

# AS Tallink Grupp General Meeting of Shareholders

7 May 2024

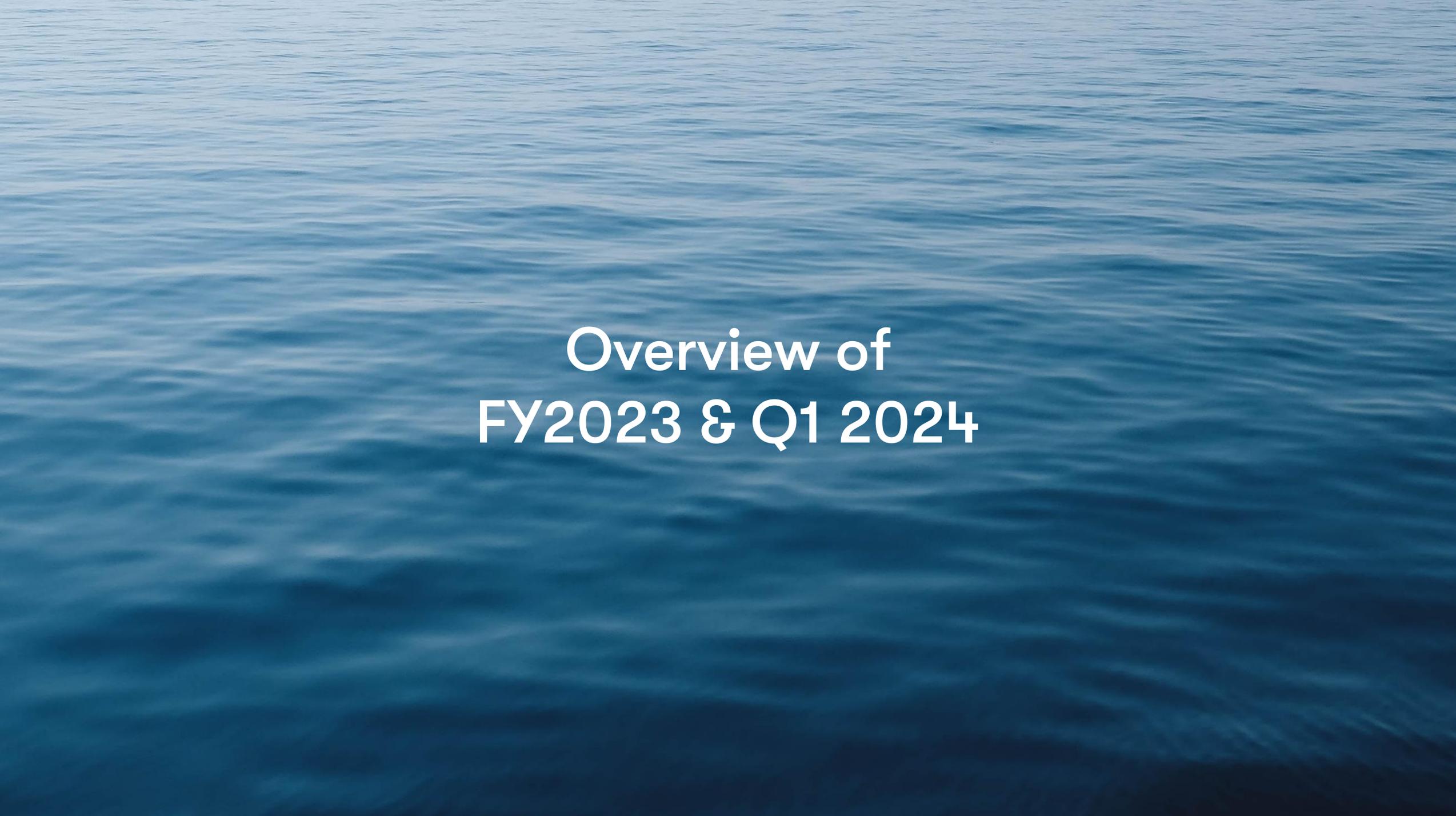
 TALLINK | SILJA LINE 



# Agenda of the General Meeting of Shareholders

1. Approval of the annual report of the financial year 2023
2. Proposal on distribution of profits
3. Appointment of an auditor for the financial year 2024 and the determination of the procedure of remuneration of an auditor
4. Determination of the of the remuneration of the supervisory Board members
5. Extension of authority of the Member of Supervisory Board Kalev Järvelill
6. Amendment of the Articles of Association
7. Issuance of options as part of the Option program to the Members of the Supervisory Board





# Overview of FY2023 & Q1 2024

# Tallink Grupp

The leading European provider of leisure and business travel and sea transportation services in the Baltic Sea region.

## STRONG BRANDS



## KEY FACTS ABOUT TALLINK GRUPP as at 31 March 2024



### 14 vessels

12 passenger vessels  
2 cargo vessels



**5 regular routes**  
on the Baltic Sea



### 4 vessels in charter

Both long-term  
and short-term



**3.2 million**  
Club One members



### 4 hotels

3 in Tallinn  
1 in Riga



**21 Burger King**  
**restaurants**  
Estonia, Latvia, Lithuania



### 2 stand-alone restaurants

in Tallinn



**4900+ employees**  
Estonia, Finland, Germany,  
Sweden, Latvia and  
Lithuania



### Shopping

on-board, on-shore,  
on-line

# Fleet by routes and chartered vessels end of Q1 2024

## Tallinn – Helsinki



Megastar

Vessel type High-speed ro-pax  
Built/renovated 2017  
Route Estonia–Finland  
Other information Shuttle service



MyStar

