

Company Olympic Entertainment Group AS
Type Company Release
Category Announcement of General Meeting
Disclosure time 18 Apr 2018 17:00:00 +0300

Currency

Title Invitation to the Annual General Meeting of Shareholders of Olympic Entertainment Group AS

OLYMPIC ENTERTAINMENT GROUP AS, registry code 10592898, address Pronksi 19, Tallinn, Harju County, 10124 (hereinafter the Company), convenes annual General Meeting of shareholders of the Company that will be held on 11 May 2018 at 15:00 at the Conference centre of Hilton Tallinn Park (Kreutzwaldi 23, Tallinn, Estonia).

Agenda for the annual General Meeting is the following:

1. Approving Company's 2017 consolidated annual report;
2. Deciding on distribution of profit;
3. Recalling members of Supervisory Board;
4. Election of members of Supervisory Board;
5. Approval of termination of listing Company's shares on Nasdaq Tallinn Stock Exchange and instructions to submit application for termination of listing;
6. Appointing auditor for auditing financial year covering period from 01.01.2018 - 31.12.2018.

The Supervisory Board of the Company has approved the agenda of the General Meeting as presented by the Management Board and makes the shareholders the following proposals:

1. Approving Company's 2017 consolidated annual report

The Supervisory Board proposes to the General Meeting to vote in favour of the approval of the consolidated annual report of the Company for the financial year of 2017.

2. Deciding on distribution of profit

The Supervisory Board proposes to the General Meeting to vote in favour of the approval of the 2017 financial year profit distribution proposal as follows:

- 2.1. net profit amount: EUR 30,028,194.29;



- 2.2. to transfer the entire net profit for the financial year 2017 in the amount of EUR 30,028,194.29 to retained earnings;
- 2.3. not to pay dividend.

3. Recalling members of Supervisory Board

The Supervisory Board proposes to the General Meeting to recall all the members of the Supervisory Board, i.e.:

- 3.1. Armin Karu;
- 3.2. Jaan Korpusov; and
- 3.3. Liina Linsi.

4. Election of members of Supervisory Board

The Supervisory Board proposes to the General Meeting to appoint a Supervisory Board that consists of 5 (five members) and to elect the following persons to the Supervisory Board:

- 4.1. Mickael Betito, date of birth 12 May 1988;
- 4.2. Dr. Günter Maximilian Schmid, date of birth 3 October 1967;
- 4.3. Stephen Mark Peel, date of birth 29 December 1965;
- 4.4. Stefan Kowski, date of birth 16 February 1979; and
- 4.5. Corey David Plummer, date of birth 10 February 1971,

whose authorities will commence as of the moment of the adoption of this resolution and remain valid for a term of 5 (five) years. Not to pay a remuneration to the members of the Supervisory Board for performing the duties of the member of Supervisory Board.

5. Approval of termination of listing Company's shares on Nasdaq Tallinn Stock Exchange and instructions to submit application for termination of listing

Considering, that:

- i. on 04.04.2018 Odyssey Europe AS made a voluntary public takeover offer for the acquisition of shares of the Company; and
- ii. convening a general meeting of the shareholders of the Company concerning, inter alia, the approval of the delisting of the Company's shares from Nasdaq Tallinn Stock Exchange and the issuance of the instruction to Company's management to submit the application for the delisting to Nasdaq Tallinn Stock Exchange, is included among the closing conditions for the voluntary public takeover offer,

the Supervisory Board proposes to the General Meeting to vote in favour of delisting the shares from Nasdaq Tallinn Stock Exchange as follows:

- 5.1. to approve the termination of listing of the shares of the Company (OEG1T, ISIN EE3100084021) on the Baltic Main List of Nasdaq Tallinn Stock Exchange;



5.2. to instruct the Management Board (and each member of the Management Board acting separately) to submit the application for the termination of listing to the Nasdaq Tallinn Stock Exchange as soon as practically possible after the adoption of this resolution, and to authorise the Management Board (and each member of the Management Board acting separately) to take, at its sole discretion, all actions as may be required for or in connection with the termination of listing.

