

PROCEDURE FOR VOTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF AS TALLINNA SADAM WITHOUT CONVENING THE MEETING

Approved by the decision of the Management Board on 07.04.2021

The management board of AS Tallinna Sadam (hereinafter: Tallinna Sadam) hereby establishes the procedure for voting the draft resolutions of the shareholders to be published on 12.04.2021 without convening the shareholders' meeting:

1. Shareholders may vote on the draft resolutions within the time limit set out in point 4.
2. The management board shall make available to the shareholders, together with the draft resolutions of the shareholders, a voting ballot for voting on the draft resolutions (hereinafter: voting ballot) in an electronic form (in the form of a word processing file) in Estonian and English language.
3. For the purposes of voting, a shareholder or his or her authorized representative shall complete a voting ballot stating his or her details on the voting ballot and his or her vote (in Estonian "poolt", "vastu" or "erapooletu"; in English "in favor", "opposed" or "neutral") on the draft decision. The shareholder shall **submit the voting ballot**:
 - 3.1. **by e-mail signed digitally** with an electronically qualified e-signature (in Estonia, for example, with an ID card, mobile ID or a newer smart-ID account conforming to the qualified e-signature standard);
 - 3.2. **by e-mail signed on paper** and scanned with a copy of the personal data page (incl. the date of validity of the document) of the identity document of the shareholder or the shareholder's representative (e.g. passport or ID card), **or**
 - 3.3. **by post signed on paper** together with a copy of the personal data page (incl. the date of validity of the document) of the identity document of the shareholder or the shareholder's representative (e.g. passport or ID card).
4. The voting ballot together with the additional documents specified in clauses 3.2, 3.3, 6 and 8 shall be sent by the shareholder or the shareholder's representative to the management board by e-mail investor@ts.ee or by post at Sadama 25, 15051 Tallinn during the **voting period**, which starts on **18.05.2021 at 00:00** and lasts **until 24.05.2021 at 23:59**.
5. Copies of identity documents collected during the voting process shall be used only for checking the authenticity of voting ballots and shall be destroyed after the minutes of the general meeting have been signed and the opposition period has expired.
6. If the ballot paper is filled in and signed on behalf of the shareholder by the **shareholder's representative**, the necessary documents certifying the right of representation (power of attorney) in Estonian or English must be sent together with the voting ballot. A shareholder may use a power of attorney form, which is available on Tallinna Sadam website <https://www.ts.ee/en/investor/2021-agm/>.
7. In the case of a shareholder who is a legal person, the right of representation is registered in the Estonian Commercial Register (legal representation of a member of the management board or a procurator), it is not necessary to send a document certifying the right of representation together with the voting ballot.
8. If the shareholder is a legal entity registered in a foreign country, please forward a copy of the extract from the relevant foreign commercial register, which shows the right of the representative to represent the shareholder (legal authorization). The statement must be in English or translated into Estonian or English by a sworn translator or an official equivalent to a sworn translator.
9. If the management board has doubts as to whether a voting ballot not signed manually has been transmitted by an authorized shareholder or a shareholder's representative, the management board may request additional information or documents from the shareholder or the shareholder's representative to verify his / her identity.

10. Voting ballots which have not been duly and unambiguously completed, the reliability of which is in doubt, which cannot be resolved, or which are received by the management board after the deadline referred to in point 4 shall not be considered.
11. If a shareholder sends several completed ballot papers to the management board, only the latest one shall be considered valid.
12. If a shareholder does not state within the period specified in clause 4 whether he or she is in favor or against the resolution, he or she shall be deemed to have voted against the resolution.