

DRAFT RESOLUTIONS OF ANNUAL GENERAL MEETING OF AS PREMIA FOODS

The agenda of annual General Meeting of AS Premia Foods (hereinafter the **Company**) to be held on 29 May 2013:

1. Approving the annual report of 2012;
2. Deciding on distribution of profit;
3. Extension of authorities of members of the Supervisory Board;
4. Recalling member of Supervisory Board;
5. Electing additional member of Supervisory Board;
6. Amending the Articles of Association;
7. Appointing the auditor for financial year of 2013 and determining auditor's remuneration.

Agenda item No 1

Approving the annual report for 2012

The Supervisory Board proposed to the annual General Meeting to approve the annual report of the Company for 2012 in the form submitted to the annual General Meeting.

It was resolved: to approve the annual report of the Company for 2012 in the form submitted to the annual General Meeting.

Agenda item No 2

Deciding on distribution of profits

The retained earnings of the Company as at 31 December 2012 are 553,000 euro.

The Supervisory Board of the Company proposed the annual General Meeting to pay dividends on the account of retained earnings in the amount of 387,000 euro, i.e. 0.01 euro per share.

The list of shareholders entitled to receive dividends will be determined as of 11 June 2013 at 23.59 and the date of payment of dividends will be on 14 June 2013 at the latest.

It was resolved: approve that retained earnings of the Company as at 31 December 2012 are 553,000 euro and to pay dividends on the account of retained earnings in the amount of 387,000 euro, i.e. 0.01 euro per share. The list of shareholders entitled to receive dividends will be determined as of 11 June 2013 at 23.59 and the date of payment of dividends will be on 14 June 2013 at the latest.

Agenda item No 3

Extension of authorities of members of the Supervisory Board

The Supervisory Board of the Company proposed the annual General Meeting to extend the terms of office of the following member of the Supervisory Board for another term of five years as from the date of the relevant resolution of General Meeting: Indrek Kasela, Lauri Kustaa Äimä, Aavo Kokk, Harvey Sawikin, Jaakko Karo and Arko Kadajane.

It was resolved: to extend the terms of office of the following member of the Supervisory Board of the Company for another term of five years as from the date of the relevant resolution of General Meeting: Indrek Kasela, Lauri Kustaa Äimä, Aavo Kokk, Harvey Sawikin, Jaakko Karo and Arko Kadajane.

Agenda item No 4

Recalling member of Supervisory Board

The Supervisory Board of the Company proposed the annual General Meeting to recall the member of the Supervisory Board Erik Haavamäe from the Supervisory Board.

It was resolved: to recall the member of the Supervisory Board Erik Haavamäe from the Supervisory Board of the Company as from the date of the relevant resolution of General Meeting.

Agenda item No 5

Electing additional member of Supervisory Board

The Supervisory Board of the Company proposed the annual General Meeting to elect Kuldar Leis as an additional member of the Supervisory Board of AS Premia Foods.

It was resolved: to elect Kuldar Leis as an additional member of the Supervisory Board of AS Premia Foods as from the date of the relevant resolution of General Meeting.

Agenda item No 6

Amending the Articles of Association

The Supervisory Board of the Company proposed the annual General Meeting to amend the Articles of Association and to approve the Articles of Association in a new version as presented to the shareholders before the meeting.

It was resolved: to amend the Articles of Association of the Company and to approve the Articles of Association of the Company in a new version as presented to the shareholders before the meeting.

Agenda item No 7

Appointing the auditor for financial year of 2013 and determining auditor's remuneration

The Supervisory Board of the Company proposed the annual General Meeting to appoint AS PricewaterhouseCoopers as the auditor of the Company for the financial year 2013 and to determine the remuneration of the auditor pursuant to the agreement to be executed with the auditor.

It was resolved: to appoint AS PricewaterhouseCoopers (registry code 10142876) as the auditor of the Company for the financial year 2013 and to determine the remuneration of the auditor pursuant to the agreement to be executed with the auditor.

The resolutions were passed at the meeting in accordance with the procedure of passing the resolutions prescribed by law and the Articles of Association of the Company.