

Draft resolutions of the Annual General Meeting of AS Ekspress Grupp

AS EKSPRESS GRUPP
Annual General Meeting of Shareholders
Tallinn, 2nd of May, 2022

1. The approval of the 2021 annual report of AS Ekspress Grupp

To approve the 2021 annual report of AS Ekspress Grupp for the financial year from 1st of January 2021 to 31st of December 2021.

2. The approval of the proposal for distribution of profits

Draft resolution 1

To approve the Profit Distribution Proposal for 2021. To distribute total EUR 2.24 million as follows:

- to increase statutory reserve by EUR 0.11 million;
- to pay dividends 5 (five) euro cents per share in total amount of EUR 1.52 million;
- the remaining EUR 0.61 million to be allocated to the retained earnings.

Shareholders, entered into the share register of AS Ekspress Grupp on 16 May 2022, at the close of the business of the settlement system, will be entitled to dividends. The day of change of the rights related to the shares (ex-date) is on 13 May 2022; from this date onwards, the person acquiring the shares will not have the right to receive dividends. Dividends will be paid to the shareholders on 20 May 2022 to the shareholder's bank account, which is linked to the securities account.

Draft resolution 2

To approve the Profit Distribution Proposal for 2021. To distribute total EUR 2.24 million as follows:

- to increase statutory reserve by EUR 0.11 million;
- to pay dividends 8 (eight) euro cents per share in total amount of EUR 2.42 million, of which EUR 2.13 million is distributed from the 2021 profit and EUR 0.29 million distributed from the retained earnings.

Shareholders, entered into the share register of AS Ekspress Grupp on 16 May 2022, at the close of the business of the settlement system, will be entitled to dividends. The day of change of the rights related to the shares (ex-date) is on 13 May 2022; from this date onwards, the person acquiring the shares will not have the right to receive dividends. Dividends will be paid to the shareholders on 20 May 2022 to the shareholder's bank account, which is linked to the securities account.

3. Determining the acquisition of AS Ekspress Grupp's own shares and laying down the terms of the share buyback program

Draft resolution 1

3.1. Approve the share buyback program of AS Ekspress Grupp's own shares under the following terms:

- AS Ekspress Grupp shall have the right to buy back a maximum of 2 500 000 own shares whereby the total amount of the nominal value of the treasury shares owned by the company may not exceed 1/10 of its share capital.
- AS Ekspress Grupp shall have the right to buy back its own shares in one or multiple transactions via buyback offer(s) targeted at all shareholders within 12 months from the date of adoption of this decision.
- The minimum amount to be paid for its own shares shall be EUR 0.60 per share and the maximum amount per share shall be the closing price on the Nasdaq Tallinn Stock Exchange plus 20% but not more than EUR 1.90 per share at the trading day preceding the announcement of each respective buyback. The total amount payable for the shares to be bought back pursuant to this decision shall be up to EUR 2 million at most. The acquisition of the shares may not lead to a reduction in net assets below the total amount of share capital and reserves, the payment of which to the shareholders is not be permitted under law or the articles of association.
- The purpose of the share buyback is to use the attractive market conditions in order to create value for the shareholders. The shares bought back will thereafter be cancelled or used for other purposes (e.g. sale or use of shares for the option program).

3.2. In accordance with this decision and applicable legal acts, authorise the Management Board to decide and carry out the share buyback, determine the share buyback price, procedure and other conditions as well as perform all other necessary procedures.

Draft resolution 2

3.1. Approve the share buyback program of AS Ekspress Grupp's own shares under the following terms:

- AS Ekspress Grupp shall have the right to buy back a maximum of 2 500 000 own shares whereby the total amount of the nominal value of the treasury shares owned by the company may not exceed 1/10 of its share capital.
- AS Ekspress Grupp shall have the right to buy back its own shares in one or multiple transactions via buyback offer(s) targeted at all shareholders within 12 months from the date of adoption of this decision.
- The minimum amount to be paid for its own shares shall be EUR 0.60 per share and the maximum amount per share shall be the closing price on the Nasdaq Tallinn Stock Exchange plus 20% but not more than EUR 1.90 per share at the trading day preceding the announcement of each respective buyback. The total amount payable for the shares to be bought back pursuant to this decision shall be up to EUR 1 million at most. The acquisition of the shares may not lead to a reduction in net assets below the total amount of share capital and reserves, the payment of which to the shareholders is not be permitted under law or the articles of association.
- The purpose of the share buyback is to use the attractive market conditions in order to create value for the shareholders. The shares

bought back will thereafter be cancelled or used for other purposes (e.g. sale or use of shares for the option program).

3.2. In accordance with this decision and applicable legal acts, authorise the Management Board to decide and carry out the share buyback, determine the share buyback price, procedure and other conditions as well as perform all other necessary procedures.

4. Recall of a Supervisory Board member

To recall Mr. Aleksandras Česnavičius from the Supervisory Board.

5. Remuneration of the member of the Supervisory Board

To remunerate Priit Rohumaa, the Chairman of the Supervisory Board, as follows: current monthly remuneration of EUR 1000 (gross) to be increased to EUR 3000 (gross) per month.

6. The approval of the Remuneration Policy for the Executive Management of AS Ekspress Grupp

To approve the Remuneration Policy for the Executive Management of AS Ekspress Grupp.

7. Election of the member of the Supervisory Board

To elect Triin Hertmann (personal code 48007170229) as the Member of the Supervisory Board for the five years until 2 May 2027.

8. Remuneration of the member of the Supervisory Board

To remunerate Triin Hertmann as follows: a monthly remuneration of 1,350 euros (gross) to be paid.