

## **Corporate Governance Report**

Corporate Governance Recommendations (Recommendations) are a set of guidelines and advisable rules recommended to be followed primarily by listed companies whose shares have been admitted to trading on a regulated market operating in Estonia.

The listed companies must comply with the Recommendations starting from 1<sup>st</sup> of January 2006 (“*comply or explain*” principle).

The Recommendations regulate, among other matters, the calling and the procedure of the General Meeting of Shareholders; requirements for the compositions, duties and activities of the Management and Supervisory Board; continuous disclosure requirements and financial reporting.

As the principles set out with the Recommendations are merely just recommendations in the nature, a Company is not obligated to comply with all of them. However it shall explain in the Corporate Governance Report the reasons of its non-compliance.

AS Trigon Property Development (TPD) follows the law and legal regulations in its business activities. As a public company, TPD is guided by Nasdaq OMX Tallinn Stock Exchange requirements and the principle of equal treatment of shareholders and investors. Therefore TPD follows the guidelines of Recommendations in general. The reasons for current non-compliance with particular guidelines are provided below.

### **Article 1.3.1**

*The Chairman of the Supervisory Board and members of the Management Board cannot be elected as Chair of the General Meeting.*

The shareholders elected the member of Management Board Aivar Kempri to chair the General Meeting held on the 29<sup>th</sup> of June in 2012 because the member of the Management Board has the best overview of the company’s activities and the every-day manager of the company ensured the smooth course of the meeting.

### **Article 1.3.2**

*All Members of the Management Board, the Chairman of the Supervisory Board and if possible, the members of the Supervisory Board and at least one of the auditors shall participate in the General Meeting.*

The member of the Management Board and one member of Supervisory Board participated in the General Meeting held on 29.06.2012. The other two members of the Supervisory Board and an auditor were not present at the meeting. The Supervisory Board is convinced that presence of one member is sufficient. No auditors were present at the meeting since there were no agenda items which could require comments of the auditor.

### **Article 1.3.3**

*The company shall make participation in the General Meeting possible by means of communications equipment (Internet) if the technical equipment is available and where doing so is not too cost prohibitive for the Issuer.*

The Issuer did not make participation in the General Meeting possible by means of communications equipment since it would be too costly for the Company.

### **Article 2.2.1**

*The Management Board shall have more than one (1) member; a service contract shall be concluded with the member of the management board.*

Aivar Kempfi is a sole member of the Management Board, but enlargement of the Board is not ruled out.

A Service Contract has not been concluded with Aivar Kempfi since he is currently the only Member of the Management Board and his rights and obligations are stipulated by the law. In case more members of the Management Board are appointed, service contracts shall be concluded.

### **Article 2.2.3**

*Remuneration of members of the Management Board including bonus schemes shall be such that they motivate the member to act in the best interest of the Issuer and refrain from acting in their own or another person's interest.*

In agreement with Group's Supervisory Board no remuneration is paid to the Chairman of the Management Board in relation to Group's limited volume of Group's business activities.

### **Article 2.2.7**

*Basic wages, performance pay, severance packages, other payable benefits and bonus schemes of a Management Board member as well as their essential features (incl. features based on comparison, incentives and risk) shall be published in clear and unambiguous form on website of the Issuer and in the Corporate Governance Recommendations Report. Information published shall be deemed clear and unambiguous if it directly expresses the amount of expense to the Issuer or the amount of foreseeable expense as of the day of disclosure.*

The Issuer does not publish the information about the fees paid to the Member of the Board, since in its opinion the information is quite delicate and could damage privacy of the Member of the Board; its publication is not essential for estimation of management quality and may damage company competitiveness. Therefore, the Issuer has decided not to publish the fees paid to the Member of the Board. Currently, the Member of the Board does not receive any fees. Nevertheless, the fees paid to the Member of the Board will be published in the Annual Report in the case such fees are paid.

### **Article 3.2.2**

*At least half of the members of the Supervisory Board of the Issuer shall be independent*

The member of the Supervisory Board of the Company may not be considered independent under the Recommendations. Ülo Adamson and Joakim Johan Helenius are the members of the Management Board of OÜ Trigon Wood, the controlling shareholder of the Company and all three members are also members of governing bodies of AS Trigon Capital, shareholder of OÜ Trigon Wood, group companies. As long as composition of the Supervisory Board does not comply with the independence requirement set by the Recommendations, the Issuer may consider changing the composition of the Supervisory Board. However, the Company believes that exceptional experience and knowledge of the aforementioned persons will contribute to the effective management of the Company and acting in the best interest of the Shareholders.

### **Article 5.2**

*The Issuer shall publish the disclosure dates of information subject to disclosure throughout a year at the beginning of the fiscal year in a separate notice, called financial calendar.*

The Group did not publish a separate notice however information subject to disclosure was published not later than dates set by the law.

## **Article 5.6**

*The Company shall disclose the dates and places of meetings with analysts and presentations and press conference organized for analysts, investors or institutional investors on its website.*

The Nasdaq OMX Tallinn Stock Exchange Regulations require that a Group publishes all essential information through the stock exchange system. Only previously published information is discussed in meetings with analysts and press conferences and therefore the Group has no need to disclose meetings schedule.

## **Article 6.1.1**

*Together with the annual report, the Supervisory Board shall make available to shareholders the written report concerning the annual report specified in § 333 subsection 1 of Commercial Code.*

No report was published simultaneously with the notice of General Meeting; however, the participating member of Supervisory Board gave an overview of the report.

## **Article 6.2.1**

*If there is a desire to appoint an auditor who has audited Issuers reports on previous financial year the Supervisory Board shall pass judgment on their work*

No judgment was published simultaneously with the notice of General Meeting; however, the participating member of Supervisory Board expressed judgment at the meeting.

In all other questions the Group's activity complies with the requirements.