

Company AS INFORTAR
Type Company Release
Category Announcement of General Meeting
Disclosure time 24 Apr 2024 15:01:40 +0300

Attachments:

- Aktsiaseltsi Infortar nõukogu aruanne 24.04.2024.pdf (<http://oam.fi.ee/en/download?id=8334>)
- Infortar aktsionäride otsuste eelnõud 2024 final EST.doc (<http://oam.fi.ee/en/download?id=8335>)
- AS Infortar_eelhääletamise kord EST.docx (<http://oam.fi.ee/en/download?id=8336>)
- Toivo Ninnas Curriculum Vitae.doc (<http://oam.fi.ee/en/download?id=8337>)
- AS Infortar haaletussedel EST.pdf (<http://oam.fi.ee/en/download?id=8338>)
- Volikiri AS INFORTAR EST.pdf (<http://oam.fi.ee/en/download?id=8339>)
- Volikirja tagasivotmise teade EST.pdf (<http://oam.fi.ee/en/download?id=8340>)
- AS Infortar sõltumatu vandeaudiitori aruanne ESEF.zip (<http://oam.fi.ee/en/download?id=8341>)
- Infortar_aastaraamat_2023.pdf (<http://oam.fi.ee/en/download?id=8342>)
- Infortar aktsionäride otsuste eelnõud 2024 final ENG.doc (<http://oam.fi.ee/en/download?id=8343>)
- AS Infortar_eelhääletamise kord ENG.docx (<http://oam.fi.ee/en/download?id=8344>)
- Supervisory Board report financial year 2023.docx (<http://oam.fi.ee/en/download?id=8345>)
- Toivo Ninnas Curriculum Vitae_eng.doc (<http://oam.fi.ee/en/download?id=8346>)
- AS Infortar haaletussedel ENG.pdf (<http://oam.fi.ee/en/download?id=8347>)
- Volikiri AS INFORTAR ENG.pdf (<http://oam.fi.ee/en/download?id=8348>)
- Volikirja tagasivotmise teade ENG.pdf (<http://oam.fi.ee/en/download?id=8349>)
- AS Infortar sõltumatu vandeaudiitori aruanne ESEF.zip (<http://oam.fi.ee/en/download?id=8350>)
- Infortar_aastaraamat_2023_ENG.pdf (<http://oam.fi.ee/en/download?id=8351>)

Currency

Title NOTICE OF CALLING THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

Dear Shareholder of Aktsiaselts Infortar!

The Management Board of Aktsiaselts Infortar (registry code 10139414, seat and address Liivalaia 9, 10118 Tallinn), hereby calls the Annual General Meeting of Shareholders (hereinafter the General Meeting) to be held on 20 May 2024 at 11:00 (Estonian time) at the conference centre of Tallink SPA & Conference Hotel at Sadama 11a, Tallinn.

The registration of Shareholders begins at 10:00.

The list of Shareholders entitled to participate in the General Meeting shall be determined as at seven calendar days before the general meeting is held, i.e. on 13 May 2024, at the end of the business day of the settlement system of the registrar of the Estonian register of securities (Nasdaq CSD) (date of fixation



of the list).

In addition to participation at the General Meeting, the Shareholders shall have the possibility to vote by e?mail before the General Meeting.

By its resolution of 24 April 2024, the Supervisory Board of Aktsiaselts Infortar has determined the following agenda for the General Meeting of Aktsiaselts Infortar. The proposals of the Management Board and Supervisory Board regarding the agenda items are presented as a draft resolution with each agenda item and the Supervisory Board has made the proposal to vote in favour of all the resolutions presented with each agenda item:

1. Approval of the 2023 Annual Report

Approve the 2023 Annual Report of Aktsiaselts Infortar submitted by the Management Board

2. Deciding on the distribution of profit

Approve the following proposal for the distribution of profit submitted by the Management Board of Aktsiaselts Infortar:

2.1. Approve the net profit for 2023 in the amount 293,830 thousand euros;

2.2 Pursuant to section 11 of the articles of association of Aktsiaselts Infortar, enter an additional 7,145.11 euros in the statutory legal reserve;

