

Nordecon International AS
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**DRAFT RESOLUTIONS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF 14 MAY 2010**

Item of Agenda No. 1. Approval of the 2009 Annual Report and distribution of profit

RESOLUTION No. 1

To approve the 2009 Annual Report of Nordecon International AS.

RESOLUTION No. 2

To distribute the profit of Nordecon International AS as follows: net loss of the company of the financial year 2009 is EEK 45,740,000 (EUR 2,923,319). The balance of retained earnings is EEK 391,020,000 (EUR 24,990,733). To cover the net loss of the financial year 2009 from the retained earnings of previous periods. The rest of the balance of the retained earnings will remain undistributed. Not to pay dividends to the shareholders and not to make payments to the statutory reserve. The balance of retained earnings will be EEK 345,280,000 (EUR 22,067,414).

Item of Agenda No. 2. Election of auditor for the financial year 2010 and deciding on the remuneration payable to the auditor

RESOLUTION No. 3

To elect the auditing company KPMG Baltics AS as the auditor of Nordecon International AS for the financial year 2010 and to pay for the services of the auditor according to the agreement concluded with the auditor. The agreement with the auditor has been entered into in 2008 (for the financial years 2008, 2009, 2010).

Item of Agenda No. 3. Recall of members of the supervisory board before expiration of their term and election of members of the supervisory board

RESOLUTION No. 4

In connection with the expiration of the term of office of Toomas Luman, Meelis Milder, Tiina Mõis, Ain Tromp and Alar Kroodo on 9 January 2011, to recall the above-mentioned persons from the supervisory board of Nordecon International AS before expiration of their term of office.

RESOLUTION No. 5

To elect Toomas Luman, Meelis Milder, Tiina Mõis, Ain Tromp and Alar Kroodo as members of the supervisory board of Nordecon International AS for a new term of office.

RESOLUTION No. 6

Payment of remuneration to the members of the supervisory board and the amount of remuneration has been determined on the basis of the remuneration procedure adopted by the general meeting of shareholders of Nordecon International AS, held on 1 April 2006.
