

Company AS MERKO EHITUS
Type Company Release
Category Announcement of General Meeting
Disclosure time 10 Apr 2019 02:30:00 +0300

Attachments:

- MerkoEhitu-10001770641-en.docx (<http://oam.fi.ee/en/download?id=3775>)
- MerkoEhitu-10001770642-en.pdf (<http://oam.fi.ee/en/download?id=3776>)
- MerkoEhitu-10001770643-en.pdf (<http://oam.fi.ee/en/download?id=3777>)
- MerkoEhitu-10001770644-en.docx (<http://oam.fi.ee/en/download?id=3778>)
- MerkoEhitu-10001770645-en.pdf (<http://oam.fi.ee/en/download?id=3779>)
- MerkoEhitu-10001770646-en.pdf (<http://oam.fi.ee/en/download?id=3780>)
- MerkoEhitu-10001770648-et.docx (<http://oam.fi.ee/en/download?id=3781>)
- MerkoEhitu-10001770649-et.pdf (<http://oam.fi.ee/en/download?id=3782>)
- MerkoEhitu-100017706410-et.pdf (<http://oam.fi.ee/en/download?id=3783>)
- MerkoEhitu-100017706411-et.pdf (<http://oam.fi.ee/en/download?id=3784>)
- MerkoEhitu-100017706412-et.pdf (<http://oam.fi.ee/en/download?id=3785>)
- MerkoEhitu-100017706413-et.docx (<http://oam.fi.ee/en/download?id=3786>)

Currency

Title Notice on convening annual general meeting of shareholders of AS Merko Ehitus

The Management Board of AS Merko Ehitus, registry code 11520257, seated at Järvevana tee 9G, Tallinn, 11314, will convene the annual general meeting of shareholders of AS Merko Ehitus on Wednesday, 8 May 2019 at 10.00 at the "Stockholm" conference hall of Tallink City Hotel (A. Laikmaa st. 5, Tallinn).

The set of shareholders, entitled for the participation in the general meeting, will be determined 7 days before the general meeting of shareholders is held, i.e. 30 April 2019 at close of the business of the settlement system. Registration of participants of the meeting will be opened on 8 May 2019 at 09.30.

Agenda of the general meeting and proposals of the supervisory board of AS Merko Ehitus regarding the agenda items:

1. Approval of the annual report of the year 2018 and overview of the economic results and outlook

The Supervisory Board proposes to the shareholders to approve the annual report of the financial year 2018 of AS Merko Ehitus and to note the Management Board's overview of the economic results and outlook.



2. Distribution of profits

The Supervisory Board proposes to:

- i. approve the net profit for the financial year 2018 as EUR 19,342,762;
 - ii. pay the shareholders the total amount of EUR 17,700,000 as dividends from net profit brought forward, which totals to EUR 1.00 per share;
- * shareholders, entered into the share register of AS Merko Ehitus on 27 June 2019, at close of the business of the settlement system, will be entitled to dividends;
 - * consequently, the day of change of the rights related to the shares (ex-date) is set to 26 June 2019; from this date onwards, the person acquiring the shares will not have the right to receive dividends for the financial year 2018.
 - * dividends will be paid to the shareholders on 1 July 2019 by transferring the respective amount to the shareholder's bank account, which is linked to the securities account;
- i. leave the outstanding net profit undistributed.

Organisational issues

Please provide the following for the registration of participants of the general meeting:

- * Passport or identity card (ID-card) as identity document for natural person-shareholders; a suitably prepared power of attorney is also required for representatives.
- * Representatives of a legal person-shareholders are required to provide an excerpt from an appropriate (business) register where the legal person is registered, which identifies the individual's right to represent the shareholder (legal representation), and passport or identity card (ID-card) of the representative; if the type of representation is other than legal representation, a suitably prepared power of attorney must also be provided (authorities granted by transaction), as well as the representative's passport or identity card (ID-card). Please legalise the registration documents of a legal person, registered in a foreign country (with the exception of unattested power of attorney), or have them apostilled, if not provided otherwise by an international treaty. AS Merko Ehitus may also register shareholders, who are legal persons registered in a foreign country, as participants of general meeting, when all the required information on the legal person and the representative concerned are given in a notarised power of attorney, issued to the representative in a foreign country, and the power of attorney is recognised in Estonia.

