

Aktsiaselts Tallinna Sadam
Registry code 10137319
Sadama str 25, Tallinn 15051

Voting record

On April 4, 2022, the management board of Aktsiaselts Tallinna Sadam („**Tallinna Sadam**”) made a proposal to the shareholders to adopt the shareholders’ resolutions specified below without convening a meeting. Shareholders whose votes represent 78.07% of all shareholders’ votes sent their votes in time.

Consequently, the shareholders of Tallinna Sadam adopted the following resolutions on April 25, 2022:

RESOLUTION 1: Approval of the Annual Report 2021

1.1. To approve the Annual Report 2021 of AS Tallinna Sadam, as presented to the general meeting.

The resolution was adopted by 76.99% majority of votes:

In favour: 202,483,291 votes (76.99%)

Against: 60,513,821 votes (23.01%)

Abstained: 2,888 votes (0%)

The number of votes cast against the resolution includes, in compliance with Article 299¹ (2) of the Commercial Code, 57,673,002 votes (21.93% of all votes representing the shares) belonging to shareholders who did not give notice of whether the shareholder is in favour of or opposed to the resolution.

The voting results are presented in Annex 1 and the list of shareholders who voted in favour of the resolution in Annex 2 of the voting record.

RESOLUTION 2: Profit allocation

2.1. To approve the net profit of the financial year of 2021 in the amount of 25,611,671 euros and the retained earnings (including 2021 profit) of 52,146,094 euros.

2.2. Transfer to statutory capital reserve 843,875 euros.

2.3. To pay dividends to the shareholders 0.097 euros per share, in the total amount of 25,511,000 euros.

The resolution was adopted by 77.62% majority of votes:

In favour: 204,127,815 votes (77.62%)

Against: 58,868,797 votes (22.38%)

Abstained: 3,388 votes (0%)

The number of votes cast against the resolution includes, in compliance with Article 299¹ (2) of the Commercial Code, 57,673,002 votes (21.93% of all votes representing the shares) belonging to shareholders who did not give notice of whether the shareholder is in favour of or opposed to the resolution.

The voting results are presented in Annex 1 and the list of shareholders who voted in favour of the resolution in Annex 3 of the voting record.

RESOLUTION 3: Amendment of the Articles of Association

3.1. To approve the Articles of Association of AS Tallinna Sadam as presented to the general meeting.

The Articles of Association of AS Tallinna Sadam are presented in Annex 4.1

The resolution was adopted by 77.61% majority of votes:

In favour: 204,103,947 votes (77.61%)
Against: 58,864,997 votes (22.38%)
Abstained: 31,056 votes (0.01%)

The number of votes cast against the resolution includes, in compliance with Article 299¹ (2) of the Commercial Code, 57,673,002 votes (21,93% of all votes representing the shares) belonging to shareholders who did not give notice of whether the shareholder is in favour of or opposed to the resolution.

The voting results are presented in Annex 1 and the list of shareholders who voted in favour of the resolution in Annex 4 of the voting record.

RESOLUTION 4: Approval of the remuneration principles of the supervisory board and the management board

4.1. To approve the remuneration principles of the supervisory board and the management board of AS Tallinna Sadam as presented to the general meeting.

4.2. To annul clauses 2, 3 and 4 of the resolution of the sole shareholder on 24.01.2011, which determined the payment and amount of additional remuneration to a member of the supervisory board for participation in a meeting of the audit committee or other body of the supervisory board.

The remuneration principles of the supervisory board and the management board of AS Tallinna Sadam are presented in Annex 5.1

The resolution was adopted by 75.27% majority of votes:

In favour: 197,959,947 votes (75.27%)
Against: 65,004,285 votes (24.72%)
Abstained: 35,768 votes (0.01%)

The number of votes cast against the resolution includes, in compliance with Article 299¹ (2) of the Commercial Code, 57,673,002 votes (21.93% of all votes representing the shares) belonging to shareholders who did not give notice of whether the shareholder is in favour of or opposed to the resolution.

The voting results are presented in Annex 1 and the list of shareholders who voted in favour of the resolution in Annex 4 of the voting record.

