

## **Information on the annual general meeting of Tallinna Kaubamaja Grupp AS and on the voting prior to the general meeting**

### **1. Procedure for inquiries from the Management Board**

A shareholder has the right to receive information on the activities of the public limited company 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 public limited company. If the management board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to 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 (Commercial Code § 287).

During the general meeting, after the agenda items of the meeting have been exhausted, including any additional items, the shareholders may inquire about activities from the Management Board of Tallinna Kaubamaja Grupp AS. Shareholders may submit their questions either verbally or in writing, addressing the chairman of the general meeting.

### **2. Procedure for adding items to the agenda and presenting draft resolutions**

Shareholders whose shares represent at least one-twentieth of the share capital may demand the inclusion of additional issues on the agenda of the annual general meeting, if such demand has been submitted at the latest 15 days before the holding of the general meeting (Commercial Code § 293 (2)). Concurrently with the demand to complement the agenda, a draft resolution on or substantiation of each additional issue shall be submitted to the public limited company (Commercial Code § 293<sup>1</sup> (3)). The aforementioned documents shall be submitted in writing to the public limited company at the latest by 3 March 2022, to the address Tallinna Kaubamaja Grupp AS, Kaubamaja 1, 10143 Tallinn.

The shareholders whose shares represent at least one-twentieth of the share capital may submit to the public limited company a draft resolution on each issue of the agenda. That right may not be exercised later than three days before the holding of the general meeting, i.e., not later than on 15 March 2022 (Commercial Code § 293<sup>1</sup> (4)).

### **3. Information on the total number of the shares and voting rights related to the shares**

As at 22 February 2022, the share capital of Tallinna Kaubamaja Grupp AS is 16,291,680 euros. The total number of shares is 40,729,200. Each share grants one vote.

### **4. Information on the appointment of a representative and withdrawal of authorities**

Forms which a shareholder can use to appoint a representative to exercise the rights of the shareholder at the annual general meeting and to revoke the authorisation document issued by the shareholder, are published on the website of Tallinna Kaubamaja Grupp AS ([www.tkmgroup.ee](http://www.tkmgroup.ee)) and attached to the stock exchange announcement on the website of the Nasdaq Baltic Stock Exchange (<https://nasdaqbaltic.com/>).

#### **4.1 Procedure for appointment of a representative**

Using the [authorisation document form](#) for the appointment of a representative available on the website of Tallinna Kaubamaja Grupp AS and attached to the stock exchange

announcement convening the general meeting, it is possible to appoint a representative in the following ways:

- 1) The authorisation document form shall be filled in with the required data electronically, after which the authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder. The signed authorisation document shall be handed over to the representative. Upon registration for the annual general meeting, the representative shall submit the filled in authorisation document signed by the shareholder or the representative(s) of the shareholder, and other necessary documents.
- 2) The authorisation document form shall be filled in with the required data electronically, after which the filled in authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the authorisation document shall be delivered by the shareholder or representative(s) of the shareholder or by the authorised representative to the office of Tallinna Kaubamaja Grupp AS, Kaubamaja 1 (5<sup>th</sup> floor), Tallinn (on working days between 10.00 and 16.00, at the latest by 15 March 2022). In that case, the authorised representative is not required to present an authorisation document upon registration for the annual general meeting.
- 3) The authorisation document form shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder and then the authorisation document shall be sent, at the latest by 15 March 2022 at 16.00, to Tallinn Kaubamaja Grupp AS by using the e-mail address: [tkmgroup@kaubamaja.ee](mailto:tkmgroup@kaubamaja.ee). In that case, the authorised representative is not required to present an authorisation document upon registration for the annual general meeting.

In case the aforementioned authorisation document has been issued by the authorised representative, the authorisation document by which the legal representative of the shareholder authorises the authorised representative to issue the aforementioned authorisation document shall be issued in the same form as that published on the website of Tallinna Kaubamaja Grupp AS and added to the stock exchange announcement convening the general meeting. The authorised representative may authorise the representative only in case the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been fully filled in or has not been presented in the required manner, Tallinna Kaubamaja Grupp AS has the right to disregard the authorisation document.

#### **4.2 Procedure for withdrawal of the authorities of the representative**

By using the notice form for withdrawal of the authorities of the representative available on the website of Tallinna Kaubamaja Grupp AS and added to the stock exchange announcement convening the general meeting, the authorities of the representative can be withdrawn in the following manners:

- 1) The form for withdrawal of authorities shall be filled in with the required data electronically, after which the filled-in notice form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be delivered by the shareholder or representative(s) of the

shareholder to the office of Tallinna Kaubamaja Grupp AS, Kaubamaja 1 (5<sup>th</sup> floor), Tallinn (on working days between 10.00 and 16.00, at the latest by 15 March 2022).

- 2) The form for withdrawal of authorities shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be sent, at the latest by 15 March 2022 at 16.00, to Tallinn Kaubamaja Grupp AS by using the e-mail address: [tkmgroupp@kaubamaja.ee](mailto:tkmgroupp@kaubamaja.ee).

In case the aforementioned notice has been submitted by the authorised representative, the authorisation document by which a legal representative of the shareholder authorises the authorised representative to submit the aforementioned notice shall be issued in the same form as the authorisation document form published on the website of Tallinna Kaubamaja Grupp AS and added to the stock exchange announcement convening the general meeting. The authorised representative may authorise the representative only if the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been completely filled in or has not been submitted in the required manner, Tallinna Kaubamaja Grupp AS has the right to disregard the authorisation document.

