



# Notice of convening the annual general meeting of shareholders of TKM Grupp AS

The Management Board of TKM Grupp AS (registry code 10223439, location Kaubamaja 1, 10143, Tallinn) convenes the annual general meeting of shareholders on 17th of March 2026 at 12 p.m. at the Nordic Hotel Forum (address: Viru väljak 3, Tallinn).

The registration of the participants of the meeting will start on 17th of March 2026 at 11.30 a.m. The list of shareholders entitled to vote at the general meeting will be fixed seven days before the general meeting, i.e. on 10th of March 2026, as at the end of the business day of Nasdaq CSD's Estonian settlement system.

In order to exercise the shareholder's rights, in addition to participating in person, it is also possible to vote before the general meeting via e-mail or regular mail. A more detailed overview of how it is possible to vote before the general meeting is provided in the 'Organisational issues' section of this notice. An online seminar for the general meeting will not be held.

The Supervisory Board of TKM Grupp AS determined the following agenda of the annual general meeting and submits the following proposals to the shareholders:

## 1. Approval of the 2025 annual report of TKM Grupp AS

To approve the annual report for 2025 prepared by the Management Board of TKM Grupp AS and approved by the Supervisory Board, in accordance with which the consolidated balance sheet of TKM Grupp AS as at 31 December 2025 is 697,975 thousand euros, sales revenue 919,648 thousand euros, and net profit 17,527 thousand euros.

## 2. Distribution of profits

To approve the proposal for the distribution of the profit of TKM Grupp AS for 2025 submitted by the Management Board and approved by the Supervisory Board as follows:

Retained earnings from previous years	106,701 thousand euros
Net profit for 2025	17,527 thousand euros
Total distributable profit as at 31 December 2025	124,228 thousand euros
Pay a dividend of 0.60 euros per share	24,438 thousand euros
Retained earnings after the distribution of profits	99,790 thousand euros

The list of shareholders entitled to receive the dividend will be fixed on 31<sup>st</sup> of March 2026 as at the end of the business day of Nasdaq CSD's Estonian settlement system. The dividend will be paid to shareholders on 7<sup>th</sup> of April 2026 by transfer to the shareholder's bank account.

### **3. Approval of the principles of remuneration of the Management Board members**

To approve the Remuneration Policy of TKM Grupp AS as adopted by the Supervisory Board.

Pursuant to the Securities Market Act (Section 135<sup>2</sup> (11)), the General Meeting shall vote on the principles of remuneration at least once every four years, and the resolution of the General Meeting approving the remuneration principles is of a recommendatory nature for the Supervisory Board.

#### **Organisational issues**

**Shareholder's rights in connection with the agenda of the general meeting.** Shareholders whose shares represent at least 1/20 of the share capital may request that additional issues be included in the agenda of the general meeting if the respective request is submitted in writing no later than on 2<sup>nd</sup> of March 2026. Shareholders whose shares represent at least 1/20 of the share capital may submit a draft resolution on each agenda item in writing no later than on 13<sup>th</sup> of March 2026. More detailed information on the procedure and term for exercising the rights specified in section 287 (right of shareholder to information), subsection 293 (2) (right to request inclusion of additional issues on the agenda), and subsection 293<sup>1</sup> (3) (obligation to simultaneously with the demand on the modification of the agenda submit a draft resolution or substantiation) and 4 (right to submit a draft resolution in respect to each item on the agenda) of the Commercial Code is available on the website of TKM Grupp AS [www.tkmgrupp.ee](http://www.tkmgrupp.ee) and attached to the stock exchange announcement published on the website of the Nasdaq Baltic Stock Exchange (<https://nasdaqbaltic.com/>). The drafts of resolutions and substantiations of the resolutions submitted by the shareholders, if any, are also published on the website of TKM Grupp AS.

**Examination of the documents of the general meeting.** The documents of the annual general meeting of TKM Grupp AS, including the annual report, the sworn auditor's report, the profit distribution proposal, the report of the Supervisory Board, the remuneration policy, and the drafts of resolutions, are available on the website of TKM Grupp AS at [www.tkmgrupp.ee](http://www.tkmgrupp.ee) and attached to the stock exchange announcement. Questions about the topics on the agenda of the general meeting can be submitted by email to [info@tkmgrupp.ee](mailto:info@tkmgrupp.ee), by letter sent to the address of the public limited company, or by phone at 66 73 300.

**For voting before the general meeting,** we ask the shareholders to fill in the ballot papers, which are available on the website of TKM Grupp AS ([www.tkmgrupp.ee](http://www.tkmgrupp.ee)) and attached to the stock exchange announcement convening the general meeting. When voting by email, the completed ballot papers must be digitally signed and sent to the Management Board by email at [info@tkmgrupp.ee](mailto:info@tkmgrupp.ee) no later than at 12 p.m. on 16<sup>th</sup> of March 2026. When voting by post, the completed ballot papers must be signed by hand and sent to the Management Board by post no later than at noon on 16<sup>th</sup> of March 2026 at the address TKM Grupp AS, Kaubamaja 1, Tallinn, 10143, together with a copy of the personal data page of the signatory's identity document. 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. The exact procedure for voting before the general meeting is provided in the shareholder information document, which is available both on the website of TKM Grupp AS at [www.tkmgrupp.ee](http://www.tkmgrupp.ee) and attached to the stock exchange announcement convening the general meeting.



**Appointment of a representative.** Prior to the general meeting, a shareholder may announce the appointment of a representative and revocation of the power of attorney by the represented person by email at [info@tkmgrupp.ee](mailto:info@tkmgrupp.ee) or by sending the said document(s) no later than on 13<sup>th</sup> of March 2026 at the address TKM Grupp AS, Kaubamaja 1, Tallinn, 10143, using the forms published on the website of TKM Grupp AS [www.tkmgrupp.ee](http://www.tkmgrupp.ee) and attached to the stock exchange announcement convening the general meeting. Information on the procedure for appointing and revoking a representative can also be found there.

**To register physical participants in the general meeting, please submit:**

- for a shareholder who is a natural person – an identity document; for a representative, additionally a written power of attorney;
- for a shareholder who is a legal person - an extract from the relevant (commercial) register where the legal person is registered (except for legal persons registered in Estonia) and for a legal representative, an identity document; for an authorized representative, in addition to the above-mentioned documents, a written power of attorney issued by the legal person's legal representative must be submitted. Documents of a legal person registered abroad must be legalised or certified with an apostille in advance, unless otherwise provided by an international agreement. TKM Grupp AS may also register a foreign legal person as a participant in the general meeting if all the required information about the legal person and the representative is contained in a notarial power of attorney issued to the representative abroad and the power of attorney is acceptable in Estonia.

Please present a passport or ID-card as an identity document.

Yours sincerely  
Management Board of TKM Grupp AS  
[info@tkmgrupp.ee](mailto:info@tkmgrupp.ee)  
66 73 300