RESOLUTION 5: Election of the members of the supervisory board

- 5.1. To recall Raigo Uukkivi from the supervisory board of AS Tallinna Sadam with the end of his term of office on 25.04.2022.
- 5.2. To appoint Kaur Kajak as member of the supervisory board of AS Tallinna Sadam for the term of office from 26.04.2022 to 30.06.2025.
- 5.3. To appoint Riho Unt, Veiko Sepp, Maarika Honkonen, Ain Tatter, Marek Helm and Risto Mäeots as members of the supervisory board of AS Tallinna Sadam for the term of office from 01.07.2022 to 30.06.2025.
- 5.4. To appoint Riho Unt as chairman of the supervisory board starting from 01.07.2022.
- 5.5. The terms of office of the members of the supervisory board Aare Tark, Urmas Kaarlep, Üllar Jaaksoo and Ahti Kuningas will not be extended and will expire on 30.06.2022.

The resolution was adopted by 77.41% majority of votes:

In favour: 203,584,709 votes (77.41%)
Against: 59,391,708 votes (22.58%)
Abstained: 23,583 votes (0.01%)

The number of votes cast against the resolution includes, in compliance with Article 299¹ (2) of the Commercial Code, 57,673,002 votes (21,93% of all votes representing the shares) belonging to shareholders who did not give notice of whether the shareholder is in favour of or opposed to the resolution.

The voting results are presented in Annex 1 and the list of shareholders who voted in favour of the resolution in Annex 6 of the voting record.

/digitally signed/
Valdo Kalm
Chairman of the management board
Aktšiaselts Tallinna Sadam

/digitally signed/
Andrus Ait
Member of the management board
Aktšiaselts Tallinna Sadam

/digitally signed/
Erly Lüdīg
Recording secretary

/digitally signed/
Marju Zirel
Shareholder

Annexes of the voting record:

- 1) Annex 1: Voting results
- 2) Annex 2: List of shareholders who voted in favour of resolution No 1 and voting results
- 3) Annex 3: List of shareholders who voted in favour of resolution No 2 and voting results
- 4) Annex 4: List of shareholders who voted in favour of resolution No 3 and voting results
- 5) Annex 4.1: The Articles of Association
- 6) Annex 5: List of shareholders who voted in favour of resolution No 4 and voting results
- 7) Annex 5.1: The remuneration principles of the supervisory board and the management board of AS Tallinna Sadam
- 8) Annex 6: List of shareholders who voted in favour of resolution No 5 and voting results
- 9) Voting ballots received from the shareholders together with powers of attorney

Aktionäride üldkoosoleku otsuste vastuvõtmine koosolekut kokku kutsumata //
Adoption of resolutions of the general meeting of shareholders without convening the meeting
AS Tallinna Sadam

25.04.2022

Hääletuse koondtulemus // Voting results

Voting results

Otsuse punkt		Aktsiate arv	Antud hääli kokku	%	Poolt	%	Vastu	%	Erapooletu	%
	<i>Resolution</i>	<i>Number of shares</i>	<i>Voted</i>		<i>For</i>		<i>Against</i>		<i>Abstain</i>	
1. 2021. aasta majandusaasta aruande kinnitamine	1. Approval of the Annual Report 2021	263 000 000	205 326 998	78,07%	202 483 291	76,99%	60 513 821	23,01%	2 888	0,00%
2. Kasumi jaotamine	2. Profit allocation	263 000 000	205 326 998	78,07%	204 127 815	77,62%	58 868 797	22,38%	3 388	0,00%
3. Põhikirja muutmine	3. Amendment of the Articles of Association	263 000 000	205 326 998	78,07%	204 103 947	77,61%	58 864 997	22,38%	31 056	0,01%
4. Nõukogu ja juhatuse tasustamispõhimõtete kinnitamine	4. Approval of the remuneration principles of the supervisory board and the management board	263 000 000	205 326 998	78,07%	197 959 947	75,27%	65 004 285	24,72%	35 768	0,01%
5. Nõukogu liikmete valimine	5. Election of the members of the supervisory board	263 000 000	205 326 998	78,07%	203 584 709	77,41%	59 391 708	22,58%	23 583	0,01%

AS Tallinna Sadam