

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
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Attachments:

- EkspressGr-10003386681-en.pdf (<http://oam.fi.ee/en/download?id=4574>)
- EkspressGr-10003386682-en.pdf (<http://oam.fi.ee/en/download?id=4575>)
- EkspressGr-10003386683-en.pdf (<http://oam.fi.ee/en/download?id=4576>)
- EkspressGr-10003386684-en.pdf (<http://oam.fi.ee/en/download?id=4577>)
- EkspressGr-10003386685-en.pdf (<http://oam.fi.ee/en/download?id=4578>)
- EkspressGr-10003386686-en.docx (<http://oam.fi.ee/en/download?id=4579>)
- EkspressGr-10003386687-en.docx (<http://oam.fi.ee/en/download?id=4580>)
- EkspressGr-10003386688-en.docx (<http://oam.fi.ee/en/download?id=4581>)
- EkspressGr-10003386689-en.pdf (<http://oam.fi.ee/en/download?id=4582>)
- EkspressGr-100033866811-et.pdf (<http://oam.fi.ee/en/download?id=4583>)
- EkspressGr-100033866812-et.pdf (<http://oam.fi.ee/en/download?id=4584>)
- EkspressGr-100033866813-et.pdf (<http://oam.fi.ee/en/download?id=4585>)
- EkspressGr-100033866814-et.pdf (<http://oam.fi.ee/en/download?id=4586>)
- EkspressGr-100033866815-et.pdf (<http://oam.fi.ee/en/download?id=4587>)
- EkspressGr-100033866816-et.docx (<http://oam.fi.ee/en/download?id=4588>)
- EkspressGr-100033866817-et.docx (<http://oam.fi.ee/en/download?id=4589>)
- EkspressGr-100033866818-et.docx (<http://oam.fi.ee/en/download?id=4590>)
- EkspressGr-100033866819-et.pdf (<http://oam.fi.ee/en/download?id=4591>)

Currency

Title Notice on convening Annual General Meeting of Shareholders

Notice is hereby given that the Management Board of AS Ekspress Grupp (registry code 10004677, official address Parda 6, 10151 Tallinn) convenes the Annual General Meeting of Shareholders, which will be held on 17(th) of June, 2020 at 10:00 at the seat of AS Ekspress Grupp, in the city of Tallinn, Parda 6, 6(th) floor. The registration of participants in the Meeting will commence at 9:30 at the location of the Meeting.

The Management Board asks the shareholders to consider that due to the COVID-19 pandemic caused by the coronavirus it is advisable to minimize the extent of and participation in physical gatherings. Therefore, the Management Board urges the shareholders to vote on the draft resolutions prepared in respect to the items on the agenda of the general meeting using electronic means prior to the general meeting, and not to participate the general meeting in person.



In order to vote using electronic means the shareholders are to fill in a voting ballot - the ballot is attached to the notice on convening the general meeting both on the website of Nasdaq Baltic stock exchange (<https://nasdaqbaltic.com/>) (https://www.globenewswire.com/Tracker?data=LkCE02RXdFwE9joK6UO3K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHAN5n8zEH8BupNE=))) as well as of Ekspress Grupp (<http://egrupp.ee/en>). The filled in ballot shall be signed digitally and sent to the Management Board by e-mail at egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>) by no later than on 16 June 2020 at 16:00. The exact procedure of the organisation of the electronic voting is also attached to the notice on convening the general meeting on the aforementioned websites.

In order to protect the participants of the general meeting, the Management Board affirms that appropriate measures will be taken on the site of the meeting to minimize the possibility of spreading the coronavirus. Appropriate disinfectants and personal protective equipment shall be provided on site of the meeting. We will update the measures to be taken as needed according to the overall situation and possible societal restrictions at the time of the meeting.

