**Adoption of resolution without convening a meeting, TextMagic AS**

The Management Board of TextMagic AS (registry code 16211377, hereinafter the “**Company**”) announces this draft resolution of the shareholders with the purpose of adopting the following resolutions of the shareholders without calling a meeting:

**Appointment of the auditor for the financial years 2021-2023**

Draft resolution:

To replace the current auditor of the Company, i.e., Grant Thornton Baltic OÜ (registry code 10384467) and to appoint KPMG Baltics OÜ (registry code 10096082) as the auditor of the company for the financial years 2021-2023.

To determine the procedure for the remuneration of the auditor in accordance with the contract to be entered into with the auditor and to grant the Management Board of the Company the right to enter into the respective contract.

**Procedure and instructions for voting**

Draft resolutions and other information subject to disclosure pursuant to law are published on the website of the Company <https://investor.textmagic.com/>.

Questions regarding draft resolution, voting and other organizational issues should be submitted to the Company's e-mail address investor@textmagic.biz no later than by 28 January 2022 at 23:59.

The list of shareholders entitled to vote is fixed seven days before the end of the voting, i.e. on 24 January 2022 at the end of the business day of the Nasdaq CSD Estonian settlement system. Shareholders may vote on draft resolutions only by electronic means or by submitting a paper vote as follows:

**(i) the voting will be open from 12:00 on 20 January 2022 until 12:00 on 31 January 2022 (GMT+2);**

(ii) the ballot paper form prepared for voting is attached to this draft resolution and is also available at <https://investor.textmagic.com/>, where it can be filled in and the completed document for signing can be downloaded;

(iii) for electronic voting, the shareholder or its representative shall complete the ballot paper form attached to it in accordance with the instructions therein, signs it digitally (using an ID card, digital ID or Mobile ID); and forwards the digitally signed ballot paper to the e-mail address investor@textmagic.bz by the deadline specified in clause (i) above;

(iv) for paper voting, the shareholder or its legal or authorized representative shall complete the ballot paper in accordance with the instructions therein, sign it on paper and send the scanned ballot paper to the e-mail address investor@textmagic.biz and the original ballot paper to the Company's head office at Mõisa tn 4, 13522 Tallinn, Harju County, so that it arrives no later than 12:00 (GMT+2) on 31 January 2022;

(v)            if the ballot paper is completed by an authorized representative of a shareholder, in addition to the ballot paper, the original of the relevant power of attorney (in electronic or paper form) and for the time specified in (iv) above shall be forwarded. The form of the power of attorney is attached to this draft decision;

(vi)           if the ballot paper is filled in by a foreign legal entity, in addition to the ballot paper (and power of attorney, if applicable), a printout of the registration card of the respective foreign legal entity showing the foreign persons entitled to represent the legal person shall be forwarded.

Pursuant to subsection 2991 (2) of the Commercial Code, if a shareholder does not state within the specified term whether the shareholder is for or against the resolution, the shareholder shall be deemed to have voted against the resolution.

The Management Board shall publish the voting results as a stock exchange announcement and on the Company’s website in accordance with subsection 2991 (6) of the Commercial Code.

The following annexes are attached to these draft decisions:

Annex 1 - Ballot papers

Annex 2 - Power of Attorney

For more information, please contact:

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