

Company AS BALTIKA
Type Company Release
Category Announcement of General Meeting
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Attachments:

- Baltika-10004490001-en.doc (<http://oam.fi.ee/en/download?id=5097>)
- Baltika-10004490002-en.doc (<http://oam.fi.ee/en/download?id=5098>)
- Baltika-10004490003-en.pdf (<http://oam.fi.ee/en/download?id=5099>)
- Baltika-10004490004-en.pdf (<http://oam.fi.ee/en/download?id=5100>)
- Baltika-10004490006-et.pdf (<http://oam.fi.ee/en/download?id=5101>)
- Baltika-10004490007-et.doc (<http://oam.fi.ee/en/download?id=5102>)
- Baltika-10004490008-et.doc (<http://oam.fi.ee/en/download?id=5103>)
- Baltika-10004490009-et.pdf (<http://oam.fi.ee/en/download?id=5104>)

Currency

Title ADOPTION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF AS BALTIKA

The Management Board of AS Baltika, registry code 10144415, address Valukoja tn 10, 11415 Tallinn, proposes to the shareholders to adopt resolutions of the shareholders without convening a meeting pursuant to § 299(1) of the Commercial Code. The proposal to adopt resolutions without convening a general meeting of shareholders is for the convenience of shareholders and to avoid gatherings due to COVID-19 pandemic.

Any questions of shareholders relating to the resolution proposed can be sent in advance to the e-mail baltika@baltikagroup.com (<mailto:baltika@baltikagroup.com>) until 12 January 2021 and answers to all relevant questions will be made public on website of AS Baltika on www.baltikagroup.com (<http://www.baltikagroup.com>) .

The list of shareholders entitled to vote the shareholders' resolutions will be fixed on 12 January 2021 at the end of the business day of the NASDAQ CSD settlement system.

Resolutions of the shareholders can be voted in the period from 13(th) January 2021 to 19(th) January 2021 (inclusive). If a shareholder abstains, he/she shall be deemed to have voted against the resolutions. A shareholder has two options for giving his/her vote:

1. By e-mail to baltika@baltikagroup.com (<mailto:baltika@baltikagroup.com>) during the voting period, by sending a



digitally signed or signed on paper and scanned voting ballot filled in by the voting shareholder or his/her authorized representative.

2. By submitting or sending filled-in voting ballot signed by hand by the voting shareholder or his/her authorized representative to the head-office of AS Baltika at Valukoja tn 10, 11415 Tallinn so that it arrives no later than 19 January 2021 at 4 pm (EET). In the absence of technical means, it is possible to fill in and sign the voting ballot at the office of AS Batika at the above address on working days between 9.00 and 16.00 (EET).

In order to enable the identification of a shareholder, the voting ballot sent by e-mail must be digitally signed. When sending a paper-signed and scanned voting ballot by e-mail or sending a paper-signed voting ballot by post, a copy of the personal data page (incl. document validity date) of the shareholder's or his / her representative's identity document (e.g. passport or ID card) must be sent with the voting ballot. The shareholder's representative must also forward a valid power of attorney in Estonian or English in a form that can be reproduced in writing. The shareholder may use a power of attorney form, which is available on website of AS Baltika on www.baltikagroup.com (<http://www.baltikagroup.com>).

If the shareholder is a legal entity registered in a foreign country, please forward a copy of the extract from the relevant foreign commercial register, which shows the right of the representative to represent the shareholder (legal authorization). The statement must be in English or translated into Estonian or English by a sworn translator or an official equivalent to a sworn translator.

The proposals of the Management Board approved by the Supervisory Board are as follows:

1. Approval of Management Board member's share option

To approve AS Baltika Management Board member Flavio Perini share option on the terms provided at the homepage.

1. Preclusion of the pre-emptive right of the shareholders to subscribe shares

To preclude the pre-emptive right of the shareholders to subscribe the shares issued in the course of performance of the option agreement specified in point 1 above by AS Baltika.

3. Amendment of Articles of Association

To amend clause 3.2.5 of the Articles of Association of AS Baltika and to approve the new wording of clause 3.2.5 as follows:

3.2.5. The Supervisory Council of the Company shall have the right within three years after the date the amendments to the Articles of Association made by the general meeting of shareholders on 19 January 2021 became effective, to increase the Share Capital by up to 5%, but in any case not more than one half



of the Share Capital, which existed at the time the Supervisory Council received the right to increase the Share Capital."

Management Board member option terms, new version of the articles of association and voting ballots will be available to the shareholders from the date of the release of this notice at the website of AS Baltika on www.baltikagroup.com (<http://www.baltikagroup.com/>) and at the website of the NASDAQ CSD SE Estonian branch on www.nasdaqbaltic.com (<http://www.nasdaqomxbaltic.com/>).

The resolutions adopted by the shareholders will be published as a stock exchange announcement and on the website of AS Baltika no later than 26(th) January 2021 in accordance with Commercial Code § 299(1) (6).

Flavio Perini

Member of the Management Board, CEO

flavio.perini@baltikagroup.com (<mailto:flavio.perini@baltikagroup.com>)

