

DRAFT RESOLUTIONS OF THE REGULAR GENERAL MEETING OF SHAREHOLDERS
OF AS MERKO EHITUS, WHICH IS TO TAKE PLACE ON 05.06.2013

1. Approval of the annual report of the year 2012 and overview of the economic results and the prospective of the on-going year

To approve the annual report of the year 2012 and to consider the Management Board's overview of the economic results and prospective outlooks of the on-going year.

2. Proposal on distribution of profits

Supervisory Board proposes to:

- (i) approve the net profit for the year 2012 as EUR 7,627,029;
- (ii) pay the shareholders the total amount of EUR 5,310,000 as dividends from net profit brought forward, which totals to EUR 0.3 per share;

shareholders, entered into the share register of AS Merko Ehitus on June 26th 2013, at 23.59, will be entitled to dividends;

dividends will be paid to the shareholders on July 3rd 2013 by transferring the amount concerned to shareholder's bank account, linked to security account;

- (iii) the outstanding net profit will not be distributed.

3. Recall of Supervisory Board member

The Supervisory Board proposes to recall Tõnu Toomik from the Supervisory Board with the objective to appoint Tõnu Toomik as the member of the Management Board of AS Merko Ehitus. The authorization of Tõnu Toomik, as the member of Supervisory Board will end as at June 5th 2013.