

Company AS TALLINNA SADAM
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Title Resolutions of the Annual General Meeting of AS Tallinna Sadam

The annual general meeting of AS Tallinna Sadam (hereinafter: Tallinna Sadam) was held on 25 April 2023 at 14.00 in the cruise terminal at Old City Harbour (Logi street 4/2, Tallinn).

The notice on calling the annual general meeting was published on 4 April 2023 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 participate at the annual general meeting was fixed as of 18 April 2023 at the end of the business day of the Nasdaq CSD settlement system.

A total of 71 shareholders participated and were represented at the meeting, with their corresponding shares representing a total of 192,191,464 votes. This means 73,08% of the votes determined by shares were represented at the meeting. Shareholders who voted before the general meeting are considered to be participating in the general meeting, and the votes represented by the shares owned by the shareholder are included in the quorum of the general meeting.

The annual general meeting of the shareholders of AS Tallinna Sadam resolved:

1. Approval of the Annual Report 2022

With 192,144,332, i.e. 99.98% votes in favour, to approve the Annual Report 2022 of AS Tallinna Sadam, as presented to the general meeting.

2. Profit allocation

With 192,094,119, i.e. 99.95% votes in favour, to approve the profit distribution proposal of 2022 of AS Tallinna Sadam as follows:

2.1. To approve the net profit of the financial year of 2022 in the amount of 25,591,833 euros and the retained earnings (including 2022 profit) of 51,383,040 euros.

2.2. Transfer to statutory capital reserve 742,837 euros.



2.3. To pay dividends to the shareholders 0.073 euros per share, in the total amount of 19,199,000 euros.

The list of shareholders entitled to receive dividends will be established as at 10.05.2023 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 09.05.2023. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2022. Dividends shall be disbursed to the shareholders on 12.05.2023.

3. Appointment of the auditor

With 192,132,031, i.e. 99.97% votes in favour, to appoint the company of auditors AS PricewaterhouseCoopers (registry code 10142876) to conduct the audit of AS Tallinna Sadam for the financial years 2023 and 2024 and to remunerate the company of auditors in accordance with the offer made by the company of auditors in the public procurement (public procurement 258237).

According to the terms of the procurement, AS Tallinna Sadam has the right to extend the procurement contract for the audit of the financial year 2025.

4. Amendment of the Articles of Association

With 192,065,193, i.e. 99.93% votes in favour, to approve the Articles of Association of AS Tallinna Sadam as presented to the general meeting.

The materials of the general meeting are available at Tallinna Sadam web page <https://www.ts.ee/en/investor/agm/> to which we will add the minutes of the general meeting no later than May 2 and the video recording in Estonian and English by May 8.

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.

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