



AS MERKO EHITUS DRAFT RESOLUTIONS OF THE 28.04.2026 ANNUAL GENERAL MEETING

1. Approval of the annual report for 2025

To approve the annual report of AS Merko Ehitus for the financial year 2025.

2. Distribution of profit

- (i) To approve the net profit for the financial year 2025 in the amount of EUR 39,918,827.
- (ii) To pay out a total of EUR 22,125,000 as dividends from the net profit of previous periods, which is EUR 1.25 per share;
 - shareholders entered in the share register of AS Merko Ehitus as at the end of the business day of the settlement system on 13 May 2026 are entitled to dividends;
 - respectively, the date of the change of the rights attached to the shares (ex-date) is 12 May 2026; from that date onwards, the person acquiring the shares is not entitled to receive dividends for the financial year 2025;
 - dividends will be paid to the shareholders on 14 May 2026 by transferring the respective amount to the shareholder's bank account linked to the securities account.
- (iii) To leave the remaining net profit undistributed.

3. Appointment of auditor for the financial years 2026-2027

To approve the audit company Ernst & Young Baltic AS as the auditor of AS Merko Ehitus for the financial years 2026 to 2027 and to pay the remuneration for auditing in accordance with the contract to be entered into with Ernst & Young Baltic AS.

4. Election of members of the Supervisory Board

- (i) To approve the number of members of the Supervisory Board as 4 (four) until 06.05.2028.
- (ii) To elect Toomas Annus, Indrek Neivelt and Tõnu Toomik as members of the Supervisory Board, for a term of office from 5 May 2026 to 6 May 2029 inclusive, i.e. for a term of three years.

5. Approval of the principles of remuneration of the members of the Management Board of AS Merko Ehitus

To approve the "Principles of remuneration and control procedure for the members of the Management Board of AS Merko Ehitus".

6. Approval of the goal of gender balance required by §135⁶ of the Securities Market Act

- (i) Pursuant to §135⁶ subsection (1) of the Securities Market Act, AS Merko Ehitus shall have a goal: the number of members of the underrepresented gender on the Supervisory Board must be as close as possible to 40 percent of the total number of members of the Supervisory Board, but not exceed 49 percent of it, in accordance with the provisions of the appendix to the Securities Market Act "Numerical objectives for the proportion of members of the underrepresented gender in the management bodies of share issuers registered in Estonia" for the Supervisory Board depending on the total number of its members.
- (ii) Pursuant to §135⁶ subsection (2) of the Securities Market Act, to set a quantitative goal to improve the gender balance of the Management Board of AS Merko Ehitus in such a way that the number of members of the underrepresented gender on the Management Board must be as close as possible to 40 percent of the total number of members of the Management Board, but not exceed 49 percent of it, in accordance with the provisions of the Securities Market Act, Annex "Numerical goals for the proportion of members of the underrepresented gender in the management bodies of share issuers registered in Estonia" regarding the Supervisory Board, but depending on the total number of members of the Management Board.