

# AS TRIGON PROPERTY DEVELOPMENT

äriregistri kood: 10106774, aadress: Viru Väljak 2, Tallinn 10111, Eesti

## AS TRIGON PROPERTY DEVELOPMENT AKTSIONÄRIDE ERAKORRALISE ÜLDKOOSOLEKU OTSUSED JA PROTOKOLL

Koosoleku aeg: 7.09.2016

Koosoleku koht: Viru väljak 2, Tallinn

### 1. Koosoleku avamine

Koosoleku avas AS Trigon Property Development juhatuse liige Aivar Kemp. Koosoleku juhatajaks valiti Aivar Kemp ja protokollijaks Karola Sisask.

### 2. Koosoleku seaduslikkus ja otsustusvõime

Tõdeti, et koosolek on kokku kutsutud seaduse ja põhikirja nõudeid järgides.

AS-il Trigon Property Development on 4 499 061 aktsiat.

Koosolekul on isiklikult või volituse kaudu kokku esindatud esindatud 3 118 657 (69,31%) aktsiatega määratud häälest, tõdeti, et koosolek on seaduslik ja otsustusvõimeline.

### 3. Päevakord

Päevakorda kinnitati järgmised küsimused:

1. AS Trigon Property Development ja OÜ VN Niidu Kinnisvara ühinemine

*(unofficial translation)*

## MINUTES AND RESOLUTIONS OF THE EXTRAORDINARY SHAREHOLDERS MEETING OF AS TRIGON PROPERTY DEVELOPMENT

Time of the meeting: 7.09.2016

Place of the meeting: Viru square 2, Tallinn

### 1. Opening the meeting

The meeting was opened by Aivar Kemp, Member of the Management Board of AS Trigon Property Development. Aivar Kemp was elected as the chairman of the meeting and Karola Sisask was elected as the recording secretary.

### 2. Legality and quorum of the meeting

It was noted that the general meeting is convened in compliance with the Articles of Association and the law.

AS Trigon Property Development has 4,499,061 shares.

3 088 692 (68,66%) votes represented by shares are personally or by a power of attorney present at the meeting, therefore the meeting is legal and the quorum is met.

### 3. Agenda

The following items were approved to be on the agenda:

1. Merger of AS Trigon Property Development and OÜ VN Niidu Kinnisvara



Poolt: 3 118 657 häält  
 Vastu: 0 häält  
 Erapooletuid: 0 häält

Seega on päevakord 100% poolthäälega kinnitatud.

#### 4. Otsused

##### Päevakorrapunkt 1

AS Trigon Property Development juhatuse liige Aivar Kempfi selgitas ühinemise eesmärgi ja tagajärgi. Ühinemisleping on sõlmitud 21.07.2016.a.

Koosoleku juhataja pani hääletusele: kiita heaks AS Trigon Property Development ja OÜ VN Niidu Kinnisvara vahel sõlmitud ühinemisleping ning otsustada AS Trigon Property Development ja OÜ VN Niidu Kinnisvara ühinemine selliselt, et OÜ VN Niidu Kinnisvara on ühendatav ühing ning AS Trigon Property Development on ühendav ühing ning OÜ VN Niidu Kinnisvara loetakse lõppenuks ilma likvideerimismenetlusteta.

Pärast ühinemist jääb ühendava ühingu ärinimeks AS Trigon Property Development.

Poolt: 3 118 657 häält  
 Vastu: 0 häält  
 Erapooletuid: 0 häält

Seega on otsus 100% poolthäälega vastu võetud.

##### **VASTUVÕETUD OTSUS:**

kiita heaks AS Trigon Property Development ja OÜ VN Niidu Kinnisvara vahel sõlmitud

In Favour: 3,118,657 votes  
 Against: 0 votes  
 Impartial: 0 votes

The agenda is adopted with 100% of votes in favour.

#### 4. Resolutions

##### Agenda item 1

Aivar Kempfi, Member of the Board of Trigon Property Development gave an overview of the merger and explained the purpose and effects of the merger. The merger agreement has been entered into on 21.07.2016.

The chairman of the meeting proposed: to approve the merger agreement executed on 21.07.2016 between AS Trigon Property Development and OÜ VN Niidu Kinnisvara and to resolve the merger of AS Trigon Property Development and OÜ VN Niidu Kinnisvara in a way that OÜ VN Niidu Kinnisvara shall be the company being acquired and AS Trigon Property Development shall be the acquiring company and OÜ VN Niidu Kinnisvara shall be dissolved without liquidation proceedings. After the merger the acquiring company shall continue its activities under its business name - AS Trigon Property Development

In Favour: 3,118,657 votes  
 Against: 0 votes  
 Impartial: 0 votes

The resolution is adopted with 100% of votes in favour.

##### **ADOPTED RESOLUTION:**

to approve the merger agreement executed on 21.07.2016 between AS Trigon Property Development and OÜ

### ühinemisleping.

Otsustada AS Trigon Property Development ja OÜ VN Niidu Kinnisvara ühinemine selliselt, et OÜ VN Niidu Kinnisvara on ühendatav ühing ning AS Trigon Property Development on ühendav ühing ning OÜ VN Niidu Kinnisvara loetakse lõppenuks ilma

likvideerimismenetluseta.

Pärast ühinemist jääb ühendava ühingu ärinimeks AS Trigon Property Development.

### VN Niidu Kinnisvara.

To resolve the merger of AS Trigon Property Development and OÜ VN Niidu Kinnisvara in a way that OÜ VN Niidu Kinnisvara shall be the company being acquired and AS Trigon Property Development shall be the acquiring company and OÜ VN Niidu Kinnisvara shall be dissolved without liquidation proceedings. After the merger the acquiring company shall continue its activities under its business

name - AS Trigon Property Development

Aivar Kemp  
Koosoleku juhataja  
Chairman of the meeting

Karola Sisask  
Koosoleku protokollija  
Secretary of the meeting