

# Corporate governance statement

## Corporate governance statement

This corporate governance statement was approved by the Board of Directors of Viking Line Abp on February 16, 2023. The corporate governance statement and the Report of the Directors for the financial year 2022 are published as separate reports.

The parent company, Viking Line Abp, is listed on NASDAQ Helsinki. The wholly owned subsidiaries Viking Line Skandinavien AB together with its subsidiary, Viking Rederi AB, OÜ Viking Line Eesti, Viking Line Finnlandverkehr GmbH and Viking Line Buss Ab belong to the Viking Line Group.

Viking Line applies the Finnish Corporate Governance Code, which was approved by the Securities Market Association and is available on the Securities Market Association's website, Cgfinland.fi.

Viking Line complies with the Code in full. Viking Line's corporate governance statement and other information about Viking Line's corporate governance are also available on [Vikingline.com](https://vikingline.com).

### Annual General Meeting

Viking Line Abp is a public limited company domiciled in Finland which is governed by the Finnish Companies Act and the company's Articles of Association. In compliance with the Companies Act, the Annual General Meeting (AGM) is the company's highest decision-making body, where the owners exercise their influence.

All Viking Line Abp shares constitute a single series, in which all shares are of equal value. Each share is represented by one vote when voting on motions and candidates at shareholder meetings. However, no shareholder may vote on behalf of more than 1/4 of the shares represented at a shareholder meeting. On December 31, 2022, Viking Line Abp had 5,786 (5,554) shareholders.

The AGM decides on matters such as the adoption of the financial statements for the preceding financial year, the distribution of the company's profit or loss and discharge of the Board of Directors as well as the chief executive officer (CEO) from liability for that year. The AGM also elects the Chairman of the Board, the other Board members and auditors and decides on their fees in accordance with the company's compensation policy. The compensation policy describes Viking Line's main principles for compensation for the Board of Directors, the CEO and the Deputy CEO. Proposals for a compensation policy shall be submitted to the Annual General Meeting (AGM) at least every four years. The AGM decided to approve the Board's proposal for a compensation policy on May 13, 2020. The AGM decides on Board fees in accordance with the compensation policy.

The AGM also makes decisions concerning the company's shares and share capital as well as changes in the company's Articles of Association. The minimum share capital of Viking Line Abp is EUR 720,000.00 and the maximum share capital is EUR 4,800,000.00. Within these limits, share capital may be increased or decreased without amending the Articles of Association.

An extraordinary general meeting (EGM) shall be held if the Board of Directors or the AGM has so decided, or if an auditor or owners of at least 1/10 of all shares require this in writing to address a given matter.

In accordance with the Articles of Association, the AGM is held in Mariehamn before the end of June. The latest such meeting took place on April 27, 2022. The next AGM will be held on April 27, 2023. During the comparative year 2021, one extraordinary general meeting was held in which the Board of Directors was authorized to carry out a share issue.

The invitation to the AGM occurs through an announcement that appears in a newspaper published in the company's place of domicile. This invitation is also published on [Vikingline.com](https://vikingline.com). The invitation shall be issued no earlier than three months before the AGM record date and no later than three weeks before the AGM.

In addition to disclosing the items of business that will be discussed at the meeting, the invitation shall include candidates proposed for the Board and their compensation in accordance with the compensation policy as well as candidates proposed for the position of auditor. The invitation shall also include proposals as above submitted by shareholders representing at least 1/10 of shares, provided that any candidates have agreed to serve on the Board and the proposal has been delivered to the company in such a way that it can be included in the invitation. Similar proposals submitted after the invitation has been published shall be published separately.

At the AGM, each shareholder is entitled to ask questions and submit proposals for a decision on matters included in the AGM's agenda. A shareholder is entitled to have a matter considered at the AGM if that person requests it in writing no later than the date indicated by the company on [Vikingline.com](https://vikingline.com).

The CEO, the Chairman of the Board, the other Board members and any individuals who are first-time candidates for service as members of the Board shall be present at the AGM. The auditor shall be present at the regular AGM.

## Corporate governance

### Board of Directors

The company is headed by the Board of Directors and by the CEO. In the CEO's absence, the Deputy CEO substitutes for the CEO. The CEO works with a Group Management team appointed by the Board of Directors.

The Board of Directors consists of the Chairman and six members as well as three deputy members. The Chairman, members and deputy members are elected by the AGM for the period until the end of the next AGM. In case the Chairman or a Board member will be absent, he or she has the primary responsibility for nominating the deputy who will be summoned in his/her place. The Articles of Association have not established any special system for the appointment of Board members. The Board has not appointed any committees.

