



*This is a machine translation of the original regulation.
In case of discrepancies or disputes, the regulation shall apply in the Estonian-language original*

PROCEDURE FOR ELECTRONIC VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AS MERKO EHITUS TO BE HELD ON 8 MAY 2024

Approved by decision of the management Board on April 5, 2024

The procedure for electronic voting for the annual general meeting of shareholders to be held on 8 May 2024 (hereinafter: *the general meeting*) has been approved in accordance with clause 21 of the Articles of Association and § 298¹(3) of the Commercial Code by the Management Board of AS Merko Ehitus and applies as follows:

- a. Shareholders may vote on the draft resolutions on the items on the agenda of the general meeting by electronic means before the general meeting.
- b. A shareholder who has voted electronically shall be deemed to be a participant in the general meeting and the votes represented by his or her shares shall be counted towards the quorum of the general meeting, unless otherwise provided by law.
- c. Together with the notice convening the general meeting, the Management Board shall publish in electronic form (in the form of a word processing file) in both Estonian and English a ballot paper regarding the draft resolutions on the items on the agenda of the general meeting (hereinafter: *voting ballot*). Each shareholder chooses whether he or she wishes to use a ballot paper in Estonian or English. Ballot papers in Estonian and English shall be equivalent in the calculation of votes.
- d. In order to vote electronically, a shareholder fills in a ballot paper electronically, indicating in an unambiguous manner his or her vote (in Estonian "for", "against" or "abstention"; in English "in favour", "opposed" or "neutral") for each draft decision and confirms the ballot paper by signing it electronically with a qualified -e-signature (in Estonia, for example, with an ID-card, mobile-ID or a newer smart-ID account that meets the qualified e-signature standard). A shareholder is not obliged to subscribe for his or her votes on all draft resolutions.
- e. The completed and electronically signed ballot paper shall be sent by the shareholder to the Management Board by 16:00 at the latest on the day preceding the day of the general meeting (7 May 2024) by e-mail to the address group@merko.ee.
- f. If the shareholder's representative fills in and signs the voting ballot on behalf of the shareholder, the documents certifying the right of representation necessary for the registration of the participants of the general meeting specified in the invitation to the general meeting must also be sent together with the voting ballot. If the document



certifying the right to represent a shareholder can only be submitted in paper form, it must be forwarded to the office of AS Merko Ehitus Eesti, a subsidiary of AS Merko Ehitus, in Tallinn at Järvevana tee 9g by 16:00 on 7 May 2024 at the latest. If, in the case of a shareholder who is a legal person, the right of representation is registered in the Estonian Commercial Register (legal right of representation of a member of the management board or procurator), it is not necessary to send a document certifying the right of representation together with the voting ballot.

- g. The receipt of the ballot paper shall be notified to the shareholder by e-mail to the address from which the ballot paper was sent, as soon as possible after receiving the ballot paper and its technical verification.
- h. Ballot papers received by the Bureau after the above deadline shall not be taken into account. In the event that the timely receipt of the ballot paper is prevented due to technical problems, the management board has the right to make a decision on the consideration of the ballot received after the deadline until the moment when the decisions specified in the ballot paper are put to the vote at the general meeting.
- i. If a shareholder sends several filled-in ballot papers to the management board, only the one whose e-signature timestamp or time mark is the latest in time is considered valid. All voting ballots of this shareholder signed with an earlier timestamp or time mark with an electronic signature shall be deemed invalid.
- j. In the event that a shareholder has sent one or more completed ballot papers, but also physically participates in the general meeting, all ballot papers sent by the shareholder are considered invalid.