



**TALLINN NOTARY MERLE SAAR-JOHANSON**

NOTARY'S BOOK OF TRANSACTIONS

REGISTRY NUMBER

1846

**MINUTES AND RESOLUTIONS OF THE GENERAL MEETING OF THE PUBLIC LIMITED COMPANY TALLINNA VESI**

Prepared on the 3<sup>rd</sup> day of June in the year two thousand and twenty-one (03/06/2021) and issued in Tallinn on the ninth of June in the year two thousand and twenty-one (09/06/2021).

I, the Notary in and for Tallinn Merle Saar-Johanson, whose office is located in Tallinn, at Rävåla Blvd 3 / Kuke Street 2, was present at the annual general meeting of the shareholders (hereinafter referred to as the “**Meeting**”) of the PUBLIC LIMITED COMPANY TALLINNA VESI, registry code 10257326 (hereinafter referred to as the “**Company**”) with the registered office at Ädala Str 10, Tallinn, 10614, on the 3<sup>rd</sup> day of June in the year two thousand and twenty-one (03/06/2021).

The meeting took place in the gym at the Paljassaare Wastewater Treatment Plant of the Company (14 Paljassaare põik, Tallinn).

The meeting started at 09:03 and ended at 09:50. Registration of the shareholders started at 08:30, being organised by ARS Corporate Services OÜ.

The meeting took place in Estonian, the participants were ensured the possibility to use interpretation into English.

The notice of calling the meeting was published on page eleven (11) of the newspaper *Eesti Päevaleht* on 12/05/2021 and the notice to convene the Meeting of the Company was published on the website of NASDAQ Baltic Tallinn on 11/05/2021 and on the website of the Company at <http://www.tallinnavesi.ee>.

The share capital of PUBLIC LIMITED COMPANY TALLINNA VESI is twelve million and sixty (12,000,060) euros, which is divided into A shares (20,000,000 shares) with the nominal value of zero point six (0.6) euros, of which each gives one (1) vote at the Meeting, and a B share (1 share) with the nominal value of sixty (60) euros. Given that the B share is owned by the Company itself, the B share gives no right to vote (pursuant to § 283 (5) of the Commercial Code, a public limited company's own shares shall not grant the public limited company any rights of a shareholder).

The list of shareholders with the right to vote at the Meeting is fixed seven (7) days prior to the Meeting, i.e. as of the closure of the business day of 27/05/2021 of the settlement system of Nasdaq CSD Branch in Estonia. The list of participants was drawn up by Nasdaq CSD Branch in Estonia.

According to the list of participants of the Meeting, which is annexed to this notarial deed, a total of fifteen million four hundred and fifty-four thousand nine hundred and forty-eight (15,454,948) votes, determined by A shares, were present and represented at the Meeting. In total approximately seventy-seven point twenty-seven percent (77.27%) of the votes, determined by A shares, were represented at the Meeting. According to § 36 (3) of the Notarisation Act, the Chairman of the Meeting is responsible for the correctness of the list of participants in the general meeting.

The person who drew up this notarial deed has verified the quorum of the Meeting on the basis of the list of participants, which the Chairman of the Meeting signed in the presence of the person who drew up this notarial deed. The person who drew up this notarial deed verified the compliance of the list of participants with the share register, and the list of participants was in compliance with the share register.

Pursuant to § 297 (1) of the Commercial Code and clause 6.2.6 of the Articles of Association of the Company, the Meeting is authorised to make decisions if more than one-half of the votes represented by shares are present. Hence, the Meeting had a quorum.

The Meeting was chaired by **Risto Agur**  
personal identification code 38009110284  
who is personally known to the verifier,  
and  
the minutes were taken by **Mailis Kullerkupp**  
personal identification code 47305260334  
who is personally known to the verifier.

**The agenda of the Meeting included:**

- 1. Approval of the 2020 Annual Report**
- 2. Distribution of profit**
- 3. Amendment to the Articles of Association**
- 4. Reduction of the share capital by cancelling the B share owned by the Company**
- 5. Extension of the terms of office of Supervisory Council members**
- 6. Election of the Auditor**

**Agenda Item 1. Approval of the 2020 Annual Report**

Chairman of the Meeting called for voting the proposal to approve the 2020 Annual Report including the balance sheet total in the amount of €255,665,000 (two hundred and fifty-five million six hundred and sixty-five thousand) and net profit in the amount of €16,732,000 (sixteen million seven hundred and thirty-two thousand).

Voting results:

in favour:	15,454,948	votes or	100% of the votes represented in the Meeting
against:	0	votes or	0% of the votes represented in the Meeting
abstained:	0	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Due to the fact that more than one-half of the votes represented by shares at the Meeting must vote in favour to adopt this resolution, **the resolution under the agenda item 1 of the Meeting has been adopted.**

**Agenda item 2. Distribution of profit**

Chairman of the Meeting called for voting the following profit distribution proposal:

The net profit of the Company in 2020 is €16,732,000 (sixteen million seven hundred and thirty-two thousand). To distribute €13,000,000 (thirteen million) of AS Tallinna Vesi's retained earnings of €74,243,000 (seventy-four million two hundred and forty-three thousand) as of 31/12/2020, incl. from the net profit of €16,732,000 (sixteen million seven hundred and thirty-two thousand) for the year 2020, as dividends, of which €0.65 (zero point sixty-five) per share shall be paid to the owners of A shares.

