

Company AS TALLINNA SADAM  
Type Company Release  
Category Announcement of General Meeting  
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Attachments:

- ASTallinna-10001926221-en.pdf (<http://oam.fi.ee/en/download?id=3895>)
- ASTallinna-10001926222-en.pdf (<http://oam.fi.ee/en/download?id=3896>)
- ASTallinna-10001926224-et.pdf (<http://oam.fi.ee/en/download?id=3897>)
- ASTallinna-10001926225-et.pdf (<http://oam.fi.ee/en/download?id=3898>)

Currency

Title Resolutions of the Annual General Meeting of AS Tallinna Sadam

The annual general meeting of AS Tallinna Sadam, registration code 10137319, address Sadama 25, 15051 Tallinn, was held on 14 May 2019 convening at 10.00 in Kultuurikatel (Põhja pst 27a, Tallinn).

The notice on calling the annual general meeting was published on 22 April 2019 in the stock exchange information system, on Tallinna Sadam website and in the daily newspaper "Postimees".

A total of 149 shareholders participated and were represented at the meeting, with their corresponding shares representing a total of 214 935 132 votes. This means 81,72% of the votes determined by shares were represented at the meeting.

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

1. Approval of the Annual Report 2018

With 214 930 429, i.e. 100,00% votes in favour, to approve the Annual Report 2018 of AS Tallinna Sadam, as presented to the general meeting.

1. Profit allocation

With 214 909 698, i.e. 99,99% votes in favour, to approve the net profit of the financial year of 2018 in the amount of 24 423 303 euros and the retained earnings of 42 100 654 euros and to pay dividends to the shareholders 0.134 euros per share, in the total amount of 35 242 000 euros.

The list of shareholders entitled to receive dividends will be established as at 28 May 2019 at the end of the working day of the settlement system.



Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 27 May 2019. From that day the person acquiring the shares will not have the right to receive dividends for the financial year 2018. Dividends shall be disbursed to the shareholders on 4 June 2019.

#### 1. Change of the Rules of Procedure of the Supervisory Board

With 206 442 366, i.e. 96,05% votes in favour, to invalidate the rules of procedure of the Supervisory Board of AS Tallinna Sadam approved by the decision of the sole shareholder on 25 April 2011 and to approve the rules of procedure of the Supervisory Board of AS Tallinna Sadam in the new version as submitted to the general meeting.

#### 1. Formation of the Nomination Committee of the members of the Supervisory Board

To form a Nomination Committee of AS Tallinna Sadam (hereinafter "the Nomination Committee") with the purpose of making proposals for the election, recall and remuneration of the members of the Supervisory Board of AS Tallinna Sadam (hereinafter referred to as "the Supervisory Board"). The Nomination Committee consists of representatives of the shareholders and aims to ensure the composition of the Supervisory Board as a unified team and to evaluate the compatibility of the candidates of the members of the Supervisory Board before they are proposed to the general meeting in order to ensure the effective interaction of the proposed Supervisory Board to achieve the company's goals. To appoint following persons as the members of the Nomination Committee:

1. Erkki Raasuke, Chairman of the Nomination Committee established by the Estonian Government;
2. Veiko Tali, Secretary-General of the Ministry of Finance;
3. Ando Leppiman, Secretary-General of the Ministry of Economic Affairs and Communications;
4. Sven Kuning, Management Board Member of SEB Varahalduse AS;
5. Elena Kiseleva, Principal Banker of Transport Team of European Bank of Reconstruction and Development.

To approve the rules of procedure of the Nomination Committee of AS Tallinna Sadam as set out in Annex 4.1.

211 085 739 votes, i.e. 98,21% of the votes represented at the meeting were given by the shareholders in favour of the resolution.

The minutes of the general meeting shall be made public at Tallinna Sadam investor web site <https://investor.ts.ee/> within 2 (two) days from the date of the general meeting.

Tallinna Sadam is one of the largest cargo- and passenger port complexes in the Baltic Sea region, which in 2018 serviced 10.6 million passengers and 20.6 million tons of cargo. 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 construction services in Estonia and offshore projects abroad. Tallinna Sadam group is also a shareholder of an associate AS Green Marine, which provides waste management services. Tallinna Sadam group's sales in 2018 totaled EUR 130.6 million, adjusted EBITDA EUR 74.4 million and net profit EUR 24.4 million.

Additional information:

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