Vessel type High-speed ro-pax  
Built/renovated 2022  
Route Estonia–Finland  
Other information Shuttle service



Victoria I

Vessel type Cruise ferry  
Built/renovated 2004  
Route Estonia–Finland  
Other information Overnight cruise

## Tallinn – Stockholm



Baltic Queen

Vessel type Cruise ferry  
Built/renovated 2009  
Route Estonia–Sweden  
Other information Overnight cruise

## Turku – Stockholm



Baltic Princess

Vessel type Cruise ferry  
Built/renovated 2008  
Route Finland–Sweden  
Other information Overnight cruise

## Helsinki – Stockholm



Silja Symphony

Vessel type Cruise ferry  
Built/renovated 1991  
Route Finland–Sweden  
Other information Overnight cruise



Silja Serenade

Vessel type Cruise ferry  
Built/renovated 1990  
Route Finland–Sweden  
Other information Overnight cruise

## Chartered long-term



Atlantic Vision

Vessel type High-speed ro-pax  
Built/renovated 2002  
Other information Chartered out



Oscar Wilde (Star)

Vessel type High-speed ro-pax  
Built/renovated 2007  
Other information Chartered out

## In lay-up



Romantika

Vessel type Cruise ferry  
Built/renovated 2002  
Other information In lay-up

## Paldiski – Kapellskär



Regal Star

Vessel type Ro-ro cargo vessel  
Built/renovated 1999  
Route Estonia–Sweden  
Other information Cargo transportation



Sailor

Vessel type Ro-ro cargo vessel  
Built/renovated 1987  
Route Estonia–Sweden  
Other information Cargo transportation

## Chartered short-term



Galaxy I

Vessel type Cruise ferry  
Built/renovated 2006  
Other information Chartered out



Silja Europa

Vessel type Cruise ferry  
Built/renovated 1993/2016  
Other information Chartered out



