**BALLOT PAPER**

**To vote on the draft resolutions prepared on the agenda items of the general meeting to be held on 18 March 2022 of Tallinna Kaubamaja Grupp AS**

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| **Name** of the shareholder: |
| **Code** of the shareholder:(*The registry code of a shareholder who is a legal person or the personal identification code of a shareholder who is a natural person; in the absence of a personal identification code, their date of birth*) |
| **Name of the** shareholder’s **representative**:(*must be filled in in any case for a shareholder who is a legal person; must be filled in for a shareholder who is a natural person if the shareholder has authorised another person to represent them*) |
| **Personal identification code of the** shareholder’s **representative**:*(in the absence of a personal identification code, the date of birth; must be filled in in any case for a shareholder who is a legal person; must be filled in for a shareholder who is a natural person if the shareholder has authorised another person to represent them)* |
| **Basis for the right of representation of the** shareholder’s **representative**: *(e.g. Management Board member, procurator, power of attorney, etc.)*Note: A document certifying the right of representation must be sent together with the ballot paper. A document certifying the right of representation do not need to be sent if the right of representation is visible in the Estonian Commercial Register. |

**I will vote on the draft resolutions on the items on the agenda of the general meeting as follows (marking an X for ‘for’, ‘against’, ‘undecided’, or ‘no vote’, respectively):**

|  |  |
| --- | --- |
| *Draft resolutions on the items on the agenda of the general meeting* | *Mark with an X* |
| **1. Approval of the 2021 annual report of Tallinna Kaubamaja Grupp AS**To approve the annual report for 2021 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 2021 is 635,309 thousand euros, sales revenue 821,648 thousand euros, and net profit 32,016 thousand euros. | [ ]  FOR[ ]  AGAINST[ ]  UNDECIDED[ ]  NO VOTE |
| **2. Distribution of profits**To approve the proposal for the distribution of the profit of Tallinna Kaubamaja Grupp AS for 2021 submitted by the Management Board and approved by the Supervisory Board as follows:Retained earnings from previous years – 79,416 thousand eurosNet profit for 2021 - 32,016 thousand eurosTotal distributable profit as at 31 December 2021 - 111,432 thousand eurosPay a dividend of 0.68 euros per share - 27,696 thousand eurosRetained earnings after the distribution of profits - 83,736 thousand eurosThe list of shareholders entitled to receive the dividend will be fixed on 1 April 2022 as at the end of the business day of Nasdaq CSD’s Estonian settlement system. The dividend will be paid to shareholders on 6 April 2022 by transfer to the shareholder’s bank account. | [ ]  FOR[ ]  AGAINST[ ]  UNDECIDED[ ]  NO VOTE |
| **3. Appointment of an auditor and determination of remuneration procedure**To appoint AS PricewaterhouseCoopers, registry code 10142876, to conduct the audit of financial years 2022 - 2024 of Tallinna Kaubamaja Grupp AS. The amount of the auditor’s fee shall be decided by the Management Board of the company. | [ ]  FOR[ ]  AGAINST[ ]  UNDECIDED[ ]  NO VOTE |
| **4. Approval of the principles of remuneration of the members of the Management Board**To approve the principles of remuneration of the members of the Management Board of Tallinna Kaubamaja Grupp AS approved by the Supervisory Board.  | [ ]  FOR[ ]  AGAINST[ ]  UNDECIDED[ ]  NO VOTE |

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please send the completed ballot paper no later than by 12 p.m. on 17 March 2022:

* in case of voting by email, send the digitally signed ballot to tkmgroup@kaubamaja.ee and
* in case of voting by post, send the handwritten ballot with a copy of the personal data page of the identity document to Tallinna Kaubamaja Grupp AS at Kaubamaja 1, Tallinn, 10143.