

Overview to the Annual General Meeting of Shareholders of AS Tallinna Sadam Nomination Committee Activities in 2020–2021

Tallinn, 07.04.2021

In 2019, the general meeting decided to form the nomination committee for nominating the members of the supervisory board of AS Tallinna Sadam. The committee is responsible for evaluating the suitability of candidates to the supervisory board and making proposals to the general meeting regarding the election and removal of the members of the supervisory board, the composition of the supervisory board, and the duration of the mandate and remuneration of the members of the supervisory board.

The nomination committee comprises the secretary general of the Ministry of Finance, the secretary general of the Ministry of Economic Affairs and Communications and the chairman of the nomination committee formed by the Republic of Estonia who represent the Republic of Estonia based on the office they hold, and two representatives of small shareholders whose term of office is five years. At 07 April 2021, the nomination committee comprises the chairman Ando Leppiman (secretary general of the Ministry of Economic Affairs and Communications) and the members Kaido Padar (chairman of the nomination committee formed by the Republic of Estonia), Elena Kiseleva (principal banker of transport team of European Bank for Reconstruction and Development), Sven Kusing (member of the management board of AS SEB Varahaldus) and from 5 April 2021 Merike Saks (secretary general of the Ministry of Finance).

Until 8 December 2020 Veiko Tali (former secretary general of the Ministry of Finance) was the chairman of the nomination committee. In connection with his resignation of the position from 1 January 2021 and, accordingly, from the nomination committee of Tallinna Sadam, Ando Leppiman was elected as the new chairman of the nomination committee.

In 2020, the nomination committee had 10 meetings (2019: 2 meetings) in order to make proposals to the annual general meeting of 2020 regarding the election of the members of the supervisory board because the term of office of the members of the supervisory board was about to expire. During the meetings, the nomination committee approved the principles for the selection of candidates, coordinated the self-assessment of the supervisory board in office, met with the members of the supervisory board and conducted group interviews with each member of the supervisory board and potential new candidates. On 3 June 2020, the nomination committee submitted to the general meeting the proposal to re-elect all current members of the supervisory board for a new term lasting from 1 July 2020 to 30 June 2022 and to elect additional two new members, Riho Unt and Veiko Sepp. The proposal was submitted through the management board of Tallinna Sadam and the general meeting approved the proposal as submitted.

In 2021, the nomination committee has held one meeting discussing the results of the self-assessment of the supervisory board in office conducted in March 2021. The self-assessment questionnaire covered five sections:

- a) clarity of the objectives of the owner and the company;
- b) composition, work arrangement and efficiency of supervisory board;

- c) I as a member of the supervisory board;
- d) relationship with the management board;
- e) feedback to the chairman of the supervisory board.

The questionnaire was sent to the members of the supervisory board and short questionnaire to the management board for feedback. Based on the survey results, the nomination committee evaluates that in general the supervisory board works efficiently, the teamwork is functional and main relevant competences are covered. The average mark of self-assessment is continuously high and improved in the represented competences. The feedback from the self-assessment survey will be taken into account while considering relevant competences and supervisory board member candidates to be proposed for the next annual general meeting.

/signed digitally/

Ando Leppiman

Chairman of the Tallinna Sadam Nomination Committee