**Notice of convening the annual general meeting of shareholders of Tallinna Kaubamaja Grupp AS**

The Management Board of Tallinna Kaubamaja Grupp AS (registry code 10223439, location Kaubamaja 1, 10143, Tallinn) convenes the annual general meeting of shareholders on **18 March 2022 at 2 p.m.** in Tallinn, at the L’Embitu Hotel Conference Centre at Lembitu 12.

The registration of the participants of the meeting will start on 18 March 2022 at 1.30 p.m. The list of shareholders entitled to vote at the general meeting will be fixed seven days before the general meeting, i.e. on 11 March 2022, as at the end of the business day of Nasdaq CSD’s Estonian settlement system.

Considering the pandemic spread of the coronavirus causing the disease of COVID-19 and the recommendations, measures and restrictions of the Estonian Government for inhibiting the spread of the disease in Estonia, we suggest our shareholders to not take part in the general meeting in person and offer the options to vote via e-mail or regular mail before the general meeting for exercising your rights as shareholders. In addition, shareholders will be able to participate in an online seminar of the annual general meeting by registering no later than on 17 March 2022 here: <https://attendee.gotowebinar.com/register/4639848230720940047>. Via the online seminar, it is possible to see and listen to what is happening at the general meeting and ask questions. It is not possible to participate in voting through the online seminar. A more detailed overview of how it is possible to vote before the general meeting and participate in the online seminar is provided in the ‘Organisational issues’ section of this notice.

The Management Board confirms that the general meeting is organised according to the restrictions enacted by Estonian Government and recommendations by the Health Board concerning the spread of coronavirus causing the disease of COVID-19 valid at the time of the meeting. Shareholders who are attending the general meeting in person must follow the instructions and arrangements given by the Management Board in order to protect the health of the participants. We would like to emphasise that only shareholders or their authorised representatives without any symptoms are allowed to participate in the general meeting in person.

The Supervisory Board of Tallinna Kaubamaja Grupp AS determined the following agenda of the annual general meeting and submits the following proposals to the shareholders:

**1. Approval of the 2021 annual report of Tallinna Kaubamaja Grupp AS**

To approve the annual report for 2021 prepared by the Management Board of Tallinna Kaubamaja Grupp AS and approved by the Supervisory Board, in accordance with which the consolidated balance sheet of Tallinna Kaubamaja Grupp AS as at 31 December 2021 is 635,309 thousand euros, sales revenue 821,648 thousand euros, and net profit 32,016 thousand euros.

**2. Distribution of profits**

To approve the proposal for the distribution of the profit of Tallinna Kaubamaja Grupp AS for 2021 submitted by the Management Board and approved by the Supervisory Board as follows:

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| --- | --- |
| Retained earnings from previous years | 79,416 thousand euros |
| Net profit for 2021 | 32,016 thousand euros |
| Total distributable profit as at 31 December 2021 | 111,432 thousand euros |
| Pay a dividend of 0.68 euros per share | 27,696 thousand euros |
| Retained earnings after the distribution of profits | 83,736 thousand euros |

The list of shareholders entitled to receive the dividend will be fixed on 1 April 2022 as at the end of the business day of Nasdaq CSD’s Estonian settlement system. The dividend will be paid to shareholders on 6 April 2022 by transfer to the shareholder’s bank account.

**3. Appointment of an auditor and determination of remuneration procedure**

The Supervisory Board makes a proposal to appoint AS PricewaterhouseCoopers, registry code 10142876, to conduct the audit of financial years 2022-2024 of Tallinna Kaubamaja Grupp AS. The amount of the auditor’s fee shall be decided by the Management Board of the company.

**4. Approval of the principles of remuneration of the members of the Management Board**

The Supervisory Board makes a proposal to approve the principles of remuneration of the members of the Management Board of Tallinna Kaubamaja Grupp AS approved by the Supervisory Board.

The Management Board explains that according to section 135² (11) of the Securities Market Act the general meeting shall vote on the principles of remuneration at least once every four years and the respective resolution of the general meeting on the approval of the principles of remuneration is advisory for the supervisory board.

**Organisational issues**

**Shareholder’s rights in connection with the agenda of the general meeting.** Shareholders whose shares represent at least 1/20 of the share capital may request that additional issues be included in the agenda of the general meeting if the respective request is submitted in writing no later than on 3 March 2022. Shareholders whose shares represent at least 1/20 of the share capital may submit a draft resolution on each agenda item in writing no later than on 15 March 2022. More detailed information on the procedure and term for exercising the rights specified in section 287 (right of shareholder to information), subsection 293 (2) (right to request inclusion of additional issues on the agenda), and subsection 2931 (3) (obligation to simultaneously with the demand on the modification of the agenda submit a draft resolution or substantiation) and 4 (right to submit a draft resolution in respect to each item on the agenda) of the Commercial Code is available on the website of Tallinna Kaubamaja Grupp AS [www.tkmgroup.ee](https://www.tkmgroup.ee/en) and attached to the stock exchange announcement published on the website of the Nasdaq Baltic Stock Exchange (<https://nasdaqbaltic.com/>). The drafts of resolutions and substantiations of the resolutions submitted by the shareholders, if any, are also published on the website of Tallinna Kaubamaja Grupp AS.

