

**Report of AS Tallinna Sadam supervisory board
on the Group annual report 2024 of AS Tallinna Sadam
and on the activities of the supervisory board**

The supervisory board has reviewed and approves the Group annual report for the financial year ended 31 December 2024, which was prepared and presented by the management board of AS Tallinna Sadam, consisting of the management report, remuneration report and the financial statements, accompanied by the independent auditor's report.

At 31 December 2024, the composition of the supervisory board was as follows: Riho Unt (chairman), Marek Helm, Maarika Honkonen, Kaur Kajak, Risto Mäeots, Veiko Sepp and Ain Tatter. The members that meet the definition of independence as provided in the annex to the CGC are Riho Unt, Marek Helm, Maarika Honkonen, Risto Mäeots, Veiko Sepp. The term of office of all members of the supervisory board lasts until 30 June 2025.

In 2024, the supervisory board held 13 meetings (2023: 9 meetings). Participation of the members of the supervisory board in the meetings and the remuneration paid to them for the work as members of the supervisory board is presented in section 7.2 of the management report in the annual report.

At the meetings of the supervisory board, the management board of AS Tallinna Sadam regularly presented the Group's current financial results, informed the supervisory board about most important developments and impacts in the Group's different business fields, gave updates on the achievement of 2024 targets and on competition compared to other ports of the Baltic Sea. AS Tallinna Sadam focuses its activities in developing new business areas in order to reduce the negative impact on economic results related to the loss of the east-west cargo flow due to the Russian-Ukrainian war.

The supervisory board regularly reviews and approves the long-term strategy of the Group, annual operational targets and annual budget, approves the work plan and reviews the results of work of the internal audit department, its most important findings, recommendations and implementation processes; reviews the Group's most significant risks and their management and mitigation activities; and the results of the carried-out development projects in comparison to initial plans. In 2024, the Supervisory Board has conducted a process to nominate a new internal auditor for AS Tallinna Sadam and the Remuneration Committee performed an assessment of succession of key employees.

The supervisory board participates in making material decisions concerning the Group's activities, such as signing important customer agreements, changing substantial contractual terms, making investment decisions, raising loan capital, sale of assets etc.

In September 2024, a joint strategy meeting of the supervisory board and management took place, where the long-term objectives across business areas of Tallinna Sadam were agreed upon and the Group's strategy for the next three years was renewed.

In 2024, the Supervisory Board discussed in depth information security function, investor relations action plan, development projects of the associated company AS Green Marine, and the changes

management of OÜ TS Shipping. The participation of TS Laevad OÜ in the tender for the conclusion of a public passenger transport service agreement on ferry routes between the large islands during the period 1 October 2026 - 30 September 2033 and in the procurement of ferry services between the small islands was approved. In 2024, the Supervisory Board decided to bring the business development function to the level of the management board and elected the fourth member into the company's management board. Also, a new head of internal audit was appointed. In connection with the plan of the largest shareholder, the Republic of Estonia, to reduce its stake in AS Tallinna Sadam from the current 67% to 51%, the Supervisory Board discussed the possibilities of a secondary public offering of shares. In addition, the Supervisory Board discussed the conditions and basis for the transfer of land for the construction of the Rail Baltic Muuga railway station.

In 2024, the following substantial decisions were made by the supervisory board:

- renewal of the group's strategy for 2023–2027;
- approval of the powers of the fourth member of the management board - head of business development Rene Pärt for the five-year term starting from 1 May 2024 and extension of the powers of the member of the management board - commercial manager Margus Vihman for the next three-year term starting from 1 November 2024;
- assessment of the achievement of the goals set for the management board for 2023, and setting goals for 2025;
- raising loan capital for a period of up to four and five years in the amount of 10 and 20 million euros, respectively;
- conclusion of a superficies and real servitude, and cooperation agreement with JetGas OÜ for construction of a LNG terminal in Muuga Port;
- reservation of the property at Kasesaare tee 12 for Derivaat NH3 OÜ in Paldiski South Harbour;
- amendment of land use agreements with Autolink Paldiski OÜ and extension of the lease agreement with ESTEVE AS in Paldiski South Harbour, and amendment and extension of the lease agreement of four land plots with AS Tallink Duty Free in Old City Harbour;
- amendment of the budget of 6A quay in Paldiski South Harbour in connection with changes in technical requirements for the ramp;
- amendment of budgets for the design works of the A-terminal quarter and the building complex of the 110/10 kV substation in Old City Harbour;
- approval of the new head of internal audit department starting 1 January 2025;
- assessment of the implementation of internal audit department's 2023 work plan, approval of the internal audit department's 2024 work plan, amendment of the internal audit statutes and election of the head of the internal audit department.

The audit committee, acting as an advisory body to the supervisory board, held 6 meetings in 2024 (2023: 5 meetings). Participation of the members of the audit committee in the meetings and the remuneration paid to them for the work as a member of the audit committee is presented in section 7.2 and 7.3 of the management report section in the annual report.

Regular reviews of the activities of the Internal Audit Department were presented to the audit committee, recommendations and corresponding action plans for improving the Group's risk management and internal control system were discussed on the meetings. In 2024, the audit committee received, among other things, an overview of the status of the implementation of the Estonian Information Security Standard (E-ITS) in the company. The application of European Union sanctions in business activities of the Port of Tallinn and IT cybersecurity were continuously under attention. Also, the draft budget of the Group for 2025 was reviewed. In addition, the committee has monitored

the process and results of the audit of the Group's annual financial statements and has met with external auditors. The audit committee also monitored the independence of the external auditor and compliance of its activities with the requirements of the Auditors' Activities Act.

The audit committee has provided overviews of its activities at each meeting of the supervisory board.

The remuneration committee, acting as an advisory body of the supervisory board, held 5 meetings in 2024 (2023: 5 meetings), where the performance of the board's performance plan for 2023, the goals for 2024 and 2025, remuneration of the members of the management board and other current issues were discussed. The remuneration committee submitted a proposal to the supervisory board to extend the contract of the member of the management board - commercial manager Margus Vihman for three years until 31 October 2027, which the supervisory board approved. The remuneration committee also proposed to elect the business development manager Rene Pärt to the management board for five years from 1 May 2024. The participation of members of the remuneration committee in meetings and the fees paid to them for the work of the committee members are presented in points 7.2 and 7.4 of the activity report of the annual report.

In the opinion of the supervisory board, the cooperation with the management board of AS Tallinna Sadam has been very good and constructive.

(signed digitally)

Riho Unt
Kaur Kajak
Ain Tatter

Marek Helm
Risto Mäeots

Maarika Honkonen
Veiko Sepp