Pursuant to the decision of the Supervisory Board of AS Ekspress Grupp, the Agenda of the Annual General Meeting of Shareholders is as follows:

1. The approval of the 2019 annual report of AS Ekspress Grupp.
2. The approval of the proposal for distribution of profits.
3. Election of the member of the Supervisory Board.
4. Remuneration of the member of the Supervisory Board.
5. Appointing the auditor for auditing the financial years covering the period from 01.01.2020 - 31.12.2023.
6. Amendment of the Articles of Association.

The management board of AS Ekspress Grupp makes the following proposals to the shareholders about the items of the agenda:

1. The approval of the 2019 annual report of AS Ekspress Grupp.

To approve the 2019 annual report of AS Ekspress Grupp for the financial year from 1(st) of January 2019 to 31(st) of December 2019.

2. The approval of the proposal for distribution of profits.

To approve the Profit Distribution Proposal for 2019. To distribute total 1 394 thousand euros as follows: to increase statutory reserve by 70 thousand euros; the remaining 1 324 thousand euros to be allocated to the retained earnings.

3. Election of the member of the Supervisory Board.

To elect Priit Rohumaa (personal code 37504030225) as the Member of the Supervisory Board for the five years until 16.06.2025.

4. Remuneration of the member of the Supervisory Board.



To remunerate Priit Rohumaa as follows: the monthly remuneration to be paid is 1000 euros.

5. Appointing the auditor for auditing the financial years covering the period from 01.01.2020 - 31.12.2023.

To appoint KPMG Baltics OÜ (registry code 10096082) to serve as the auditor of AS Ekspress Grupp for the period 01.01.2020 - 31.12.2023 and to pay to the audit firm for auditing as per contract to be entered into with KPMG Baltics OÜ.

6. Amendment of the Articles of Association

To amend the Articles of Association as follows:

1. To consider clause 2.2 to be correct as follows:

2.2. The Company has one class of registered shares with the nominal value of EUR 0.60. Every share grants one vote at the general meeting.

1. To delete former clause 2.4.

2. To add clause 2.5 and 2.7 as follows:

2.5. The Company may issue, for a conditional increase of the share capital, bonds by a resolution of the general meeting, the holders of which have the right to convert their bonds to shares (convertible bond).

2.7. The equity of the Company shall also include a voluntary reserve. The voluntary reserve shall be formed from the contributions of shareholders and other persons. Contributions and other allocations to the voluntary reserve may be made in cash and other assets. Contributions and other allocations shall be made pursuant to the resolution of the general meeting. Payments from the voluntary reserve may be made to the shareholders pursuant to the resolution of the general meeting according to the number of shares held by the shareholders. Payments may be made if it does not result in the net assets of the public limited company falling below the amount of the share capital and the legal reserve. Interest shall neither be calculated nor paid from the contributions made to the voluntary reserve.

1. To delete former clauses 4.6 and 4.7.

2. To change clause 5.6 and consider it right as follows:

5.6. A resolution of the Supervisory Board shall be considered as adopted, if more than one-half of the members of the Supervisory Board participating in the voting vote in favour. The Supervisory Board has the right to adopt resolutions without calling a meeting either by e-mail voting or by a written decision. A member of the Supervisory Board shall not take part in voting, if the decision to be voted on concerns the granting of consent for the conclusion of a transaction between the member of the Supervisory Board and the Company or the



granting of consent for the conclusion of a transaction between a third person and the Company, if the interests of the member of the Supervisory Board arising from the transaction are in conflict with the interests of the Company.

1. To change clauses 5.8.5-5.8.8 and consider them right as follows:

5.8.5. the making of investments exceeding a prescribed sum expenditure for the financial year;

5.8.6. the taking of loans or any other debt obligations exceeding a prescribed sum for the financial year;

5.8.7. the granting of loans or the securing of debt obligations if this is beyond the scope of everyday economic activities, except the granting and securing of loans inside the group;

5.8.8. the transfer or encumbrance of immovable property or movable property subject to entry into the register.

