

## ANNEX 4.1.

### **Rules of procedure of the Nomination Committee of AS Tallinna Sadam**

1. The task of the Nomination Committee of AS Tallinna Sadam (hereinafter "Tallinna Sadam") is to submit a proposal concerning:
  - a) the selection of candidates for members, including for the chairman, of the Supervisory Board, and concerning the recalling of members;
  - b) the number of members of the Supervisory Board, and the duration of the members' mandate;
  - c) the rate of remuneration payable and payment rules to members of the Supervisory Board.
2. When making proposals, the Nomination Committee must follow the requirements provided with respect to members of the Supervisory Board in legislation (including the State Assets Act) and in the Articles of Association of Tallinna Sadam.
3. The Nomination Committee shall consist of five members, including two representatives of minority shareholders and three representatives of the Republic of Estonia (majority shareholder).
4. Representatives of the Republic of Estonia are based on the following positions:
  - 4.1. Chairman of the Appointment Committee established by the Estonian Government;
  - 4.2. Secretary-General of the Ministry of Finance;
  - 4.3. Secretary-General of the Ministry of Economic Affairs and Communications;Representatives of the Republic of Estonia in the Nomination Committee will be replaced according to the fulfilment of the position.
5. Representatives of minority shareholders shall be elected at the general meeting of shareholders. Representatives of minority shareholders are appointed as members of the Nomination Committee for a term of 5 years (or until the closest general meeting to 5 years of completion is held). Members of the Nomination Committee may be recalled at the general meeting.
6. The Nomination Committee shall elect a chairman from among its members who will manage the activities of the Nomination Committee.
7. The Nomination Committee may amend these Rules of Procedure by coordinating changes with the Supervisory Board.