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In case of discrepancies or disputes, the regulation shall apply in the Estonian-language original.*

## PROCEDURE FOR ORGANIZING ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 4 MAY 2023

Approved by the decision of the Board on April 6, 2023

Procedure for organizing the electronic voting on the Annual General Meeting of Shareholders to be held on 4 May 2023 (hereinafter: the *General Meeting*) has been approved by the Management Board of AS Merko Ehitus pursuant to clause 21 of the Articles of Association and § 298<sup>1</sup>(3) of the Commercial Code.

- a. Shareholders may hold a general meeting to vote on draft resolutions on the items on the agenda by electronic means before the general meeting.
- b. A shareholder who has voted electronically shall be deemed to be participating in the general meeting and the votes represented by his or her shares shall be included in 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 a ballot form in both Estonian and English language (in the form of a text processing file) regarding the draft resolutions prepared on the items on the agenda of the general meeting (hereinafter: *ballot form*). Each shareholder chooses whether he or she wishes to use the ballot form in Estonian or English. Ballot forms in Estonian and English shall be equivalent in counting votes.
- d. For electronic voting, the shareholder shall fill in the ballot form electronically, clearly indicating his / her vote (in Estonian "poolt", "vastu" or "erapooletu"; in English "in favor", "opposed" or "neutral") for each draft resolution and approve the ballot form by signing with qualified e-signature (in Estonia, for example, with an ID card, mobile ID or a newer smart-ID account in accordance with the qualified e-signature standard). A shareholder has the right not to vote all draft resolutions.
- e. The shareholder shall send the completed and electronically signed ballot form to the Management Board no later than 4 pm on the day before the day of the General Meeting (3 May 2023) by e-mail to [group@merko.ee](mailto:group@merko.ee).
- f. If the ballot form is filled in and signed on behalf of the shareholder by the shareholder's representative, the documents certifying the right of representation necessary for the registration of the participants specified in the invitation to the general meeting must also be sent together with the ballot form. If the document certifying the right to represent a shareholder can be submitted only in paper form, it must be delivered to the Estonian office of AS Merko Ehitus, in Tallinn at Järvevana tee 9g no later than 4 pm



on 3 May 2023. If the of representation right of a shareholder is registered in the Estonian Commercial Register (legal representation right of a member of the management board or a procurator), it is not necessary to send a document certifying the right of representation together with the ballot form.

- g. The receipt of the ballot form shall be notified to the shareholder, by e-mail to the address from which the ballot form was sent, as soon as possible after the receipt of the ballot form and its technical inspection.
- h. Ballot form received after the above deadline shall be considered invalid. If the timely receipt of the ballot form is hindered due to technical problems, the Management Board has the right to cast a decision regarding the validity of the ballot form received after the deadline until the voting of respective decision drafts starts at the general meeting.
- i. If a shareholder sends several completed ballot forms, only the one with the latest time stamp or time stamp of the e-signature shall be considered valid. All ballot forms of this shareholder signed with an earlier time stamp or time-stamped e-signature shall be considered invalid.
- j. If a shareholder has sent one or more completed ballot forms but also physically participates in the general meeting, all ballot forms sent by the shareholder shall be deemed invalid.

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