The rest of retained earnings will remain undistributed and no allocations will be made from the net profit to the reserve capital.

To pay the dividends out to the shareholders on 29 June 2021. The list of shareholders entitled to receive dividends will be established as at 18 June 2021 at the closure of business day of the settlement system. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 17 June 2021. A person acquiring the shares from 17 June 2021 onwards shall not be entitled to receive the dividends determined by this resolution.

Voting results:

in favour:	15,454,348	votes or	100% of the votes represented in the Meeting
against:	0	votes or	0% of the votes represented in the Meeting
abstained:	600	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Given that more than one-half of the votes represented by shares at the Meeting must vote in favour to adopt this resolution, **the resolution under the agenda item 2 of the Meeting has been adopted.**

### **Agenda Item 3. Amendment to the Articles of Association**

In connection with the cancellation of the B share and consequently the Company having only one type of shares, the Chairman of the Meeting called for voting the proposal to amend the Articles of Association of the Company and approve the new wording of the Articles of Association as presented to the shareholders (attached to the minutes of the Meeting). The Articles of Association shall not be amended with this resolution if the resolution within the Agenda Item No 4 is not adopted. In such case, the Articles of Association shall remain in their current form.

Voting results:

in favour:	15,454,808	votes or	100% of the votes represented in the Meeting
against:	0	votes or	0% of the votes represented in the Meeting
abstained:	140	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Given that at least eighty-three (83%) of the votes represented by A shares at the Meeting must vote in favour to adopt this resolution, **the resolution under the agenda item 3 of the Meeting has been adopted.**

### **Agenda Item 4. Reduction of the share capital by cancelling the B share owned by the Company**

In connection with the cancellation of the B share owned by the Company, the Chairman of the Meeting called for voting the proposal to cancel the one (1) B share owned by the Company and reduce the share capital of the Company accordingly. To reduce the share capital of the Company by €60 (sixty euros) from €12,000,060.00 to €12,000,000.00 by way of cancelling the B share with a nominal value of €60 (sixty euros). The share capital of the Company shall be €12,000,000.00 after the reduction of share capital.

Voting results:

in favour:	15,454,948	votes or	100% of the votes represented in the Meeting
against:	0	votes or	0% of the votes represented in the Meeting
abstained:	0	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Given that at least eighty-three (83%) of the votes represented by A shares at the Meeting must vote in favour to adopt this resolution, **the resolution under the agenda item 4 of the Meeting has been adopted.**

## **Agenda item 5. Extension of the terms of office of Supervisory Council members**

### **5.1. Extension of Mr Allar Jõks' term as a Supervisory Council member of AS Tallinna Vesi from 3 June 2021**

Chairman of the Meeting called for voting the proposal to extend Mr Allar Jõks' term as a member of the Supervisory Council of AS Tallinna Vesi from 3 June 2021 by three (3) years.

The Supervisory Council member shall receive remuneration for his activities as a Supervisory Council member in accordance with the Item 3 of the minutes of the Annual General Meeting of the Company held on 22 November 2005.

Voting results:

in favour:	15,119,808	votes or	97.83% of the votes represented in the Meeting
against:	335,140	votes or	2.17% of the votes represented in the Meeting
abstained:	0	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Given that pursuant to the clause 6.3.7 of the Articles of Association of the Company, the Supervisory Council of the Company consists of nine (9) members and pursuant to § 299 (2) of the Commercial Code, in the election of a person at the Meeting, the candidate who receives more votes than the others, shall be deemed elected, **the Meeting decided to extend the term of Mr Allar Jõks as a Supervisory Council member of the Company by three (3) years from 03/06/2021.**

### **5.2. Extension of Mr Priit Rohumaa's term as a Supervisory Council member of AS Tallinna Vesi from 3 June 2021**

Chairman of the Meeting called for voting the proposal to extend Mr Priit Rohumaa's term as a member of the Supervisory Council of AS Tallinna Vesi from 3 June 2021 by three (3) years. The Supervisory Council member shall receive remuneration for his activities as a Supervisory Council member in accordance with the Item 3 of the minutes of the Annual General Meeting of the Company held on 22 November 2005.

