

ADOPTION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF AS TALLINNA SADAM WITHOUT CONVENING THE MEETING

Dear shareholder!

The Management Board of AS Tallinna Sadam, registry code 10137319, address Sadama 25, 15051 Tallinn (hereinafter: Tallinna Sadam), proposes to the shareholders to adopt resolutions of the shareholders without convening a meeting pursuant to § 299¹ of the Commercial Code. The proposal to adopt resolutions without convening a general meeting of shareholders is due to the restrictions on organizing meetings in Estonia arising from the COVID-19 pandemic.

In order to provide information on the issues to be decided, Tallinna Sadam will organize a webinar on **18.05.2021 at 13:00 am (EET)**, where Aare Tark, chairman of the supervisory board of Tallinna Sadam; Valdo Kalm, chairman of the management board and Marko Raid, member of the management board / CFO will present an overview of the year 2020, introduce the draft resolutions of the shareholders and answer questions. Anyone can take part in the webinar via [Tallinna Sadam youtube channel](#). Questions to the webinar can be submitted by sending them in advance to the e-mail investor@ts.ee until the beginning of the webinar or in writing through the application during the webinar. The webinar will be held in Estonian with simultaneous translation into English.

The **list of shareholders entitled to vote** for shareholders' resolutions will be fixed on **17.05.2021** at the end of the business day of the Nasdaq CSD settlement system.

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

Resolutions of the shareholders can be **voted in the period from 18.05.2021 to 24.05.2021** (inclusive). If a shareholder abstains, he / she shall be deemed to have voted against.

A shareholder has two options for giving his/her vote:

1. **By e-mail** to investor@ts.ee during the voting period, by sending a digitally signed or signed on paper and scanned voting ballot filled in by the voting shareholder or his / her authorized representative to investor@ts.ee.
2. By submitting or sending a filled voting ballot signed by hand by the voting shareholder or his / her authorized representative **by mail** to the head office of Tallinna Sadam at Sadama 25, 15051 Tallinn so that it arrives no later than 24.05.2021 at 16.00 (EET).

In order to enable the identification of a shareholder, the voting ballot sent by e-mail must be digitally signed. When sending a paper-signed and scanned voting ballot by e-mail or sending a paper-signed voting ballot by post, a copy of the personal data page (incl. document validity date) of the shareholder's or his / her representative's identity document (e.g. passport or ID card) must be sent with the voting ballot. The shareholder's representative must also forward a valid power of attorney in Estonian or English in a form that can be reproduced in writing. The shareholder may use a power of attorney form, which is available on Tallinna Sadam website <https://www.ts.ee/en/investor/agm/>.

If the shareholder is a legal entity registered in a foreign country, please forward a copy of the extract from the relevant foreign commercial register, which shows the right of the representative to represent the shareholder (legal authorization). The statement must be in English or translated into Estonian or English by a sworn translator or an official equivalent to a sworn translator.

The proposals of the Management Board for the adoption of resolutions by the shareholders are as follows:

1. Approval of the Annual Report 2020

1.1. To approve the Annual Report 2020 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 2020 in the amount of 28,518,457 euros and the retained earnings (including 2020 profit) of 47,794,087 euros.

2.2. Transfer to statutory capital reserve 1,008,654 euros.

2.3. To pay dividends to the shareholders 0.077 euros per share, in the total amount of 20,251,000 euros.

The list of shareholders entitled to receive dividends will be established as at 03.06.2021 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 **02.06.2021**. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2020. **Dividends shall be disbursed to the shareholders on 10.06.2021.**

3. Appointment of the auditor

In the procurement of audit services organized in 2018 (public procurement 196191), offers were invited for three years with the possibility to extend the contract for the next two years. The tender was won by KPMG Baltics OÜ, with which a contract was signed for 2018-2020. The proposal of the supervisory board of AS Tallinna Sadam is to extend the agreement and continue cooperation with KPMG Baltics OÜ.

3.1. To appoint the company of auditors KPMG Baltics OÜ to conduct the audit of AS Tallinna Sadam for the financial years 2021 and 2022 and to remunerate the company of auditors in accordance with the offer made by the company of auditors in the public procurement carried out in 2018 (public procurement 196191).

The materials related to the draft resolutions of the shareholders (including annual report and auditors' report) and **the draft resolutions can be found and the voting ballot can be downloaded from the Tallinna Sadam web page <https://www.ts.ee/en/investor/agm/>**. Questions related to the draft resolutions of the shareholders can be sent by e-mail to investor@ts.ee.

The resolutions adopted by the shareholders will be published as a stock exchange announcement and on the website of Tallinna Sadam no later than 31.05.2021 pursuant to § 299¹ (6) of the Commercial Code.

Yours sincerely

The Management Board of AS Tallinna Sadam