

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
Disclosure time 20 Jan 2022 12:38:13 +0200

Attachments:

- EG_draft resolutions_ENG 2022 02 11.pdf (<http://oam.fi.ee/en/download?id=5968>)
- EG option program May 2023_ENG.pdf (<http://oam.fi.ee/en/download?id=5969>)
- Voting ballot 2022 02 11.docx (<http://oam.fi.ee/en/download?id=5970>)
- Power of Attorney - 11 02 2022.docx (<http://oam.fi.ee/en/download?id=5971>)
- Withdrawal of POA - 11 02 2022.docx (<http://oam.fi.ee/en/download?id=5972>)
- EG_otsuste eelnõud_EST 2022 02 11.pdf (<http://oam.fi.ee/en/download?id=5973>)
- EG aktsiaoptsiooniprogramm mai 2023_EST.pdf (<http://oam.fi.ee/en/download?id=5974>)
- Hääletussedel 2022 02 11.docx (<http://oam.fi.ee/en/download?id=5975>)
- Volikiri EST- 11 02 2022.docx (<http://oam.fi.ee/en/download?id=5976>)
- volikirja tagasisiv6tmine EST- 11 02 2022.docx (<http://oam.fi.ee/en/download?id=5977>)

Currency

Title Notice of adoption of resolution of shareholders of AS Ekspress Grupp without convening an

The Management Board of AS Ekspress Grupp (registry code 10004677, official address Parda 6, 10151 Tallinn) proposes to the shareholders to adopt resolutions without convening a meeting in accordance to § 299(1) of the Commercial Code.

The shareholders have the possibility to vote by e-mail using a voting ballot, which is added this notice on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHan5n8zEH8BupNE=))) as well as of Ekspress Grupp homepage (<http://egrupp.ee/en>). The filled in and signed ballot and the documents enabling identification of the shareholder and proof the right of representation shall be sent by e-mail at egrupp@egrupp.ee (mailto:egrupp@egrupp.ee) by no later than 11 February 2022 at 9:00 (Estonian time) in accordance with the procedure specified below. If a shareholder does not give notice of whether he is in favour of or opposed to the resolution during this term, it shall be deemed that the shareholder has voted against the resolution.

The circle of shareholders entitled to adopt the resolutions will be determined seven days prior the term by which shareholders must present their position, i.e. on 4 February, 2022 at the end of the working day of the settlement system.



Ekspress Grupp shall disclose the resolutions with a stock exchange announcement and on the company's homepage no later than on 18 February 2022 in accordance with § 299(1) (6) of the Commercial Code.

As at 20 January, 2022, the share capital of AS Ekspress Grupp is 18,478,104.60 euros. The total number of shares is 30,796,841, with each share granting one vote. The right to vote is not granted to AS Ekspress Grupp's 513,972 own shares.

The management board of AS Ekspress Grupp submits the following draft resolution to the shareholders.

1. The approval of the Share Option Program that entitles the Option Holders to acquire the shares of Ekspress Grupp in exchange for the underlying asset of the Options issued by Geenius Meedia in 2020.

To approve the Share Option Program of AS Ekspress Grupp up to 371,000 options with the exercise date May 2023. The program enables Ekspress Grupp to comply with the commitment arising from the purchase and sale agreement of the shares of Geenius Meedia OÜ entered into on 17 December 2021.

Organisational issues

Forwarding of the voting ballot and accompanying documents

The filled in and signed voting ballot and accompanying documents must be sent by e-mail to egrupp@egrupp.ee (mailto:egrupp@egrupp.ee) no later than 11 February 2022 at 9.00.

- * The voting ballot must be filled in and signed either digitally or by hand on paper.
- * If the ballot is filled in and signed by hand on paper, the ballot must be scanned and forwarded by e-mail together with a copy of an identification document (e.g. passport or identity card/ID-card) of the shareholder or the shareholder's representative, or a copy of the page of the identification document containing personal data (among else, the copy needs to display the expiration date and the person's specimen signature) in order to enable identification of the shareholder.
- * If the ballot is filled in and signed digitally, no additional documents need to be presented to enable identification of the shareholder, if identification is possible using the digital signature itself (e.g. signing the ballot with Estonian ID-card, mobile-ID or smart-ID).
- * Representative of a natural person-shareholder must also forward a suitably prepared power of attorney either in Estonian or in English in a format which can be reproduced in writing.
- * A legal representative of a legal person-shareholder must also forward an excerpt from an appropriate (business) register where the legal person is registered, which identifies the individual's right to represent the



shareholder (legal representation). A legal person shareholder who is registered in the Estonian Commercial Register does not have to submit an excerpt from the register. If the type of representation is other than legal representation, a suitably prepared power of attorney in Estonian or in English must also be submitted in a format which can be reproduced in writing, in addition to the excerpt from a register. In the case of legal persons registered in a foreign country, the extract from the register must be legalised or certified by an apostil, unless stipulated otherwise in international agreements. If the excerpts from a register are in a language other than Estonian or English, translations to either Estonian or English by a sworn translator or an official equated to a sworn translator must be provided. AS Ekspress Grupp may also deem the shareholder's voting right to be proven if all the required data concerning the legal person and the representative is contained in a notarised authorisation document issued in the foreign country and the authorisation document is acceptable in Estonia.

In order to assign a representative, the shareholder may use the template for power of attorney, which is published on the homepage of AS Ekspress Grupp at www.egrupp.ee (<http://www.egrupp.ee>) and on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHAN5n8zEH8BupNE=))).

Documents related to the resolutions

The draft resolutions and related documents are available on the websites of AS Ekspress Grupp (www.egrupp.ee (<http://www.egrupp.ee>)) and Nasdaq Baltic (<https://nasdaqbaltic.com/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHAN5n8zEH8BupNE=)).

Questions related to the resolutions and adoption procedure

Questions related to the resolutions and the adoption procedure may be submitted to e-mail egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>) until the deadline given to the shareholders to present their position. The questions and answers will be disclosed on Ekspress Grupp homepage www.egrupp.ee (<http://www.egrupp.ee>).

Mari-Liis Rüütsalu

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Chairman of the Management Board

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AS Ekspress Grupp is the leading media group in the Baltic States whose key activities include web media content production, publishing of newspapers, magazines and books. The Group also manages the electronic ticket sales platform and ticket sales sites in Estonia and Latvia. Ekspress Grupp that launched its operations in 1989 employs 1400 people, owns leading web media portals in the Baltic States and publishes the most popular daily and weekly newspapers as well



as the majority of the most popular magazines in Estonia.

