



Baltika Group
FASHION SINCE 1928

AS BALTIKA NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting of shareholders of **AS BALTIKA** (registry number 10144415, address Veerenni 24, Tallinn) will be held at the Moelava Hall of the Baltika Quarter at Veerenni 24, Tallinn, on **30th of May 2019**, commencing at **10.30 a.m.** Registration for the annual general meeting begins at 10 a.m. in the same location.

To attend the general meeting:

- Shareholders who are individuals have to show a document verifying their identity; appointed proxies have to show above as well as a letter of authorization;
- Lawful representatives of shareholders who are legal entities have to show an extract from the registry where the legal entity is registered and a document verifying their identity; proxies have to show the above as well as a letter of authorization.

A shareholder may notify AS Baltika of the appointment of a proxy or the withdrawal of authorization before the general meeting by sending a corresponding digitally signed e-mail message to baltika@baltikagroup.com or by delivering the information in person on workdays between 10 a.m. to 4 p.m. or by ordinary mail to AS Baltika, Veerenni 24, 10135 Tallinn. AS Baltika must receive the above-mentioned notifications by 29th of May 2019 4 p.m. at the latest.

Shareholders entitled to participate in the general meeting will be determined as at seven days before holding the general meeting, i.e. as at 23th May 2019 at the end of the working day of the Estonian register of securities Settlement System.

The agenda that has been approved by the Management Board and Supervisory Board of AS Baltika are as follows:

1. Amendments to the Articles of Association

In accordance with the decision of the Annual General Meeting held on 12th April 2019, for increasing the share capital, to amend the Articles of Association:

- 1.1 To amend the first sentence of Section 3.1 of the Articles of Association of the Company and approve the first sentence in the following wording:
 - *The minimum amount of the share capital of the Company shall be EUR two million (2,000,000) and the maximum amount of the share capital shall be EUR eight million (8,000,000).*
 - To approve the new version of the Articles of Association as attached.

The Articles of Association to be presented to the general meeting will be available to the shareholders from the date of the release of this notice until the date of the general meeting at the website of AS Baltika on www.baltikagroup.com and at the website of the NASDAQ CSD SE Estonian branch on www.nasdaqbaltic.com. Questions regarding the agenda items can be sent by email to baltika@baltikagroup.com or posted to the company's address.

At the general meeting, a shareholder is entitled to receive information about the company's business and performance from the company's Management Board. The Management Board may decide to withhold certain information if there is a reason to believe that disclosure of the information may cause significant damage to the company's interests. If the Management Board refuses to disclose some information, a shareholder may demand that the general meeting adopts a resolution regarding the lawfulness of the information request or file a



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petition with a court of law within two weeks requesting that the court require the Management Board to disclose the information.

A shareholder whose shares represent at least one twentieth of the share capital of AS Baltika may demand that additional matters be included on the agenda of the extraordinary general meeting if the demand is submitted in writing at least 15 days before the date of the general meeting to AS Baltika, Veerenni 24, 10135 Tallinn.

Shareholders whose shares represent at least one twentieth of the share capital of AS Baltika may submit to the company a draft resolution for any agenda item by sending the said draft resolution in writing at least three days before the General Meeting to AS Baltika, Veerenni 24, 10135 Tallinn.

AS BALTIKA MANAGEMENT BOARD