



Tallinna Kaubamaja Grupp
Notice to convene annual general meeting

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 **17th of March 2023 at 2 p.m.** in Tallinn, at Viking Motors dealership at Tammsaare tee 51.

The registration of the participants of the meeting will start on 17th of March 2023 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 10th of March 2023, as at the end of the business day of Nasdaq CSD's Estonian settlement system.

In order to exercise the shareholder's rights, in addition to participating in person, it is also possible to vote before the general meeting via e-mail or regular mail. In addition, shareholders will be able to participate in an online seminar of the annual general meeting. 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.

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 2022 annual report of Tallinna Kaubamaja Grupp AS

To approve the annual report for 2022 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 2022 is 646,797 thousand euros, sales revenue 862,763 thousand euros, and net profit 29,485 thousand euros.

2. Distribution of profits

To approve the proposal for the distribution of the profit of Tallinna Kaubamaja Grupp AS for 2022 submitted by the Management Board and approved by the Supervisory Board as follows:

Retained earnings from previous years	86,298 thousand euros
Net profit for 2022	29,485 thousand euros
Total distributable profit as at 31 December 2022	115,783 thousand euros
Pay a dividend of 0.68 euros per share	27,696 thousand euros
Retained earnings after the distribution of profits	88,087 thousand euros

The list of shareholders entitled to receive the dividend will be fixed on 31st of March 2023 as at the end of the business day of Nasdaq CSD's Estonian settlement system. The dividend will be paid to shareholders on 5th of April 2023 by transfer to the shareholder's bank account.

3. Recalling a Supervisory Board member and electing a new Supervisory Board member

Supervisory Board member Andres Järving has submitted an application to be reinstated from the Council as of 01.01.2023 (stock exchange announcement 04.01.2023). The Supervisory Board proposes to recall Supervisory Board member Andres Järving at the meeting on 17.03.2023, whose powers will expire upon recall.

The Supervisory Board proposes to elect Kristo Anton as a new member of the Supervisory Board of Tallinna Kaubamaja Grupp AS from 17.03.2023 for a 3-year term.

Remunerate the new Supervisory Board member in accordance with the decision of the general meeting on 19.03.2021 (2,000 euros per month).

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 2nd of March 2023. 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 14th of March 2023. 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 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 introduction of

the new Supervisory Board member candidate, and the drafts of resolutions, are available on the website of Tallinna Kaubamaja Grupp AS at www.tkmgroup.ee 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/>) 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 16th of March 2023. 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 16th of March 2023 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 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 14th of March 2023 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 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 16th of March 2023

here: https://nasdaq.zoom.us/webinar/register/WN_7BKqLZovSKmU9vCEq5DDHA. 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 Tulse, 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 16th of March 2023 to tkmgroup@kaubamaja.ee.

The online seminar will be recorded and published on the company's website <https://www.tkmgroup.ee> and the YouTube channel of Nasdaq Baltic.

Yours sincerely

Management Board of Tallinna Kaubamaja Grupp AS

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Attachments:

[AGM Ballot Paper.docx](#)

[Authorisation Document to Exercise the Rights of Shareholder.docx](#)

[Draft resolutions.pdf](#)

[Information to shareholder.pdf](#)

[Introduction of the Supervisory Board member candidate.pdf](#)

[Notice for Withdrawal of the Authorisation Document.docx](#)

[Report of the Supervisory Board of Tallinna Kaubamaja Grupp AS regarding the annual report of 2022.pdf](#)

[Tallinna Kaubamaja Grupp annual report 2022 translation of the original document.pdf](#)

