

Company AS TALLINNA SADAM
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Attachments:

- Hääletusprotokoll ENG.pdf (<http://oam.fi.ee/en/download?id=6421>)
- Hääletusprotokoll EST.pdf (<http://oam.fi.ee/en/download?id=6422>)

Currency

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

On 04.04.2022, the management board of AS Tallinna Sadam (hereinafter: Tallinna Sadam) proposed to the shareholders to adopt the resolutions of the general meeting of shareholders stated below without convening the meeting.

The notice of the annual general meeting was published on 04.04.2022 in the stock exchange information system, on Tallinna Sadam website <https://www.ts.ee/en/investor/agm/> and in the daily newspaper "Eesti Päevaleht". The list of shareholders entitled to vote was fixed on 04.04.2022 at the end of the business day of the Nasdaq CSD settlement system and the electronic voting period was 5.-25.04.2022.

The resolutions of the general meeting of shareholders were voted by 82 shareholders, whose shares represented 205,326,998 votes or 78.07% of the total share capital. If a shareholder abstained, he/she was deemed to have voted against.

On 25.04.2022, the annual general meeting of the shareholders of AS Tallinna Sadam resolved:

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.

The shareholders voted in favor of the resolution by 202,483,291 votes or 76.99% of the votes.

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 shareholders voted in favor of the resolution by 204,127,815 votes or 77.62% of the votes.

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

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

The shareholders voted in favor of the resolution by 204,103,947 votes or 77.61% of the votes.

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

The shareholders voted in favor of the resolution by 197,959,947 votes or 75.27% of the votes.

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 shareholders voted in favor of the resolution by 203,584,709 votes or 77.41% of the votes.

The voting record of the general meeting is published on the website of Tallinna Sadam <https://www.ts.ee/en/investor/agm/>.

Tallinna Sadam is one of the largest cargo- and passenger port complexes in the Baltic Sea region, which serves annually 10 million passengers and 20 million tons of cargo in average. In addition to passenger and freight services, Tallinna Sadam group also operates in shipping business via its subsidiaries - OÜ TS Laevad provides ferry services between the Estonian mainland and the largest islands, and OÜ TS Shipping charters its multifunctional vessel Botnica for icebreaking and construction services in Estonia and offshore projects abroad. Tallinna Sadam group is also a shareholder of an associate AS Green Marine, which provides waste management services. The group's sales in 2020 totalled EUR 107.4 million, adjusted EBITDA EUR 58.4 million and profit EUR 28.5 million.

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