A shareholder may notify AS Merko Ehitus of appointing a representative and having withdrawn a power of attorney before the general meeting, by supplying a digitally signed power of attorney and other required documents by e-mail to the



following address: group@merko.ee (<mailto:group@merko.ee>); or delivering the written and signed power of attorney and other required documents on paper to the office of AS Merko Ehitus at Pärnu mnt 141 "Delta Plaza" 7th floor, Tallinn (on working days from 10.00 through 16.00) by 7 May 2019, 16.00, the latest, using the forms published by AS Merko Ehitus on its website at <https://group.merko.ee/>. It is not possible to vote electronically or by mail at the general meeting.

The annual report of AS Merko Ehitus for the financial year 2018 and the auditor's report are available at the website of NASDAQ Tallinn Stock Exchange at <https://www.nasdaqbaltic.com/> or the group's website at <https://group.merko.ee/>.

Documents related to the annual general meeting of shareholders of AS Merko Ehitus, including draft resolutions, annual report for the financial year 2018, auditor's report, proposal for distribution of profit, report on the activities of the Supervisory Board in the financial year 2018, are available starting from 11 April 2018 at the website of AS Merko Ehitus at <https://group.merko.ee/> or on working days at 10.00-16.00 at Pärnu mnt 141 "Delta Plaza" 7th floor, Tallinn. Questions concerning the agenda of the annual general meeting can be sent to the e-mail address group@merko.ee (<mailto:group@merko.ee>). The questions and answers will be disclosed at the website of AS Merko Ehitus (<https://group.merko.ee/>) on the Internet.

The shareholders have the right to receive information on the activities of AS Merko Ehitus from the Management Board at the general meeting. The Management Board may refuse to give information, if there is a basis to presume that this may cause significant damage to the interests of the company. Should the Management Board refuse to provide the information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request, or file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information.

Shareholders whose shares represent at least one-twentieth of the share capital of AS Merko Ehitus, may submit a draft resolution of each item on the agenda to the company no later than 3 days prior to the general meeting, that is, until 5 May 2019, submitting it in writing to the following address: AS Merko Ehitus, Pärnu mnt 141 "Delta Plaza" 7th floor, 11314 Tallinn.

Shareholders whose shares represent at least one-twentieth of the share capital of AS Merko Ehitus, may demand the inclusion of additional issues on the agenda of the general meeting if the respective demand has been submitted no later than 15 days before the general meeting is held, that is, until 23 April 2019, to the following address: AS Merko Ehitus, Pärnu mnt 141 "Delta Plaza" 7th floor, 11314 Tallinn.

Andres Trink
Chairman of the Management Board



AS Merko Ehitus
+372 650 1250
andres.trink@merko.ee (mailto:alar.lagus@merko.ee)

AS Merko Ehitus (group.merko.ee (<https://group.merko.ee/en/>)) group consists of Estonia's leading construction company AS Merko Ehitus Eesti, the Latvian-market-oriented SIA Merks, UAB Merko Statyba operating on the Lithuanian market, and the Norwegian construction company Peritus Entreprenør AS. Besides provision of construction service as a main contractor, the group's other major area of activity is apartment development. As at the end of 2018, the group employed 764 people, and the group's revenue for 2018 was EUR 418 million.

Attachments

- * 2019 Notice on withdrawal of power of attorney (<https://ml-eu.globenewswire.com/Resource/Download/3e2ee73f-3f87-4786-bde9-674ac3d2094a>)
- * Information on shares and total number of votes, linked to the shares (<https://ml-eu.globenewswire.com/Resource/Download/8db56ff3-40c7-47e6-9e9e-91bef8de7705>)
- * 2018 Merko Ehitus annual report (<https://ml-eu.globenewswire.com/Resource/Download/1e467e6d-5acc-41fc-b89c-1a6b74753114>)
- * 2019 Power of Attorney (<https://ml-eu.globenewswire.com/Resource/Download/7238a20e-782f-4b59-bc19-affa6b120686>)
- * 2019 04 09 Decisions of the Supervisory Board meeting of AS Merko Ehitus (<https://ml-eu.globenewswire.com/Resource/Download/198ea3ad-72be-479b-858e-5f10d5b73f1f>)
- * Draft resolutions of the Annual General Meeting of Shareholders 08.05.2019 (<https://ml-eu.globenewswire.com/Resource/Download/5bc0951d-bde4-4349-ba47-a064482e6437>)

