

Company Nordecon AS
Type Company Release
Category Announcement of General Meeting
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Attachments:

- Nordecon-10004431151-en.pdf (<http://oam.fi.ee/en/download?id=5039>)
- Nordecon-10004431152-en.pdf (<http://oam.fi.ee/en/download?id=5040>)
- Nordecon-10004431153-en.docx (<http://oam.fi.ee/en/download?id=5041>)
- Nordecon-10004431155-et.pdf (<http://oam.fi.ee/en/download?id=5042>)
- Nordecon-10004431156-et.pdf (<http://oam.fi.ee/en/download?id=5043>)
- Nordecon-10004431157-et.docx (<http://oam.fi.ee/en/download?id=5044>)

Currency

Title Notice of extraordinary general meeting of shareholders of Nordecon AS

The management board of Nordecon AS (the "Company") (registry code 10099962, address Toompuiestee 35, 10149 Tallinn) hereby convenes an extraordinary general meeting of shareholders, which shall be held on 22 December 2020 at 10:00 am at the Radisson Blu Hotel Olümpia conference centre at the conference hall Zeta (Liivalaia 33, 10118 Tallinn).

The list of shareholders entitled to participate at the general meeting is determined as at seven days before the general meeting, i.e. on 15 December 2020 as at the end of the working day of the settlement system.

The registration of the participants of the general meeting will take place from 9:00 am until 10:00 a.m. at the venue of the general meeting.

For registration, please submit:

- * in case of a shareholder who is a private person, a passport or ID card as a document of identification. The representative of the shareholder must also submit a written and currently valid power of attorney;
- * in case of a shareholder who is a legal entity, a currently valid extract from the respective register where the legal entity is registered and from which the authorisation of the legal entity's representative to represent the legal entity is evident (representation by virtue of law) and a passport or ID card or any other document of identification with a photo of the representative. If the legal entity is represented by a person who is not the legal representative of the legal entity, a written and currently valid power of attorney must also be submitted.



Prior to the general meeting, a shareholder may notify the Company of giving a proxy or cancelling a proxy by sending a respective digitally signed notice to the e-mail address nordecon@nordecon.com (<mailto:nordecon@nordecon.com>) or by delivering the notice in a format which can be reproduced in writing during working days from 10:00 am until 4:00 pm to the address Toompuiestee 35, 10149 Tallinn by 4:00 pm on 21 December 2020 at the latest, i.e. the last working day prior to the general meeting. Sven Papp or Alla Kuznetsova, lawyers from law firm Ellex Raidla, may be appointed as authorised representatives, if the shareholder so desire.

The management board of the Company asks the shareholders to take into consideration possible measures and restrictions established to prevent the spread of the coronavirus and to minimise the extent of physical gatherings. Therefore, the management board urges the shareholders to appoint Sven Papp or Alla Kuznetsova, lawyers from law firm Ellex Raidla, as a representative to vote at the general meeting, using the templates available at the website of the Company www.nordecon.com (<http://www.nordecon.com>), and not to participate in the general meeting in person.

The management board affirms that appropriate measures will be taken on the site of the general meeting to minimise the possibility of spreading the coronavirus in accordance with the restrictions applied by the Government and the recommendations of the Health Board. Taking into account the aforementioned, no coffee or tea or snacks will be offered at the beginning of the meeting.

Pursuant to the resolution of the Company's supervisory board of 30 November 2020, the agenda of the extraordinary general meeting is as follows:

1. Distribution of Company's profit.

The supervisory board of the Company makes the following proposal to the shareholders:

Agenda item No. 1. Distribution of Company's profit

1.1 To distribute to the shareholders of the Company on the basis of the approved 2019 annual report the profit as follows: the Company's consolidated net profit for 2019 amounts to 3,378 thousand euros, the Company's retained profit from previous periods amounts to 9,005 thousand euros, and, thus, the total distributable profit as at 31 December 2019 amounted to 12,383 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 7 January 2021 as at the end of the working day of the settlement system. The ex-date is 6 January 2021: as of this date a person who acquired shares is not entitled to dividends for the 2019 financial year. No dividends shall be paid to the Company for own shares. The dividends will be



distributed to the shareholders on 25 March 2021 at the latest.

All documents pertaining to the extraordinary general meeting of the Company, inter alia the draft resolutions and the reasoning of agenda items presented by shareholders and the respective draft resolutions, the approved 2019 annual report, independent auditor's report, profit allocation proposal and any other documents and relevant information to be published under the law or related to the meeting's items are available for review starting from 30 November 2020 on the website of the Company at www.nordecon.com (<http://www.nordecon.com/>). Questions related to the extraordinary general meeting and its agenda can be sent to the e-mail address nordecon@nordecon.com (<mailto:nordecon@nordecon.com>). The questions, answer, shareholder's propositions relating to the items on the agenda and the minutes of the general meeting will be published on the website of the Company at www.nordecon.com (<http://www.nordecon.com/>).

A shareholder has the right to receive information on the activities of the Company from the management board at the general meeting. If the management board refuses to disclose the information, the shareholder may demand that the general meeting decides on the lawfulness of the shareholder's request or may file within two weeks from the general meeting a petition to a court by way of proceedings on petition to compel the management board to disclose the information.

Shareholders, whose shares represent at least 1/20 of the share capital of the Company, may propose draft resolutions with respect to each item on the agenda. Proposals must be sent in writing to the Company at the address: Nordecon AS, Toompuiestee 35, 10149 Tallinn, at least 3 days prior to the general meeting, i.e. by 19 December 2020.

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