

# **NOTICE OF VOLUNTARY TAKEOVER OFFER TO ACQUIRE SHARES OF AKTSIASELTS TALLINK GRUPP**

## **1. Takover offer and Offeror**

AS Infortar (company registered in Estonia with registry code 10139414 and registered address Liivalaia 9, 10118, Tallinn, Estonia, "**Offeror**") in accordance with the Securities Market Act ("**SMA**") and other applicable legal acts hereby makes a voluntary takeover offer to all shareholders of Aktsiaselts Tallink Grupp ("**Tallink**") for acquiring all shares of Tallink ("**Shares**") not yet belonging to the Offeror ("**Offering**"). The Offering is made based on this notice of offer ("**Notice of Offer**") and the prospectus attached to it ("**Prospectus**", together with the Notice of Offer, "**Offer Documents**").

The purpose of the Offering is to increase the shareholding of the Offeror in Tallink and offer to Tallink shareholders, in addition to stock exchange transactions, an additional means of exiting the investment, given that due to the low liquidity of Nasdaq Tallinn Stock Exchange, larger shareholders of Tallink may not have a suitable opportunity to exit their investment on market terms. Following the Offering, the Offeror does not intend to apply for the takeover of the remaining Shares either according to § 182<sup>1</sup> of the SMA or provisions of chapter 29<sup>1</sup> of the Estonian Commercial Code. Furthermore, as of the date of publishing this Notice of Offer, the Offeror does not intend to initiate proceedings for terminating the listing of Tallink Shares at the Nasdaq Tallinn Stock Exchange nor does the Offeror intend to initiate proceedings for terminating the trading with Tallink Shares at Nasdaq Helsinki Stock Exchange in the form of depositary receipts.

## **2. Target Company**

The target company of the Offering is Aktsiaselts Tallink Grupp, a company registered in Estonia with registry code 10238429 and registered address Sadama 5, 10111, Tallinn, Estonia.

## **3. Shares being the object of the Offering**

The object of the Offering are registered ordinary shares of Tallink „TALLINK GRUPP AKTSIA“, ISIN code: EE3100004466 without nominal value, with a total number of securities being 743,569,064 shares (Shares). All Shares are freely transferrable and listed at the Baltic Main List of Nasdaq Tallinn Stock Exchange (ticker symbol TAL1T) and in the form of depositary receipts at Nasdaq Helsinki Stock Exchange (ticker symbol TALLINK). Each Share gives the shareholder the right to participate in the general meeting of shareholders of Tallink, distribution of profit and liquidation assets upon liquidation of Tallink as well as other rights specified in applicable regulations and articles of association of Tallink. Each Share gives the shareholder one vote at the general meeting of shareholders of Tallink.

## **4. Shares belonging to the Offeror**

The Offeror owns 347,696,887 Shares that amounts to 46.76% of all Shares. The Offeror is acting independently and there are no persons acting in concert with the Offeror (within the meaning of § 168 of the SMA)

## 5. Number of Shares being acquired and purchase price

In the context of the Offering, the Offeror wishes to acquire, and the Offering is made to acquire in total up to 395,872,177 Shares. Thus, all Shares not yet belonging to the Offeror are the object of the Offering. Such Shares amount to 53.24% of all the Shares. The Offering is made at a price of EUR 0.55 per Share. The minimum number of Shares is not determined, and the Offeror wishes to acquire all Shares that are offered for sale to the Offeror.

## 6. Procedure for settlement

Shares sold to the Offeror during the Offering shall be transferred to the Offeror on or about 9 August 2024 (“**Settlement Day**”) simultaneously with the transferal of the purchase price equivalent to the amount of sold Shares to the bank account of Tallink shareholders’ participating in the Offering.

## 7. Offering period

The deadline of the Offering is at 16:00 on 5 August 2024. Tallink shareholders that wish to offer Shares to the Offeror during the Offering, can do so according to the procedure specified in the Prospectus from the date of publication of this Notice of Offering i.e. from 10:00 on 2 July 2024 until the deadline of the Offering at 16:00 on 5 August 2024.

The Offeror shall publish the results of the Offering according to the applicable legislation after the end of the Offering period on or about 7 August 2024.

## 8. Approval of the Estonian Financial Supervision and Resolution Authority

The Offer Documents were submitted to the Financial Supervision and Resolution Authority for approval on 17 June 2024. The Financial Supervision and Resolution Authority approved the Offer Documents on 1 July 2024.

## 9. Places of publication and distribution of Offer Documents

The Prospectus is electronically published at:

- Nasdaq Tallinn Stock Exchange website ([www.nasdaqbaltic.com/](http://www.nasdaqbaltic.com/));
- Nasdaq Helsinki Stock Exchange website (<https://www.nasdaqomxnordic.com/news/marketnotices/helsinki/>);
- Financial Supervision and Resolution Authority website ([www.fi.ee/](http://www.fi.ee/)); and
- Tallink website (<https://www.tallink.com/investors/for-investors/>); and
- Infortar website (<https://infortar.ee/en/investor>).

The Notice of Offer is electronically published at:

- Nasdaq Tallinn Stock Exchange website ([www.nasdaqbaltic.com/](http://www.nasdaqbaltic.com/));
- Nasdaq Helsinki Stock Exchange website (<https://www.nasdaqomxnordic.com/news/marketnotices/helsinki/>);
- Tallink website (<https://www.tallink.com/investors/for-investors/>); and
- Infortar website (<https://infortar.ee/en/investor>).

The Notice of Offer is published at Estonian newspaper Postimees on 3 July 2024.

Anyone wishing to obtain the hard copy of the Prospectus and Notice of Offer should inform the Offeror via e-mail at info@infortar.ee, phone: +372 6409978, or mail: Liivalaia 9, 10118, Tallinn, Estonia.

#### **10. Important information**

The Offering is being made in accordance with the laws of the Republic of Estonia and will not be subject to any review or approval by any foreign regulatory authority. The Offering is not being made to persons whose participation in the Offering requires an additional offer document to be prepared, a registration effected or that any other measures would be taken in addition to those required under the laws of the Republic of Estonia. In the event of any inconsistency between the contents of the Prospectus and any other document or release, the provisions of the Prospectus in the Estonian language shall prevail.

This Notice of Offer is not for release or distribution, directly or indirectly, in or into any jurisdiction where to do so would be unlawful or to persons or jurisdictions who are subject to financial sanctions imposed by competent authorities. Persons receiving this document, or any other related documents (including custodians, nominees and trustees) must observe these restrictions and must not send or distribute this document or any other related documents in or into the relevant jurisdictions or to relevant persons.

Neither this Notice of Offer nor any other information supplied in connection with the Offering should be considered as a recommendation by either Offeror or by any other person to any recipient of this Notice of Offer (including any other information supplied in connection with the Offering) to sell any Tallink Shares. Each person who contemplates selling any Shares should make its own independent investigation of the financial condition and affairs of Tallink and its subsidiaries, the Offerors plans after takeover of Tallink Shares in case of different scenarios and give its own appraisal to the Offering.

Unless otherwise specified in the Offer Documents, all information contained in this Notice of Offer is presented as of the Date of the Prospectus, i.e. as of 17 June 2024.

Annex – Offering Prospectus