2.3 Pay the Shareholders dividend 3 euros per share. Dividend shall be paid in two parts as follows:

2.3.1. 1.5 euros per share shall be paid to the Shareholders who have been entered in the list of Shareholders on 3 June 2024 at the end of the business day of the settlement system of the securities registrar (record-date). Consequently, the day of change of the rights related to the shares (ex-date) is 31 May 2024. Dividend shall be paid to the Shareholders on 12 June 2024 by transfer to the bank account of the Shareholder;

2.3.2. 1.5 euros per share shall be paid to the Shareholders who have been entered in the list of Shareholders on 3 December 2024 at the end of the business day of the settlement system of the securities registrar (record-date). Consequently, the day of change of the rights related to the shares (ex-date) is 2 December 2024. Dividend shall be paid to the Shareholders on 12 December 2024 by transfer to the bank account of the Shareholder.

3. Extension of the authorisation of the Supervisory Board Member

Due to the expiry of the term of authorisation of the Member of the Supervisory Board Toivo Ninnas on 20 February 2025, to extend the authorisation of Toivo Ninnas as the Member of the Supervisory Board for the next 5-year term as of 21 February 2025.

4. Issue of Options to members of the Supervisory Board under the Option Plan approved by the resolution of the General Meeting of Shareholders of 15 June 2021

Approve the issue of Options to members of the Supervisory Board of Aktsiaselts Infortar under the Option Plan and the conclusion of share option agreements with them as follows:



4.1. Member of the Supervisory Board of Aktsiaselts Infortar Enn Pant has the right to acquire 6000 share options (which gives the right to acquire 6000 shares of Aktsiaselts Infortar) for the 4th year of the Option Plan (period 1 July 2024-1 July 2025).

4.2. Member of the Supervisory Board of Aktsiaselts Infortar Kalev Järvelill has the right to acquire 6000 share options (which gives the right to acquire 6000 shares of Aktsiaselts Infortar) for the 4th year of the Option Plan (period 1 July 2024-1 July 2025).

4.3. Member of the Supervisory Board of Aktsiaselts Infortar Toivo Ninnas has the right to acquire 6000 share options (which gives the right to acquire 6000 shares of Aktsiaselts Infortar) for the 4th year of the Option Plan (period 1 July 2024-1 July 2025).

4.4. Member of the Supervisory Board of Aktsiaselts Infortar Mare Puusaag has the right to acquire 6000 share options (which gives the right to acquire 6000 shares of Aktsiaselts Infortar) for the 4th year of the Option Plan (period 1 July 2024-1 July 2025).

4.5. Authorise the Chairman of the Management Board of Aktsiaselts Infortar Ain Hanscshmidt to conclude the share option agreements with the above Supervisory Board members and to issue the above amount of share options on the terms provided in the Option Plan.

5. Appointment of an auditor for the 2024 financial year and the determination of the procedure of remuneration of an auditor
To appoint the company of auditors KPMG Baltics OÜ to conduct the audit of Aktsiaselts Infortar in the financial year 2024 and to remunerate the work according to the audit contract to be concluded with the auditor.

Review of the documents of the General Meeting

The documents related to the Annual General Meeting of Aktsiaselts Infortar, the documents to be presented to the General Meeting, including the drafts of the resolutions, Annual Report of the financial year 2023 of Aktsiaselts Infortar, the sworn auditor's report, the proposal for the distribution of profit, the Supervisory Board's report on the 2023 Annual Report and the substantiations presented by the Shareholders regarding items on the agenda (if any are received) may be examined on the website of Aktsiaselts Infortar at the address www.infortar.ee/investorile (<http://www.infortar.ee/investorile>) and as annexed to the stock notice on the website of the Tallinn Stock Exchange at the address www.nasdaqbaltic.com (<http://www.nasdaqbaltic.com/>) until the date of holding the General Meeting (included).

Shareholders may send any questions regarding the items on the agenda to the e-mail address investor@infortar.ee (<mailto:investor@infortar.ee>).

