

Rules of Procedure of the Nomination Committee of AS Tallinna Sadam

General principles

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. The Nomination Committee shall consist of five members, including two representatives of minority shareholders and three representatives of the Republic of Estonia (majority shareholder).
3. Representatives of the Republic of Estonia are based on the following positions:
 - 3.1. Chairman of the Appointment Committee established by the Estonian Government;
 - 3.2. Secretary-General of the Ministry of Finance;
 - 3.3. Secretary-General of the ministry governing the participation of the Republic of Estonia in Tallinna Sadam;

Representatives of the Republic of Estonia in the Nomination Committee will be replaced according to the fulfilment of the position.
4. 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.
 - 4.1. If a legal person / institution is elected to represent a minority shareholder in the Nomination Committee, the elected person shall have the right to replace its natural person representative as necessary during the representation on the Nomination Committee.
5. 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.
6. The Nomination Committee may amend these Rules of Procedure by coordinating changes with the Supervisory Board.
7. The work of the Nomination Committee is organized by the Chairman, who is elected by the Nomination Committee among its members.
8. AS Tallinna Sadam will provide all relevant assistance, equipment and premises for supporting the work of the Nomination Committee. The scope of assistance needed is defined by the Chairman of the Nomination Committee.

Meetings

9. The main format of work of the Nomination Committee is a meeting. The decisions can also be made without convening a meeting.
10. A member of the Nomination Committee can attend at the meeting remotely without being physically present.
11. The Chairman of the Nomination Committee shall convene the meeting by sending an invitation and an agenda to the members at least 2 (two) weeks prior to the meeting date.
12. The meeting has a quorum if at least 4 (four) members of the Nomination Committee are attending the meeting. If a decision is made without convening the meeting, the quorum is 5 (five) members.
13. The meeting is chaired by the Chairman of the Nomination Committee. In case of absence of the Chairman, the meeting shall be chaired by the member of the Nomination Committee appointed by the Chairman.
14. The meeting secretary recording the minutes shall be appointed by the chairman of the meeting.
15. The Chairman shall decide on inviting the members of the Management Board of AS Tallinna Sadam, experts or any other relevant persons to the meeting.

Decisions

16. The decisions shall be made by voting. The voting can be conducted in person or via e-mail communication, or via phone or video conference call.
17. The aim is to reach consensus, but if consensus cannot be reached, the decision is made if majority of the members of the Nomination Committee attending at the meeting shall vote in favour. In case of equal votes, the vote of the chairperson is decisive.
18. The member of the Nomination Committee shall not take part in voting if he/she has a conflict of interest concerning the decision to be voted on. He/she shall inform of his/her conflict of interest prior to voting.
19. The decisions and voting results of the Nomination Committee shall be recorded in meeting minutes.
20. The meeting minutes shall be signed digitally by the chairman of the meeting and meeting secretary.