30.06.2022.

The the draft resolutions of the shareholders and related materials (including annual report, auditors' report, the Articles of Association, the remuneration principles of the supervisory board and the management board and proposal of the nomination committee) can be found and the voting ballot can be downloaded from the Tallinna Sadam web page <https://www.ts.ee/en/investor/agm/>. Questions related to the draft resolutions of the shareholders can be sent by e-mail to investor@ts.ee (<mailto:investor@ts.ee>).



The resolutions adopted by the shareholders will be published as a stock exchange announcement and on the website of Tallinna Sadam no later than 02.05.2022 in accordance with Commercial Code § 299(1) (6).

Yours sincerely

The management board of AS Tallinna Sadam

