

**AS TALLINK GRUPP**

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

**Agenda of the Annual General Meeting of the Shareholders of 14 June 2016:**

1. Approval of the Annual Report of the financial year 2015 of AS Tallink Grupp.
2. Proposal on distribution of profits.
3. Introduction of share without nominal value and amendment of Articles of Association
4. Reduction of share capital
5. Extension of authorities of the members of the supervisory board
6. Appointment of an auditor for the financial year 2016 and the determination of the procedure of remuneration of an auditor.

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**AKTSIASELTS TALLINK GRUPP****Draft RESOLUTION no. 1**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

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

To approve the Annual Report of the financial year 2014 of AS Tallink Grupp presented by the Management Board.

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**AKTSIASELTS TALLINK GRUPP****Draft RESOLUTION no. 2**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

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 2015 in the sum of 59,070,000 euros;
2. To allocate 2,954,000 euros from the net profit to the mandatory legal reserve;
3. To pay dividends to the shareholders 0,02 euros per share, in the total amount of 13,398,000 euros;
4. 42,718,000 euros to be transferred to the retained earnings.

The list of the shareholders entitled to dividends shall be fixed as at **28 June 2016, 11:59 PM.**

Dividends shall be paid to the shareholders by transfer to the bank account of the shareholders on **5 July 2016.**

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**AKTSIASELTS TALLINK GRUPP****Draft RESOLUTION no. 3**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

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

3.1. To introduce shares without nominal value.

3.2 In connection with the introduction of share without nominal value, to amend the Articles of Association of AS Tallink Grupp as follows:

3.2.1 To amend Article 2.2 of the Articles of Association and word it as follows:

"The minimum number of the shares of the company without nominal value is 600,000,000 and the maximum number is 2,400,000,000 registered shares of one class. Each share shall grant 1 (one) vote to the shareholder at the General Meeting. The company shall have electronic share register and those entered in the share register shall be deemed the shareholders. Share certificate shall not be issued."

3.2.2. To amend the first sentence of Article 8.1 of the Articles of Association and word it as follows:

„A shareholder shall be paid a part of the profit (dividend) according to the book value of the shareholder's shares.“

3.3 With the introduction of share without nominal value, AS Tallink Grupp has 673,817,040 shares without nominal value and the share capital is 404,290,224 euros, and the book value of one share amounts to 0.60 euros.

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**AKTSIASELTS TALLINK GRUPP**

**Draft RESOLUTION no. 4**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

Based on § 298 section 1 subsection 2, § 353 section 2 and § 357 of the Commercial Code, **the General Meeting resolves:**

4.1 The reason for reducing the share capital is improving the capital structure and favouring the return on equity. Company has no need to own share capital within the registered amount and the requirements that legislation imposes on share capital will also be fulfilled in the case of the reduced share capital.

4.2 The share capital shall be reduced as follows:

4.2.1 the share capital shall be reduced on account of 3,935,000 own shares held by the company, which total book value amounts to 2,361,000 euros, cancelling the aforementioned shares. As a result of cancellation of own shares, the company shall have 669,882,040 shares, which book value amounts to 401,929,224 euros.

4.2.2 the share capital shall be reduced by the reduction of the book value of the shares, as a result of which the book value of one share shall be reduced from 0.60 euros to 0.54 euros, whereas the total number of the shares shall remain the same (i.e. 669,882,040 shares). Based on the foregoing, the share capital of the public limited company shall decrease from 401,929,224 euros by 40,192,922.4 euros, and the new share capital shall be 361,736,301.6 euros.

4.2.3 in connection with the reduction of the share capital, the shareholders will be made monetary payments in the amount of 0.06 euros per share within the term provided by law, but not earlier than 3 (three) months after the entry of the reduction of the share capital in the commercial register.

4.2.4 the list of shareholders entitled to receive the payments arising from the reduction of the book values of the shares shall be fixed as at **28<sup>th</sup> June 2016, 11:59 PM**

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**AKTSIASELTS TALLINK GRUPP**

**Draft RESOLUTION no. 5**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

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

Due to the expiry of the term of authority of the members of the supervisory board to extend for the next authority period:

- authority of Mr Kalev Järvelill as the member of the supervisory board retroactively as from 31.01.2016.

- authority of Mr Ain Hanschmidt, Mr Colin Douglas Clark, Mrs Eve Pant, Mr Toivo Ninnas and Mr Lauri Kustaa Äimä as the supervisory board member as from 18.09.2016.

The work of the members of the supervisory board is remunerated pursuant to the resolution No 5 of 7.06.2012 of the annual general meeting.

Annexed: Consents of the members of the Supervisory Board

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**AKTSIASELTS TALLINK GRUPP**

**Draft RESOLUTION no. 6**

of the Annual General Meeting of the Shareholders

In Tallinn, 14 June 2016

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

- To appoint the company of auditors KPMG Baltics OÜ to conduct the audit of the financial year 2016.

- The auditors shall be remunerated according to the audit contract to be concluded.

Annexed: consent of the auditor