# 2023 Key Indicators



**Passengers**  
transported

**5 705 600**



**Cargo units**  
transported

**323 990**



**Revenue €**  
**835.3**  
millions



**EBITDA €**  
**214.5**  
millions



**Net profit €**  
**78.9**  
millions

# 2023 in Brief

## KEY TAKEAWAYS

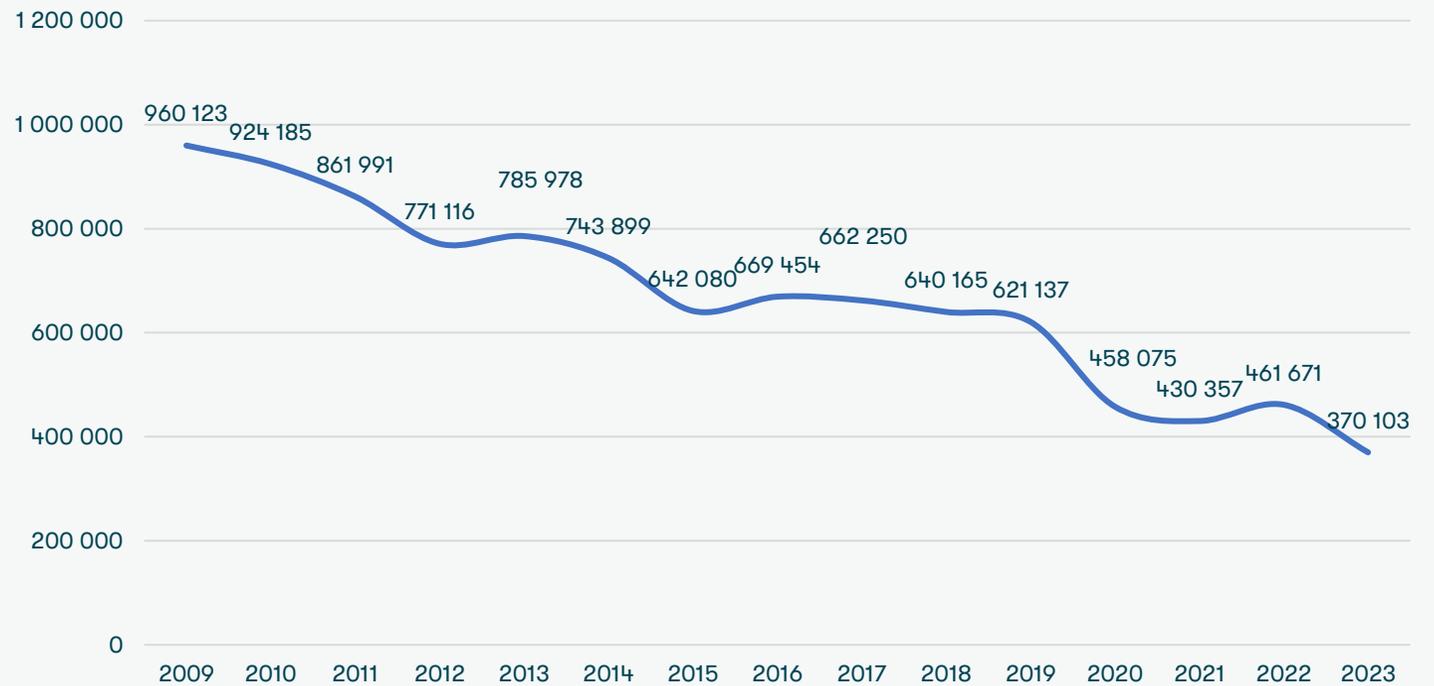
- **Profitable operations**  
Strong results support dividend payment
- **Chartering of vessels and risk mitigation during low season**  
Fleet optimization supports stable cash flows
- **Strong debt management**  
Reduction of debt burden supports healthy net debt/EBITDA ratio
- **Sustainability and related EU requirements**  
Investments in efficiency improvement and continuous reduction of emissions
- **Weak economic recovery in core markets**  
Low consumer and business confidence impacting demand for travelling



# ESG Update

- 2023 main focus was on CSRD compliance preparations with *Double Materiality* analysis and stakeholder engagement.
- Current focus on ESRS-aligned ESG strategy and KPI development, ESG governance review, data gap analysis.
- Key ESG achievements in 2023:
  - The Group's CO2 emissions for the core fleet (shuttle vessels MyStar and Megastar, cruise vessels Baltic Queen, Silja Symphony, Silja Serenade and Baltic Princess) were 305 393 tonnes in 2023, compared to an average of 332 803 tonnes per year between 2017-2019;
  - All operating vessels plugged into shore power during longer port stays;
  - The LTIFR (Lost Time Injury Frequency Rate) for 2023 was 10.7, well below the target of 13.3.

