

Proposal to nominate candidates for the Supervisory Board to be presented to the General Meeting

Dear Mr. Kalm

AS Tallinna Sadam Nomination Committee (hereinafter: the "Nomination Committee") decided on its 28.05.2020 meeting as a result of the discussion, to make a proposal to the Management Board of AS Tallinna Sadam (hereinafter the "Board") for submitting to the General Meeting to appoint Aare Tark, Raigo Uukkivi, Ahti Kuningas, Urmas Kaarlep, Üllar Jaaksoo, Maarika Liivamägi, Riho Unt and Veiko Sepp as members of the supervisory board with the term of 2 years. In the opinion of the Nomination Committee, Aare Tark is a suitable candidate for the position of the chairman of the supervisory board.

In making the proposal, the Nomination Committee proceeded from the strategy of AS Tallinna Sadam (hereinafter: "AS TS") and risks affecting the company's development, taking into account, among other things, the main objectives of the state's participation in AS TS (strategically important infrastructure company) and the need to ensure sustainable protection of minority shareholders' interests. At the start of the selection process, the Nomination Committee agreed on the principles of the selection of the candidates, also considering it necessary to cover the following competencies while selecting the candidates and building the team:

- management, corporate governance, strategic prospective and leadership;
- legal and regulatory issues;
- finance and risk management;
- tourism and passenger transport;
- freight transport and logistics;
- IT and digital solutions.

In the selection process, the self-assessment of the existing supervisory board was carried out with the help of the nomination committee of the state owned companies; the Nomination Committee met with the chairman of the management board and the representative of the Ministry of the Economic Affairs and Communications as a majority shareholder to identify the expectations and the strategic development perspective of the company. Each member of the Nomination Committee met with two members of the existing supervisory board, and finally group interviews were conducted with each candidate, from whom the most suitable ones were selected, considering the risk profile and strategic development prospects of AS TS.

Based on the results of the supervisory board's self-assessment and successful major projects carried out during its term, such as the addition of the ferry business segment and the IPO of AS TS, the Nomination Committee considers that the supervisory board has done a remarkable job and works effectively as a team, and therefore proposes re-election of existing supervisory board members and adding two new candidates with additional competences to improve the implementation of the strategy of the company. In order to ensure a sufficient rotation of the members of the supervisory board, and taking into account the current economic crisis, the Nomination Committee proposes to

set the term of office at 2 years, considering an opportunity to extend the term of office of the less served members for the next term.

Within the limits of its competence, the Nomination Committee has checked the absence of conflicts of interest of the candidates and other circumstances referred to in law, which could prevent the appointment of the proposed candidates. Such circumstances were not revealed.

The following is a brief description of each candidate and the key competencies considered in the selection process:

Aare Tark - general management, corporate governance, leadership, risk management and legal competencies. Attorney at law, senior partner of the law firm TARK, chairman of the supervisory board of AS TS since October 2015. Has long-term management experience, in-depth legal knowledge and long-term experience as a member of the supervisory boards of several companies (including listed company).

Raigo Uukkivi - competencies of general management, leadership, regulations in the field of transport and the strategic view of the state. Works as deputy secretary general for administrative policy of the Ministry of Finance, has long-term experience serving as a member of the supervisory board of the European Railway Agency. He has been a member of the supervisory board of AS TS since September 2017 and a member of the supervisory board of AS Eesti Energia since May 2020, previously also a member of the supervisory board of AS Estonian Railway (2017-2020) and manager of the Technical Surveillance Authority (2008-2017).

Ahti Kuningas - competencies of general management, leadership, the strategic view of the state and Estonian transport and logistics. Long-term deputy secretary general of the Ministry of Economic Affairs and Communications (since 2007), he is an expert of the field's policy and has public sector work experience since 1999. Member of the supervisory board of TS since September 2017, member of AS TS subsidiary TS Shipping OÜ supervisory board (since 2016), an associate AS Green Marine supervisory board of (since 2017), RB Rail AS supervisory board (since 2019) and AS Estonian Air supervisory board (since 2014). In 2015-2019, he was a member of the supervisory board of AS Operail.

Urmas Kaarlep – corporate governance, leadership, financial and risk management competencies. Lecturer at SA Estonian Business School, former audit partner and sworn auditor of PricewaterhouseCoopers, member of the supervisory board and chairman of the audit committee of AS TS since October 2015, member of the supervisory board of AS Prike and Nasdaq CSD SE (Latvia). Has actively participated in the management of several Estonian companies. Has thorough financial knowledge and long-term top experience as a sworn auditor.

Üllar Jaaksoo – competencies of corporate governance, finance, strategic perspective, IT and digital solution. Member of the management boards of DIGITAL NATION OÜ and iD Süsteemide OÜ, former chairman of the management board of Tele2 Eesti and Eesti Hoiupank. Former chairman of the supervisory board of Enterprise Estonia (EAS) and chairman of the management board of NOW! Innovations Solutions B.V. Has been a member of the supervisory board of AS TS since October 2015. Has long-term international experience as a manager or advisor to various European, American and Asian companies.

Maarika Liivamägi - competencies of tourism and passenger transport, general management and leadership. CEO of the Estonian Hotel and Restaurant Association, member of the management board of New Seven OÜ and founding member and mentor of top managers of the Estonian Chamber of Mentors. Member of the supervisory board of AS TS since April 2018. She has been a member of the

management board of ERGO Insurance SE and has been a member of the supervisory board of the Association of Insurance Companies and Ergo Funds AS.

Riho Unt – competencies in general management, corporate governance, strategic prospective, leadership, finance and risk management. SEB Group senior adviser, previously worked as a head of Baltic division of SEB and chairman of the management board of SEB Estonia, has 20 years of experience in the banking sector and long-term international experience in management.

Veiko Sepp – competencies in corporate governance, leadership, strategic prospective, freight and logistics, IT and digital solutions. Member of the management board of AS Levira, previously held senior positions in the field of telecommunications, has long-term international experience in the fields of freight transport, logistics and digitization, including Asia (2011-2017).

On behalf of the Nomination Committee and in view of the above, I propose to the management board to add an item “Election of the members of the Supervisory Board” to the agenda of the 2020 Annual General Meeting as follows:

1. To recall Aare Tark, Raigo Uukkivi, Ahti Kuningas, Urmas Kaarlep, Üllar Jaaksoo, Maarika Liivamägi from the supervisory board of AS Tallinna Sadam with the end of their term of office on 30.06.2020.
2. To appoint Aare Tark, Raigo Uukkivi, Ahti Kuningas, Urmas Kaarlep, Üllar Jaaksoo, Maarika Liivamägi, Riho Unt and Veiko Sepp as members of the supervisory board of AS Tallinna Sadam for the term of office from 01.07.2020 to 30.06.2022.

Sincerely

Veiko Tali
Chairman of the Nomination Committee of AS Tallinna Sadam

(signed digitally)

Annexes:

1. Written consent of Aare Tark
2. Written consent of Raigo Uukkivi
3. Written consent of Ahti Kuningas
4. Written consent of Urmas Kaarlep
5. Written consent of Üllar Jaaksoo
6. Written consent of Maarika Liivamägi
7. Written consent of Riho Unt
8. Written consent of Veiko Sepp

Marju Zirel, m.zirel@ts.ee