

## **NOTICE OF ADOPTION OF RESOLUTIONS OF SHAREHOLDERS OF NORDECON AS WITHOUT CONVENING THE GENERAL MEETING**

The Management Board of **Nordecon AS** (the “**Company**”) (registry code 10099962, address Toompuiestee 35, 10133 Tallinn) proposes to the shareholders to adopt resolutions without convening the meeting in accordance with § 299<sup>1</sup> of the Commercial Code in order to avoid gatherings during the COVID-19 pandemic.

The shareholders are invited to vote on the draft resolutions provided below by filling in the ballot available on the website of the Company [www.nordecon.com](http://www.nordecon.com) and send the votes along with the documents certifying the right of representation, listed below, to the Management Board of the Company no later than **9.00 (here and hereafter Estonian time) on Thursday, 1 June 2021**. For sending the ballot and the documents certifying the right of representation listed below, we ask to choose a method, which ensures the arrival thereof by the above deadline. If a shareholder fails to notify by the above deadline whether he/she votes against or in favour of the resolution, the shareholder shall be deemed to have voted against the resolution.

The list of shareholders entitled to vote on the adoption of the resolutions will be fixed as at 7 days prior to the deadline set for voting, i.e. on 25 May 2021 as at the end of the working day of the Nasdaq CSD Eesti settlement system.

As of the date of publication of this notice, the share capital of the Company is divided into 32,375,483 shares without nominal value. Each share grants 1 (one) vote. The Company owns 846,898 shares that do not grant to the Company any shareholders' rights.

No later than on 30 April 2021, the Management Board of the Company shall publish on the website of the Company (<http://www.nordecon.com/year2020/>) a summary of the 2020 economic results.

**The proposals of the Management Board, as approved by the Supervisory Council, for the draft resolutions to be adopted are as follows:**

### **1. Approval of the Company’s annual report for 2020**

To approve the Company’s consolidated annual report for 2020 as submitted by the management board.

### **2. Allocation of profit**

To distribute to the profit as follows: the consolidated net profit attributable to the Company as the parent company of the consolidation group in the financial year 2020 amounts to 2,466 thousand euros, the Company’s retained profit from previous periods amounts to 12,077 thousand euros, and, thus, the total distributable profit as at 31 December 2020 amounted to 14,543 thousand euros. To allocate 0.06 euros per share as the profit to be distributed to the shareholders (dividend). No appropriations shall be made to the capital reserve or other reserves provided for by the law or the articles of association. Shareholders entitled to dividends include persons entered in the Company’s share register on 15 June 2021 as at the end of the working day of the settlement system. The ex-date is 14 June 2021; as of this date a person who acquired shares is not entitled to dividends for the 2020 financial year. No dividends shall be paid to the Company for own shares. The dividends will be distributed to the shareholders on 29 September 2021 at the latest.

### **3. Election of auditor for the financial year 2021 and deciding on the remuneration of the auditor**

To elect the current audit firm of the group, KPMG Baltics OÜ, as the auditor of the Company for the financial year 2021 and to pay for the services according to the agreement to be signed with the auditor.

**The shareholders have two options to cast their vote:**

1. By sending during the voting period a digitally signed or signed on paper and scanned voting ballot filled in by the voting shareholder or his / her authorised representative to the e-mail address [nordecon@nordecon.com](mailto:nordecon@nordecon.com).
2. By submitting or sending a filled voting ballot signed by hand by the voting shareholder or his / her authorised representative to the office of Nordecon AS at Toompuiestee 35, 10149, Tallinn, so that it arrives no later than 31 May at 16:00. In the absence of technical means, it is possible to fill in and sign the voting ballot at the above address at the Company's office on working days between 9.00 and 16.00.

In order to enable the identification of a shareholder, the voting ballot sent by e-mail must be digitally signed with a qualified e-signature in the meaning of eIDAS Regulation (in Estonia, for example, with an ID card, mobile ID or a newer smart-ID account conforming to the qualified e-signature standard). When sending a paper-signed and scanned voting ballot by e-mail or sending a paper-signed voting ballot by post, a copy of the personal data page (incl. document validity date) of the shareholder's or his / her representative's identity document (e.g. passport or ID card) must be enclosed to the voting ballot. The shareholder's representative must also forward a valid power of attorney in Estonian or English in a form that can be reproduced in writing. The shareholder may use a power of attorney form, which is available on the website of the Company [www.nordecon.com](http://www.nordecon.com).

If the shareholder is a legal entity registered in a foreign country, please forward an excerpt from an appropriate (business)register where the legal person is registered, which identifies the individual's right to represent the shareholder (legal representation). Please legalise the registration documents of a legal person, registered in a foreign country (with the exception of power of attorney in simple written form), or have them apostilled, if not provided otherwise by an international treaty. If the excerpts from a register are in a language other than Estonian or English, translations to either Estonian or English by a sworn translator or an official equated to a sworn translator must be provided.

The draft resolutions and documents related thereto, the annual report for the financial year 2020, the auditor's report, the proposal for distribution of profit, and the report on the activities of the Supervisory Board in the financial year 2020, are available on the website of the Company [www.nordecon.com](http://www.nordecon.com) and the website of Nasdaq Baltic stock exchange [nasdaqbaltic.com](http://nasdaqbaltic.com).

Questions related to the resolutions and the adoption procedure may be submitted to e-mail address [nordecon@nordecon.com](mailto:nordecon@nordecon.com) until the deadline given to the shareholders to present their position. The questions and answers will be disclosed on the Company's website [www.nordecon.com](http://www.nordecon.com).

The resolutions adopted by shareholders shall be disclosed as a stock announcement and on the website of the Company no later than 1 June 2021. The full minutes will be made available after 7 days from the due date established for shareholders to submit their positions.