

Notice of convening annual general meeting of shareholders of AS PRFoods

Tallinn, Estonia, 4th May, 2016

AS PRFoods (registry code 11560713, of Viru 10, 10140 Tallinn, Estonia), hereby announces the annual general meeting of shareholders. This meeting will be held on the **26th of May, 2016 at 10 a.m.** in the conference room "Beta" at the Radisson Blu Olümpia hotel (address: Liivalaia 33, Tallinn, Estonia).

The list of shareholders entitled to vote at the general meeting will be determined seven days before the meeting, i.e. by 11:59 p.m. on the 18th of May, 2016.

Registration to attend the meeting will start at the location of the meeting on the 26th of May, 2016 at 9 a.m. and will finish at 10 a.m.

In order to register, shareholders are asked to bring the following documents:

- Shareholders who are private individuals must bring a passport or government-issued identity card. A representative of a shareholder must also submit a written power of attorney in written form which authorizes the proxy to attend and/or vote on the shareholder's behalf.
- Representatives of shareholders that are legal entities must bring an extract from the respective register where the legal entity is registered which confirms the authority of the legal entity's representative to represent the legal entity (representation by virtue of law). The representative must also bring a passport or government-issued identity card. If the legal entity is represented by a person who is not the legal representative of the legal entity, a written power of attorney is also required. The documents of a shareholder located abroad shall be legalized or certified with an apostille, unless a relevant international agreement stipulates otherwise.

Prior to the annual general meeting, a shareholder may notify AS PRFoods of the appointment of a representative or revoke authorisation of a given representative by sending a digitally signed notice to AS PRFoods by e-mail to investor@prfoods.ee or by delivering the respective document(s) personally on business days from 10 a.m. to 4 p.m. at the location of the Company at Viru 19, 10140 Tallinn by 4 p.m. on the 25th of May, 2016.

According to the decision of the supervisory board of AS PRFoods dated the 3rd of May, 2016, the agenda of the annual general meeting along with the proposal of the supervisory board is as follows:

1. Covering the loss from previous years

The supervisory board of AS PRFoods proposes to the annual general meeting to cover the loss from previous years in the amount of EUR 2,026,000 from reserves and share premium.

2. Approving the Company's 2015 annual report

The supervisory board of AS PRFoods proposes to the annual general meeting to approve the annual report of the Company for the financial year 2015 in the form submitted to the annual general meeting.

3. Decision on sharing the profit

The loss of AS PRFoods as at the 31st of December, 2014 is EUR 2,026,000 and after adopting a resolution to cover the loss as stated in section 1, the profit of AS PRFoods comes to EUR 1,179,000.

The supervisory board of AS PRFoods proposes to the annual general meeting to transfer EUR 12,400 to the reserve and not to distribute the remaining profit.

4. Appointment of auditor for the financial year 2016 and determining auditor's remuneration

The supervisory board of AS PRFoods proposes the appointment of AS PricewaterhouseCoopers as auditor of AS PRFoods for the financial year 2016 and to determine the remuneration of the auditor pursuant to the agreement to be executed with the auditor.

5. Introducing shares without nominal value and amending the articles of association

The supervisory board of AS PRFoods proposes to introduce shares without nominal value and to change clauses 3.2, 3.3 and 9.1 of the articles of association with the following wording:

3.2. The minimum number of shares without nominal value is 38,682,860 and the maximum amount is 154,731,440.

3.3. The Company shall have only registered shares without nominal value. Each share shall grant one vote at the general meeting. The shares are of one type only, and shall grant similar rights to the shareholders.

9.1. A share of the net profit (dividend) shall be paid to a shareholder pro rata according to the book value of his/her shares.

To add clause 5.7 to the articles of association with the following wording:

5.7. The shareholders may vote on the draft resolutions prepared in respect to the items on the agenda of a meeting of shareholders using electronic means prior to the meeting or during the meeting if it is specified in the notice convening the general meeting. The procedure for electronic voting shall be determined by the management board. The notice convening the general meeting shall specify whether electronic voting is possible and the manner for examining the procedure of electronic voting established by the management board. The shareholder who voted using electronic means shall be deemed to have taken part in the meeting and the votes represented by the shareholder's share shall be accounted as part of the quorum of the meeting unless otherwise provided by law.

