

## **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 28 April 2026 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 28 April 2026 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 **21 April 2026** 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 27 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 2025**

1.1. To approve the Annual Report 2025 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 2025 in the amount of 22,462,907 euros and the retained earnings (including 2025 profit) of 49,551,050 euros.

2.2. Transfer to statutory capital reserve 725,418 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 13 May 2026 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 12 May 2026. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2025. Dividends shall be disbursed to the shareholders on 20 May 2026.

### **3. Appointment of the auditor**

3.1. To appoint the company of auditors KPMG Baltics OÜ (registry code 10096082) to conduct the audit of AS Tallinna Sadam for the financial years 2026, 2027 and 2028 and to remunerate the company of auditors in accordance with the offer made by the company of auditors in the public procurement (public procurement 298970).

#### **4. Recall and election of the member of the supervisory board**

Pursuant to the proposal made by the nomination committee of AS Tallinna Sadam:

- 4.1. To recall Kaur Kajak from the supervisory board of AS Tallinna Sadam with the end of his term of office on 30 April 2026.
- 4.2. To appoint Merike Saks as member of the supervisory board of AS Tallinna Sadam for the term of office from 1 May 2026 to 30 April 2029.

#### **5. Approval of the remuneration principles of the supervisory board and the management board**

The supervisory board proposes to approve the remuneration principles of the supervisory board and the management board of AS Tallinna Sadam approved by the supervisory board and the nomination committee.

Pursuant to the Securities Market Act (§ 135<sup>2</sup> (11) of the Securities Market Act), the general meeting votes on the remuneration principles at least once every four years and the corresponding resolution of the general meeting approving the remuneration principles is recommended to the supervisory board.

- 5.1. To approve the remuneration principles of the supervisory board and the management board of AS Tallinna Sadam as presented to the general meeting.

#### **6. Ensuring Gender Balance in the Governing Bodies of AS Tallinna Sadam**

Pursuant to § 135<sup>6</sup> (1) of the Securities Market Act, the general meeting of a share issuer must set one of the following objectives:

- 1) the proportion of members of the underrepresented sex in the supervisory board is at least 40 per cent;
- 2) the proportion of members of the underrepresented sex in the management board and the supervisory board is at least 33 per cent.

If the issuer of shares chooses the objective according to which the proportion of members of the underrepresented sex among the members of the supervisory board must be at least 40 per cent, the general meeting must, pursuant to § 135<sup>6</sup> (2) of the Securities Market Act, set a separate individual quantitative objective for the management board in order to improve gender balance in the management board.

- 6.1. When electing members of the supervisory board of AS Tallinna Sadam, the objective provided for in § 135<sup>6</sup> (1) clause 1 of the Securities Market Act shall be followed, according to which the proportion of members of the underrepresented sex among the members of the supervisory board must be at least 40 per cent.
- 6.2. When electing new members of the management board of AS Tallinna Sadam, an individual quantitative objective shall be set to improve gender balance in the management board, whereby the proportion of members of the underrepresented sex shall be at least 20 per cent within five (5) years, taking into account the competence requirements arising from the company's strategy.

## 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 27 April 2026. The authorisation document form example is available for the shareholder on AS Tallinna Sadam website at <https://www.ts.ee/en/investor/agm/>.

### **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 27 April 2026 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 27 April 2026 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 2 to April 27 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 12 April 2026, 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 24 April 2026.

**The video recording of the general meeting** with an English translation will be published later on the website of Tallinna Sadam.

Yours sincerely  
Management Board of Tallinna Sadam