

## **NOTICE ON CALLING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AS TALLINNA SADAM**

Dear shareholder!

The Management Board of AS Tallinna Sadam, registry code 10137319, address Sadama 25, 15051 Tallinn, hereby calls the annual general meeting of shareholders, to be held at **10.00 on 14 May 2019 in Kultuurikatel (Põhja pst 27a, Tallinn).**

The list of shareholders entitled to participate at the annual general meeting will be established **7 (seven) days** before the general meeting, i.e. as at **7 May 2019** at the end of the working day of the Nasdaq CSD settlement system.

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

Registration of participants will start at the venue of the meeting on **14 May 2019 at 9.00** and will end at **9.50**. We kindly ask all shareholders and representatives to arrive in a timely manner, taking into account the time required for registration.

**For registration, we kindly ask participants to submit the following documents:**

1. shareholders who are natural persons are required to submit their identity document; representatives must also submit a valid written authorisation in Estonian or in English;
2. legal representatives of shareholders who are legal persons are required to submit their identity document; authorised representatives must also submit a valid written authorisation in Estonian or in English. If the legal person has not been registered in the Estonian commercial register, we kindly request submission of a valid extract of the register in which the legal person has been registered and under which the representative is authorised to represent the shareholder (legal authorisation). The extract must be prepared in English or translated into English by a sworn translator or authority equivalent to a sworn translator, be verified by a notary, and bear the Apostille.

A shareholder is asked to inform AS Tallinna Sadam of the appointment of a representative or withdrawal of the authorisation prior to the general meeting, by sending the corresponding digitally signed authorisation or pdf-copy of the original authorisation (original of the authorisation must be presented at the meeting) to the general meeting's e-mail address [investor@ts.ee](mailto:investor@ts.ee) or by delivering the original of the authorisation to AS Tallinna Sadam location at Sadama 25, 15051 Tallinn, on working days between 9.00 and 16.00 the latest by 16.00 on 10 May 2019. The authorisation document form example is available for the shareholder on AS Tallinna Sadam website at [investor.ts.ee](http://investor.ts.ee).

**Pursuant to 16 April 2019 resolution of the Supervisory Board of AS Tallinna Sadam the agenda of the annual general meeting and the proposals of the Supervisory Board are:**

### **1. Approval of the Annual Report 2018**

- 1.1. To approve the Annual Report 2018 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 2018 in the amount of 24 423 303 euros and the retained earnings of 42 100 654 euros.

- 2.2. To pay dividends to the shareholders 0.134 euros per share, in the total amount of 35 242 000 euros.

The list of shareholders entitled to receive dividends will be established as at 28 May 2019 at the end of the working day of the settlement system. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 27 May 2019. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2018. Dividends shall be disbursed to the shareholders on 4 June 2019.

### **3. Change of the Rules of Procedure of the Supervisory Board**

- 3.1. To invalidate the rules of procedure of the Supervisory Board of AS Tallinna Sadam approved by the decision of the sole shareholder on 25 April 2011.
- 3.2. To approve the rules of procedure of the Supervisory Board of AS Tallinna Sadam in the new version as submitted to the general meeting.

### **4. Formation of the Nomination Committee of the members of the Supervisory Board**

- 4.1. To establish a five-member nomination committee for nominating the members of the Supervisory Board of AS Tallinna Sadam.

The materials of the annual general meeting (including annual report, auditors' report and profit allocation proposal), the drafts of the resolutions, and other documents presented to the general meeting may be examined on the investor webpage of AS Tallinna Sadam by the address [investor.ts.ee](http://investor.ts.ee) and in the office of AS Tallinna Sadam at the address Sadama 25, 15051 Tallinn on business days from 9.00 to 16.00. Questions concerning the items on the agenda may be sent on the e-mail address [investor@ts.ee](mailto:investor@ts.ee).

A shareholder shall have the right to receive from the Management Board information on the activities of AS Tallinna Sadam at the general meeting. The Management Board may refuse to give information, if there is reason to presume that this may cause significant damage to the interests of AS Tallinna Sadam. Where the Management Board refuses to give information, a shareholder may demand that the legality of the shareholder's demand be decided by the general meeting or submit, within 2 (two) weeks after the refusal, a petition to a court in a proceeding on petition in order to obligate the Management Board to give information.

Shareholders, whose shares represent at least 1/20 (one-twentieth) of the share capital of AS Tallinna Sadam, may demand the inclusion of additional items on the agenda of the annual general meeting, if the corresponding request is filed in writing at least 15 (fifteen) days prior to the general meeting, i.e. at the latest by 23:59 on 29 April 2019, at the e-mail address [investor@ts.ee](mailto:investor@ts.ee) or to the address: AS Tallinna Sadam, Sadama 25, 15051 Tallinn, Estonia.

Shareholders, whose shares represent at least 1/20 (one-twentieth) of the share capital of AS Tallinna Sadam, may submit to the company in writing a draft resolution on each agenda item, by sending the draft to the e-mail address [investor@ts.ee](mailto:investor@ts.ee) or to the address: AS Tallinna Sadam, Sadama 25, 15051 Tallinn, Estonia. The draft must be received by AS Tallinna Sadam no later than 3 (three) days before the general meeting.

After the general meeting, the shareholders who have taken part in the general meeting will have the opportunity to participate in a bus tour of the Old City Harbour belonging to AS Tallinna Sadam. To participate, please register on the website: [investor.ts.ee](http://investor.ts.ee) the latest by 10 May 2019.

Yours sincerely  
The Management Board of AS Tallinna Sadam