

Draft resolutions of the Annual General Meeting of AS Ekspress Grupp

AS EKSPRESS GRUPP
Annual General Meeting of shareholders
Tallinn, 1 June 2026

Agenda item 1. Takeover of the Shares held by Minority Shareholders for monetary compensation

RESOLUTION No. 1

To approve and carry out the takeover by the main shareholder of Ekspress Grupp HHL Rühm Osaühing (registry code 10743222, address Parda tn 6, 10151 Tallinn) of the shares of Ekspress Grupp held by the remaining shareholders of Ekspress Grupp (hereinafter the **“Minority Shareholders”**) in accordance with § 363¹ and § 363⁷ of the Commercial Code under the following conditions:

- (i) the compensation to be paid to the Minority Shareholders is EUR 1.26 for each share taken over;
- (ii) the transfer of the shares to be taken over from the Minority Shareholders to HHL Rühm Osaühing and the transfer of the compensation to the Minority Shareholders will be organized by the Estonian Register of Securities (**“ERS”**) on the basis of an application by the Management Board of Ekspress Grupp. The Management Board shall submit the application to ERS within one month from the adoption of this resolution. The compensation shall be paid to the Minority Shareholders simultaneously with the transfer of the shares to be taken over to HHL Rühm Osaühing.

Agenda item 2. Termination of trading with the Shares of Ekspress Grupp on Nasdaq Tallinn Stock Exchange

RESOLUTION No. 2

To terminate the trading with the shares of Ekspress Grupp on the Baltic main list of Nasdaq Tallinn Stock Exchange and to submit a respective application to the Listing and Surveillance Committee of the Nasdaq Tallinn Stock Exchange.

Agenda item 3. Approval of the annual report of Ekspress Grupp for the financial year 2025 and the proposal for the distribution of profit

RESOLUTION No. 3

To approve the annual report of Ekspress Grupp for the financial year 1 January 2025 – 31 December 2025 and the proposal for the distribution of profit.

To distribute EUR 1.031 million as follows:

- to increase statutory reserve by EUR 0.003 million;
- the remaining EUR 1.028 million to be allocated to the retained earnings.