

**AS TALLINK GRUPP**

**Address: Tallinn, Sadama 5/7, registry code 10238429**

**Agenda of the Annual General Meeting of the Shareholders of 14 May 2013:**

1. Approval of the Annual Report of 01.01.2012 - 31.12.2012 of AS Tallink Grupp.
2. Distribution of profits.
3. Nomination of an auditor and the determination of the procedure of remuneration of an auditor.
4. Amending the Articles of Association.
5. Election of the member of the Supervisory Board.
6. Remuneration for work of the member of Supervisory Board.

**AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 1  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 7 of the Commercial Code, **the General Meeting resolves:**

To approve the Annual Report of 01.01.2012 - 31.12.2012 of AS Tallink Grupp presented by the Management Board.

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Chairman of the General Meeting

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Secretary of the General Meeting

## **AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 2  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 7 and § 276, § 277, § 278, § 335 of the Commercial Code,  
**the General Meeting resolves:**

1. To approve the net profit of the financial year of 01 January 2012 – 31 December 2012 in the sum of 56,302,000 euros;
2. To allocate 2,815,100 euros from the net profit to the mandatory legal reserve;
3. To pay dividends to the shareholders 0.05 euros per share, in the total amount of 33,494,102 euros;
4. 19,992,798 euros to be transferred to the retained earnings.

The list of the shareholders entitled to dividends shall be fixed as at 28 May 2013, 11:59 PM.

Dividends shall be paid to the shareholders by transfer to the bank account of the shareholders on 2 July 2013.

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Chairman of the General Meeting

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Secretary of the General Meeting

## **AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 3  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 5 and § 328, § 329 of the Commercial Code, **the General Meeting resolves:**

1. To nominate the company of auditors KPMG Baltics OÜ to conduct the audit of the financial year 01.01.2013 - 31.12.2013.
2. The auditors shall be remunerated according to the audit contract to be concluded.

Annexed: consent of the auditor

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Chairman of the General Meeting

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Secretary of the General Meeting

**AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 4  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 1 of the Commercial Code, **the General Meeting resolves:**

To amend the Articles of Association and to approve the version annexed hereto (the text annexed).

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Chairman of the General Meeting

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Secretary of the General Meeting

## **AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 5  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 4 and § 319 section 1 of the Commercial Code, **the General Meeting resolves:**

Due to the expiry of the term of authority of the member of the Supervisory Board Mr Kalev Järvelill on 29.01.2013 to elect Mr Kalev Järvelill retroactively as from 30.01.2013 for the next term of authority as the member of the Supervisory Board of AS Tallink Grupp.

Annexed: Consent of the member of the Supervisory Board

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Chairman of the General Meeting

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Secretary of the General Meeting

**AKTSIASELTS TALLINK GRUPP**

Draft RESOLUTION no. 6  
of the Annual General Meeting of the Shareholders

In Tallinn, 14 May 2013

Based on § 298 section 1 subsection 10 and § 326 of the Commercial Code, **the General Meeting resolves:**

To remunerate the work of the member of the Supervisory Board pursuant to the resolution no 5 of 07 June 2012 of the Annual General Meeting of shareholders of AS Tallink Grupp.

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Chairman of the General Meeting

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Secretary of the General Meeting