

Company AS Tallink Grupp
Type Company Release
Category Issue of new shares
Disclosure time 18 Aug 2021 09:30:00 +0300

Attachments:

- Prospectus.pdf (<http://oam.fi.ee/en/download?id=5700>)
- Summary.pdf (<http://oam.fi.ee/en/download?id=5701>)
- Prospectus_translation_EST.pdf (<http://oam.fi.ee/en/download?id=5702>)
- Kokkuvõte.pdf (<http://oam.fi.ee/en/download?id=5703>)
- Prospectus_translation_FIN.pdf (<http://oam.fi.ee/en/download?id=5704>)
- Tiivistelmä.pdf (<http://oam.fi.ee/en/download?id=5705>)
- Prospectus.pdf (<http://oam.fi.ee/en/download?id=5706>)
- Summary.pdf (<http://oam.fi.ee/en/download?id=5707>)
- Prospectus_translation_EST.pdf (<http://oam.fi.ee/en/download?id=5708>)
- Kokkuvõte.pdf (<http://oam.fi.ee/en/download?id=5709>)
- Prospectus_translation_FIN.pdf (<http://oam.fi.ee/en/download?id=5710>)
- Tiivistelmä.pdf (<http://oam.fi.ee/en/download?id=5711>)

Currency

Title Notice on public offering of shares of AS Tallink Grupp in Estonia and Finland (in the form of

Aktsiaselts Tallink Grupp (the Company) hereby announces a public offering of the new shares of the Company in Estonia and Finland (in Finland in the form of the Finnish share depository receipts, FDRs) (the Offering). The Offering is conducted on the basis of the prospectus approved by the Estonian Financial Supervision and Resolution Authority (hereinafter the EFSA) on 16 August 2021 that is published on the date of this announcement on the web pages of the Company (<https://www.tallink.com/investors/stock-exchange/2021-offering>), Nordnet Bank AB Finnish Branch (www.nordnet.fi/fi/tallink) (<http://www.nordnet.fi/fi/tallink>) and the EFSA (<https://fi.ee/en/investment/regist> (<https://fi.ee/en/investment/registers/registered-public-offerings/approved-prospectuses>)e (<https://fi.ee/en/investment/registers/registered-public-offerings/approved-prospectuses>)rs/registered-public-offerings/approved-prospectuses (<https://fi.ee/en/investment/registers/registered-public-offerings/approved-prospectuses>)) (hereinafter Prospectus). The public offering of the new shares is carried out only in Estonia and Finland (in the form of FDRs) and not in any other jurisdiction.

Main Terms of Offering

The Company is offering 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.

The Offering is directed to all natural and legal persons in Estonia and Finland. In addition to the Offering, the new shares may be offered to institutional investors in and outside of Estonia and Finland which are qualified investors within the meaning of Article 2(e) of the Regulation No 2017/1129/EU of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC and other types of investors in reliance on certain exemptions from the requirement to draw-up and publish prospectus and from other registration requirements available under applicable laws.

The offering 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 subscription period (Offering period) of the new shares starts on 18.08.2021 and ends on 01.09.2021.

The new shares shall grant the shareholders the right to dividends for the financial year started on 01.01.2021 and for 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 was fixed at the end of the business day on 17.08.2021 (the record date).

Indicative key dates for the Offering are the following:

18.08.2021 at 10:00	Commencement of the subscription period	
01.09.2021 at 16:00	End of the subscription period	
On or about 03.09.2021	Announcement of the results of the Offering	
	Settlement and delivery of the new shares to investors in Estonia	
08.09.2021	The new shares settled will bear a temporary ISIN code EE3811004466	
	Registration of the new shares at the Estonian	



On or about 15.09.2021	Commercial Register
On or about 17.09.2021	Commencement of trading with the new shares on Nasdaq Tallinn
On or about 21.09.2021	Settlement and delivery of the new shares in the form of FDRs in Finland
On or about 21.09.2021	Commencement of trading with the new shares in the form of FDRs on Nasdaq Helsinki

Submitting Subscription Undertakings

Investors in Estonia

In Estonia, an investor wishing to subscribe for the new shares in the course of the Offering should contact a custodian that operates such investor's Nasdaq CSD (Estonian Register of Securities, operated by Nasdaq CSD SE Estonian branch) securities account and submit a subscription undertaking in the form set out below. The subscription undertaking must be submitted to the custodian by the end of the subscription period at the latest. The investor may use any method that such investor's custodian offers to submit the subscription undertaking (e.g. physically at the client service venue of the custodian, over the internet or by other means). The subscription undertaking must include the following information:

Owner of the securities account:	name of the investor
Securities account:	number of the investor's securities account
Custodian:	name of the investor's custodian
Security:	Tallink Grupp share additional 11
ISIN code:	EE3811004466*
Amount of securities:	the number of shares for which the investor wishes to subscribe
Price (per one shares):	EUR 0.47
Transaction amount:	the number of shares for which the investor wishes to subscribe multiplied by the offering price
Counterparty:	Aktsiaselts Tallink Grupp



Securities account of counterparty:	99110046253
Custodian of the counterparty:	Swedbank AS
Value date of the transaction:	08.09.2021
Type of transaction:	"purchase"
Type of settlement:	"delivery versus payment"

* The new shares will bear a temporary ISIN code EE3811004466 at the time of settlement, which will be converted into permanent ISIN code EE3100004466 after registration of the increase of the share capital of the Company with the Estonian Commercial Register and registration of the new shares with Nasdaq CSD, but prior to the commencement of trading with the new shares.

An investor may submit a subscription undertaking through a nominee account only if such investor authorises the owner of the nominee account to disclose the investor's identity to the registrar of Nasdaq CSD in writing.