1. To amend section 7 and consider it right as follows:

7. REPORTING

7.1. The financial year of the Company begins on 1 January and ends on 31 December.

7.2. The Management Board shall prepare an annual report and shall present it with the auditor's report to the Supervisory Board and to the general meeting.

7.3. The Supervisory Board shall review the annual report and prepare a written statement, which shall be presented to the general meeting. In the said statement, the Supervisory Board shall indicate whether it approves the annual report prepared by the Management Board. The statement shall also contain information concerning the activities of the Supervisory Board in the organisation and management of the operations of the Company.

7.4. The annual report shall be approved by the general meeting.

The circle of shareholders entitled to attend the Annual General Meeting will be determined seven days prior to the General Meeting, i.e. on 9(th) June, 2020 at the end of the working day of the settlement system.

All documents concerning the Annual General Meeting of the Shareholders of AS Ekspress Grupp, including draft resolutions, are available 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=))).

At the Meeting, the shareholders are entitled to receive information on the activities of AS Ekspress Grupp from the Management Board. If the Management Board of AS Ekspress Grupp refuses to provide information, the shareholders may demand that the General Meeting decides on the legitimacy of their demand, or submit, within two weeks, an application to court in proceedings on petition to



require the Management Board to provide the information.

Shareholders whose shares represent at least 1/20 of the share capital are entitled to present a draft resolution on each agenda item to AS Ekspress Grupp at least 3 days prior to the General Meeting, i.e. until 13(th) June, 2020, by submitting it in writing to e-mail address: egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>).

Shareholders whose shares represent at least 1/20 of the share capital are entitled to request the inclusion of additional items in the agenda of the General Meeting of AS Ekspress Grupp, provided that the request is submitted 15 days prior to the General Meeting at the latest, i.e. until 1(st) June, 2020, by submitting it in writing to e-mail address: egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>).

As at 22(nd) May, 2020, the share capital of AS Ekspress Grupp is 17,878,104.60 euros. The total number of shares is 29,796,841, with each share granting one vote. The right to vote is not granted to AS Ekspress Grupp's 17,527 own shares.

For the registration of participants in the Annual General Meeting of Shareholders, we kindly ask:

- * shareholders who are natural persons to present an identity document (e.g. passport or ID card) and representatives of shareholders who are natural persons to present an identity document and a written document certifying their authorisation;
- * representatives of shareholders who are legal persons to present an extract (or other such document) from the relevant (commercial) register where the legal person is registered (issued no more than 7 days prior to presenting), and the identity document of the representative. 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. Transactional representatives of shareholders who are legal persons must, in addition to the aforementioned documents, present a written document certifying their authorisation. AS Ekspress Grupp may also register a shareholder who is a legal person in a foreign country as a participant in the General Meeting 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.

Prior to the General Meeting, shareholders may give notice of the appointment of a representative and the withdrawal by the principal of the authorisation via e-mail to the address egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>) or by delivering the aforementioned document(s) to the seat of AS Ekspress Grupp at Parda 6, Tallinn, 6(th) floor (on business days from 10:00 to 16:00) by 16:00 on 16(th) June, 2020 at the latest, using the templates available on the homepage of AS Ekspress Grupp, www.egrupp.ee (<http://www.egrupp.ee>). Information on the procedure of appointment and revocation of the authorisation of representatives



is available on the homepage of AS Ekspress Grupp, www.egrupp.ee (<http://www.egrupp.ee>). It is possible to vote at the general meeting using electronic means prior to the general meeting in accordance with the electronic voting procedure approved by the Management Board. It is not possible to vote at the general meeting by mail.

Mari-Liis Rüütsalu
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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 and magazines and provision of printing services in Estonia, Latvia and Lithuania. The Group also manages the electronic ticket sales platform and ticket sales sites in Latvia. Ekspress Grupp that launched its operations in 1989 employs almost 1700 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.