## TOTAL CO<sub>2</sub> EMISSIONS



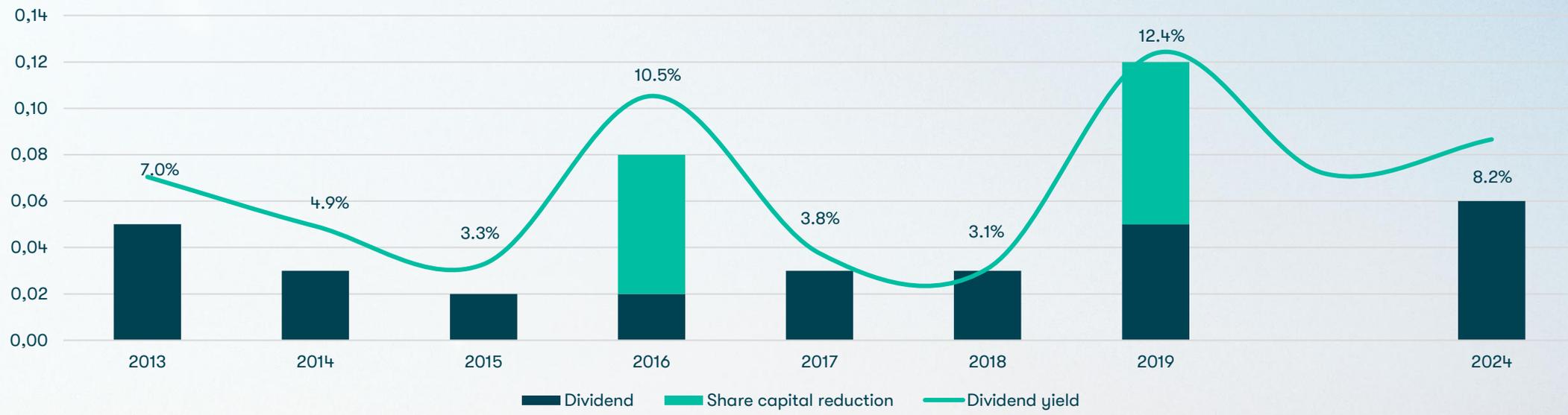


**38,881** shareholders and **FDR-holders** incl.  
**30,687** on Tallinn Stock Exchange (TAL1T) and  
**8,194** on Helsinki Stock Exchange (FI4000349378)  
at 31 March 2024



# Dividend of **EUR 0.06** per share for FY2023

## Dividend yield of ca **8.2%**



# 2024 Outlook



- Low business and consumer confidence levels as well as slow economic recovery in the Group's core markets continue to impact demand for travelling and cargo revenues
- Strong focus on cost savings
- Chartering of vessels and seeking for opportunities for fleet optimization
- Continued focus on debt reduction to improve the Group's liquidity
- Sustainability related investments in efficiency improvement and continuous reduction of emissions

