

## **Draft proposal on agenda item 4 of the 14.05.2019 Annual General Meeting of Shareholders of AS Tallinna Sadam**

On 10 May 2019, the Republic of Estonia, represented by the Minister of Economic Affairs and Infrastructure, proposed to change the agenda item 4 of the 14.05.2019 Annual General Meeting of Shareholders of AS Tallinna Sadam and presented the draft resolution with the following wording:

“To form a Nomination Committee of AS Tallinna Sadam (hereinafter “the Nomination Committee”) with the purpose of making proposals for the election, recall and remuneration of the members of the Supervisory Board of AS Tallinna Sadam (hereinafter referred to as “the Supervisory Board”). The Nomination Committee consists of representatives of the shareholders and aims to ensure the composition of the Supervisory Board as a unified team and to evaluate the compatibility of the candidates of the members of the Supervisory Board before they are proposed to the general meeting in order to ensure the effective interaction of the proposed Supervisory Board to achieve the company's goals. To appoint following persons as the members of the Nomination Committee:

1. Erkki Raasuke, Chairman of the Nomination Committee established by the Estonian Government;
2. Veiko Tali, Secretary-General of the Ministry of Finance;
3. Ando Leppiman, Secretary-General of the Ministry of Economic Affairs and Communications;
4. Sven Kusing, Management Board Member of SEB Varahalduse AS;
5. Elena Kiseleva, Principal Banker of Transport Team of European Bank of Reconstruction and Development.

To approve the rules of procedure of the Nomination Committee of AS Tallinna Sadam as set out in Annex 4.1“

ANNEX 4.1.

**Rules of procedure of the Nomination Committee of AS Tallinna Sadam**

1. The task of the Nomination Committee of AS Tallinna Sadam (hereinafter “Tallinna Sadam”) is to submit a proposal concerning:
  - a) the selection of candidates for members, including for the chairman, of the Supervisory Board, and concerning the recalling of members;
  - b) the number of members of the Supervisory Board, and the duration of the members’ mandate;
  - c) the rate of remuneration payable and payment rules to members of the Supervisory Board.
2. When making proposals, the Nomination Committee must follow the requirements provided with respect to members of the Supervisory Board in legislation (including the State Assets Act) and in the Articles of Association of Tallinna Sadam.
3. The Nomination Committee shall consist of five members, including two representatives of minority shareholders and three representatives of the Republic of Estonia (majority shareholder).
4. Representatives of the Republic of Estonia are based on the following positions:
  - 4.1. Chairman of the Appointment Committee established by the Estonian Government;
  - 4.2. Secretary-General of the Ministry of Finance;
  - 4.3. Secretary-General of the Ministry of Economic Affairs and Communications;

Representatives of the Republic of Estonia in the Nomination Committee will be replaced according to the fulfillment of the position.
5. Representatives of minority shareholders shall be elected at the general meeting of shareholders. Representatives of minority shareholders are appointed as members of the Nomination Committee for a term of 5 years (or until the closest general meeting to 5 years of completion is held). Members of the Nomination Committee may be recalled at the general meeting.
6. The Nomination Committee shall elect a chairman from among its members who will manage the activities of the Nomination Committee.
7. The Nomination Committee may amend these Rules of Procedure by coordinating changes with the Supervisory Board.