

Additional information for the Annual General Meeting of Shareholders – draft resolutions

AS EKSPRESS GRUPP
Annual General Meeting of Shareholders
Tallinn, 13 June 2017

RESOLUTION No. 1 (draft)

The General Meeting has adopted the following resolution:

To approve the Annual Report for the Financial Year 1 January 2016 - 31 December 2016 of AS Ekspress Grupp presented by the management board.

RESOLUTION No. 2 (draft)

The General Meeting has adopted the following resolution:

To approve the Profit Distribution Proposal, according to which the legal reserve will be increased by 220 thousand Euros from the 2016 net profit, which is 4406 thousand Euros, dividends will be paid to the shareholders 6 (six) euro cents per share and 2398 thousand Euros will be allocated to the retained earnings of the previous periods. The right to participate in distribution of profits applies to shareholders who have been registered in the list of AS Ekspress Grupp shareholders as of 29 June 2017 at 23:59. Dividends will be transferred to shareholder's bank account on 6 July 2017.

RESOLUTION No. 3 (draft)

The General Meeting has adopted the following resolution:

To appoint KPMG Baltics OÜ (registry code 10096082) to serve as the auditor of AS Ekspress Grupp for the period 01.01.2017 – 31.12.2019. To pay KPMG Baltics OÜ for auditing the annual reports a fee in the amount agreed upon in the contract concluded with KPMG Baltics OÜ on rendering auditing services.

RESOLUTION No. 4 (draft)

The General Meeting has adopted the following resolution:

To approve the terms and conditions of the Share Options Program of AS Ekspress Grupp (hereinafter the Company) as follows:

4.1. The Company shall issue in total up to 1,300,000 (*one million three hundred thousand*) share options.

4.2. Every share option grants the option holder the right to acquire 1 (*one*) share of the Company.

4.3. The eligible persons of this share option scheme are key executives of the Company and of undertakings of the Company's Group, who are selected by the management board of the Company (hereinafter the key executives).

4.4. The number and the grounds of share options issued to individual key executives shall be determined by the management board of the Company except the members of the management board of the Company whose number of the share options issued shall be determined by the supervisory board of the Company.

4.5. The eligible person of this share option has the right to exercise the issued option after three year period following the issue of the option (signing the share option agreement).

4.6. The shares granted to key employees on the basis of the share option program will be free of charge.

4.7. The eligible person of the share option may not transfer the share options issued to him or her.

4.8. The supervisory board shall establish the detailed time schedule of the share option scheme, and the procedure for exercising the same.

4.9. The implementation of the terms and conditions of the share option scheme, and the procedure for exercising the share option shall be set forth in the option agreement concluded by and between the Company and the eligible person.

4.10. Within the frames of the share option program AS Ekspress Grupp is entitled to acquire 1,300,000 shares with one transaction or by parts from stock exchange or over-the-counter within the 5 year period starting from publication of the resolution of the Annual General Meeting of Shareholders. The acquisition price of the shares will be the closing price on the relevant transaction date or the previous closing price in case of an over-the-counter transaction. Therefore the minimum and maximum price of share buyback will be the stock exchange price of the share. AS Ekspress Grupp shall pay for the shares from assets exceeding the share capital and the legal reserve. The shares may not be encumbered with rights of third persons.

4.11. After the execution of the share options the Company has the right to buyback the shares from the key employees in the maximum amount of 1,300,000, shares with the stock exchange price. AS Ekspress Grupp shall pay for the shares from assets exceeding the share capital and the legal reserve. The shares may not be encumbered with rights of third persons.