**VOTING BALLOT**

FOR ADOPTION OF RESOLUTIONS OF SHAREHOLDERS OF AS EKSPRESS GRUPP WITHOUT CONVENING AN EXTRAORDINARY GENERAL MEETING.

DEADLINE 4 MARCH 2024 AT 9:00 AM.

|  |  |
| --- | --- |
| **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 resolution my votes are as follows (vote is marked by choosing either “in favour” or “opposed” from the drop-down list for each draft resolution):

|  |  |
| --- | --- |
| **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.* | **--mark your vote--** |
| **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. | **--mark your vote--** |
| **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).* | **--mark your vote--** |
| **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). | **--mark your vote--** |
|  |  |

*Please submit the filled ballot 1) signed electronically or 2) scanned with a hand-written signature and with a copy of the personal information page of the identification document by e-mail to* [*egrupp@egrupp.ee*](mailto:egrupp@egrupp.ee) *no later than on 4 March 2024 at 9:00 AM.*