

Company AS TALLINNA SADAM  
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Title Resolutions of the Annual General Meeting of AS Tallinna Sadam

The annual general meeting of AS Tallinna Sadam (hereinafter: Tallinna Sadam) was held on 25 April 2024 at 14.00 in the cruise terminal at Old City Harbour (Logi street 4/2, Tallinn).

The notice on calling the annual general meeting was published on 4 April 2024 in the stock exchange information system, on Tallinna Sadam website <https://www.ts.ee/en/investor/agm/> and in the daily newspaper "Postimees". The list of shareholders entitled to participate at the annual general meeting was fixed as of 18 April 2024 at the end of the business day of the Nasdaq CSD settlement system.

A total of 67 shareholders participated and were represented at the meeting, with their corresponding shares representing a total of 183 308 771 votes. This means 69,70% of the votes determined by shares were represented at the meeting. Shareholders who voted before the general meeting are considered to be participating in the general meeting, and the votes represented by the shares owned by the shareholder are included in the quorum of the general meeting.

The annual general meeting of the shareholders of AS Tallinna Sadam resolved:

## 1. Approval of the Annual Report 2023

With 183,283,678 i.e. 99.99% votes in favour, to approve the Annual Report 2023 of AS Tallinna Sadam, as presented to the general meeting.

## 2. Profit allocation

With 183,300,926, i.e. 99.996% votes in favour, to approve the profit distribution proposal of 2023 of AS Tallinna Sadam as follows:

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  
With 183,285,496, i.e. 99.99% votes in favour, 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  
With 183,285,968, i.e. 99.99% votes in favour, 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(1) 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  
With 183,296,071, i.e. 99.99% votes in favour, to approve the shareholders' expectations of AS Tallinna Sadam as presented to the general meeting.

Pursuant to section 88 subsection 7(1) 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 materials of the general meeting are available at Tallinna Sadam web page <https://www.ts.ee/en/investor/agm/> to which we will add the minutes of the general meeting no later than May 2 and the video recording in Estonian and English by May 8.

Tallinna Sadam is one of the largest cargo- and passenger port complexes in the Baltic Sea region. In addition to passenger and freight services, Tallinna Sadam group also operates in shipping business via its subsidiaries - OÜ TS Laevad provides ferry services between the Estonian mainland and the largest islands, and OÜ TS Shipping charters its multifunctional vessel Botnica for icebreaking and offshore services in Estonia and projects abroad. Tallinna Sadam group is also a shareholder of an associate AS Green Marine, which provides waste management services.

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