Investors in Finland

In Finland, the subscription undertakings may be submitted only during the subscription period in accordance with the instructions by Nordnet Bank AB Finnish Branch (Nordnet). To subscribe for the new shares in the form of FDRs, an investor must have a book-entry account in Finland held by an account operator operating in Finland or must nominee register its new shares in the form of FDRs for recordings on the securities account. A Finnish shareholder does not have the right to nominee register its shares in a Finnish book-account system. Legal entities as investors shall also have a legal entity identifier (LEI) code. The subscription for the new shares in the form of FDRs will be conducted through Nordnet. The subscription may only be made in Nordnet's online service at www.nordnet.fi/fi/tallink, except for in the below mentioned cases. The subscription can be made in the online service with the online bank user identifiers of Nordnet and Aktia Bank, Danske Bank, Handelsbanken, Nordea, Oma Säästöpankki, Osuuspankki, POP Bank, S-Pankki, Säästöpankki and Ålandsbanken. A subscription undertaking referring to the issuance of the new shares in the form of FDRs through Nordnet to an equity savings account can only be made to an equity savings account at Nordnet. The subscription undertaking can also be given on behalf of a legal entity via Nordnet's online service. Death estates or persons under guardianship who are not Nordnet's customers may not submit a subscription undertaking through Nordnet's online service but shall submit a subscription undertaking personally at Nordnet's office at Nordnet Bank AB Finnish Branch, Yliopistonkatu 5, FI-00100 Helsinki, Finland, before the end of the subscription period. An investor shall be prepared to prove his/her/its identity and present any proxy documents and representation rights in originals. The identity of a representative must also be proven. The visit must be arranged in advance by calling to the telephone number +358 9 681 78444 during Nordnet's normal office hours. According to the Finnish Guardianship Act (442/1999), a



guardian cannot make a subscription on behalf of a minor child without the permission of the magistrate.

A subscription undertaking through a nominee account shall be submitted to Nordnet at Nordnet Bank AB Finnish Branch, Yliopistonkatu 5, FI-00100 Helsinki, Finland by the end of the subscription period. It is recommended to contact Nordnet in advance by telephone. Further instructions may be received by calling to the telephone number +358 9 681 78444 during Nordnet's normal office hours.

An investor entitled and willing to use shareholder's pre-emptive subscription right may submit a subscription undertaking through a nominee account only if such investor also provides to Nordnet upon submitting the subscription undertaking a written statement of balance issued by the custodian on the FDRs owned by the investor on the 17.08.2021 (the record date).

Distribution and Allocation

The new shares will be allocated to the investors participating in the Offering in accordance with the following principles:

(i) firstly, all investors participating in the offering and qualifying as existing shareholders as per the list of shareholders of the Company as fixed on 17.08.2021 (the record date) at the end of the business day of the settlement system of Nasdaq CSD and in respect of the FDR holders, the list of the FDR holders is fixed on 17.08.2021 (the record date) at the end of the business day of the settlement system of Euroclear Finland (and thereby holding pre-emptive right to subscribe for the new shares) (the Participating Existing Shareholders) will be allocated new shares pro rata to their relevant existing shareholding in the Company as at the above-referenced date as set forth by applicable law (the Pre-emptive Rights Allocation Amount), but in a number not larger than the number of new shares that they subscribed for in their relevant subscription undertakings;

(ii) secondly, any new shares remaining following the allocation as per item (i) above will be allocated at the Company's sole discretion, whereas the Company may prefer any of the following persons to other investors: (a) the members of the corporate governance bodies of the Company and the group companies of the Company who have submitted subscription undertakings (including through legal persons under their direct control) and/or (b) to the extent decided by the Company in its sole discretion, Participating Existing Shareholders who have subscribed for the new shares in the amount exceeding their relevant Pre-emptive Rights Allocation Amount to be allocated to such investors as per item (i) above.

Reasons for Offering and Use of Proceeds

The purpose of the Offering is to strengthen the capital position and the capital structure of the group of companies of the Company and engage additional capital to comply with the commitments agreed to in its financing agreements and to overcome the current and potential financial difficulties caused by COVID-19 pandemic through improving the liquidity buffer. There are no binding agreements



for using the proceeds from the offering of the new shares for a specific purpose.

Firm Commitment by AS Infortar

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.

Listing and Admission to Trading

The Company intends to apply for the listing and admission to trading of the new shares subscribed for in the course of the Offering on the Main List of Nasdaq Tallinn and on the Main List of Nasdaq Helsinki in the form of FDRs, respectively, as soon as possible after the registration of the new shares in the Nasdaq CSD and the Estonian Commercial Register. The Company will take all necessary measures in order to comply with the Nasdaq Tallinn and Nasdaq Helsinki rules so that its application would be approved, however, there is no assurance that the applications of the Company will be accepted.

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Important Information

This notice is an advertisement for securities within the meaning of the Regulation No 2017/1129/EU of 14 June 2017 of the European Parliament and of the Council European Parliament and does not constitute an offer to sell shares or invitation to subscribe to shares. An offer to subscribe for shares should be made and each investor should make any decision to invest in the shares only on the basis of the information contained in the Prospectus and the summary of the Prospectus and if necessary, consult with an expert. The approval of a Prospectus by the Financial Supervision and Resolution Authority is not considered to be a recommendation for shares.

The information contained in this notice is not intended to be published, distributed or transmitted, in whole or in part, directly or indirectly, in the United States, Australia, Canada, Hong Kong, Japan, Singapore, South Africa, or in any other country or circumstance where publication, sharing or transmission would be unlawful. The new shares will be publicly offered only in Estonia and Finland and the sale or offer of the shares shall not take place in any



jurisdiction where such offer, invitation or sale would be unlawful without the exception or qualification of law.

