**ELECTRONIC VOTING BALLOT**

FOR VOTING ON THE DRAFT RESOLUTIONS PREPARED IN RESPECT TO THE ITEMS ON THE AGENDA OF EXTRAORDINARY GENERAL MEETING OF AS EKSPRESS GRUPP, TAKING PLACE ON 29 SEPTEMBER 2020

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| --- | --- |
| **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 resolutions prepared in respect to the items on the agenda of the general meeting my votes are as follows (vote is marked by choosing either “in favour”, “opposed” or “neutral” from the drop-down list for each draft resolution):

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| --- | --- |
| **1. Implementation of the share option program approved on 13.06.2017 and amendment of the shareholders’ general meeting resolution adopted on 13.06.2017**To approve the following activities required for the implementation of the option program: 1.1. Ekspress Grupp issues up to 1.3 million new shares with the nominal value of 0.6 euro each share. The shares are issued to the option program organizer chosen by the supervisory board. 1.2. Ekspress Grupp concludes an agreement on organising of the implementation of the option program with a trustworthy third party (option program organizer). Under the agreement the option program organizer obliges to purchase the shares issued for the implementation of the option program and sell these back to Ekspress Grupp for the nominal price of the shares and on the terms agreed upon between the parties.1.3. To amend point 4.10 of the resolution of AS Ekspress Grupp annual shareholders’ general meeting dated 13.06.2017 and to phrase it as follows: *4.10. For implementation of the share option program the company obtains up to 1.3 million company’s own shares from the option program organizer in the period starting from the adoption of this resolution until 01.04.2021. The minimum and maximum acquisition price of own shares is the nominal 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.* | **--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 13.06.2017 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 13.06.2017. | **--mark your vote--** |
| **3. Amendment of the Articles of Association**To add clause 5.9 to the Articles of Association in the following wording: *5.9. 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 by contributions of up to EUR 780,000 (seven hundred and eighty thousand).* | **--mark your vote--** |
| **4. Approval of the new share option program**To approve the share option program of AS Ekspress Grupp for the period 2021–2023. | **--mark your vote--** |
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*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 identical document by
e-mail to* *egrupp@egrupp.ee* *no later than on 28 September 2020 at 16.00.*