

NOTICE OF EXTRAORDINARY GENERAL MEETING

5 September 2017

The board of Nordecon AS (the '**Company**') (registry number 10099962, address Pärnu mnt 158/1, 11317 Tallinn, Estonia) is hereby giving notice that the Company's extraordinary general meeting will be held **at the Radisson Blu Hotel Olümpia Conference Hall Beta (Liivalaia 33, 10118 Tallinn, Estonia) on 2 October 2017 at 10.00 am.**

The list of shareholders entitled to vote at the general meeting will be determined on 25 September 2017 at 11.59 pm.

The registration of the participants of the general meeting will begin at 9.00 am and will end at 10.00 am at the venue of the general meeting.

For registration:

- a shareholder that is an individual must submit a passport or an ID card and a shareholder's representative must also submit a valid written power of attorney;
- a representative of a shareholder that is a legal entity must submit a valid extract from the registry where the entity is registered and which grants the representative the right to represent the shareholder (legal authorisation) and a passport or an ID card or some other identity document with a photo. A representative that is not the entity's legal representative must also submit a valid written power of attorney.

Prior to the general meeting, a shareholder may notify the Company of appointing a representative or cancelling a power of attorney by sending a relevant digitally signed e-mail notice to nordecon@nordecon.com or by delivering the notice in a format that can be reproduced in writing to Pärnu mnt 158/1, 11317 Tallinn, Estonia on a working day, from 10 am to 4 pm, by 4 pm on 29 September 2017, i.e. the last working day before the general meeting, at the latest.

As per the resolution of the Company's council of 4 September 2017, the agenda of the extraordinary general meeting is as follows:

1. Additional allocation of profits.

In connection with the additional cash flow of 4,534 thousand euros from sales of assets related to real estate development, the Company wishes to distribute to the shareholders additional dividends. In relation to this, the council makes the following proposals to the shareholders:

Item 1. Additional allocation of profits

To allocate additionally the profit of the Company as follows: The Company's consolidated net profit for 2016 amounted to 3,044 thousand euros, prior period retained earnings amounted to 10,047 thousand euros and, thus, total distributable profit as at 31 December 2016 amounted to 13,091 thousand euros. On 24 May 2017 it was decided to allocate 1,384 thousand euros (0.045 euros per share) as the profit to be distributed to the shareholders (the dividend) and not to distribute the rest of the retained earnings in the amount of 11,707 thousand euros. To allocate the amount of 1,999 thousand euros (0.065 euros per share) as the profit to be additionally distributed to the shareholders (the dividend). Not to distribute the rest of the retained earnings in the amount of 9,708 thousand euros. 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 16

October 2017 at 11.59 pm. No dividends shall be paid to the Company for own shares, the number of eligible shares is 30,756,728. The dividends will be distributed to the shareholders on 23 October 2017 at the latest.

The 2016 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 extraordinary general meeting of the Company, inter alia the draft resolutions and including the reasoning of such addition, resolutions of items to the meeting's agenda proposed by shareholders, the 2016 annual report, independent auditor's report, profit allocation 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 are available for review starting from 05 September 2017 on the website of the Company 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 the Company www.nordecon.com.

At the general meeting, a shareholder may request information about the activities of the Company from the Company's board. If the board refuses to provide the information, a shareholder may demand that the general meeting decide whether the request is lawful or may resort to proceedings on petition and request that the court of law compel the board to provide the requested information.

Shareholders whose shares represent at least 1/20 of the Company's share capital may propose a draft resolution with respect to each item on the agenda. The draft resolutions must be sent in writing to Pärnu mnt 158/1, 11317 Tallinn, Estonia, at least 3 days before the general meeting, i.e. by 29 September 2017.

Shareholders whose shares represent at least 1/20 of the Company's share capital may request that additional items be added to the agenda of the general meeting. The request must be sent in writing to Pärnu mnt 158/1, 11317 Tallinn, Estonia, at least 15 days before the general meeting, i.e. by 17 September 2017.