

Tallinna Kaubamaja Grupp AS
Reg. No: 10223439
Kaubamaja 1, Tallinn, Republic of Estonia

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TALLINNA KAUBAMAJA GRUPP AS

TIME AND PLACE OF THE MEETING

The annual general meeting of the shareholders of Tallinna Kaubamaja Grupp AS is held on Thursday, on the twenty-first day of March in two thousand and nineteen (21 March 2019) in the conference centre of Sokos Hotel Viru in Tallinn, Viru väljak 4, starting at 12 p.m. No petitions or dissenting opinions were submitted.

CHAIR OF THE MEETING

With the authorisation of the Management Board and the Supervisory Board, Helen Tulve will chair the meeting. The authorisations of the chair of the meeting were approved. No petitions or dissenting opinions were submitted.

RECORDING SECRETARY

With the authorisation of the Management Board and the Supervisory Board, the meeting will be recorded by Marit Vooremäe. The authorisations of the recording secretary were approved. No petitions or dissenting opinions were submitted.

RULES OF PROCEDURE OF THE MEETING

The chair of the meeting explained the rules of procedure of the meeting and notified that the shareholders will be registered and their votes will be ascertained technically by AS eCSD expert using electronic means. A representative of AS eCSD expert introduced the procedure of voting.

All draft decisions will be read aloud at the general meeting and displayed on the screen. All important petitions that need to be recorded must be submitted in writing.

The shareholders have received in writing the annual report and report of the Supervisory Board.

No petitions or dissenting opinions were submitted.

PARTICIPANTS OF THE MEETING AND QUORUM

The chair of the meeting submitted an overview of the convocation. The convocation notification of the meeting was published in a stock exchange announcement on 25 February 2019 and in a general meeting announcement in Eesti Päevaleht on 26 February 2019. The shareholders had the opportunity to familiarise themselves with the information of the general meeting, documents and other materials pertaining to the meeting, incl. the annual report and the draft decisions, online on the website of Tallinna Kaubamaja Grupp AS and in the secretariat of Tallinna Kaubamaja Grupp AS, located at Kaubamaja 1 in Tallinn. It



Helen Tulve
Chair of the meeting



Marit Vooremäe
Recording secretary of the meeting

was possible to ask questions via post and e-mail or phone – two procedural questions were asked (confirmation of receiving of the power of attorney and about registration to the general meeting).

The chair of the meeting explains that pursuant to the articles of association of Tallinna Kaubamaja Grupp AS, the general meeting can adopt decisions if the participants of the general meeting include shareholders who own more than half of the votes attached to shares, i.e. at least 20,364,601 votes attached to shares. Pursuant to subsection 297 (5) of the Commercial Code, the list of shareholders with the right to vote was established as at seven days prior to the general meeting, i.e. 14 March 2019 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The shareholders registered and confirmed their attendance at the meeting with a signature. The chair and the recording secretary of the meeting approve the list of shareholders attending the meeting. This list includes the names of the shareholders who attended the meeting, their number of votes established by their number of shares, the manner of participation, and representative (annexed to the Official Record – annex I).

65 shareholders and 29,804,769 votes were represented at the meeting. This constitutes 73.18 % of all votes established by shares with the right to vote (the size of the share capital is 16,291,680 euros, there are 40,729,200 shares, every share grants one vote).

The quorum of the meeting was established.

Members of the Supervisory Board of Tallinna Kaubamaja Grupp AS Jüri Käo, Andres Järving and Enn Kunila; member of the Management Board Raul Puusepp; management board members of the subsidiaries Kristi Lomp (Selver AS), Erkki Laugus (Kaubamaja AS), Peeter Kütt (Tallinna Kaubamaja Kinnisvara AS, Tartu Kaubamaja Kinnisvara OÜ, SIA TKM Latvija, UAB TKM Lietuva) and Tannar Tiitsar (Viking Security AS) and auditors of PricewaterhouseCoopers AS Tiit Raimla and Diana Tamme also participated in the meeting. No petitions or dissenting opinions were submitted.

AGENDA OF THE MEETING

The chair of the meeting submits an approved agenda of the meeting, according to which the agenda includes:

- 1. Approval of the annual report of 2018 of Tallinna Kaubamaja Grupp AS;**
- 2. Distribution of profits.**
- 3. Appointment of an auditor and determination of the remuneration procedure**

The meeting is held in accordance with the submitted agenda. No petitions or dissenting opinions were submitted.

DECISIONS OF THE MEETING

- 1. Approval of the annual report of 2018**



Helen Tulve
Chair of the meeting



Marit Vooremäe
Recording secretary of the meeting

The chairman of the Management Board submitted an overview of the consolidated annual report of the financial year 2018 (financial statements and the management report with annexes). The overview of the chairman of the management board included summary of 2018 economic indicators, revenues of the group and its segments, revenue per an employee, profits, number of loyal customers and share price and trading activity.