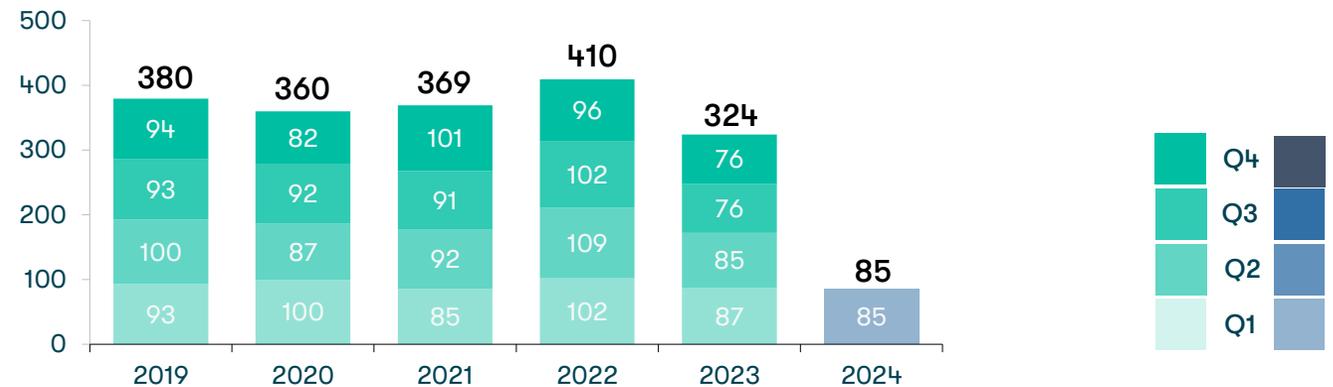


# Dynamics of seasonality

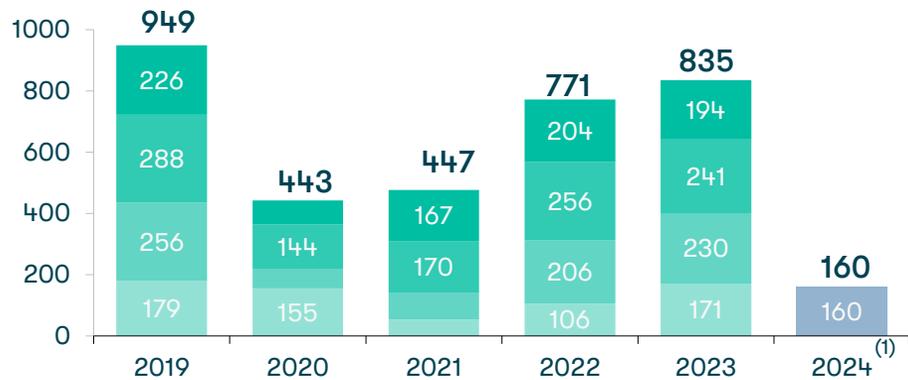
Passenger (millions)



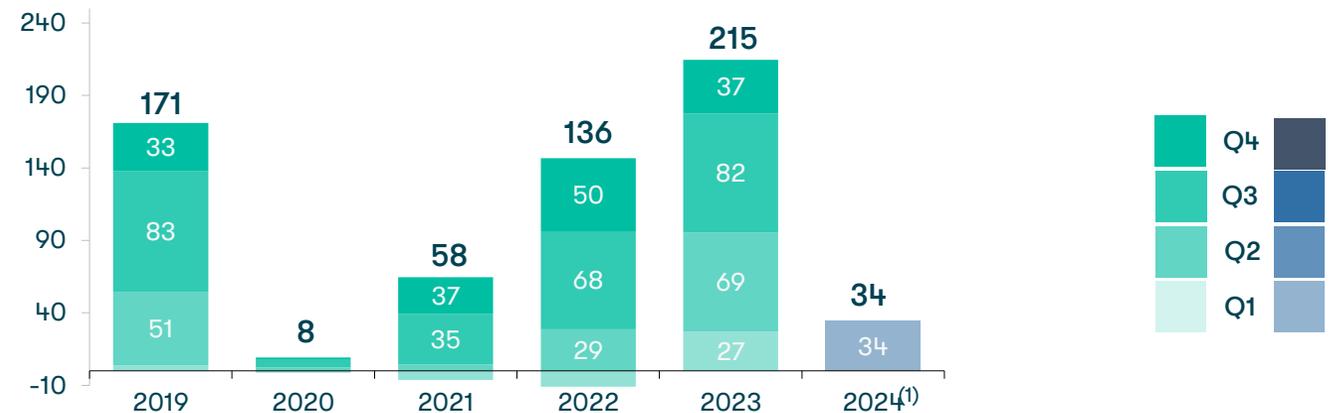
Cargo (th. units)