Rights of the Shareholders regarding the agenda of the general meeting

A Shareholder has the right to receive information from the Management Board on



the activities of Aktsiaselts Infortar at the General Meeting of Aktsiaselts Infortar. The Management Board may refuse to give information or to present documents if there is a basis to presume that this may cause significant damage to the interests of the public limited company. In the event the Management Board refuses to give information, a Shareholder may demand the General Meeting to decide on the legality of his or her request or file, within two weeks after the General Meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information.

The Shareholders whose shares represent at least 1/20 of the share capital may demand the inclusion of additional issues on the agenda of the Annual General Meeting if the respective demand has been submitted no later than 15 days before the General Meeting is held. The Shareholders whose shares represent at least 1/20 of the share capital may submit to the company a draft of the resolution in respect to each item on the agenda. This right may not be exercised later than 3 days before the General Meeting is held. The above documents must be submitted to the company in writing to the address: Aktsiaselts Infortar, Liivalaia 9, 10118 Tallinn or sent with digital signature to the e-mail address investor@infortar.ee (mailto:investor@infortar.ee).

Pre-voting

Shareholders who are unable to or do not wish to participate in the General Meeting can vote on the draft resolutions on the agenda of the General Meeting before the General Meeting (hereinafter Pre-Voting) during the period from the publication of the notice of calling the General Meeting as of 24 April 2024 until 16 May 2024 at 16:00. The procedure for Pre-Voting has been published on the website of Aktsiaselts Infortar at www.infortar.ee/investorile (<http://www.infortar.ee/investorile>) and has been added to the stock notice on calling the General Meeting. The Shareholders who have duly voted shall be deemed to have taken part in the General Meeting and the votes represented by their shares shall be accounted as part of the quorum of the General Meeting, unless otherwise provided by law.

Instructions for the participants in the Annual General Meeting and appointment of representative

Before the General Meeting is held, the Shareholders can notify about the appointment of a representative and the revocation of authorisation by the principal by e-mail at investor@infortar.ee (mailto:investor@infortar.ee), using the templates that have been published on the website of Aktsiaselts Infortar at www.infortar.ee/investorile (<http://www.infortar.ee/investorile>) and added to the stock notice on the calling of the General Meeting.

We kindly ask the Shareholders, who are as at the date of fixation of the list, i.e. on 13 May 2024, registered in the share register maintained by Nasdaq CSD SE and who wish to participate in the Annual General Meeting, to present the following documents for registration:

- A Shareholder who is a natural person should present an identity document (passport or ID-card).
- A representative of a Shareholder who is a natural person should present an



identity document (passport or ID-card) and a properly signed written power of attorney or an electronic power of attorney (digitally signed).

- A legal representative of a legal person should present an extract (or other similar document) from the respective business register in which the legal person is registered, which shows the person's right to represent the Shareholder (legal persons registered in Estonia should present an extract of the commercial register registry card which is not issued sooner than 15 days before the general meeting is held).

- Authorised representative of a legal person whose right of representation is not indicated in the respective business register extract (or other similar document) should, in addition to the aforementioned documents, submit a power of attorney duly issued by the legal representative of the Shareholder in at least a written or digital format (digitally signed).

All documents submitted in foreign languages must be in English or translated into English or Estonian by a sworn translator or an official who is equivalent to a sworn translator.

We kindly ask that electronic documents (digitally signed) are sent by e-mail to the address investor@infortar.ee (<mailto:investor@infortar.ee>) not later than by the date of the general meeting.

Yours sincerely,
Management Board of Aktsiaselts Infortar

Infortar operates in five countries, the company's main fields of activity are energy, maritime transport, and real estate. Infortar owns a 42,3% stake in AS Tallink Grupp, a 100% stake in AS Eesti Gaas and a versatile and modern real estate portfolio of approx. 110,000 m². In addition to the three main areas of activity, Infortar also operates in construction and mineral resources, printing, taxi business and many other areas. A total of 103 companies belong to the Infortar group: 47 subsidiaries, 5 affiliated companies and 50 subsidiaries of affiliated companies. Excluding affiliates, Infortar employs 1,308 people.

Additional information:

Kadri Laanvee

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<https://infortar.ee/en/investor>

