

**Draft resolutions of the annual general meeting of Tallinna Kaubamaja Grupp AS which will be held on 18<sup>th</sup> of March 2024**

**1. Approval of the annual report of 2023 of Tallinna Kaubamaja Grupp AS**

To approve the annual report for 2023 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 2023 is 691,508 thousand euros, sales revenue 947,257 thousand euros, and net profit 37,424 thousand euros.

**2. Distribution of profit**

To approve the proposal for the distribution of the profit of Tallinna Kaubamaja Grupp AS for 2023 submitted by the Management Board and approved by the Supervisory Board as follows:

Retained earnings from previous years	90,536 thousand euros
Net profit for 2023	37,424 thousand euros
Total distributable profit as at 31 December 2023	127,960 thousand euros
Pay a dividend of 0.72 euros per share	29,325 thousand euros
Retained earnings after the distribution of profits	98,635 thousand euros

The list of shareholders entitled to receive the dividend will be fixed on 3rd of April 2024 as at the end of the business day of Nasdaq CSD's Estonian settlement system. The dividend will be paid to shareholders on 8th of April 2024 by transfer to the shareholder's bank account.

**3. Recalling members of the Supervisory Board, electing new members of the Supervisory Board and determination of the procedure for remuneration**

In connection with the expiration of the term of office of some members of the Supervisory Board and with the aim of harmonizing the terms of office of the members of the Supervisory Board, to recall the entire composition of the current Supervisory Board of Tallinna Kaubamaja Grupp AS from 20<sup>th</sup> of May 2024 and to elect as members of the Supervisory Board of Tallinna Kaubamaja Grupp AS from 20<sup>th</sup> of May 2024 for the next 3-year term Jüri Kõo (personal identification code 36511160272), Enn Kunila (personal identification code 35003190254), Gunnar Kraft (personal identification code 36403160286), Meelis Milder (personal identification code 35804054210) and Kristo Anton (personal identification code 37605250302). Remunerate the chairman of the Supervisory Board a fee of 4,200 euros per month and the members of the Supervisory Board a fee of 3,500 euros per month.

**4. Change of articles of association and business name of Tallinna Kaubamaja Grupp AS**

To change the business name of Tallinna Kaubamaja Grupp AS and in this regard, to approve a new revision of the Articles of Association, where the new business name is TKM Grupp AS.