**A POWER OF ATTORNEY**

**For Exercising The Rights Of A Shareholder At An Annual General Meeting**

[place, date]

**[Name of the shareholder], [**registry code if a legal person; personal identification code or date of birth if a physical person], address [...], [*following only for legal persons:* represented by law/by proxy by [name/names of authorised representatives of the shareholder], [registry code if a legal person; personal identification code or date of birth if a physical person], hereinafter referred to as the **Shareholder**,

hereby authorises [**name of the representative to exercise voting rights at the General Meeting**], [personal identification code or date of birth], citizen of [country], residing at [address], hereinafter referred to as the **Representative**,

to vote and to exercise any and all other rights and obligations of a shareholder, including sign any and all documents necessary on behalf of the Shareholder in order to perform its shareholder rights at the annual general meeting of the shareholders of Plc Tallinna Vesi (registry code: 10257326; address: Ädala 10, Tallinn 10614, hereinafter referred to as **Plc** **Tallinna Vesi**) to be held on 20th May 2014 with the following agenda:

1. Approval of 2013 Annual Report
2. Distribution of profit
3. Election of members of the Supervisory Council
4. Election of auditor
5. CEO update on privatisation contract dispute

The Representative is entitled to exercise the rights of a shareholder at the annual general meeting of 20th May 2014 at [his/her] discretion

OR

The Representative is instructed to vote at the annual general meeting of 20th May 2014 [against/in favour of] all resolutions suggested by the Supervisory Council of Plc Tallinna Vesi as disclosed by Plc Tallinna Vesi in the notice issued to the NASDAQ OMX Tallinn Stock Exchange on 24th April 2014,

and to vote [against/in favour of] any and all agenda items proposed in addition to the ones disclosed in the above notice, unless the Representative can consult the Shareholder or an authorised representative of the Shareholder prior to voting and is instructed otherwise,

[however, the Representative must exercise the rights of a shareholder at the annual general meeting in compliance with the following instructions given by the Shareholder:

1. 1. .....]

This power of attorney is only valid for exercising the rights of a shareholder at the annual general meeting of the shareholders of Plc Tallinna Vesi to be held on 20th May 2014.

This power of attorney is valid until [date] and has been issued [with/without] the right to delegate, assign or transfer the authorisations given herein.

Please find below the contact details of the Shareholder for verifying the validity of this power of attorney, should Plc Tallinna Vesi find it necessary to verify the validity of the power of attorney.

Name of the contact person of the Shareholder: [...]

Telephone number: [...]

Email address: [...]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [signature]

[Title of Shareholder’s representative]

[Name of the Shareholder or the Shareholder's representative]

There are three alternative ways of appointing a representative by this power of attorney:

1. The proxy form is completed electronically, printed and signed by the Shareholder or the Shareholder’s authorised representative(s), following the document authentication instructions outlined above and then delivered to the representative. Upon registration for the general meeting, the representative must submit this power-of-attorney along with the other necessary documents.
2. The proxy form is completed electronically and digitally signed by the Shareholder or the Shareholder’s authorised representative(s) and sent by email to mariliis.topp@tvesi.ee by 5 p.m. (GMT+2) on 16th May 2014 at the latest. This alternative is available to those Shareholders who possess a national identification card, which allows for digital signing of documents (e.g. Estonian ID card). If the power-of-attorney has been sent as described above, the representative does not have to submit the power-of-attorney upon registration for the general meeting.
3. The proxy form is completed electronically, printed and signed by the Shareholder or the Shareholder’s authorised representative(s). Thereafter the signed power-of-attorney is scanned and sent by email to mariliis.topp@tvesi.ee or faxed to +372 62 62 304 by 5 p.m. (GMT+2) on 16th May 2014 at the latest. If the power-of-attorney has been sent as described above, the representative must submit the original power-of-attorney along with the other necessary documents upon registration for the general meeting.

If this power of attorney is granted by an authorised representative, the power of attorney based on which the authorised representative grants the power of attorney, granted to the authorised representative by a/the legal representative(s), must also be submitted in the same format as this power of attorney. An authorised representative may grant this power of attorney only if the authorised representative has the right to delegate the authority according to the power of attorney granted by a/the legal representative(s).

If this form has not been completed or a completed form has not been submitted as required, Plc Tallinna Vesi is entitled to consider such a power of attorney to be a document without legal effect and to disregard it.

The contact details submitted for verifying the validity of the power of attorney shall be kept confidential and shall not be used for any purpose other than verifying the validity of the power of attorney.

In case of questions about completing or submitting this form, please contact Plc Tallinna Vesi by e-mail to mariliis.topp@tvesi.ee.