

Company AS Tallink Grupp
Type Company Release
Category Other corporate action
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Currency

Title Increase of share capital of Aktsiaselts Tallink Grupp; intention of public offering of shares;

Aktsiaselts Tallink Grupp (the Company) intends to conduct a public offering of the new shares of the Company in Estonia and Finland (in Finland in the form of the Finnish depositary receipts, FDRs). The intended subscription period of the new shares is contemplated to be 18.08.2021 (including) - 01.09.2021 (including). Conducting the public offering is subject to the approval of a public offering and listing prospectus by the Financial Supervision Authority, the proceedings of which are currently pending. The Company will issue a separate notice on the public offering of the new shares after the approval of the public offering and listing prospectus by the Financial Supervision Authority but before the beginning of the offering.

The Company intends to offer up to 66,988,204 new shares. Upon oversubscription, the Company may increase the number of shares offered by 10%, i.e. up to 73,687,024 shares. Upon undersubscription, the Management Board of the Company is entitled to cancel the shares not subscribed for.

In connection therewith, on 02.08.2021, the Supervisory Board of the Company adopted in accordance with the Articles of Association of the Company a resolution on the increase of share capital and issue of new shares of the Company. According to the resolution, the share capital of the Company shall be increased by up to 34,632,901.28 euro by the issue of up to 73,687,024 ordinary shares with no nominal value (the accounting value of a share is 0.47 euro per one share). The new shares shall upon due issue rank pari passu with the existing ordinary shares of the Company.

The intended issue price is 0.47 euro per one new share, which corresponds to the accounting value of the share, i.e. there is no issue premium. The payment for the new shares shall be done during the contemplated subscription period in accordance with the procedure described in detail in the public offering and listing prospectus.

The new shares shall grant the shareholders the right to dividends for the financial year started on 01.01.2021 and the subsequent financial years.



The existing shareholders of the Company shall have the pre-emptive right to subscribe for the new shares in accordance with the provisions of the Commercial Code exercisable during the same subscription period referred to above. Each shareholder shall be entitled to receive a whole number of new shares and, if necessary, the number of new shares allocated to a shareholder shall be rounded down to the closest whole number. The list of the shareholders entitled to exercise the pre-emptive right to subscribe for the new shares shall be fixed at the end of the business day on 17.08.2021 (the record date).

AS Infortar, the largest shareholder of the Company, holding approximately 39% of all the shares of the Company, has issued a subscription guarantee to the Company under which it undertook to subscribe for the new shares if offered publicly as described above, in the total value of 15 million euro. The subscription undertaking of AS Infortar is unconditional and irrevocable.

The Company intends to apply for the listing and admission to trading of the new shares in the main lists of the Nasdaq Tallinn Stock Exchange and the Nasdaq Helsinki Stock Exchange (in the latter in the form of the Finnish depositary receipts, FDRs).

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