

## **NOTICE ON CALLING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AS TALLINNA SADAM**

Dear shareholder!

The management board of AS Tallinna Sadam (hereinafter: Tallinna Sadam), registry code 10137319, address Sadama 25, 15051 Tallinn, hereby calls the annual general meeting of shareholders, to be held at **14.00 on 25 April 2024 in the cruise terminal at Old City Harbour (Logi street 4/2, Tallinn)**.

Registration of participants will start at the venue of the meeting on 25 April 2024 at 13.15. **The list of shareholders entitled to participate at the annual general meeting will be fixed** seven days before the general meeting, i.e., as of **18 April 2024** 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 AS Tallinna Sadam is 263,000,000 euros. AS Tallinna Sadam has 263,000,000 ordinary shares, each share giving 1 (one) vote at the general meeting.

In addition to participating at the meeting, the shareholders can vote the resolutions of the general meeting by e-mail or mail before the general meeting by sending a completed and signed ballot to the management board by 12:00 on 24 April at the latest. Ballots received by the management board after the deadline mentioned above will not be considered. More detailed information is indicated below in the notice under organizational issues.

**The supervisory board of Tallinna Sadam has determined the agenda of the annual general meeting and submits the following proposals to the shareholders:**

### **1. Approval of the Annual Report 2023**

1.1. To approve the Annual Report 2023 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 2023 in the amount of 15,882,328 euros and the retained earnings (including 2023 profit) of 47,323,521 euros.

2.2. Transfer to statutory capital reserve 446,084 euros.

2.3. To pay dividends to the shareholders 0.073 euros per share, in the total amount of 19,199,000 euros.

The list of shareholders entitled to receive dividends will be established as at 10.05.2024 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 09.05.2024. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2023. Dividends shall be disbursed to the shareholders on 17.05.2024.

### **3. Election of members of the Nomination Committee of AS Tallinna Sadam**

3.1. To extend the powers of European Bank for Reconstruction and Development (EBRD) and AS SEB Varahaldus, the representatives of minority shareholders of the Nomination Committee of AS Tallinna Sadam, for the next five years.

The Nomination Committee has five members, including two representatives of minority shareholders and three representatives of the Republic of Estonia (majority shareholder).

The representatives of the Republic of Estonia in the Nomination Committee are based on positions and are:

- a) Chairman of the Appointments Committee for the appointment of members of supervisory boards of State-owned companies, Annika Uudelepp;
- b) Secretary-General of Ministry of Finance, Merike Saks;
- c) Secretary-General of the Ministry of Climate, Keit Kasemets.

The European Bank for Reconstruction and Development is represented by Tomas Kairys.  
AS SEB Varahaldus is represented by Gert Vilms.

#### **4. Determination of remuneration for the members of the Nomination Committee**

- 4.1. To determine a remuneration for the members of the Nomination Committee of AS Tallinna Sadam for participating on the meetings of the Nomination Committee as follows:
  - 4.1.1. to the member of the Nomination Committee, 200 euros per meeting
  - 4.1.2. to the chairman of the Nomination Committee, 300 euros per meeting;
  - 4.1.3. the remuneration is paid by the 10th of the month following the meeting(s);
  - 4.1.4. according to section 80<sup>1</sup> subsection 6 of the State Assets Act, the members of the Nomination Committee arising from their position, are not remunerated for participating in the meetings of the Nomination Committee.

#### **5. Approval of the shareholders' expectations of AS Tallinna Sadam**

- 5.1. To approve the shareholders' expectations of AS Tallinna Sadam as presented to the general meeting.

Pursuant to section 88 subsection 7<sup>1</sup> of the State Assets Act and clause 4.2.5.4 of AS Tallinna Sadam Articles of Association, the general meeting is competent to establish the owners' expectations of AS Tallinna Sadam.

The owners' expectations of the Republic of Estonia have been added to the materials of the general meeting.

