

Company AS Ekspress Grupp
Type Company Release
Category Announcement of General Meeting
Disclosure time 07 Sep 2020 09:00:00 +0300

Attachments:

- EkspressGr-10004160371-en.pdf (<http://oam.fi.ee/en/download?id=4846>)
- EkspressGr-10004160372-en.pdf (<http://oam.fi.ee/en/download?id=4847>)
- EkspressGr-10004160373-en.pdf (<http://oam.fi.ee/en/download?id=4848>)
- EkspressGr-10004160374-en.pdf (<http://oam.fi.ee/en/download?id=4849>)
- EkspressGr-10004160375-en.docx (<http://oam.fi.ee/en/download?id=4850>)
- EkspressGr-10004160376-en.docx (<http://oam.fi.ee/en/download?id=4851>)
- EkspressGr-10004160377-en.docx (<http://oam.fi.ee/en/download?id=4852>)
- EkspressGr-10004160378-en.pdf (<http://oam.fi.ee/en/download?id=4853>)
- EkspressGr-100041603710-et.pdf (<http://oam.fi.ee/en/download?id=4854>)
- EkspressGr-100041603711-et.pdf (<http://oam.fi.ee/en/download?id=4855>)
- EkspressGr-100041603712-et.pdf (<http://oam.fi.ee/en/download?id=4856>)
- EkspressGr-100041603713-et.pdf (<http://oam.fi.ee/en/download?id=4857>)
- EkspressGr-100041603714-et.docx (<http://oam.fi.ee/en/download?id=4858>)
- EkspressGr-100041603715-et.docx (<http://oam.fi.ee/en/download?id=4859>)
- EkspressGr-100041603716-et.docx (<http://oam.fi.ee/en/download?id=4860>)
- EkspressGr-100041603717-et.pdf (<http://oam.fi.ee/en/download?id=4861>)

Currency

Title Notice on convening Extraordinary 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 Extraordinary General Meeting of Shareholders, which will be held on 29(th) of September, 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 disease 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 have 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=LkCE02RXdFwE9joK6U03K9ie4IocDSdwC7h_10qVN05TDLqRFzOX-n6V7G14FVs5mCXcekLzvlj_SfEilR6SEB4uVu7NHan5n8zEH8BupNE=))) as well as of Ekspress Grupp (<http://egrupp.ee/en>), and forward it by e-mail to egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>) no later than 16.00 on 28 September 2020 either

1. signed digitally

or

1. scanned with a hand-written signature and with a copy of the personal information page of the identical document.

In addition to the voting ballot, the authorized representative of the shareholder has to submit a valid power of attorney in Estonian or in English in a form which can be reproduced in writing. The shareholder may use the template of power of attorney which is available on the homepage of Ekspress Grupp. In the case of a shareholder registered in a foreign country, please present in addition to the voting ballot a copy of the valid extract from the relevant commercial register which shows the representative's right to represent the shareholder (statutory power of attorney). The extract must be in English or translated into Estonian or English by a sworn translator or an official treated as such.

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.

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

1. Implementation of the share option program approved on 13.06.2017 and amendment of the shareholders' general meeting resolution adopted on 13.06.2017
2. Preclusion of the shareholders' preferential right to subscribe shares with regard to the shares to be issued for implementation of the 13.06.2017 share option program
3. Amendment of the Articles of Association
4. Approval of the new share option program

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

1. Implementation of the share option program approved on 13.06.2017 and amendment of the shareholders' general meeting resolution adopted on 13.06.2017

To approve the following activities required for the implementation of the



option program:

1.1. Ekspress Grupp issues up to 1.3 million new shares with the nominal value of 0.6 euro each share. The shares are issued to the option program organizer chosen by the supervisory board.

1.2. Ekspress Grupp concludes an agreement on organising of the implementation of the option program with a trustworthy third party (option program organizer). Under the agreement the option program organizer obliges to purchase the shares issued for the implementation of the option program and sell these back to Ekspress Grupp for the nominal price of the shares and on the terms agreed upon between the parties.

1.3. To amend point 4.10 of the resolution of AS Ekspress Grupp annual shareholders' general meeting dated 13.06.2017 and to phrase it as follows:

4.10. For implementation of the share option program the company obtains up to 1.3 million company's own shares from the option program organizer in the period starting from the adoption of this resolution until 01.04.2021. The minimum and maximum acquisition price of own shares is the nominal price. AS Ekspress Grupp shall pay for the shares from assets exceeding the share capital and the legal reserve. The shares may not be encumbered with rights of third persons.

2. Preclusion of the shareholders' preferential right to subscribe shares with regard to the shares to be issued for implementation of the 13.06.2017 share option program.

To exclude the shareholders' preferential right to subscribe shares which are issued for the implementation of the share option program approved on 13.06.2017.

3. Amendment of the Articles of Association.

To add clause 5.9 to the Articles of Association in the following wording:

5.9. The Supervisory Board shall have the right, during a period of three years from the moment of entry into force of this wording of the Articles of Association, to increase the share capital by contributions of up to EUR 780,000 (seven hundred and eighty thousand).

4. Approval of the new share option program.

To approve the share option program of AS Ekspress Grupp for the period 2021-2023.

The circle of shareholders entitled to attend the Extraordinary General Meeting will be determined seven days prior to the General Meeting, i.e. on 22(nd) September, 2020 at the end of the working day of the settlement system.



All documents concerning the Extraordinary 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=LkCE02RXdFwE9joK6UO3K9ie4IocDSdwC7h_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 26(th) September, 2020, by submitting it in writing to e-mail address: egrupp@egrupp.ee (<mailto:egrupp@egrupp.ee>).

As at 7(th) September, 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 Extraordinary General Meeting of Shareholders, we kindly ask:

- * The shareholders who are natural persons to present an identity document (e.g. passport or ID card) and the representatives of the shareholders who are natural persons to submit an identity document and a document in Estonian or English in a form which can be reproduced in writing certifying their authorisation;
- * The representatives of the shareholders who are foreign legal persons to submit a copy of the valid extract from the relevant commercial register which shows the representative's right to represent the shareholder (statutory power of attorney). The extract must be in English or translated into Estonian or English by a sworn translator or an official treated as such.
- * The authorised representatives of the shareholders to additionally submit a valid document certifying their authorisation in Estonian or English in a form which can be reproduced in writing. The shareholders may use the template of the power of attorney which is available on the homepage of Ekspress Grupp. Before the general meeting, the shareholders may notify of appointment of a representative and withdrawal of the power of attorney by the person to be represented by e-mail at the address egrupp@egrupp.ee or have the above document(s) delivered to the office of AS Ekspress Grupp at Parda 6, Tallinn 10151, 5th floor (on working days between 10.00 and 16.00)



no later than 16.00 on 28 September 2020.

It is not possible to vote at the general meeting by mail.

AS Ekspress Grupp shall reserve the right not to convene the general meeting if it is evident that due to new government restrictions or other reasons the organisation of the meeting is not reasonably practicable.

Mari-Liis Rüütsalu

AS Ekspress Grupp

Chairman of the Management Board

+372 512 2591

mariliis.ryytsalu@egrupp.ee (mailto:mariliis.ryytsalu@egrupp.ee)

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.