Revenue (in million euros)



EBITDA (in million euros)

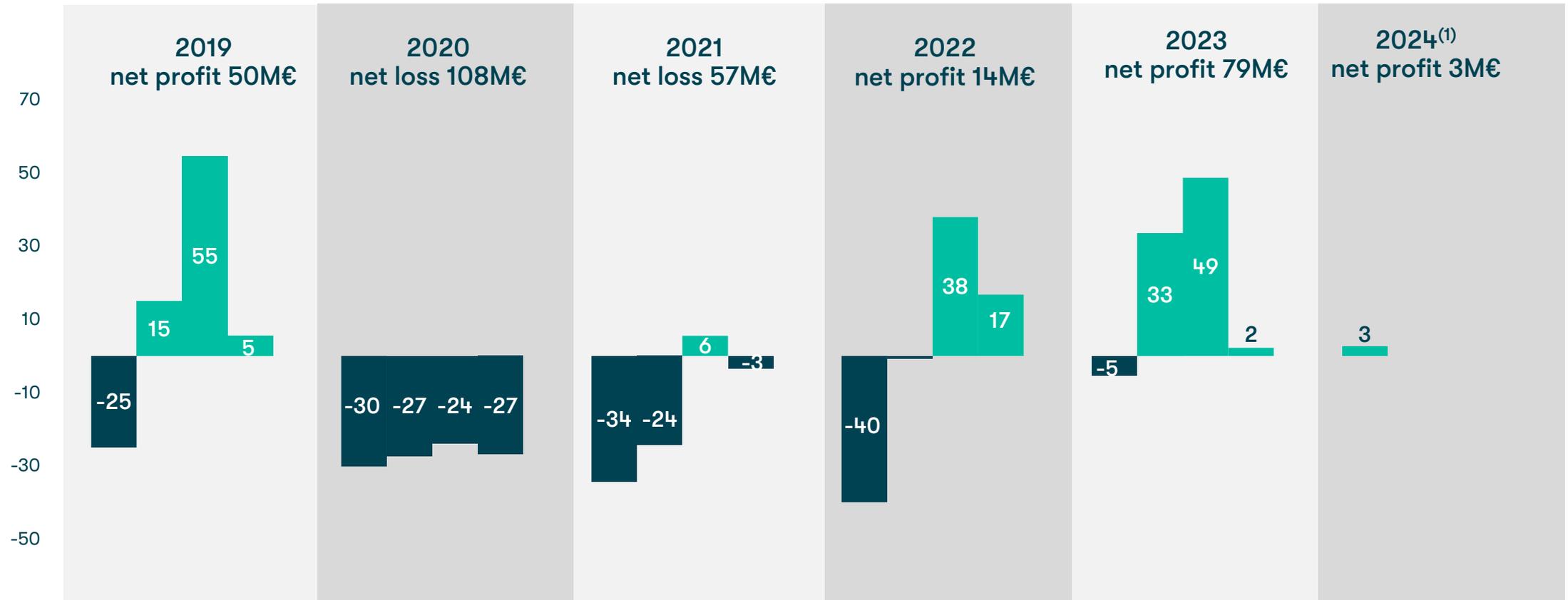


Notes: (1) 2024 unaudited



# Dynamics of seasonality

Quarterly net result (in million euros)



