**NOTICE CALLING ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EfTEN REAL ESTATE FUND III AS**

The Management Board of EfTEN Real Estate Fund III AS (registry code 12864036; registered office A. Lauteri 5, Tallinn) hereby calls the annual general meeting of shareholders to be held on **17 April 2019 at 10:00**.

Place of the general meeting: 2nd floor conference centre of Radisson Blu Sky Hotel at Rävala pst 3, Tallinn.

The registration of participants in the meeting starts at the place of the meeting on 17 April 2019 at 9:00. The registration closes at 10:00. We kindly ask that shareholders arrive in good time, if possible, taking into account the time required for registration of participants in the meeting.

The list of shareholders with the right to vote in the general meeting is established seven days before the general meeting is held, i.e. as of 10 April 2019 COB of the Nasdaq CSD settlement system.

In accordance with a resolution of the Supervisory Board, the agenda of the annual general meeting with the proposals made to shareholders by the Supervisory Board is as follows:

1. **Overview of the activities of the Fund**

The Management Board provides an overview of the activities of the Fund. This item on the agenda is of an informative nature.

1. **Approval of the 2018 Annual Report**

Proposal: To approve the 2018 Annual Report of EfTEN Real Estate Fund III AS as presented to the annual general meeting.

1. **Distribution of profit**

Proposal: To distribute the retained profit as of 31 December 2018 in the amount of 13,990,000 euros as follows:

Transfers to the legal reserve – 315,000 euros;

The share of profit (net dividend) to be distributed among shareholders is 0.95 euros per share – total of 3,061,408 euros;

The list of shareholders entitled to receive dividends will be established as of 7 May 2019 COB of Nasdaq CSD. Consequently, the day of change of the rights attaching to the shares (ex-date) is set to 6 May 2019. From this day onwards, the person acquiring the shares has no right to receive dividends for the 2018 financial year.

Dividends shall be disbursed to shareholders on 9 May 2019 by transfer to the shareholder’s bank account.

1. **Increase of the share capital and listing of new shares on the main list of the Nasdaq Tallinn Stock Exchange**
	1. Proposal: In order to continue the investment activities of the Fund specified in the articles of association, to increase the share capital by 10,000,000 euros by way of issue of new shares as follows:

1,000,000 new shares with the nominal value of 10 euros are issued, as a result of which the new amount of the share capital is 42,225,350 euros;

The shares must be paid for by a monetary contribution to bank account no. EE532200221061960175 of the Fund in Swedbank;

The shares are issued at a premium. The payment to be made for one share is its nominal value of 10 euros plus the minimum premium of 6.0 euros; the Supervisory Board may determine a higher premium than that at the latest by the commencement of subscription, i.e. as of 30 April 2019, based on the net asset value per share;

The subscription of and payment for new shares take place in accordance with the procedure specified in the prospectus to be published before the commencement of the offer in the period from 16 May 2019 at 09:00 to 31 May 2019 at 16:00.

The existing shareholders of the Fund, i.e. the persons who have been entered in the list of shareholders of the Fund as of 7 May 2019 COB of Nasdaq CSD, have a pre-emptive right to subscribe for new shares in proportion to the sum of the nominal values of their shares within two weeks from the adoption of a resolution on increase of share capital.

The offer of shares is deemed to be oversubscribed if there are more applications for subscription than for subscribing for 1,000,000 shares. In the case of oversubscription, the Supervisory Board of the Fund decides on the distribution and cancellation of shares;

If less than 1,000,000 shares have been subscribed, the Management Board of the Fund has the right to extend the subscription period or to cancel the shares that are not subscribed for within the subscription period.

The first financial year for which the shares to be issued grant the right to receive dividends is the 2019 financial year.

* 1. Proposal: To submit an application for the listing of all the Fund’s new shares to be issued and for the admission thereof to trading on the main list of the Nasdaq Tallinn Stock Exchange and to authorise the Supervisory Board and Management Board of the Fund to perform all acts and enter all contracts and agreements necessary to this end.

**Additional organisational information:**

The documents related to the general meeting, including the 2018 Annual Report, the Sworn Auditor’s Report as well as the Profit Distribution Proposal and the Report of the Supervisory Board can be examined on the website of EfTEN Real Estate Fund III AS at www.eref.ee and, until the day the general meeting is held, at the registered office of EfTEN Real Estate Fund III AS (at the address of 3rd floor, A. Lauteri 5, Tallinn) on working days from 09:00 to 16:00.

Questions about the issues included on the agenda of the general meeting can be asked by sending an e-mail to: info@eften.ee or a letter to EfTEN Real Estate Fund III AS to the address: A. Lauteri 5, Tallinn 10114, or by telephone 655 9515. Questions, responses, shareholders’ proposals concerning the issues included on the agenda and the minutes of the general meeting are disclosed on the website of EfTEN Real Estate Fund III AS at www.eref.ee.

When registering for the general meeting, we ask that you submit the following:

* an identity document if the shareholder is a natural person. A shareholder’s representative must also submit, in addition to the aforementioned, a valid written power of attorney.
* if the shareholder is a legal person, an extract form a respective register where the person has been registered, which certifies the right of the representative of the legal person to represent the legal person (statutory right of representation) and the representative’s identity document. If the representative is not a statutory representative of the legal person, a valid written power of attorney must also be submitted. Documents of a shareholder of a foreign state must be legalised or certified with an apostille unless otherwise prescribed in an international agreement.

A shareholder has the right to obtain information on the activities of the Fund from the Management Board at the general meeting. The Management Board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the Management Board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder’s request or to file, within two weeks, a petition to the court by way of proceedings on petition in order to obligate the Management Board to give information.

The shareholders whose shares represent at least one-twentieth of the share capital may demand the inclusion of additional issues on the agenda of the general meeting if the respective demand has been submitted in writing at least 15 days before the general meeting is held. The shareholders whose shares represent at least one-twentieth of the share capital may submit a draft of the resolution in respect of each item on the agenda, but no later than three days before the general meeting is held.

Before the general meeting, a shareholder must notify of the appointment of a representative for the participation in the general meeting as well as of the revocation of the authorisation by the principal by sending a respective digitally signed notice to the e-mail address info@eften.ee or by delivering documents signed by hand on working days from 09:00 to 16:00 at the registered office of EfTEN Real Estate Fund III AS no later than by 15 April 2019. If a shareholder wants to use a standard form of a power of attorney upon appointing their representative, the respective form can be found on the website of EfTEN Real Estate Fund III AS at www.eref.ee.

Yours sincerely

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