**Examination of the documents of the general meeting.** The documents of the annual general meeting of Tallinna Kaubamaja Grupp AS, including the annual report, the sworn auditor’s report, the profit distribution proposal, the report of the Supervisory Board, the principles of remuneration of the members of the Management Board and the drafts of resolutions, are available on the website of Tallinna Kaubamaja Grupp AS at [www.tkmgroup.ee](https://www.tkmgroup.ee/en) and attached to the stock exchange announcement. In addition, the documents are available from the publication of the notice convening the general meeting until the day of the general meeting on working days from 10 a.m. to 4 p.m. in the office of Tallinna Kaubamaja Grupp AS at Kaubamaja 1 (5th floor) in Tallinn. Questions about the topics on the agenda of the general meeting can be submitted by email to tkmgroup@kaubamaja.ee, by letter sent to the address of the public limited company, or by phone at 66 73 300.

**For voting before the general meeting**, we ask the shareholders to fill in the ballot papers, which are available on the website of Tallinna Kaubamaja Grupp AS ([https://www.tkmgroup.ee/](https://www.tkmgroup.ee/en)) and attached to the stock exchange announcement convening the general meeting. When voting by email, the completed ballot papers must be digitally signed and sent to the Management Board by email at tkmgroup@kaubamaja.ee no later than at 12 p.m. on 17 March 2022. When voting by post, the completed ballot papers must be signed by hand and sent to the Management Board by post no later than at noon on 17 March 2022 at the address Tallinna Kaubamaja Grupp AS, Kaubamaja 1, Tallinn, 10143, together with a copy of the personal data page of the signatory’s identity document. If the shareholder who submitted the ballot paper before the general meeting also physically participates in the general meeting, all ballot papers sent by the shareholder before the general meeting will be deemed invalid. The exact procedure for voting before the general meeting is provided in the shareholder information document, which is available both on the website of Tallinna Kaubamaja Grupp AS at [www.tkmgroup.ee](https://www.tkmgroup.ee/en) and attached to the stock exchange announcement convening the general meeting.

**Appointment of a representative.** Prior to the general meeting, a shareholder may announce the appointment of a representative and revocation of the power of attorney by the represented person by email at tkmgroup@kaubamaja.ee or by handing over the said document(s) on business days from 10 a.m. to 4 p.m. no later than on 15 March 2022 at the Tallinna Kaubamaja Grupp AS office at Kaubamaja 1 (5th floor) in Tallinn, using the forms published on the website of Tallinna Kaubamaja Grupp AS [www.tkmgroup.ee](https://www.tkmgroup.ee/en) and attached to the stock exchange announcement convening the general meeting. Information on the procedure for appointing and revoking a representative can also be found there.

**To register physical participants in the general meeting, please submit:**

* a shareholder who is a natural person – an identity document; for a representative of a shareholder who is a natural person – an identity document and a written power of attorney; legal representative of a shareholder who is a legal person – an extract from the relevant (commercial) register where the legal person is registered and an identity document of the representative;
* the transaction-based representative of a shareholder who is a legal person must submit a written power of attorney issued by the legal representative of the legal person in addition to the specified documents. Documents of a legal person registered abroad must be legalised or certified with an apostille in advance, unless otherwise provided by an international agreement. Tallinna Kaubamaja Grupp AS may also register a foreign legal person as a participant in the general meeting if all the required information about the legal person and the representative is contained in a notarial power of attorney issued to the representative abroad and the power of attorney is acceptable in Estonia. Please present a passport or ID-card as an identity document.

**To participate in the online seminar of the general meeting, please:**

register no later than on 17 March 2022 here: <https://attendee.gotowebinar.com/register/4639848230720940047>. After registration, a link to the online seminar and instructions for using the environment will be sent. If you are attending an online seminar for the first time, you will be asked to download the required application. If the application fails to download, a web browser opens automatically, allowing you to listen to the online seminar. The online seminar will be held in Estonian.

At the online seminar, Raul Puusepp, Chairman of the Management Board, Marit Vooremäe, Chief Financial Officer, and Helen Tulve, Chief Legal Officer, will present the company’s results and answer questions. As the time of the online seminar is limited, please send questions via email by noon on 17 March 2022 to tkmgroup@kaubamaja.ee.

The online seminar will be recorded and published on the company’s website [https://www.tkmgroup.ee](https://www.tkmgroup.ee/en) and the YouTube channel of Nasdaq Baltic.

Yours sincerely

Management Board of Tallinna Kaubamaja Grupp AS