6. Appointing auditor for auditing financial year covering period from 01.01.2018 - 31.12.2018

The Supervisory Board proposes to the General Meeting to vote in favour of the proposal to appoint the auditor of the Company upon the following terms and conditions:

6.1. To appoint AS PricewaterhouseCoopers (registry code 10142876, seat Pärnu mnt 15, Tallinn, 10141, Estonia) to serve as the auditor of the Company.

6.2. AS PricewaterhouseCoopers shall audit the Company's annual report for the financial year from 01.01.2018 - 31.12.2018.

6.3. For auditing the annual reports, the Company shall pay AS PricewaterhouseCoopers a fee in the amount agreed upon in the contract concluded with AS PricewaterhouseCoopers on rendering auditing services.

ORGANISATIONAL ISSUES

After the items on the agenda, including any additional items, are exhausted the shareholders may ask the management board to provide information about the business of the Company in accordance with the procedure published on the website of the Company <http://www.olympic> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>). (<http://www.olympic-casino.com/>)

List of shareholders entitled to vote at the General Meeting will be fixed 7 days prior to the General Meeting, on 4 May 2018, as at the end of the working day of the settlement system.

Registration to the meeting will start on the day of the meeting, 11 May 2018, at 14:30. Registration will be carried out on the basis of an identification document and in case of the shareholder's representative, power of attorney or any other document evidencing authorisation. The forms of power of attorney and revocation of the power of attorney are available at the Company's website <http://www.olympic> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>). (<http://www.olympic-casino.com/>) Legal entities must also present a valid extract of the registry card. The documents of a company incorporated abroad must be legalised or stamped with apostille, if the international agreement does not prescribe otherwise, and translated into Estonian by the sworn translator.



A shareholder may notify about the appointment of a representative and the withdrawal of the power of attorney of the principal prior to the General Meeting by sending respective digitally signed notice by e?mail to info@oc.eu or by delivering respective document(s) on business days from 9 AM till 5 PM at the latest by 10 May 2018 to the location of the Company at Pronksi 19, 3rd floor.

The annual report of the Company and the sworn auditor's report have been made available at the Nasdaq Tallinn website www.nasdaqbaltic.com (<http://www.nasdaqbaltic.com/>). (<http://www.nasdaqbaltic.com/>) The annual report of the company, the drafts of resolutions and all other General Meeting documents shall be made available at the Company's website <http://www.olympic-casino.com> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>) and on business days from 9 AM till 5 PM also at Pronksi 19, 3(rd) floor as of 19 April 2018. Questions in respect of the items in the agenda of the General Meeting may be asked by e-mail: info@oc.eu or over phone +372 667 1250. Questions, answers and the minutes and resolutions of the annual General Meeting shall be disclosed at the Company's website <http://www.olympic-casino.com> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>). (<http://www.olympic-casino.com/>)

Shareholders, whose shares represent at least 1/20(th) of the share capital may request that additional issues be included in the agenda of the General Meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the General Meeting, at the latest by the beginning of the business day (09:00) on 26 April 2018. Shareholders, whose shares represent at least 1/20(th) of the share capital may submit the Company written draft resolutions regarding every item on the agenda of the General Meeting, at the latest 3 days prior to the date of the General Meeting by the beginning of the business day (09:00) on 8 May 2018. The procedure for exercising these rights, as well as the submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at <http://www.olympic-casino.com> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>). (<http://www.olympic-casino.com/>) The drafts and statements of reason thereof are available for reviewing also at the office of the Company on workdays between 09:00 to 17:00 at Pronksi 19, 3rd floor.

Madis Jääger

CEO

Olympic Entertainment Group AS

Tel + 372 667 1250

E-mail madis.jaager@oc.eu (<mailto:madis.jaager@oc.eu>)

<http://www.olympic-casino.com> (<http://www.olympic-casino.com/>)- (<http://www.olympic-casino.com/>)casino.com (<http://www.olympic-casino.com/>)

Finantsinspeksioon
<http://www.fi.ee>