The Board has not appointed any audit committee. Instead, all information related to audits is dealt with directly by the Board.

A person who is elected to the Board must be sufficiently competent for the task and have sufficient time to handle it. Board members or candidates must provide the Board with enough information to assess their competency and independence as well as any changes in this information and present their own assessment of their independence.

Board members represent all shareholders, not only those shareholders who have nominated them. The number of members and the composition of the Board shall enable the effective management of the Board's duties.

The diversity of the Board of Directors' composition supports the company in achieving strategic goals and ensuring that the Board fulfils its duties. The objective is for the Board to include members with knowledge and experience from different industries and duties. It is important that both genders are represented on the Board.

The Board assesses the members' independence annually. The majority of Board members shall be independent of the company. At least two Board members who are independent of the company shall also be independent of the company's significant shareholders. The majority of Board members are independent of the company, and two Board members who are independent of the company are also independent of the company's significant shareholders.

The Board assesses the members' independence annually. The majority of Board members shall be independent of the company, with at least two of them also independent of significant shareholders. All members of the sitting Board are independent of the company, and the majority are also independent of the company's significant shareholders.

The Board has not appointed any nomination committee but instead proposes a candidate to the Board itself, taking into consideration the above principles.

The Board of Directors is in charge of the administration of the company's affairs. It leads and oversees the company's operational management, appoints and dismisses the CEO and the other members of Group Management, approves the company's strategic goals and risk management principles, and ensures that the management system is functioning. The Board establishes the company's vision and values, which are observed in its operations.

The Chairman of the Board is appointed at the regular AGM. The Chairman is responsible for organizing the Board's work and ensures that the Board meets as required. The Group's Senior Vice President of Finance serves as secretary of the Board.

At its statutory meeting after the AGM, the Board of Directors adopts rules of procedure for the financial year. These rules of procedure shall contain information about and indicative dates for:

- discussion of vision and strategy,
- discussion of financial statements, Half-Year Financial Report and Business Reviews for the first and third quarter,
- discussion of audit reports,
- discussion of the Group's business plan,
- appointment of any Board committees and
- evaluation of the work of the Board.

In addition, as appropriate, the Board deals with:

- other items of business which are incumbent on the Board according to the Companies Act, the Articles of Association and other rules and regulations,
- significant investments and divestments and
- other items of business submitted by the operational management or by individual Board members.

## Corporate governance

The company shall ensure that all Board members receive sufficient information about the company's operations, operating environment and financial position and that new Board members are familiar with the company's operations. At each Board meeting, the CEO provides information about the company's operations. In addition, the Board continuously receives information in the form of regular reports and the minutes of Group Management meetings.

The Board monitors and assesses the company's transactions with related parties, which are defined in accordance with the Finnish Companies Act. The company maintains a register of people and legal entities that constitute the company's close circle in order to identify transactions with related parties and assess the nature and terms of business transactions. Such transactions with related parties that are not part of the company's customary operations or that deviate from normal market terms require a Board decision. In its decision, the Board shall take into account conflict-of-interest provisions since a Board member may not participate in any decision-making on a matter of personal concern.

The Board of Directors elected at the Annual General Meeting on April 27, 2022, consists of Chairman Ben Lundqvist and members Christina Dahlblom, Nils-Erik Eklund, Jakob Johansson, Stefan Lundqvist, Lars G Nordström and Peter Wiklöf. The deputy members of the Board are Ulrica Danielsson, Casper Lundqvist and Gert Sviberg.

During the financial year 2022, 15 Board meetings were held. The average attendance rate of the Board members was 93.3%.

Name	Position	Board meetings	Attendance
Ben Lundqvist	Chairman	15/15	100.0%
Nils-Erik Eklund	Member	13/15	86.7%
Christina Dahlblom	Member	15/15	100.0%
Jakob Johansson	Member	15/15	100.0%
Stefan Lundqvist	Member	15/15	100.0%
Lars G Nordström	Member	10/15	66.7%
Peter Wiklöf	Member	15/15	100.0%
Average attendance rate			93.3%

## Board members



### **Ben Lundqvist**

Born in 1943. Chairman of the Board since 1995. Board member since 1978. Dependent on the company. Not independent of significant shareholders. Ben Lundqvist is employed by Ångfartygs Ab Alfa and Rederi Ab Hildegaard, which each own more than ten per cent of all shares in Viking Line Abp.

