

Company AS Tallink Grupp
Type Company Release
Category Announcement of General Meeting
Disclosure time 24 May 2021 09:30:00 +0300

Attachments:

- Drafts of Resolutions of the Annual General Meeting.pdf (<http://oam.fi.ee/en/download?id=5561>)
- Uldkoosoleku otsuste eelnoud.pdf (<http://oam.fi.ee/en/download?id=5562>)

Currency

Title Notice calling the Annual General Meeting of Shareholders

Dear shareholder of AS Tallink Grupp,

The management board of AS Tallink Grupp, registration code 10238429, location and address at Sadama 5, 10111 Tallinn, is calling the annual general meeting of shareholders on 15 June 2021 at 11:00 AM (Estonian time) at the conference centre of Tallink SPA & Conference Hotel, at the address Sadama 11a, Tallinn.

Registration of the shareholders begins at 10:00 AM at the venue of the general meeting.

The supervisory board of AS Tallink Grupp determined the following agenda of the annual general meeting and presents the following proposals to the shareholders:

1. Approval of the annual report of the financial year 2020

To approve the annual report of the financial year 2020 of AS Tallink Grupp presented by the management board.

2. Resolution of covering the loss

To approve the proposal presented by the management board of AS Tallink Grupp:

1) To approve the net loss of the financial year of 2020 in the amount of 108,308,000 euros and to cover the net loss with the retained earnings from previous periods;

2) No dividend distribution to the shareholders.

3. Amendment of the Articles of Association

The management board has proposed to grant to the supervisory board of the company the right to increase the share capital to a greater extent than provided in the current version of the articles of association. Pursuant to the proposal the supervisory board shall be authorised within 3 years to increase the share capital by up to 35,000,000 euros, that gives the company more



flexibility and grants the possibility to react more swiftly to the market changes and in case of need to adopt resolution on the increase of the share capital of the company in order to strengthen the financial position of the company. The exact extent of the share capital increase (within the limits provided in the articles of association) and the terms thereof shall be decided by the supervisory board as appropriate.

Taking into account the above the supervisory board proposes to amend the articles of association as follows:

To amend the second sentence of Article 2.4. of the Articles of Association and word it as follows:

"Supervisory board shall be authorised within 3 years as from 1 July 2021 to increase the share capital by up to 35,000,000 euros, increasing the share capital up to 349,844,558.80 euros."

4. Extension of authority of the member of the supervisory board and payment of remuneration

Due to the expiry of the term of authority of the member of the supervisory board Kalev Järvelill on 12.06.2021, extend the authorities of Kalev Järvelill as the supervisory board member for the next 3-year term of office retroactively from 13.06.2021.

To continue the remuneration of the members of the supervisory board pursuant to the resolution no 5 of 07.06.2012 of the Annual General Meeting of shareholders of AS Tallink Grupp.

5. Appointment of an auditor for the financial year 2021 and the determination of the procedure of remuneration of the auditor

To appoint the audit firm KPMG Baltics OÜ to conduct the audit of the financial year 2021 and to remunerate the auditor in accordance with the contract to be concluded with the auditor.

The list of shareholders entitled to participate in the annual general meeting shall be determined seven calendar days before holding the general meeting, i.e. as at the end of the business day of the settlement system of the registrar of the Estonian register of securities (Nasdaq CSD SE) and Euroclear Finland Oy on 8 June 2021 (record date).

The documents related to the annual general meeting of AS Tallink Grupp, the documents to be presented to the general meeting and the other important information related to the general meeting, inter alia, the drafts of the resolutions, annual report of the financial year 2020 of AS Tallink Grupp, the supervisory board's report, the sworn auditor's report, the proposal for covering of loss and the substantiations presented by the shareholders regarding items on the agenda (if any are received) and the information concerning the



candidate for the supervisory board member and the candidate for the auditor, may be examined on the website of AS Tallink Grupp at the address www.tallink.com/annual-general-meeting/2021 (<http://www.tallink.com/annual-general-meeting/2021>), on the website of the Tallinn Stock Exchange at the address www.nasdaqbaltic.com (<http://www.nasdaqbaltic.com>) and in the office of AS Tallink Grupp at the address Sadama 5, Tallinn, 1(st) floor, on business days from 09:00 AM to 4:00 PM as of the notification of the general meeting until the date of holding the general meeting. The information stipulated in § 294(1) of the Commercial Code is available to the shareholders on the website of AS Tallink Grupp at the address www.tallink.com/annual-general-meeting/2021 (<http://www.tallink.com/annual-general-meeting/2021>) until the date of holding the general meeting (included).

A shareholder may ask questions concerning the matters on the agenda by sending the respective questions to the email address investor@tallink.ee (<mailto:investor@tallink.ee>).

A shareholder has the right to receive information from the management board on the activities of AS Tallink Grupp at the general meeting of AS Tallink Grupp. The management board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the management board refuses to provide information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to file, within two weeks as from the holding of the general meeting, a petition to a court by way of proceedings on petition in order to obligate the management board to provide the information.

