

Company AS MERKO EHITUS
Type Company Release
Category Announcement of General Meeting
Disclosure time 07 Apr 2021 07:05:00 +0300

Attachments:

- 2020 Merko Ehitus annual report.pdf (<http://oam.fi.ee/en/download?id=5375>)
- 2021 AS Merko Ehitus shareholders draft resolutions deadline 05.05.2021.pdf (<http://oam.fi.ee/en/download?id=5376>)
- 2021 04 06 Decisions of the Supervisory Board meeting of AS Merko Ehitus.pdf (<http://oam.fi.ee/en/download?id=5377>)
- 2021 Information on shares and total number of votes, linked to the shares.pdf (<http://oam.fi.ee/en/download?id=5378>)
- 2021 Power of Attorney.docx (<http://oam.fi.ee/en/download?id=5379>)
- 2021 Voting ballot.docx (<http://oam.fi.ee/en/download?id=5380>)
- 2020 Merko Ehitus aastaaruanne.pdf (<http://oam.fi.ee/en/download?id=5381>)
- 2021 AS Merko Ehitus aktsionäride otsuste eelnoud tähtaeg 05.05.2021.pdf (<http://oam.fi.ee/en/download?id=5382>)
- 2021 04 06 AS Merko Ehitus noukogu otsused ja aruanne.pdf (<http://oam.fi.ee/en/download?id=5383>)
- 2021 Teave aktsiate ja häälte koguarvu kohta.pdf (<http://oam.fi.ee/en/download?id=5384>)
- 2021 Volikiri.docx (<http://oam.fi.ee/en/download?id=5385>)
- 2021 Hääletussedel.docx (<http://oam.fi.ee/en/download?id=5386>)

Currency

Title Notice of adoption of resolutions of shareholders of AS Merko Ehitus without convening a

The Management Board of AS Merko Ehitus, registry code 11520257, seated at Järvevana tee 9G, Tallinn, 11314, proposes to the shareholders to adopt resolutions without convening a meeting in accordance with § 299(1) of the Commercial Code. The Management Board is making this proposal in order to avoid physical gatherings during the COVID-19 corona pandemic.

The shareholders have the possibility to vote in favour or opposed to the resolutions either by mail or e-mail using a voting ballot, which is published on Merko Ehitus homepage group.merko.ee/en/general-meeting-of-shareholders/ and attached to the notice of adoption of resolutions on Nasdaq Baltic homepage (nasdaqbaltic.com (<https://nasdaqbaltic.com/>)). The filled in ballot together with the documents to enable identification of the shareholder and to certify the right of representation must be forwarded to the Management Board of AS Merko Ehitus by 5 May 2021 at 9:00 AM (here and hereafter Estonian time) in accordance with the procedure specified below. If a shareholder does not give notice of whether they



are in favour of or opposed to the resolution during this term, it shall be deemed that they have voted against the resolution.

The set of shareholders, entitled to adopt the resolutions, will be determined 7 days before the term by which the shareholder must present their position, i.e. 28 April 2021 at the close of the business of the Nasdaq CSD Estonia settlement system.

Merko Ehitus shall disclose the resolutions with a stock exchange announcement and on the company's homepage no later than on 12 May 2021 in accordance with § 299(1) (6) of the Commercial Code.

No later than on 4 May 2021, the Management Board of Merko Ehitus shall publish an overview of 2020 economic results and future outlook on Merko Ehitus homepage (group.merko.ee/en/general-meeting-of-shareholders (<https://group.merko.ee/en/general-meeting-of-shareholders/>)) and with a stock exchange announcement on Nasdaq Baltic homepage (nasdaqbaltic.com (<https://nasdaqbaltic.com/>)).

Supervisory Board approved Management Board proposals for the draft resolutions to be adopted:

1. Approval of the annual report for the financial year 2020

To approve the annual report for the financial year 2020 of AS Merko Ehitus.