Voting results:

in favour:	15,119,808	votes or	97.83% of the votes represented in the Meeting
against:	335,000	votes or	2.17% of the votes represented in the Meeting
abstained:	140	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Given that pursuant to the clause 6.3.7 of the Articles of Association of the Company, the Supervisory Council of the Company consists of nine (9) members and pursuant to § 299 (2)

of the Commercial Code, in the election of a person at the Meeting, the candidate who receives more votes than the others, shall be deemed elected, **the Meeting decided to extend the term of Mr Priit Rohumaa as a Supervisory Council member of the Company by three (3) years from 03/06/2021.**

#### **Agenda item 6. Election of the Auditor**

Chairman of the Meeting called for voting the proposal to appoint AS PricewaterhouseCoopers as the auditor for the financial years 2021 and 2022. To pay the fee to the auditor as per the contract to be entered into with the auditor.

Voting results:

in favour:	15,454,948	votes or	100% of the votes represented in the Meeting
against:	0	votes or	0% of the votes represented in the Meeting
abstained:	0	votes or	0% of the votes represented in the Meeting
did not vote:	0	votes or	0% of the votes represented in the Meeting

Due to the fact that more than one-half of the votes represented by shares at the Meeting must vote in favour to adopt this resolution, **the resolution under the agenda item 6 of the Meeting has been adopted.**

After the items on the agenda had been discussed, the Chairman of the Meeting read out the question submitted in writing by the representative of shareholder VVO Capital OÜ: „When will the composition of the Supervisory Council of AS Tallinna Vesi be brought into conformity with the clause 3.2.2 of the Corporate Governance Recommendations and when will the minority shareholders have the opportunity to submit candidates for new members of the Supervisory Council?”

Aleksandr Timofejev, Chief Operating Officer of the Company, replied: “AS Tallinna Vesi complies with the rules set out in the Corporate Governance Recommendations. All shareholders with a shareholding representing at least 1/20 of the share capital, may make proposals regarding agenda items, and thus they may make proposals regarding alternative Supervisory Council members. The time for a general meeting to be held in the following year is disclosed on the stock exchange at the end of each calendar year, allowing early preparations for making such proposals. The Company has not received any proposals from minority shareholders regarding independent Supervisory Council members. It is the view of the Management Board and Supervisory Council that Tallinna Vesi is a company operating in a very specific field, with the business involving very specific rules and requirements. Increasing the number of independent members would not provide the necessary competence to provide the company with additional input that could be implemented in its day-to-day business activities.”

Pursuant to the notice calling a meeting and the clause 6.2.9 of the Articles of Association of the Company, the shareholders were able to vote on the draft resolutions under the agenda items of the Meeting using electronic means as follows:

- (i) the voting could be carried out as from the publication of the notice calling the Meeting until 17:00 ((GMT+3) on 2 June 2021;
- (ii) the ballot prepared for electronic voting was available on AS Tallinna Vesi's website under the section "Form of Voting Ballot for Electronic Voting";
- (iii) for electronic voting, a shareholder fills out the ballot in accordance with the instructions therein, signs it digitally (using ID-card, digi-ID or Mobile-ID) and e-mails the digitally signed ballot to the e-mail address: tvesi@tvesi.ee;
- (iv) the shareholder, who has voted using electronic means, is deemed as having participated in the Meeting and his/her votes represented by shares shall be counted in the quorum of the Meeting.

According to the Chairman and the person who took the minutes of the Meeting, the shareholders of the Company owning a total of fifteen million four hundred and nine seven hundred and forty (15,409,740) votes, determined by A shares, voted before the Meeting by using electronic means. The shareholders of the Company, who voted using electronic means, were deemed as having participated in the Meeting, and the votes of the said shareholders were counted in the quorum of the Meeting.

The voting was carried out by ARS Corporate Services OÜ. The voting at the Meeting took place via electronic voting devices that were handed to the shareholders upon registration into the list of shareholders. The voting results were calculated by electronic means.

The adoption of the resolutions set out in these minutes complies with the requirements provided in law and Articles of Association.

**The following have been attached to these minutes:**

1. New wording of the Articles of Association
2. List of Meeting participants
3. Proxies of the representatives of shareholders
4. Ballots of electronic voting
5. A question submitted by a shareholder using electronic means

Before signing, this notarial deed and annexes thereto have been given for review to the Chairman of the Meeting and the person who took the minutes, thereafter these have been autographed in the presence of the verifier of this notarial deed.

This notarial deed (minutes and resolutions of the general meeting) has been prepared and signed in one (1) copy, which shall be kept at the notary's office. On the day of preparing this notarial deed, the Company shall be issued a transcript of this notarial deed.

This document includes 78 sheets bound with a cord and embossing seal.

Notary fee: Minutes of the General meeting €319.50 (§ 18 (4), 22, 29 (1) subsection 4 of the Notary Fees Act).  
Departure to the Meeting location €7.60 (§ 36 section 2 and 3, § 37 of the Notary Fees Act).

<b>Total Notary fee</b>	€327.10
Value added tax	€65.42
<b>Total</b>	<b>€392.52</b>

Chairman of the Meeting

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*Handwritten first and last name*      *Signature*

Secretary of the Meeting

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*Handwritten first and last name*      *Signature*