The shareholders whose shares represent at least 1/20 of the share capital may demand inclusion of additional issues on the agenda of the annual general meeting if such demand is presented no later than 15 days before the general meeting is held. The shareholders whose shares represent at least 1/20 of the share capital may submit to the public limited company a draft resolution for every item of the agenda. This right may not be exercised later than 3 days before the general meeting is held. The aforementioned documents shall be submitted to AS Tallink Grupp in writing to the address AS Tallink Grupp, Sadama 5, 10111 Tallinn or be sent in electronic form (signed with a qualified e-signature in the meaning of eIDAS Regulation - e.g. a digital signature) to the email address investor@tallink.ee (<mailto:investor@tallink.ee>).

AS Tallink Grupp does not enable electronic participation in or electronic voting at the general meeting (§ 33(1) of the General Part of the Civil Code Act and § 290(1) of the Commercial Code) nor voting before the meeting (§ 298(2) of the Commercial Code).

Instructions for the participants in the annual general meeting:

1. Shareholders who are registered in the share register maintained by Nasdaq



We kindly ask the shareholders, who are as at the record date registered in the share register maintained by Nasdaq CSD SE and who wish to participate in the annual general meeting, to present the following documents for registration:

- * Shareholder who is a natural person should present an identity document (passport or ID card).
- * Representative of a shareholder who is a natural person should present an identity document (passport or ID card) and a duly signed written power of attorney or a power of attorney in electronic form (signed with a qualified e-signature in the meaning of eIDAS Regulation - e.g. a digital signature).
- * Legal representative of a shareholder who is a legal person should present an extract (or other similar document) from the respective business register in which the legal person is registered, which shows the person's right to represent the shareholder (legal persons registered in Estonia should present an extract of the commercial register registry card which has been made no later than 15 days before the general meeting is held; legal persons registered in a foreign country should present a certified extract (or other similar document) which is not older than 6 months), and an identity document of the representative (passport or ID card).
- * Authorized representative of a legal person whose right of representation does not show from the respective business register extract (or other similar document) should, in addition to the aforementioned documents, present a power of attorney in written or electronic form (signed with a qualified e-signature in the meaning of eIDAS Regulation - e.g. a digital signature) duly issued by the legal representative of the shareholder.

The documents of a shareholder who is a legal person registered in a foreign country, which have been issued by a foreign official, must be legalized or apostilled.

A translation into Estonian prepared by a sworn translator should be attached to the documents that are in a foreign language.

Documents in electronic form (signed with a qualified e-signature in the meaning of eIDAS Regulation - e.g. a digital signature) should be sent by email to the address investor@tallink.ee (mailto:investor@tallink.ee) no later than 14 June 2021, 4:00 PM (Estonian time). The documents that arrive later shall not be accepted.

AS Tallink Grupp may register an aforementioned shareholder as a participant in the general meeting also in case all the required data concerning the legal person and its representative are contained in a notarized power of attorney issued to the representative in a foreign country and the power of attorney is acceptable in Estonia.



2. Shareholders registered in the share register maintained by Euroclear Finland Oy (holders of Finnish share depositary receipts (FDRs) - hereinafter the FDR holders)

In order to participate in the annual general meeting, the FDR holders are kindly asked, for organizational purposes, to inform AS Tallink Grupp in writing or in a form which can be reproduced in writing of his/her/its intention to participate in the annual general meeting and to provide the copies of the documents requested below (the originals should be presented at the meeting) no later than 14 June 2021, 4:00 PM (Estonian time) by mail to the address Sadama 5, Tallinn 10111, Estonia or by email to the address investor@tallink.ee (<mailto:investor@tallink.ee>).

Nordea Bank Abp as the FDRs agent shall issue a power of attorney authorizing each FDR holder to vote at the annual general meeting with the number of votes corresponding to the number of FDRs held by the FDR holder as at the record date. The power of attorney issued by Nordea Bank Abp is issued with the right to delegate the authorization.

We kindly ask the FDR holders, who are registered as at the record date in the share register maintained by Euroclear Finland Oy and who would like to participate in the annual general meeting, to present for the registration the documents indicated above in section 1 of the instructions.

FDR holders, who hold their FDRs on a nominee account, should present, in addition to the aforementioned documents, a power of attorney issued by his/her/its Finnish account operator. The form of the respective power of attorney is available from the website of AS Tallink Grupp at the address www.tallink.com/annual-general-meeting/2021 (<http://www.tallink.com/annual-general-meeting/2021>).

The annual general meeting will be held in the Estonian language with simultaneous translation into the English language.

A shareholder may, before the general meeting is held, notify AS Tallink Grupp of the appointment of a representative and of the withdrawal of the authorization by the principal by email to the address investor@tallink.ee (<mailto:investor@tallink.ee>) or by delivering the aforementioned documents to the office of AS Tallink Grupp at Sadama 5, Tallinn, 1(st) floor on business days from 9:00 AM to 4:00 PM no later than 14 June 2021 at 4:00 PM (Estonian time), by using the forms provided on the website of AS Tallink Grupp at the address www.tallink.com/annual-general-meeting/2021 (<http://www.tallink.com/annual-general-meeting/2021>). Information about the procedure for the appointment of a representative and for the withdrawal of the authorization can be found on the website of AS Tallink Grupp at the address www.tallink.com/annual-general-meeting/2021 (<http://www.tallink.com/annual-general-meeting/2021>).



Yours faithfully,

Paavo Nõgene
Chairman of the management board

Joonas Joost
Financial Director

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