Notes: (1) 2024 unaudited



Most of profits are typically earned in summer, the high season

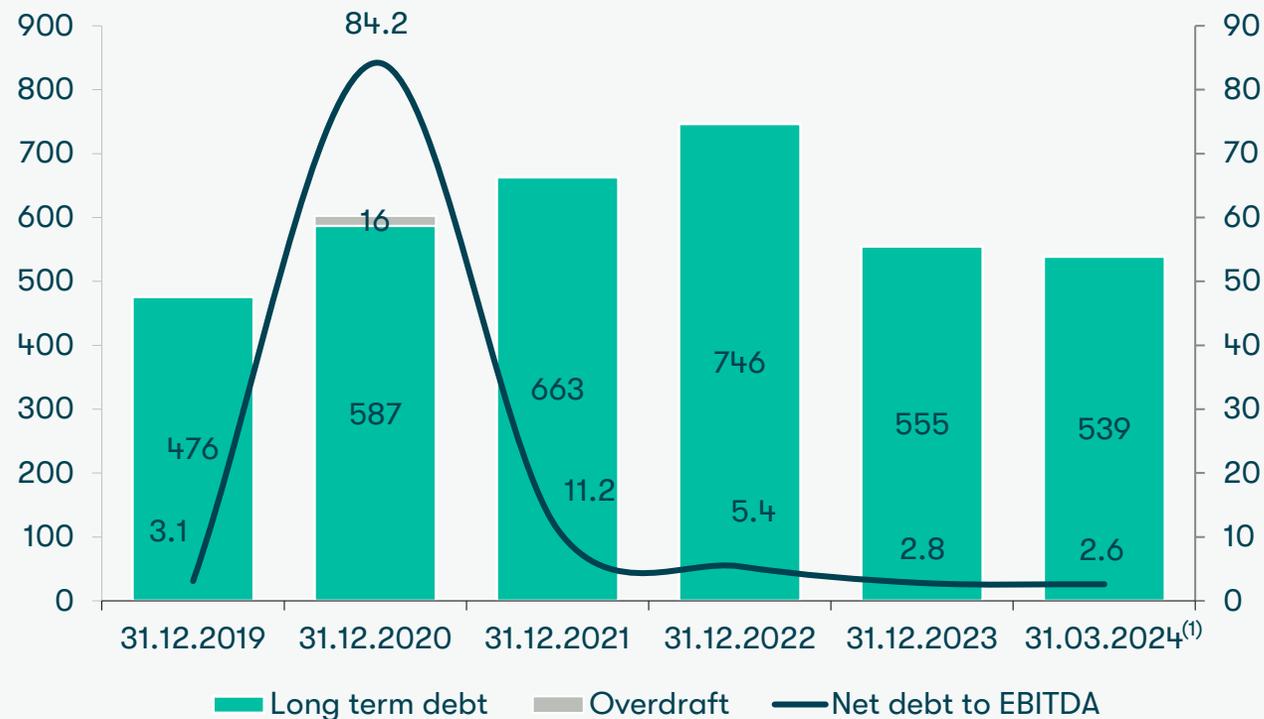
# Loan portfolio structure

## LONG-TERM BANK LOANS

- EUR 539 million as at 31 March 2024
- 3 loan agreements outstanding: syndicated loan and two ship building loans
- Maturing 5 – 11 years
- EUR denominated, fixed and EURIBOR floating

## OVERDRAFT

- As at 31 March 2024 unused overdraft of EUR 75 million



Notes: (1) 2024 unaudited

**Total interest-bearing liabilities of EUR 630.0 million**



**Thank you!**

# 1. Approval of the annual report of the financial year 2023

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



## 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 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.



## 2. Proposal on distribution of profits

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.



### **3. Appointment of an auditor for the financial year 2024 and the determination of the procedure of remuneration of an auditor**

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.



# 4. Determination of the of the remuneration of the supervisory Board members

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).



# 5. Extension of authority of the Member of the Supervisory Board Kalev Järvelill

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.



# 6. Amendment of the Articles of Association

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.



# 7. Issuance on options as part of the Option program to the Members of the Supervisory Board

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).



# 7. Issuance on options as part of the Option program to the Members of the Supervisory Board

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.



Questions!

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