

Company AS Tallink Grupp
Type Company Release
Category Results of General Meeting
Disclosure time 07 May 2024 13:45:00 +0300

Attachments:

- AGM presentation.pdf (<http://oam.fi.ee/en/download?id=8422>)
- AGM presentation_EST.pdf (<http://oam.fi.ee/en/download?id=8423>)

Currency

Title Resolutions of the Annual General Meeting of Shareholders of AS Tallink Grupp

AS Tallink Grupp (registration code 10238429, location and address at Sadama 5, 10111 Tallinn) held its Annual General Meeting of Shareholders on 7 May 2024 at 11 AM at the conference centre of Tallink SPA & Conference Hotel, at the address Sadama 11a, Tallinn.

86 shareholders were registered as attending at the Annual General Meeting of Shareholders, who owned 571,294,959 votes/shares (the amount of represented share capital 268,508,630.73 EUR), forming 76.83% of AS Tallink Grupp share capital.

Resolutions adopted at the meeting:

1. To approve the annual report of the financial year 2023 of AS Tallink Grupp presented by the Management Board.

In favour of the resolution voted 98.99% of the votes represented at the meeting (565,513,785 votes).

2. To approve the following profit allocation proposal of AS Tallink Grupp prepared by the Management Board:

1) To approve the net profit of the financial year of 2023 in the sum of 78 872 000 euros;

2) Not to make any allocations to the mandatory legal reserve;

3) To pay dividends to the shareholders 0.06 euros per share, in the total amount of 44 614 143.84 euros;



4) Not to make any allocations for other reserves prescribed by law or by the articles of association.

5) To transfer 34 257 856.16 euros to the retained earnings of previous periods.

The list of the shareholders entitled to the dividend shall be fixed as at 20.06.2024 at the end of the working day of the settlement system of Nasdaq CSD Estonia. Consequently, the day of change of the rights related to the shares (ex-dividend date) is set to 19.06.2024. From this day onwards, persons acquiring the shares will not have the right to receive dividends for the financial year 2023.

The dividend shall be paid to the shareholders by transfer to the bank account of the shareholders on 3.07.2024.

In favour of the resolution voted 100.00% of the votes represented at the meeting (571,294,959 votes).

3. To appoint the company of auditors KPMG Baltics OÜ to conduct the audit of the financial year 2024 and to remunerate the work according to the audit contract that shall be concluded with the auditor.

In favour of the resolution voted 97.44% of the votes represented at the meeting (556,681,624 votes).

4. To determine the remuneration fee of the Member of the Supervisory Board as from 08.05.2024:

1. Chairman of the Supervisory Board - 12 000 euros per month (gross);

2. Member of the Supervisory Board - 7 000 Euros per month (gross).

In favour of the resolution voted 97.05% of the votes represented at the meeting (554,453,675 votes).

5. Due to the expiry of the term of authority of the Member of the Supervisory Board of AS Tallink Grupp Kalev Järvelill on 13.06.2024, to extend the authority of Kalev Järvelill as the Supervisory Board Member for the next 3-year term, which is until 13.06.2027.

In favour of the resolution voted 98.56% of the votes represented at the meeting (563,083,090 votes).

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

"Supervisory board shall be authorised within 3 years as from 1 January 2025 to increase the share capital by 35 000 000 euros, increasing the share capital up to 384 477 460,08 euros."



Approve the new version of the Articles of Association as presented to the general meeting of shareholders.

In favour of the resolution voted 99.98% of the votes represented at the meeting (571,182,840 votes).

7. To approve the issuing of options as part of the option program ("Option Program") to the Members of the Supervisory Board of AS Tallink Grupp and to conclude the Agreements of Share Option in accordance with the terms of the Option Program approved by the General Meeting of shareholders of AS Tallink Grupp on 13.06.2023 and as follows:

1. The Member of the Supervisory Board Enn Pant has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

2. The Member of the Supervisory Board Ain Hanschmidt has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

3. The Member of the Supervisory Board Eve Pant has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

4. The Member of the Supervisory Board Raino Paron has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

5. The Member of the Supervisory Board Toivo Ninnas has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

6. The Member of the Supervisory Board Kalev Järvelill has the right to acquire 300 000 options (which gives the right to acquire 300 000 shares) for the second year of the Option Program (period 13 June 2024 to 13 June 2025).

7. To appoint the Chairman of the Management Board of AS Tallink Grupp Paavo Nõgene as the representative of AS Tallink Grupp when concluding the Agreements of Share Option with the abovementioned Members of the Supervisory Board.

In favour of the resolution voted 90.04% of the votes represented at the meeting (503,935,733 votes).

Anneli Simm
Investor Relations Manager

AS Tallink Grupp
Sadama 5



10111 Tallinn, Estonia
E-mail anneli.simm@tallink.ee