#### **Organizational issues**

**For registration to the general meeting, we kindly ask participants to submit the following documents:**

1. shareholders who are natural persons are required to submit their identity document; representatives must also submit a valid written authorisation in Estonian or in English;
2. legal representatives of shareholders who are legal persons are required to submit their identity document; authorised representatives must also submit a valid written authorisation in Estonian or in English. If the legal person has not been registered in the Estonian Commercial Register, we kindly request submission of a valid extract of the register in which the legal person has been registered and under which the representative is authorised to represent the shareholder (legal authorisation). The extract must be prepared in English or translated into English by a sworn translator or authority equivalent to a sworn translator, be verified by a notary, and bear the Apostille.

A shareholder is asked to inform Tallinna Sadam of the appointment of a representative or withdrawal of the authorisation prior to the general meeting, by sending the corresponding digitally signed authorisation or pdf-copy of the original authorisation (original of the authorisation must be presented at the meeting) to the general meeting's e-mail address [investor@ts.ee](mailto:investor@ts.ee) or by delivering the original of the authorisation to Sadama 25, 15051 Tallinn, on working days between 9:00 a.m. to 4:00 p.m., at the latest by 12:00 a.m. on 24 April 2024. The authorisation document form example is available for the shareholder on AS Tallinna Sadam website at <https://www.ts.ee/en/investor/agma/>.

### **Voting of the resolutions before the annual general meeting**

1. the shareholder with voting rights or his / her authorized representative can send a digitally signed or signed on paper and scanned completed voting ballot to [investor@ts.ee](mailto:investor@ts.ee) the latest by 24 April 2024 12:00 (EEST).
2. the shareholder with voting rights or his / her authorized representative delivers the completed and personally signed ballot in paper form to the head office of Tallinna Sadam at Sadama 25, 15051 Tallinn so it arrives no later than 24.04.2024 at 12:00 (EEST).

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.

If the shareholder who sent the voting ballot before the general meeting also attends the general meeting physically, all ballot papers sent by the shareholder earlier are considered invalid.

**The drafts of the resolutions and materials of the annual general meeting may be examined**, and the voting ballot form can be downloaded from the investor webpage of Tallinna Sadam <https://www.ts.ee/en/investor/agm/>. In addition, documents are available from April 4 to April 24 on weekdays from 10:00 a.m. to 4:00 p.m. at the head office of Tallinna Sadam, Sadama 25, 15051 Tallinn. Please send questions related to the draft resolutions of shareholders by e-mail to [investor@ts.ee](mailto:investor@ts.ee).

**A shareholder shall have the right to receive information on the activities of Tallinna Sadam from the management board at the general meeting.** The management board may refuse to provide information, if there is reason to presume that this may harm the interests of the company. When the management board refuses to provide information, a shareholder may demand that the legality of the shareholder's demand be decided by the general meeting or submit an application to the court within two weeks without a lawsuit in order to oblige the management board to provide information.

Shareholders, whose shares represent at least 1/20 of the share capital of Tallinna Sadam, may demand the inclusion of additional items on the agenda of the annual general meeting, if the corresponding request is filed in writing at least 15 days prior to the general meeting, i.e. at the latest by 10 April 2024, at the e-mail address [investor@ts.ee](mailto:investor@ts.ee) or to the address: AS Tallinna Sadam, Sadama 25, 15051 Tallinn, Estonia.

Shareholders, whose shares represent at least 1/20 of the share capital of Tallinna Sadam, may submit to the company in writing alternative draft resolution on each agenda item, by sending the draft to the e-mail address [investor@ts.ee](mailto:investor@ts.ee) or to the address: AS Tallinna Sadam, Sadama 25, 15051 Tallinn, Estonia. The draft must be received by AS Tallinna Sadam no later than three days before the general meeting, i.e. at the latest by 22 April 2024.

The video recording of the general meeting with an English translation will be published later on the website of Tallinna Sadam. After the end of the meeting, the shareholders who took part in the general meeting have an opportunity to take a tour at the cruise terminal.

Yours sincerely  
Management Board of Tallinna Sadam