

DRAFT RESOLUTIONS OF THE REGULAR GENERAL MEETING OF SHAREHOLDERS
OF AS MERKO EHITUS, WHICH IS TO TAKE PLACE ON 30.04.2014

1. Approval of the annual report of the year 2013 and overview of the economic results and the prospective of the on-going year

To approve the annual report of the year 2013 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 2013 as EUR 10,399,101;
- (ii) pay the shareholders the total amount of EUR 7,257,000 as dividends from net profit brought forward, which totals to EUR 0.41 per share;

shareholders, entered into the share register of AS Merko Ehitus on May 16th 2014, at 23.59, will be entitled to dividends;

dividends will be paid to the shareholders on May 20th 2014 by transferring the amount concerned to shareholder's bank account, linked to security account;

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

3. Extension of powers of members of the current Supervisory Board

- (i) To extend the terms of office of members of the Supervisory Board Toomas Annus, Teet Roopalu, Indrek Neivelt and Olari Taal until April 30th 2017, i.e. for a period of three years from the moment of deciding the extension;
- (ii) To continue remuneration of members of the Supervisory Board based on terms and conditions approved at general meeting of shareholders of AS Merko Ehitus, held on 31.10.2008.

4. Appointment of auditor for the financial year of 2014

To appoint AS PricewaterhouseCoopers the auditor of AS Merko Ehitus for the financial year of 2014 and to pay to the auditing company for auditing the financial year of 2014 as per contract to be entered into with AS PricewaterhouseCoopers.