

Drafts of Resolutions of the Annual General Meeting of 23 May 2019

Resolution 1. Approval of the annual report of the financial year 2018

To approve the annual report of the financial year 2018 of AS Tallink Grupp presented by the management board.

Resolution 2. Proposal on distribution of profits

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 2018 in the sum of 40,049,000 euros;
- 2) To allocate 2,003,000 euros from the net profit to the mandatory legal reserve;
- 3) To pay dividends to the shareholders 0.05 euros per share, in the total amount of 33,494,000 euros.
- 4) 4,552,000 euros to be transferred to the retained earnings.

The list of the shareholders entitled to the dividend shall be **fixed as at 20.06.2019** at the end of the working day of the settlement system.

The dividend shall be paid to the shareholders by transfer to the bank account of the shareholders on **3.07.2019**.

Resolution 3. Amendment of the Articles of Association

3.1. To amend Article 2.1. of the Articles of Association and word it as follows:

“The amount of the minimum share capital of the company shall be 310,000,000 euros. The maximum capital of the company shall be 1,240,000,000 euros.”

3.2. To amend the second sentence of Article 2.1. of the Articles of Association and word it as follows:

“Supervisory board shall be authorised within 3 years as from 1 July 2019 to increase the share capital by 25,000,000 euros, increasing the share capital up to 339,844,558.80 euros.

Resolution 4. Reduction of share capital

4.1 The reason for reducing the share capital is improving the capital structure and favouring the return on equity. Company has no need to own share capital within the registered amount and the requirements that legislation imposes on share capital will also be fulfilled in the case of the reduced share capital.

4.2. The share capital shall be reduced as follows:

4.2.1. the share capital shall be reduced by the reduction of the book value of the shares by 0.07 euros per share, as a result of which the book value of one share shall be reduced from 0.54 euros to 0.47 euros, whereas the total number of the shares shall remain the same (i.e. 669,882,040 shares) and the book value of shares shall be reduced proportionately to the reduction of the share capital. Based on the foregoing, the share capital of the public limited company shall decrease from 361,736,301.60 euros by 46,891,742.80 euros, and the new share capital shall be 314,844,558.80 euros;

4.2.2. in connection with the reduction of the share capital the shareholders will be made monetary payments in the amount of 0.07 euros per share, in the total amount of 46 891 742,80 euros, within the term provided by law, but not earlier than 3 (three) months after the entry of the reduction of the share capital in the commercial register;

4.2.3. the list of shareholders entitled to receive the payments arising from the reduction of the book values of the shares shall be fixed at **20.06.2019** at the end of the working day of the settlement system.

Resolution 5. Extension of authority of the members of the supervisory board

Due to the expiry of the term of authority of the members of the supervisory board Ain

Hanschmidt, Colin Douglas Clark, Eve Pant and Toivo Ninnas on 17.09.2019:

5.1. To extend the authorities of Ain Hanschmidt, Colin Douglas Clark, Eve Pant and Toivo Ninnas as the supervisory board members for the next 3-year term of office from 18.09.2019.

5.2. The term of office of the supervisory board member Lauri Kustaa Äimä shall not be extended and shall terminate on 17.09.2019.

Resolution 6. Election of the member of the supervisory board.

6.1. To elect Raino Paron as the new member of the supervisory board of AS Tallink Grupp from 18.09.2019.

Resolution 7. Remuneration for work of the members of supervisory board

7.1 To remunerate the work 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.

Resolution 8. Appointment of an auditor for the financial year 2019 and the determination of the procedure of remuneration of an auditor

8.1. To appoint the company of auditors KPMG Baltics OÜ to conduct the audit of the financial year 2019.

8.2. The auditor shall be remunerated according to the audit contract that shall be concluded with the auditor.