## **5. Information on voting before the general meeting**

Pursuant to section 298<sup>2</sup> of the Commercial Code, a shareholder may vote on draft resolutions prepared in respect to the items on the agenda of a general meeting by submitting their vote to the public limited company before the general meeting at least in a format which can be reproduced in writing. The Management Board has published on the website of Tallinna Kaubamaja Grupp AS at [www.tkmgroupp.ee](http://www.tkmgroupp.ee) and attached to the stock exchange announcement convening the general meeting a ballot paper for voting on the draft resolutions on the agenda items of the general meeting (hereinafter 'ballot paper').

To vote before the general meeting, the completed and signed ballot paper must be submitted to the Management Board no later than by noon on the day preceding the day of the general meeting, i.e. 17 March 2022 at 12.00. Ballot papers received by the Management Board after the above deadline will not be taken into account. If a shareholder submits more than one completed ballot paper, the ballot paper with the latest digital signature time stamp or posting time stamp will be deemed valid. All previous ballot papers will be deemed invalid.

A shareholder who has voted before the general meeting is deemed to be participating in the general meeting and the votes represented by their shares will be included in the quorum of the general meeting, unless otherwise provided by law. 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.

If the ballot paper has not been completely filled in or has not been submitted in the required manner, Tallinna Kaubamaja Grupp AS has the right to disregard the ballot paper.

### **5.1. Voting by email before the general meeting**

To vote before the general meeting by email, the shareholder fills in the ballot paper with the required information electronically and indicates their vote ('for', 'against', 'undecided', or 'no

vote') with an X on each draft resolution in an intelligible manner. After marking the vote, the shareholder confirms the ballot paper with their electronically qualified digital signature (in Estonia, for example, with an ID-card, Mobile-ID, or a newer Smart-ID account conforming to the qualified e-signature standard).

The shareholder sends the completed and digitally signed ballot paper to the Management Board no later than by 12 p.m. on 17 March 2021 via an email to [tkmgroupp@kaubamaja.ee](mailto:tkmgroupp@kaubamaja.ee).

If the ballot paper is filled in and signed on behalf of the shareholder by the shareholder's representative, the documents certifying the right of representation necessary for the registration of the participants of the general meeting specified in the invitation to the general meeting must be sent together with the ballot paper. If the document certifying the right to represent a shareholder can be submitted only in paper form, it must be forwarded to the office of Tallinna Kaubamaja Grupp AS at Kaubamaja 1 (5th floor) in Tallinn no later than by 12 p.m. on 17 March 2022. In the case of a shareholder who is a legal person, the right of representation is registered in the Estonian Commercial Register (e.g. a member of the Management Board or a procurator), it is not necessary to send a document certifying the right of representation together with a ballot paper.

Receipt of a ballot paper sent by email will be notified to the shareholder as soon as possible after receipt of the ballot paper and its technical inspection at the email address from which the ballot paper was sent.

## **5.2. Voting by post before the general meeting**

To vote before the general meeting by post, the shareholder fills in the ballot paper with the required information electronically or by hand and indicates their vote ('for', 'against', 'undecided', or 'no vote') with an X on each draft resolution in an intelligible manner. After marking the vote, the shareholder confirms the ballot paper with their handwritten signature.

When voting by post, it is necessary to send a copy of the personal data page of the signatory's identity document to the Management Board together with the ballot paper in order to ensure the identification of the shareholder and the security and reliability of voting.

The shareholder sends the completed ballot paper together with their handwritten signature and a copy of their identity document to the Management Board no later than by 12 p.m. on 17 March 2022 to Tallinna Kaubamaja Grupp AS at Kaubamaja 1, 10143, Tallinn.

If the ballot paper is filled in and signed on behalf of the shareholder by the shareholder's representative, the documents certifying the right of representation necessary for the registration of the participants of the general meeting specified in the invitation to the general meeting must be sent together with the ballot paper. In the case of a shareholder who is a legal person, the right of representation is registered in the Estonian Commercial Register (e.g. a member of the Management Board or a procurator), it is not necessary to send a document certifying the right of representation together with a ballot paper.

## **6. Participation in the online seminar of the general meeting**

Shareholders have the opportunity to participate in an online seminar of the annual general meeting, through which it is possible to listen to what is happening at the general meeting and

ask questions. There will be no voting through the online seminar. The online seminar will be held in Estonian.

In order to participate in the online seminar, please register no later than on 17 March 2022, using this link: <https://attendee.gotowebinar.com/register/4639848230720940047>

You will be sent a link to the online seminar and instructions for using the environment. If this is your first time participating in an online seminar, you will be asked to download the required application. If downloading the application fails, your web browser will open automatically, allowing you to listen to the online seminar.

Participants will be sent a reminder via e-mail one hour before the start of the seminar.

During the online seminar of the annual general meeting of shareholders, Raul Puusepp (Chairman of the Management Board), Marit Vooremäe (Chief Financial Director), and Helen Tulve (Chief Legal Officer) will review the results of the company and answer questions. As the time for the online seminar is limited, we recommend sending in your questions no later than at 12 p.m. on 17 March 2022 to the e-mail address [tkmgroup@kaubamaja.ee](mailto:tkmgroup@kaubamaja.ee).

The seminar will be recorded and published on the website of the company at <https://www.tkmgroup.ee> as well as on the YouTube channel of Nasdaq Baltic.

Should you have any questions, please contact Tallinna Kaubamaja Grupp AS at Tel: 66 73 300 or e-mail address: [tkmgroup@kaubamaja.ee](mailto:tkmgroup@kaubamaja.ee).