

**Draft resolutions of the shareholders of AS Ekspress Grupp for adoption
without convening an Extraordinary General Meeting of Shareholders
(deadline 4 March 2024 at 9:00 am)**

1. Amendment of the share option program approved on 29.09.2020

To amend the point 6 of the share option program approved on 29.09.2020 and to phrase it as follows:

The vesting period of the Options shall be three years from the original vesting date of the Options, to be laid down in the option contract to be entered into with each Option Holder. The share acquisition price that the Option Holder pays upon subscription for the Shares shall be the nominal value of the Shares at the time of the issue of the Options.

The exercise of the Options and issuance of the Shares shall be performed by transferring Ekspress Grupp's own shares to the option holder and/or by an increasing of the share capital of EG and issuing of new shares to the option holder. For the new shares to be issued, the pre-emption right of the current shareholders shall be precluded pursuant to § 345 (1) of the Commercial Code. New shares shall be listed in accordance with the applicable rules and procedures.

2. Preclusion of the shareholders' preferential right to subscribe shares with regard to the shares to be issued for implementation of the 29.09.2020 share option program

To exclude the shareholders' preferential right to subscribe shares which are issued for the implementation of the share option program approved on 29.09.2020.

3. Amendment of Articles of Association

To amend clause 5.9 of the Articles of Association and to confirm it in the new wording it as follows:

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 up to EUR 160,000 (one hundred and sixty thousand).

4. Option pricing

To accept that during the execution of the option program approved on 29.09.2020, the price of own shares to be transferred and the price of shares to be issued shall be the nominal value of the shares valid at the time of the issue of the Options (item 6 of the option program).