

Silvano Fashion Group Notice of convening an extraordinary general meeting of shareholders, agenda and proposals

The Management Board of AS Silvano Fashion Group, registry code 10175491, registered address Tulika 15/17, 10613 Tallinn, (hereinafter SFG) convenes an extraordinary general meeting of shareholders on 19 June 2019 at 10:00 (Estonian time) in Hilton Park Hotel conference hall “Atlantic City”, address Fr. R. Kreutzwaldi 23, 10147 Tallinn, Estonia.

The registration of participants of the Extraordinary General Meeting starts at 09:30 (Estonian time) at the venue of the meeting.

I Agenda

Pursuant to the resolution adopted by the SFG Group's Supervisory Board on 24 May 2019, the extraordinary general meeting will have the following agenda:

1. Amendments to the Articles of Association;
2. Reduction of share capital of AS Silvano Fashion Group

1. Amendments to the Articles of Association

To amend the articles of Association due to the reason that the share capital of the Company will be changed:

1.1. Amend Article 2.2 of the Articles of Association and introduce it in the following wording: “All shares of the Company are registered shares. The nominal value of a registered share is 0.10 (ten) cents. One share gives 1 (one) vote at the General Meeting.

1.2. To approve the new version of the Articles of Association as attached.

2. Reduction of the share capital of AS Silvano Fashion Group

Proposal of the Management Board and the Supervisory Board:

2.1. The share capital shall be reduced by a reduction of the nominal value of the shares by EUR 0.10 per share

2.2. To reduce the share capital, make a payment to the shareholders in the amount of EUR 0.10 per share. No payments will be made to the Company for its own shares. The disbursement shall be made to the shareholders not earlier than three months after entry of the reduction of share capital in the commercial register, provided that the claims submitted by the creditors in due time are secured or satisfied.

2.3. The share capital shall be reduced in connection with the adjustment of the Company's capital structure and finally the Company's share capital shall be consistent with the Company's strategic objectives. The amount of the reduced share capital is in accordance with the requirements arising from law and the Articles of Association of the Company. Following the decision, the new share capital will amount to EUR 3,600,000, divided into 36,000,000 shares with a nominal value of EUR 0.10 per share.

2.4. The list of shareholders entitled to the payment of share capital shall be fixed on 06.07.2019. at the end of the working day. Ex-date of the rights attached to the shares is 05.07.2019; as of that date, the acquirer is not entitled to receive any reduction in share capital.

III Organizational questions

The list of the shareholders entitled to participate in the extraordinary general meeting shall be fixed 7 days prior to the date of the Extraordinary General Meeting, i.e. on 11 June 2019 as at the end of the working day of the settlement system. (Estonian time). At the General Meeting, a shareholder is entitled to receive information from the Management Board about the activities of SFG. The Management Board may decide to withhold information if there is a reason to believe that the disclosure of information may cause significant damage to the interests of SFG. If the Management Board refuses to disclose information, the shareholder may demand from the General Meeting to adopt a resolution regarding to the lawfulness of the information request or file a petition to a court of law within two weeks of the General Meeting requesting the court for the ruling requiring the Management Board to disclose the information.

The shareholders whose shares represent at least 1/20 of the share capital may request for additional items to be included in the agenda of the General Meeting, if the respective request is submitted in writing at least 15 days prior to the General Meeting. The shareholders whose shares represent at least 1/20 of the share capital may present their draft resolutions to each item in the agenda in writing no later than 3 days before the General Meeting.

Draft resolution regarding to the agenda items and other documents presented to the General Meeting (including annual report, report of the sworn auditor, profit distribution proposal and report of the Supervisory Board) are available for examination on every working day as of the notification of the General Meeting until the business day preceding the day of the General Meeting at the headquarters of the Company at Tulika 15/17, Tallinn on business days from 10 a.m. until 3 p.m. (Estonian time).

On the day of the General Meeting the materials related to the agenda of the General Meeting are available for examination at the venue of the General Meeting as of the opening of registration of participants until the end of the General Meeting. In order to examine the documents: (1) the shareholders who are natural persons are required to present a document verifying their identity and their representatives are additionally required to present the power of attorney in written form; (2) the representatives of the shareholders who are legal entities shall present (a) an extract from the registry where the legal entity is registered; and (b) a document verifying the identity of representative; and (c) in case of representation on the basis of proxy, also a power of attorney. Documents and data which are disclosed according to Article 294¹ of the Estonian Commercial Code, including the Annual Report, report of the sworn auditor, profit distribution proposal, report of the Supervisory Board, draft resolutions regarding to the agenda items, data on the Company's shares and voting rights related to the shares as of the date of the notice on the convening of the General Meeting and the templates of power of attorney are available on the homepage of the Company: <http://www.silvanofashion.com>. The following documents must be submitted to participate in the General Meeting:

- the shareholders who are natural persons shall present a document verifying their identity and their representatives shall present the power of attorney in written form;
- the representatives of the shareholders who are legal entities shall present (a) an extract from

the registry where the legal entity is registered; and (b) a document verifying the identity of representative; (c) in case of representation on the basis of proxy, also a power of attorney.

Unless otherwise provided by a foreign agreement, a document issued by a foreign authority shall be duly apostilled or legalized. Documents in foreign language should be accompanied by the translation into Estonian, verified by relevant institution. Prior to the General Meeting the shareholder may notify the Company of the appointment of a representative or the revocation of the representative's authority by sending a digitally signed e-mail message to info@silvanofashion.com or by delivering the information in person on workdays between 10 a.m. to 3 p.m. (Estonian time) or via mail to AS Silvano Fashion Group, Tulika 15/17, 10613 Tallinn, Estonia by 5 p.m. (Estonian time) on the business day preceding the day of the General Meeting. For any information regarding the general meeting of the shareholders or the agenda items, please contact Jarek Särgava (e-mail info@silvanofashion.com; phone +372 6845 000).

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