To delete clause **3.6.** of the articles of association of the Company.

The supervisory board of AS PRFoods proposes to adopt the new version of the articles of association that was submitted for review by the shareholders before the general meeting.

6. Partial change of the resolution of the shareholders of 29 May 2014 resolving acquisition of own shares and determining terms of buy-back programme

The supervisory board of AS PRFoods proposes to the annual general meeting to change the resolution of the shareholders of 29 May 2014 (resolving acquisition of own shares and determining terms of buy-back programme) section 4 subsections b, c and d and establish these with the following wording:

- b) AS PRFoods shall have a right to buy back own shares either by means of a single transaction or several transactions carried out on a regulated market or over the counter starting from the moment this resolution of the General Meeting is made public and until 29.05.2019;
- c) the maximum amount of the shares that may be bought back is 1,000,000;
- d) the maximum price at which the shares may be bought back is 0.60 euro per share;

Do not change other clauses of the resolution of the shareholders of 29 May 2014 regarding acquisition of own shares and determining terms of buy-back programme.

All documents relating to annual general meeting of shareholders of AS PRFoods, including the 2015 annual report of the Company, the sworn auditor's report, proposal on covering the loss, the new version of the articles of association and the draft resolutions are made available at the website of AS PRFoods www.prfoods.ee from the date of publication of this notice.

This announcement of the annual general meeting as well as the total number of shares and voting rights relating to shares as of the date of publication of the announcement will also be published on the website of AS PRFoods www.prfoods.ee.

Inquiries regarding the agenda of the annual general meeting of shareholders can be sent to the e-mail address investor@prfoods.ee

A shareholder has the right to receive information about the activities of AS PRFoods from the management board at the general meeting. However, the management board may refuse to disclose the information if there are sufficient grounds to presume that the disclosure may adversely affect the interests of the company. If the management board refuses to disclose the information, the shareholder may compel the general meeting to decide on the lawfulness of the shareholder's request or file within two weeks a petition to a court in order to oblige the management board to disclose the information.

Shareholders whose shares represent at least 1/20 of the share capital of AS PRFoods may propose draft resolutions with respect to each item on the agenda at least 3 days prior to the annual general meeting, i.e. by the 22nd of May, 2016, by submitting a proposal in writing to the following address: AS PRFoods, Viru 19, 10140 Tallinn, Estonia.

Shareholders whose shares represent at least 1/20 of the share capital of AS PRFoods may request that additional items be added to the agenda of the annual general meeting if the request is submitted at least 15

days prior to the General Meeting, i.e. by the 10th of May, 2016, in writing to the following address: AS PRFoods, Viru 19, 10140 Tallinn, Estonia.

The general meeting of the shareholders of AS PRFoods will be broadcasted and additional questions will be answered during the broadcast via web solution

We are committed to full business transparency and therefore the general meeting of the shareholders will be broadcasted and questions will be answered during the broadcast.

The live broadcast will be hosted by the Member of the Board **Indrek Kasela**, who will share information in regards to agenda of the general meeting and introduce the results of the company for the year 2015. Shareholders may send their questions before the broadcast until May 24th by 23.59 by email hannele@voting.ee or ask questions during the broadcast via web solution.

To join the broadcast, please register by 24th May by 23.59 via email hannele@voting.ee or through [registration form](#). The list of shareholders entitled to monitor the meeting via live broadcast and ask questions will be fixed on 18 May 2016 at 23:59. After registration you will be provided with instructions how to join the broadcast and ask questions during the meeting. Exercising shareholder's rights (i.e. voting) is not possible via live broadcast.

The broadcast of the shareholders meeting will be recorded and will be available online for everyone at the company's website on www.prfoods.ee.

Indrek Kasela
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Member of the Management Board
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Attachments:

Articles of association of AS PRFoods

Report of the supervisory board of AS PRFoods

Draft resolutions of the annual general meeting

Information on total number of shares and voting rights related to shares