

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

- Tallinna Kaubamaja Grupi konsolideeritud aastaaruanne 2020_eng.pdf (<http://oam.fi.ee/en/download?id=5195>)
- Report of the supervisory board Tallinna Kaubamaja Grupp AS 2020 eng.pdf (<http://oam.fi.ee/en/download?id=5196>)
- 2021 Draft resolutions_eng.pdf (<http://oam.fi.ee/en/download?id=5197>)
- 2021 Information on the annual general meeting_eng.pdf (<http://oam.fi.ee/en/download?id=5198>)
- 2021 Authorisation Document to Exercise the Rights of Shareholder_eng.docx (<http://oam.fi.ee/en/download?id=5199>)
- 2021 Notice for Withdrawal of the Authorisation Document_eng.docx (<http://oam.fi.ee/en/download?id=5200>)
- 2021 AGM Ballot Paper_eng.docx (<http://oam.fi.ee/en/download?id=5201>)
- Tallinna Kaubamaja Grupi konsolideeritud aastaaruanne 2020_est.pdf (<http://oam.fi.ee/en/download?id=5202>)
- Tallinna Kaubamaja Grupp AS Nõukogu aruanne 2020_est.pdf (<http://oam.fi.ee/en/download?id=5203>)
- 2021 otsuste eelnõud est.pdf (<http://oam.fi.ee/en/download?id=5204>)
- 2021 teave aktsionäridele est.pdf (<http://oam.fi.ee/en/download?id=5205>)
- 2021 volikirja blankett est.docx (<http://oam.fi.ee/en/download?id=5206>)
- 2021 volikirja tagasivõtmise blankett est.docx (<http://oam.fi.ee/en/download?id=5207>)
- 2021 ÜK hääletussedel est.docx (<http://oam.fi.ee/en/download?id=5208>)

Currency

Title Notice of convening the annual general meeting of shareholders of Tallinna Kaubamaja Grupp

The Management Board of Tallinna Kaubamaja Grupp AS (registry code 10223439, location Kaubamaja 1, 10143, Tallinn) convenes the annual general meeting of shareholders on 19 March 2021 at 11 a.m. in Tallinn, at the Radisson Blu Hotel Olümpia Conference Centre at Liivalaia 33.

The registration of the participants of the meeting will start on 19 March 2021 at 10.30 a.m. The list of shareholders entitled to vote at the general meeting will be fixed seven days before the general meeting, i.e. on 12 March 2021, as at the end of the business day of Nasdaq CSD's Estonian settlement system.

The Management Board announces that due to the spread of the coronavirus, shareholders have the opportunity to vote on the items on the agenda of the general meeting by email or post before the general meeting, if they so wish. In addition, shareholders will be able to participate in an online seminar of the annual general meeting by registering no later than at 12 p.m. on 18 March 2021



here: <https://register.gotowebinar.com/register/9214160741195990798>. Via the online seminar, it is possible to 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 necessary measures are taken at the venue of the general meeting to protect the participants to minimise the possibility of the spread of the coronavirus and that the necessary disinfection and personal protective equipment is available at the venue of the meeting. If necessary, the measures to be implemented will be supplemented in accordance with the situation prevailing at the time of the general meeting and possible social restrictions.

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 2020 annual report of Tallinna Kaubamaja Grupp AS

To approve the annual report for 2020 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 2020 is 597,284 thousand euros, sales revenue 741,938 thousand euros, and net profit 19,499 thousand euros.

2. Distribution of profits

To approve the proposal for the distribution of the profit of Tallinna Kaubamaja Grupp AS for 2020 submitted by the Management Board and approved by the Supervisory Board as follows:

Retained earnings from previous years	82,132 thousand euros
Net profit for 2020	19,499 thousand euros
Total distributable profit as at 31 December 2020	101,631 thousand euros
Pay a dividend of 0.60 euros per share	24,438 thousand euros
Retained earnings after the distribution of profits	77,193 thousand euros

The list of shareholders entitled to receive the dividend will be fixed on 6 April 2021 as at the end of the business day of Nasdaq CSD's Estonian settlement system. The dividend will be paid to shareholders on 9 April 2021 by transfer to the shareholder's bank account.

3. Election of members of the Supervisory Board and determination of the procedure for remuneration

In connection with the expiry of the term of office of the members of the



Supervisory Board on 20 May 2021, the Supervisory Board proposes to elect Jüri Kõo, Andres Järving, Enn Kunila, Gunnar Kraft, and Meelis Milder as members of the Supervisory Board of Tallinna Kaubamaja Grupp AS for the next 3-year term from 21 May 2021.

The remuneration of the members of the Supervisory Board is as follows: the remuneration paid to the Chairman of the Supervisory Board is 2,400 euros per month and the remuneration paid to the members of the Supervisory Board is 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 4 March 2021. 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 16 March 2021. 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 293(1) (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, 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 (<mailto:tkmgroup@kaubamaja.ee>), by letter sent to the address of the public limited company, or by phone at 66 73 300.

Before voting at the general meeting, we ask the shareholders to fill in the ballot papers, which are available on the website of Tallinna Kaubamaja Grupp AS (<http://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 18 March



2021. 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 18 March 2021 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 (<mailto: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 16 March 2021 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 at 12 p.m. on 18 March 2021 here: <https://register.gotowebinar.com/register/9214160741195990798>. 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, Legal Director, 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 18 March 2021 totkmgroupe@kaubamaja.ee (<mailto:totkmgroupe@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.

The majority shareholder of Tallinna Kaubamaja Grupp AS, OÜ NG Investeeringud, has notified the Management Board of its intention to vote in favour of the items on the agenda of the general meeting in accordance with the drafts of the resolutions.

Yours sincerely

Management Board of Tallinna Kaubamaja Grupp AS

