

Nordecon AS
REPORT OF THE SUPERVISORY BOARD
REGARDING FINANCIAL YEAR 2024

At the meeting of the supervisory board on 23 April 2025, the supervisory board of Nordecon AS (hereinafter also “**Company**”) reviewed the 2024 annual report of the Company, which includes the management report and the annual accounts and to which the independent sworn auditor’s report and the management board’s profit allocation proposal have been attached. The supervisory board decided to submit the consolidated annual accounts of the Company for the financial year 2024 as submitted by the management board to the general meeting of shareholders for approval.

The supervisory board has been formed and it has organised its activities in accordance with the articles of association of the Company and the legal acts of the Republic of Estonia.

In 2024, the supervisory board had in total 7 meetings and three times the supervisory board adopted resolutions without calling a meeting by consensus of the supervisory board members. The resolutions of the supervisory board address, among others, the following significant topics.

At the supervisory board meeting held on **7 February 2024**, the management board gave an overview to the supervisory board about the preliminary unaudited economic results of the Nordecon AS group for the year 2023. The supervisory board approved the 2024 budget of the Nordecon AS group, changed the strategy of the Nordecon AS group and gave consent to transfer immovables (properties no 75403 and 3649904) belonging to the Company to Embach Ehitus OÜ at the prices and within the time specified in the minutes of the decision.

On **19 April 2024**, the supervisory board decided to submit the consolidated annual accounts of the Company for the financial year 2023 and the profit allocation proposal as submitted by the management board, which provided that dividend is not paid to the shareholders, to the general meeting of shareholders for approval; to approve the agenda of the annual general meeting of shareholders of the Company together with the draft resolutions as submitted; to order the management board to call the annual general meeting of shareholders on 22 May 2024; to approve the report on the activities of the supervisory board in 2023 and the supervisory board’s evaluation of the auditor’s activity in 2023. As the objectives set for the 2023 financial year were not achieved, the supervisory board decided to not pay the performance fee to the management board members and took note of the overview presented by the management board about the economic results and budget discharge of the group in the 1st quarter of 2024. The supervisory board approved the forecast of the Nordecon AS group for the years 2024-2028.

On **30 April 2024**, the supervisory board made resolutions without advance notice and record of vote which is permitted under § 323 (6) of the Commercial Code if all the members of the supervisory board agree to and sign the resolution. The supervisory board decided to recall Maret Tambek from the position of management board member and appoint Maret Tambek as the chairman of the management board from 1 May 2024 until 30 April 2027. All the members of the supervisory board approved the resolutions and signed them digitally.

On **20 June 2024**, the supervisory board made a resolution without advance notice and record of vote which is permitted under § 323 (6) of the Commercial Code if all the members of the supervisory board agree to and sign the resolution. The supervisory board gave consent and powers to the management board to establish a personal right of use in favor of Elektrilevi OÜ to the Tootmisbaasi property in Hiiumaa. All the members of the supervisory board approved the resolution and signed it digitally.

At the supervisory board meeting held on **4 September 2024**, the supervisory board took note of the management board's overview of the group's economic results and budget performance report for the 7 months of 2024 and the group's economic results forecast for 2024 prepared by the management board. The supervisory board approved the management board's proposals to increase the loan limit of Kalda Kodu OÜ, the investment budget of the group for 2024 and to extend the overdraft with Coop Pank AS.

At the supervisory board meeting held on **6 November 2024**, the management board provided an overview of the group's economic results and budget performance report for the 9 months of 2024. The supervisory board approved the management board's proposal to increase the investment budget for 2024. The supervisory board approved the investment budget and the grants budget of the Nordecon AS group for the year 2025 as submitted by the management board. The supervisory board gave consent and powers to the management board to establish a personal right of use in favor of Elektrilevi OÜ to the properties in Paide – Mäo tee 5, Tehase and Biopuhastusseadmete. The supervisory board decided to increase the loan limits of the loan agreements signed with the group's subsidiaries and gave the management board powers to enter into corresponding amendments to loan agreements with the subsidiaries. In addition, the supervisory board decided to approve the new structure of the Company from 1 January 2025, recall Priit Luman from the position of management board member prematurely, i.e., Priit Luman's term as a management board member ended on 31 December 2024, and appoint Deniss Berman as a new management board member from 1 January 2025 until 31 December 2027.

Toomas Luman
Chairman of the Supervisory Board
23 April 2025