

Company Tallinna Kaubamaja Grupp AS
Type Company Release
Category Announcement of General Meeting
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Currency

Title Notice of convening Annual General Meeting of shareholders of Tallinna Kaubamaja Grupp AS

The Management Board of Tallinna Kaubamaja Grupp AS (registry code 10223439, seat Kaubamaja 1, 10143 Tallinn), convenes an annual general meeting of shareholders on 20 March 2020 at 13:00, in the Conference centre of Nordic Hotel Forum, situated at Viru väljak 3, Tallinn.

Registration of the participants begins on 20 March 2020 at 12:30. The list of shareholders entitled to participate in the general meeting will be determined as at seven days before holding the general meeting, i.e. as at 13 March 2020 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The Supervisory Board of Tallinna Kaubamaja Grupp AS has determined the following agenda of the annual general meeting and makes the following proposals:

1. Approval of the annual report of 2019 of Tallinna Kaubamaja Grupp AS

To approve the annual report of Tallinna Kaubamaja Grupp AS for 2019 prepared by the Management Board of Tallinna Kaubamaja Grupp AS and approved by the Supervisory Board, according to which the consolidated balance sheet of Tallinna Kaubamaja Grupp AS as at 31.12.2019 is 522,313 thousand euros, the sales revenue for the accounting year is 717,223 thousand euros and the net profit 31,137 thousand euros.

1. Distribution of profit

To approve the profit distribution proposal of 2019 of Tallinna Kaubamaja Grupp AS, presented by the Management Board and approved by the Supervisory Board, as follows:

Retained profits of previous years	84,457 thousand euros
Net profit of 2019	31,137 thousand euros



Total distributable profit as at 31.12.2019	115,594 thousand euros
To pay dividends 0.73 euros per share	29,732 thousand euros
Retained profits after distribution of profits	85,862 thousand euros

The list of shareholders with a right to receive dividends shall be fixed as at 3 April 2020 at the end of the working day of the Nasdaq CSD Estonian Settlement System. Dividends shall be paid to the bank accounts of shareholders via transfer on 6 April 2020.

Operational issues

The shareholders whose shares represent at least 1/20 of the share capital may request the inclusion of additional issues to the agenda of the general meeting, provided that the respective request has been submitted in writing no later than by 5 March 2020. The shareholders whose shares represent at least 1/20 of the share capital may submit a written draft of the resolution in respect to each item on the agenda no later than by 17 March 2020. More detailed information available on §287 of the Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293(1) (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293(1) (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of Tallinna Kaubamaja Grupp AS at www.tkmgroup.ee (<http://www.tkmgroup.ee>). The drafts of the resolutions and substantiations submitted by the shareholders will be published on the same homepage, if any are received. After the items on the agenda of the general meeting, including additional issues, have been discussed, the shareholders can ask for information from the management board about the activity of the public limited company.

The documents of the annual general meeting, including the annual report, sworn auditor's report, proposal for profit distribution, report of the supervisory board, drafts of the resolutions of Tallinna Kaubamaja Grupp AS are made available on the homepage of Tallinna Kaubamaja Grupp AS at www.tkmgroup.ee (<http://www.tkmgroup.ee>), and from the publication of the notice on calling the general meeting until the day of the general meeting is held, in the secretariat of Tallinna Kaubamaja Grupp AS at Kaubamaja 1 (2nd) floor) in Tallinn on business days from 10 AM to 4 PM. Questions about the topics included in the agenda of the general meeting can be sent to the following e-mail address tkmgroup@kaubamaja.ee (<mailto:tkmgroup@kaubamaja.ee>) or by post to the address of the public limited company or by telephone 66 73 300.

Please submit the following documents to register the participants of the general meeting:

a shareholder that is a natural person - personal identification document; a representative of a shareholder that is a natural person - personal identification document and a written letter of authorisation; a legal



representative of a shareholder that is a legal person - an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents. We ask the documents of a legal person registered in a foreign country to be legalised or having an apostil attached to the documents beforehand, unless specified otherwise in an international agreement. Tallinna Kaubamaja Grupp AS may register a shareholder that is a legal person from a foreign country to the general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia. We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the general meeting by e-mail on tkmgroup@kaubamaja.ee (<mailto:tkmgroup@kaubamaja.ee>) or by submitting the mentioned document(s) on business days from 10 AM to 4 PM no later than by 17 March 2020 to the secretariat of Tallinna Kaubamaja Grupp AS at Kaubamaja 1 (2nd) floor) in Tallinn, prepared on the respective forms published on the homepage of Tallinna Kaubamaja Grupp AS at www.tkmgroup.ee (<http://www.tkmgroup.ee>). You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

Raul Puusepp
Chairman of the Board
Phone: +372 731 5000

