

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NORDECON AS

02 May 2019

The management board of Nordecon AS (the “**Company**”) (registry code 10099962, address Pärnu mnt 158/1, 11317 Tallinn) hereby convenes an annual general meeting of shareholders, which shall be held on **29 May 2019 at 10:00 am at the Radisson Blu Hotel Olümpia Conference Hall Gamma (Liivalaia 33, 10118 Tallinn).**

The list of shareholders entitled to vote at the general meeting is determined on 22 May 2019 as at the end of the working day of the settlement system.

The registration of the participants of the annual 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 annual 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 or by delivering the notice in format which can be reproduced in writing during working days from 10:00 am until 4:00 pm to the address Pärnu mnt 158/1, 11317 Tallinn by 4:00 pm on 28 May 2019 at the latest, i.e. the last working day prior to the annual general meeting.

Pursuant to the resolution of the Company’s supervisory board of 30 April 2019, the agenda of the annual general meeting is as follows:

1. Approval of the Company’s annual report for 2018 and proposal for the allocation of profit;
2. Election of auditor for the financial year 2019 and deciding on the remuneration of the auditor;
3. Decrease of the share capital of the Company.

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

Agenda item No. 1. Approval of the Company’s annual report for 2018 and proposal for the allocation of profit

- 1.1. To approve the Company’s consolidated annual report for 2018 as submitted by the management board.
- 1.2. To allocate the profit of the Company as follows: the Company’s consolidated net profit for 2018 amounts to 3,381 thousand euros, the Company’s retained profit from previous

periods amounts to 7,515 thousand euros, and, thus, total distributable profit as at 31 December 2018 amounts to 10,896 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 12 June 2019 as at the end of the working day of the settlement system. The ex-date is 11 June 2019: as of this date a person who acquired shares is not entitled to dividends for the 2018 financial year. No dividends shall be paid to the Company for own shares. The dividends will be distributed to the shareholders on 21 June 2019 at the latest.

Agenda item No. 2. Election of auditor for the financial year 2019 and deciding on the remuneration of the auditor

The management board has carried out procurement in spring 2017 for appointment of an audit firm for the Company for the next 3-year period (annual periods 2017-2019) and has selected KPMG Baltics OÜ from the submitted offers as the best candidate in terms of quality and the price of the service. The auditor has confirmed as required by the Corporate Governance Code that it has no work, economic or other relations that would threaten its independence while rendering auditing service.

Audit firm KPMG Baltics OÜ has rendered auditing service to the Company in 2018 based on the contracts signed in 2018. KPMG Baltics OÜ has been rendering auditing services in accordance with the aforementioned contract and the Company has no objections to the quality of the auditing service.

- 2.1. To elect the current audit firm of the Company KPMG Baltics OÜ as the auditor of the Company for the financial year 2019 and to pay for the services according to the agreement to be signed with the auditor.

Agenda item No. 3. Decrease of the share capital of the Company

- 3.1. To decrease the share capital of the Company by 1,942,528.98 euros from 16,321,014.70 euros to 14,378,485.72 euros. The share capital will be decreased by reducing the book value of the shares by 0.06 euros per share. The total number of the shares will not change and the book value of shares shall be reduced proportionately to the reduction of the share capital. As a result of the decrease of the share capital, the share capital of the company will be 14,378,485.72 euros that is divided into 32,375,483 shares without nominal value.
- 3.2. Upon decrease of the share capital to make payments to the shareholders in the amount of 0.06 euros per share. No payments shall be made to the Company for own shares. The payments to the shareholders shall be made no sooner than three months after the registration of the reduction of the share capital with the commercial register, but, at the latest, three months and 14 calendar days after the registration of the reduction of the share capital with the commercial register, provided that the claims of creditors who submitted their claims during the term are secured or satisfied.
- 3.3. The share capital is decreased to improve the structure of capital in order to bring the amount of the share capital into alignment with the volume of business and strategic goals. The reduced amount of the share capital is in compliance with the requirements set out by the legislation and the articles of association.
- 3.4. The list of shareholders who shall be entitled to payments as a result of the decreasing of the share capital will be fixed as of 12 June 2019 as at the end of the working day of

the settlement system. The ex-date is 11 June 2019: as of this date a person who acquired shares is not entitled to payments as a result of the decrease of share capital.

The 2018 annual report of the Company and the independent auditor's report are available for review on the website of NASDAQ Tallinn Stock Exchange www.nasdaqbaltic.com.

All documents pertaining to the annual 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 2018 annual report, independent auditor's report, profit allocation proposal and the written report of the supervisory board regarding the annual report 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 02 May 2019 on the website of the Company at www.nordecon.com. Questions related to the annual general meeting and its agenda can be sent to the e-mail address 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.

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 Pärnu mnt 158/1, 11317 Tallinn, at least 3 days prior to the general meeting, i.e. by 26 May 2019.

Shareholders, whose shares represent at least 1/20 of the share capital of the Company, may request that additional items be added on the agenda of the annual general meeting. The request must be sent in writing to the Company at the address Pärnu mnt 158/1, 11317 Tallinn, at least 15 days prior to the general meeting, i.e. by 14 May 2019.