2. Distribution of profits:

(i) to approve the net profit of EUR 22,993,990 for the financial year 2020;
(ii) to pay a total of EUR 17,700,000, which is EUR 1.00 per share, as dividends to the shareholders from net profit brought forward;

- * shareholders, entered into the share register of AS Merko Ehitus on 7 June 2021, at the close of the business of the settlement system, will be entitled to dividends;
- * consequently, the day of change of the rights related to the shares (ex-date) is on 4 June 2021; from this date onwards, the person acquiring the shares will not have the right to receive dividends for the financial year 2020.
- * dividends will be paid to the shareholders on 18 June 2021 by transferring the respective amount to the shareholder's bank account, which is linked to the securities account;

(iii) to leave the outstanding net profit undistributed.

3. Appointment of auditor for the financial years of 2021-2022

To appoint the audit firm AS PricewaterhouseCoopers as the auditor of AS Merko Ehitus for the financial years of 2021 and 2022 and to pay to the audit firm for



auditing as per contract to be entered into with AS PricewaterhouseCoopers.

Organisational issues

Forwarding of the voting ballot and accompanying documents

The filled in voting ballot and accompanying documents can be forwarded to the Management Board either by e-mail or on paper. The Management Board asks the shareholders to prefer forwarding the ballots by e-mail and signed digitally, if possible.

If the shareholder forwards the filled in ballot to the Management Board by e-mail:

- * the 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 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). If the type of representation is other than legal representation, a suitably prepared power of attorney must also be submitted in a format which can be reproduced in writing, in addition to the excerpt from a register. Please legalise the registration documents of a legal person, registered in a foreign country (with the exception of unattested power of attorney), or have them apostilled, if not provided otherwise by an international treaty. 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 Merko Ehitus may also deem the shareholder's voting right to be proven, if all the required information on the legal person and the representative concerned are given in a notarised power of attorney, issued to the representative in a foreign country, and the power of attorney is recognised in Estonia.
- * the ballot and accompanying documents or their copies are requested to be forwarded to e-mail address group@merko.ee (<mailto:group@merko.ee>) by no later than 5 May 2021 at 9:00 AM.



If the shareholder forwards the filled in ballot to the Management Board by mail:

- * the ballot must be filled in and signed by hand.
- * together with the ballot, 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 must be submitted (among else, the copy needs to display the expiration date and the person's specimen signature).
- * representative of a shareholder must forward the same accompanying documents or their copies as described above, if the ballot is presented by e-mail.
- * the ballot and accompanying documents or their copies are requested to be forwarded to the address of AS Merko Ehitus, Pärnu mnt 141, 11314 Tallinn, Estonia, so that they arrive no later than on 5 May 2021 at 9:00 AM.

In order to assign a representative, the shareholder may use the template for power of attorney, which is published on Merko Ehitus homepage group.merko.ee/en/general-meeting-of-shareholders (<https://group.merko.ee/en/general-meeting-of-shareholders/>) and attached to the notice of adoption of resolutions on Nasdaq Baltic stock exchange homepage (nasdaqbaltic.com (<https://nasdaqbaltic.com/>)).

Documents related to resolutions

The draft resolutions and documents related thereto, the annual report for the financial year 2020, the auditor's report, the proposal for distribution of profit, and the report on the activities of the Supervisory Board in the financial year 2020, are available as attached to the stock exchange announcement about the notice of adoption of resolutions published on Nasdaq Baltic stock exchange homepage nasdaqbaltic.com (<https://nasdaqbaltic.com/>), and on Merko Ehitus homepage (group.merko.ee/en/general-meeting-of-shareholders (<https://group.merko.ee/en/general-meeting-of-shareholders/>)).

Questions related to resolutions and adoption procedure

Questions related to the resolutions and the adoption procedure may be submitted to e-mail address group@merko.ee (<mailto:group@merko.ee>) until the deadline given to the shareholders to present their position. The questions and answers will be disclosed on Merko Ehitus homepage (group.merko.ee/en/general-meeting-of-shareholders (<https://group.merko.ee/en/general-meeting-of-shareholders/>)).

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AS Merko Ehitus ([group.merko.ee](http://group.merko.ee/en/) (<https://group.merko.ee/en/>)) group consists of AS Merko Ehitus Eesti in Estonia, SIA Merks in Latvia, UAB Merko Statyba in Lithuania and Peritus Entreprenør AS in Norway. Besides providing construction



service as a main contractor, the group's other major area of activity is apartment development. As at the end of 2020, the group employed 666 people, and the group's revenue for 2020 was EUR 316 million.