The chair of the Supervisory Board submits an overview of the Supervisory Board's report, number of Supervisory Board meetings and participation thereof by members of the Supervisory Board. The chairman of the Supervisory Board confirmed lack of claims towards the activity of the auditor. The Supervisory Board approved the annual report of 2018 prepared by the Management Board.

The chair of the meeting puts to the vote the proposal of the Management Board and the Supervisory Board submitted at the meeting, regarding the approval of the consolidated financial statements, the management report, and the auditor's report.

Voting takes place.

While the votes are being counted, the chairman of the Management Board, Raul Puusepp, submits an overview of the most important events of 2018.

The meeting determines:

To approve the annual report of 2018 comprised by the Management Board and approved by the Supervisory Board of Tallinna Kaubamaja Grupp AS, according to which the consolidated balance sheet total of Tallinna Kaubamaja Grupp AS as at 31 December 2018 is 411,077 thousand euros, the sales revenue is 681,181 thousand euros, and the net profit is 30,438 thousand euros.

Altogether, 29,804,769 votes participated in the voting, which represent 73.18 % of the share capital, the total number of votes of the company is 40,729,200.

In favour: 29,752,571 votes, i.e. 99.82 % of the votes represented at the meeting.

Against: 0 votes

Impartial: 51,073 votes

Did not vote: 1125 votes

No dissenting opinions were submitted.

The decision was adopted.

2. Distribution of profits

The chair of the meeting puts to the vote the proposal of the Management Board and the Supervisory Board submitted at the meeting, regarding the distribution of profits of the financial year and the payment of dividends.

Voting takes place.

While the votes are being counted, the chairman of the Management Board, Raul Puusepp, submits an overview of the most important future plans.



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Chair of the meeting



Marit Vooremäe
Recording secretary of the meeting

The meeting determines:

To approve the proposal for the distribution of profits of 2018 of Tallinna Kaubamaja Grupp AS, comprised by the Management Board and approved by the Supervisory Board as follows:

Undistributed profits of the previous years	80,846 thousand euros
Net profit of 2018	30,438 thousand euros
Total of distributable profits as at 31 December 2018	111,284 thousand euros
To pay dividends 0.71 euros per share	28,918 thousand euros
Retained profits after distribution of profits	82,366 thousand euros

The list of shareholders, who have a right to receive dividends, will be determined as at 4 April 2019 at the end of the working day of the Nasdaq CSD Estonian Settlement System. The dividend will be paid to the shareholder on 12 April 2019 with a bank transfer to the shareholder's bank account.

Altogether, 29,804,769 votes participated in the voting, which represent 73.18 % of the share capital, the total number of votes of the company is 40,729,200.

In favour: 29,793,644 votes, i.e. 99.96 % of the votes represented at the meeting.

Against: 0 votes

Impartial: 0 votes

Did not vote: 11 125 votes

Dissenting opinions were not submitted.

The decision was adopted.

3. Appointment of an auditor and determination of the remuneration procedure

The Financial Director of Tallinna Kaubamaja Grupp AS, Marit Vooremäe, gave an overview of the election process of the auditor.

The Chair of the meeting put to the vote the proposal of the Management Board and the Supervisory Board submitted to the meeting for appointment of an auditor and determination of the remuneration procedure.

Voting took place.

While the votes are being counted, the shareholders were given the opportunity to ask questions to the Management Board and Supervisory Board members, as well as to the auditors. The shareholders asked all together seven questions, including will the cashier working places remain in Selver, about the Kaubamaja building status, amount of commercial premises and entry of Lidl to the market, influence of the sales tax court judgement and the expansion plans of Tallinna Kaubamaja Grupp AS. The shareholders did not request recording of the questions and answers.

The meeting determines:

To appoint AS PricewaterhouseCoopers, registry code 10142876, to conduct the audit of financial years 2019 - 2021 of Tallinna Kaubamaja Grupp AS. The amount of the auditor's fee shall be decided by the Management Board of the company.



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Recording secretary of the meeting

Altogether, 29,804,769 votes participated in the voting, which represent 73.18 % of the share capital, the total number of votes of the Association is 40,729,200.

In favour: 29,433,519 votes, i.e. 98.75 % of the votes represented at the meeting.

Against: 313,609 votes

Impartial: 56,516 votes

Abstained: 1125 votes

No dissenting opinions were submitted.

The decision was adopted.

The chair of the meeting ended the meeting at 13:05 p.m.

Annexes:

Annex I: List of shareholders who participated in the meeting

Annex II: Powers of attorney

Annex III: Annual report of 2018



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Recording secretary of the meeting



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