

## **Overview to the Annual General Meeting of Shareholders of AS Tallinna Sadam Nomination Committee Activities in 2021–2022**

Tallinn, 28 March 2022

The nomination committee for nominating the members of the supervisory board of AS Tallinna Sadam 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 minority shareholders whose term of office is five years. As at 28 March 2022, the nomination committee comprises the chairman Ando Leppiman (secretary general of the Ministry of Economic Affairs and Communications) and the members Merike Saks (secretary general of the Ministry of Finance), Kaido Padar (chairman of the nomination committee formed by the Republic of Estonia), Ian Brown (EBRD Head of Baltics) and Gert Vilms (member of the management board of AS SEB Varahaldus).

Due to the change of a member of the management board of AS SEB Varahaldus, their representative on the nomination committee was Sven Kuning until November 2021, and from February 2022 a new member of the management board Gert Vilms. In February 2022, EBRD replaced their representative in the nomination committee – Elena Kiseleva with Ian Brown.

According to the amendment of the State Assets Act on 15 December 2021, the nomination committee of AS Tallinna Sadam has the right to submit proposals for the election and removal of members of the supervisory board and the amount of remuneration paid to members of the supervisory board directly to the general meeting. Previously, the proposals were submitted to the general meeting with the approval of the nomination committee of the state-owned companies formed by the Republic of Estonia.

In 2021, the nomination committee had 4 meetings (2020: 10 meetings) in order to make proposals to the annual general meeting of 2022 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. On the meetings, the nomination committee amended 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 for feedback.

In 2022, the nomination committee work continued in order to make the proposal to the general meeting regarding size, remuneration and candidates of the supervisory board. Two meetings were held, where the amended rules of procedure of the nomination committee were approved, annual self-assessment of the supervisory board and new candidates were discussed, decision on making the proposal to the general meeting was made.

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 was taken into account while considering relevant competences and supervisory board member candidates proposed for the general meeting.

On 28 March 2022, the nomination committee submitted to the general meeting (through management board) the proposal to appoint Riho Unt, Veiko Sepp, Maarika Honkonen, Kaur Kajak, Ain Tatter, Marek Helm and Risto Mäeots as members of the supervisory board for a new term lasting 3 years and to elect Riho Unt as chairman of the supervisory board.

/signed digitally/

Ando Leppiman

Chairman of the Tallinna Sadam Nomination Committee