

AS Tallink Grupp nõukogu aruanne

01. jaanuar 2012.a. – 31. detsember 2012.a. majandusaasta aruande kohta

Tallinn, 19. aprill 2013.a.

AS Tallink Grupp nõukogu koosolekud toimusid möödunud majandusaastal kokku 5 korral ning koosolekut kokku kutsumata võeti vastu kirjalikke otsuseid kokku 5 korral.

Tähtsamate otsuste seas olid alljärgnevad:

- Aktsionäride üldkoosoleku päevakorra määramine ning ettepanekute tegemine üldkoosoleku päevakorrapunktide kohta;
- Juhatuse liikmete Enn Pant'i, Lembit Kitter'i ja Janek Stameister'i ametiaegade pikendamine ning Enn Pant'i määramine juhatuse esimeheks;
- Tulemustasu maksmine juhatuse liikmetele ning juhtide tasustamise põhimõtete kinnitamine;
- Uute juhatuse liikmete Peter Roose ja Kadri Land valimine;
- 2013 majandusaasta eelarve kinnitamine;
- Heaks kiitmine ning juhatusele nõusoleku andmine sõlmida laenuleping summas 440,000,000 EUR olemasolevate laenude refinantseerimiseks;
- Juhtivtöötajatele ja juhatuse ning nõukogu liikmetele aktsiaoptsioonide väljastamine.

Lisaks on nõukogu regulaarselt tutvunud ülevaadetega aktsiaseltsi majandustegevusest ja majandustulemustest.

AS-i Tallink Grupp nõukogu vaatas 01 jaanuar 2012.a. – 31 detsember 2012.a. majandusaasta aruande ja kasumi jaotamise ettepaneku läbi ning kiidab heaks juhatuse poolt esitatud 01 jaanuar 2012.a. – 31 detsember 2012.a. majandusaasta aruande ning kasumi jaotamise ettepaneku.

Toivo Ninnas
Nõukogu esimees
AS Tallink Grupp

**Report of the Supervisory Board of AS Tallink Grupp
concerning the Annual Report of 1 January 2012 – 31 December 2012**

Tallinn, 19. April 2013

During the past financial year the meetings of the Supervisory Board of AS Tallink Grupp were held in all together 5 times and without calling a meeting written resolutions were adopted in all together 5 times.

The most important resolutions were the following:

- Determining of the agenda of Annual General Meeting of shareholders and making the proposals in regards to the points of agenda;
- Extension of the term of office of the following members of the Management Board: Mr Enn Pant, Mr Lembit Kitter, Mr Janek Stalmeister and nomination of Mr Enn Pant as the chairman of the Management Board;
- Performance bonus payment to Management Board members and approving of the Principles of remuneration of the management;
- Election of the new members of the Management Board: Mr Peter Roose and Mrs Kadri Land;
- Approving of the budget of 2013 financial year;
- Approving and consenting to the Management Board to conclude the Loan Agreement in amount of EUR 440,000,000 to refinance the existing indebtedness;
- Issue of the share options to the leading employees, members of the Management Board and members of the Supervisory Board.

The Supervisory Board has regularly reviewed the overviews of the economic activities and financial results of the public limited company.

The Supervisory Board of AS Tallink Grupp reviewed the Annual Report of 01 January 2012 – 31 December 2012 and the profit distribution proposal and approves the Annual Report of 01 January 2012 – 31 December 2012 and the profits distribution proposal as presented by the Management Board.

Toivo Ninnas
Chairman of the Supervisory Board
AS Tallink Grupp