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**ELECTRONIC VOTING BALLOT**

FOR VOTING ON THE DRAFT RESOLUTIONS PREPARED IN RESPECT TO THE ITEMS ON THE AGENDA OF ANNUAL GENERAL MEETING OF AS EKSPRESS GRUPP, TAKING PLACE ON 17 JUNE 2020

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| --- | --- |
| **Name** of shareholder | [name] |
| **Registry code** of legal person-shareholder or **personal identification code** of natural person-shareholder *(date of birth, if no personal identification code available)* | [code] |
| **Name of representative** of shareholder *(for legal person-shareholder to be always filled in; for natural person-shareholder to be filled in only if shareholder has authorized another person to represent them)* | [representative name] |
| **Personal identification code of shareholder’s representative** (date of birth, if no personal identification code available) *(for legal person-shareholder to be always filled in; for natural person-shareholder to be filled in only if shareholder has authorized another person to represent them)* | [representative personal ID code] |
| **Basis of representation** of the shareholder’s representative, *for example member of management board, procurator, power of attorney, etc.****NB! Document certifying the right of representation must be submitted together with the ballot!*** *If the right of representation is based on registration in Estonian commercial register, document certifying the right of representation is not required.* | [basis of representation] |

On the draft resolutions prepared in respect to the items on the agenda of the general meeting my votes are as follows (vote is marked by choosing either “in favour”, “opposed” or “neutral” from the drop-down list for each draft resolution):

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| --- | --- |
| **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 1st of January 2019 to 31st of December 2019. | **--mark your vote--** |
| **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. | **--mark your vote--** |
| **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. | **--mark your vote--** |
| **4. Remuneration of the member of the Supervisory Board**To remunerate Priit Rohumaa as follows: the monthly remuneration to be paid is 1000 euros. | **--mark your vote--** |
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| **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. | **--mark your vote--** |
| **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.*  | **--mark your vote--** |

*Once the votes are marked, please save the ballot to your computer or smart device and sign it electronically. Please submit the filled in and electronically signed ballot by e-mail to address* *egrupp@egrupp.ee* *no later than on 16 June 2020 at 16:00.*