

## **Draft Resolutions of the Annual General Meeting of AS Trigon Property Development to be held on the 29th of June 2011**

### 1. Approval of the Annual Report 2010 and profit distribution

Proposal of the Supervisory Board: To approve the Annual Report of the Company for 2010, which exposes the consolidated balance sheet value of 65 335 thousand kroons (4 176 thousand Euros) as at 31.12.2010 and the net loss of the financial year of 393 thousand kroons (25 thousand Euros). To cover the loss of 2010 in the amount of 393 thousand kroons (25 thousand Euros) with retained earnings.

### 2. Appointment and remuneration principles of auditor for the financial year 2011

Proposal of the Supervisory Board: To appoint AS PricewaterhouseCoopers (registry code: 10142876, address: Pärnu mnt 15, 10141 Tallinn) as the auditor of the Company for the financial year 2011. Public accounting services will be paid for in accordance with the contract to be drawn up with the auditor.

### 3. Extending the term of office for the members of the Supervisory Board

Proposal of the Supervisory Board: To extend the term of office of the Supervisory Board members Joakim Helenius and Ülo Adamson for five years until 28.06.2016. J.J Helenius and Ü.Adamson are members of the Supervisory Board of the Company since September 2007. In addition, they are Supervisory Board members in AS Viisnurk and members of Board in Trigon Agri A/S, both public listed companies.

### 4. Changing the Articles of Association

Proposal of the Supervisory Board: To approve the changes in the Articles of Association of AS Trigon Property Development as published on the Company's web site [www.trigoncapital.com](http://www.trigoncapital.com) prior to the meeting. Changes are due to conversion of the share capital and nominal value of the share from Estonian Kroons into Euro.

### 5. Conversion of the share capital and the nominal value of the share into Euro

Proposal of the Supervisory Board: To convert the Company's share capital and the nominal value of the share from Estonian Kroons into Euro and consequently decrease the share capital of the Company by decreasing the nominal value of the shares as follows:

5.1 To convert the share capital of the Company and the nominal value of the shares into Euro, whereas the sum in Euros shall be rounded to two decimals after comma. According to the Commercial Code § 525<sup>2</sup> (3) the rounding does not have a legal effect, does not affect the rights arising from the shares or the ratio of the nominal value of the shares to the share capital;

5.2 The share capital of the Company to be converted is EEK 44,990,610 or EUR 2,875,424.05, which is divided to 4,499,061 shares, whereas the nominal value of one share of the Company to be converted is EEK 10 or EUR 0.64;

5.3 To decrease the nominal value of each share by EUR 0.04 from EUR 0.64 to EUR 0,60;

5.4 As the result of the decrease in share's nominal value, the share capital of the Company shall be decreased by EUR 175,987.45, from EUR 2,875,424.05 to EUR 2,699,436.60.

5.5. The date of determining the shareholders participating in the decrease of the share capital shall be June 22, 2011 at 23:59. The share capital of the Company will be decreased without payments to the shareholders.