

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

26 April 2013

The management board of Nordecon AS (registry code 10099962, address Pärnu mnt 158/1, 11317 Tallinn) summons an annual general meeting of shareholders, which shall be held on **24 May 2013 at 10.00 a.m. in the conference centre of Radisson Blu Hotel Olümpia, room Beta (Liivalaia 33, 10118 Tallinn).**

The list of shareholders, who are entitled to vote at the general meeting, shall be closed on 17 May 2013 at 23.59 hours.

The registration of the participants of the general meeting shall take place from 9.00 a.m. 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. 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 Nordecon AS 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 written form during working days from 10 a.m. until 4 p.m. to the address Pärnu mnt 158/1, 11317 Tallinn by 4.00 p.m. on 23 May 2013 at the latest, i.e. the last working day prior to the general meeting.

In accordance with the resolution of the council of Nordecon AS, dated 25 April 2013, the agenda of the annual general meeting is as follows:

1. Approval of the 2012 annual report and distribution of profit;
2. Election of auditor for the financial year 2012 and deciding on the remuneration of the auditor;
3. Election of council member.

The council of Nordecon AS makes the following proposals to the shareholders:

Item 1. Approval of the 2012 annual report and distribution of profit

1.1. To approve the 2012 annual report of Nordecon AS;

1.2. To distribute the profit of Nordecon AS as follows: net profit for the financial year 2012 is EUR 1,477,000. The balance of retained earnings is EUR 4,563,000. Not to pay dividends from the net profit for 2012 and prior period retained earnings and not to make any transfers to the capital reserve.

Item 2. Election of auditor for the financial year 2013 and deciding on the remuneration of the auditor

Audit firm KPMG Baltics OÜ has rendered auditing service to Nordecon AS in 2012 based on the contracts signed in 2012. As per council's assessment the auditing service has been rendered in accordance with the aforementioned contract and the council has no objections to the quality of the auditing service.

The management board has carried out a procurement in spring 2011 to select an audit firm for the next 3 year period (annual periods 2011-2013) and has selected KPMG Baltics OÜ as best candidate in terms of quality and the price of the service. The auditor has confirmed as required by the corporate governance recommendations that it has no work, economic or other relations that would threaten its independence while rendering auditing service.

2.1. To elect audit firm KPMG Baltics OÜ as the auditor of Nordecon AS for the financial year 2013 and to pay for the services according to the agreement to be signed with the auditor.

Item 3. Election of council member

The powers of Andri Hõbemägi as a member of the council of Nordecon AS expire on 13 May 2013, which is before the annual general meeting of 2013. The chairman of the council proposes that Andri Hõbemägi be elected as a member of the council for a new term of office as provided in the articles of association. The remuneration of a member of the council was determined by the annual general meeting of Nordecon AS, which convened on 28 May 2012, and this will not be changed.

3.1. To elect Andri Hõbemägi as a member of the council of Nordecon AS for a new term of office as provided in the articles of association. The powers of the member of the council will take effect as of the adoption of this resolution and will expire on 24 May 2018.

The 2012 annual report of Nordecon AS and the independent auditor's report are available for review on the website of NASDAQ OMX Tallinn Stock Exchange www.nasdaqomxbaltic.com.

All documents pertaining to the annual general meeting of Nordecon AS, inter alia the draft resolutions and including the reasoning of such addition, resolutions of items to the meeting's agenda proposed by shareholders, the 2012 annual report, independent auditor's report, profit distribution proposal and the written report of the council regarding the annual report and any other documents and relevant information to be published under the law or related to the meeting's items (including the information on the council member candidate) are available for review starting from 26 April 2013 on the website of Nordecon AS 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, answers and shareholder's propositions relating to the items on agenda will be published on the website of Nordecon AS www.nordecon.com.

A shareholder has a right to receive information on the activities of Nordecon AS 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 to 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 Nordecon AS, may propose draft resolutions with respect to each item on the agenda. Proposals must be sent in writing

to Nordecon AS at the address Pärnu mnt 158/1, 11317 Tallinn, at least 3 days prior to the general meeting, i.e. by 21 May 2013.

Shareholders, whose shares represent at least 1/20 of the share capital of Nordecon AS, may request that additional items be added on the agenda of the general meeting. The request must be sent in writing to Nordecon AS at the address Pärnu mnt 158/1, 11317 Tallinn, at least 15 days prior to the general meeting, i.e. by 9 May 2013.