

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 2025 at 12 p.m. in Tallinn, at Viking Motors dealership at Tammsaare tee 51.

The registration of the participants of the meeting will start on 17th of March 2025 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 2025, 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. In addition, shareholders will be able to participate in an online seminar of the annual general meeting. Via the online seminar, it is possible to see and listen to what is happening at the general meeting and ask questions. It is not possible to participate in voting through the online seminar. A more detailed overview of how it is possible to vote before the general meeting and participate in the online seminar is provided in the 'Organisational issues' section of this notice.

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 2024 annual report of TKM Grupp AS

To approve the annual report for 2024 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 2024 is 706,686 thousand euros, sales revenue 944,568 thousand euros, and net profit 27,477 thousand euros.

2. Distribution of profits

To approve the proposal for the distribution of the profit of TKM Grupp AS for 2024 submitted by the Management Board and approved by the Supervisory Board as follows:

Retained earnings from previous years	102,989 thousand euros
Net profit for 2024	27,477 thousand euros
Total distributable profit as at 31 December 2024	130,466 thousand euros
Pay a dividend of 0,65 euros per share	26,474 thousand euros
Retained earnings after the distribution of profits	103,992 thousand euros

The list of shareholders entitled to receive the dividend will be fixed on 31st of March 2025 as at the end of the business day of Nasdaq CSD's Estonian settlement system. The dividend will be paid to shareholders on 3rd of April 2025 by transfer to the shareholder's bank account.

3. Appointment of an auditor and determination of remuneration procedure

To appoint AS PricewaterhouseCoopers, registry code 10142876, to conduct the audit of financial years 2025-2027 of TKM Grupp AS. The amount of the auditor's fee shall be decided by the Management Board of the company.

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 3rd of March 2025. 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 13th of March 2025. 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 293¹ (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 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 introduction of auditor candidate, and the drafts of resolutions, are available on the website of TKM Grupp AS at 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, 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) 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 no later than at 12 p.m. on 14th of March 2025. 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 14th of March 2025 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 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 or by sending the said document(s) no later than on 13th of March 2025 at the address TKM Grupp AS, Kaubamaja 1, Tallinn, 10143, using the forms published on the website of TKM Grupp AS 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.

To participate in the online seminar of the general meeting, please:

Register no later than on 14th of March 2025 here: <https://www.tkmgrupp.ee/investorile/uldkoosolek-2025/>. Shareholders can participate in the online seminar on the day of the general meeting via the same web link. The online seminar will be held in Estonian.

At the online seminar, Raul Puusepp, Chairman of the Management Board, Marit Vooremäe, Chief Financial Officer, and Helen Tulve, Chief Legal Officer, will present the company's results and answer questions. As the time of the online seminar is limited, please send questions via email by noon on 14th of March 2025 to info@tkmgrupp.ee.

The online seminar will be recorded and published on the company's website <https://www.tkmgrupp.ee>.

Yours sincerely
Management Board of TKM Grupp AS
info@tkmgrupp.ee
66 73 300