

Additional information for the Extraordinary General Meeting of Shareholders – draft resolutions

AS EKSPRESS GRUPP
Extraordinary General Meeting of Shareholders
Tallinn, 29th of September, 2020

RESOLUTION No. 1 (draft)

The General Meeting has adopted the following resolution:

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.

RESOLUTION No. 2 (draft)

The General Meeting has adopted the following resolution:

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.

RESOLUTION No. 3 (draft)

The General Meeting has adopted the following resolution:

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).

RESOLUTION No. 4 (draft)

The General Meeting has adopted the following resolution:

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