

## Stock Exchange Announcement

### Resolutions of the Extraordinary General Meeting of Shareholders 18.03.2011

The Extraordinary General Meeting of Silvano Fashion Group, registration number 10175491, address Tulika 15/17 Tallinn, Estonia, was held on March 17th, 2011 and decided upon following:

#### 1. Amending the Articles of Association

- 1.1. To amend the article 2.1 in the Articles as follows: "2.1 The minimum share capital of the Company is 15,000,000 (fifteen million) euros and the maximum share capital is 60,000,000 (sixty million) euros."
- 1.2. To amend the second sentence in the article 2.2 as follows: "The nominal value of a registered A-share is 50 (fifty) cents."
- 1.3. To approve the Articles of Association as attached to the Resolution.

#### 2. Conversion of the share capital into euros, decrease of the share capital and payments to the shareholders

The Extraordinary Shareholders Meeting approved the conversion of the share capital into Euros and upon decrease of the share capital by 5 495 101,17 Euros to the amount of 19 750 000 Euros as follows:

- 2.1. To cancel 107 000 Company's own A-shares that have been bought back by the Company under the buy-back programme as adopted by the resolution of the extraordinary general meeting of 9th of November 2010 and to reduce the share capital by 1 070 000 kroons to 395 000 000 kroons.
- 2.2. After the cancellation of the own shares and the reduction of the share capital related thereto, the total number of shares shall be 39 500 000.
- 2.3. The shares held by the shareholders are not subject to cancellation.
- 2.4. The Company shall make no payments to the shareholders in connection with the cancellation of the Company's own shares.
- 2.5. To convert the share capital reduced by the cancellation of the own shares and the nominal value of the shares into Euros as follows:
  - 2.5.1. The amount of the share capital as being converted into euros is 25 245 101,17 euros and the nominal value of each share is 64 cents.
  - 2.5.2. To reduce the share capital by 5 495 101,17 euros to 19 750 000 euros in order to meet the requirements set forth in § 223(1) and § 223(2) of the Commercial Code.
  - 2.5.3. The share capital shall be reduced by means of decreasing the nominal value of each share by 14 cents to 50 cents.
  - 2.5.4. The conversion of the nominal value of shares into euros shall not affect the rights attached to shares nor the relation of the nominal value of shares to the share capital. The rounding of the results of the conversion of shares' nominal value has no legal effect.
  - 2.5.5. After the conversion and the reduction of the share capital the new amount of share capital shall be 19 750 000 euros, which is divided into 39 500 000 A-shares with nominal value of 50 cents each share.
- 2.6. To pay to the shareholders 14 cents per each share for the decrease of the nominal value of share. This amount shall be paid to the shareholders within three months after entry of the decrease of share capital in the Commercial Register provided that the claims of creditors submitted during the term are secured or satisfied.
- 2.7. The list of shareholders entitled to receive the payment related to reduction of the nominal value of shares shall be fixed at 23:59 on 31th of March 2011 (Estonian time).



Märt Meerits

member of the board of Aktsiaselts Silvano Fashion Group

E-mail: [info@silvanofashion.com](mailto:info@silvanofashion.com)

Tel: +372 684 5000; Fax: +372 684 5300

Address: Tulika 15/17, 10613 Tallinn, Estonia

<http://www.silvanofashion.com>