#### **Education and main occupation**

Master of Business Administration. Master of Laws. Managing Director, Ångfartygs Ab Alfa, Rederi Ab Hildegaard and Lundqvist Rederierna Ab. Honorary Maritime Counsellor.

#### **Shareholdings Dec 31, 2022\***

664,465 shares



### **Nils-Erik Eklund**

Born in 1946. Board member since 1997. Dependent on the company. Independent of significant shareholders.

#### **Education and main occupation**

University studies in economics. Managing Director, Viking Line Abp 1990-2010.

#### **Shareholdings Dec 31, 2022\***

625,930 shares



### **Christina Dahlblom**

Born in 1978. Board member since 2021. Independent of the company. Independent of significant shareholders.

#### **Education and main occupation**

PhD in Economics. Professor of Practice, Hanken School of Economics, Helsinki. Entrepreneur and leadership coach, Flo Co.

#### **Shareholdings Dec 31, 2022\***

2,000 shares



### **Jakob Johansson**

Born in 1981. Board member since 2020. Independent of the company. Not independent of significant shareholders. Jakob Johansson is Managing Director of Maelir AB, which owns more than 20 per cent of all shares in Viking Line Abp.

#### **Education and main occupation**

Master of Laws. Managing Director, Maelir AB.

#### **Shareholdings Dec 31, 2022\***

3,748,108 shares



### **Stefan Lundqvist**

Born in 1971. Board member since 2020. Independent of the company. Not independent of significant shareholders. Stefan Lundqvist is employed by Ångfartygs Ab Alfa and Rederi Ab Hildegaard, which each own more than ten per cent of all shares in Viking Line Abp.

#### **Education and main occupation**

Master of Business Administration. Manager Ship Operations & HR, Ångfartygs Ab Alfa and Rederi Ab Hildegaard.

#### **Shareholdings Dec 31, 2022\***

181,520 shares

## Corporate governance



### **Lars G Nordström**

Born in 1943. Board member since 2006.  
Dependent on the company. Independent of significant shareholders.

#### **Education and main occupation**

University studies in law.  
Chairman of the Board, Finnish-Swedish Chamber of Commerce.

#### **Shareholdings Dec 31, 2022\***

0 shares



### **Peter Wiklöf**

Born in 1966. Board member since 2017.  
Independent of the company. Independent of significant shareholders.

#### **Education and main occupation**

Master of Laws.  
Managing Director, Ålandsbanken Abp.

#### **Shareholdings Dec 31, 2022\***

525 shares



### **Gert Sviberg**

Born in 1967. Deputy member since 2021.  
Independent of the company. Independent of significant shareholders.

#### **Education and main occupation**

Engineering degree (engineer first class).  
Entrepreneur.

#### **Shareholdings Dec 31, 2022\***

93,441 shares



### **Casper Lundqvist**

Born in 1982. Deputy Board member since 2020.  
Independent of the company. Not independent of significant shareholders.  
Casper Lundqvist is employed by Ångfartygs Ab Alfa and Rederi Ab Hildegaard, which each own more than ten per cent of all shares in Viking Line Abp.

#### **Education and main occupation**

Accountant, university studies in economics.  
Head of Accounting, Ångfartygs Ab Alfa and Rederi Ab Hildegaard.

#### **Shareholdings Dec 31, 2022\***

55,500 shares



### **Ulrica Danielsson**

Born in 1965. Deputy Board member since 2013.  
Independent of the company. Independent of significant shareholders.

#### **Education and main occupation**

Master of Business Administration.  
Entrepreneur.

#### **Shareholdings Dec 31, 2022\***

0 shares

\* Shares in Viking Line Abp as of December 31, 2022, held by the Board member and/or by companies that the person has a controlling interest in.

## Corporate governance

### CEO

The CEO handles the company's day-to-day management in accordance with the Board's instructions and rules and is responsible for ensuring that the Board's decisions are executed. Under the Companies Act, the CEO is also responsible for ensuring that the company's accounting is in compliance with the law and that the management of finances is carried out in a satisfactory manner.

The CEO is appointed and dismissed by the Board of Directors. The terms of his employment relationship including compensation and other benefits are established in a written contract that is approved by the Board in accordance with the compensation policy. The CEO may be elected to the Board, but not as its Chairman.

The CEO of the company is Jan Hanses. The Deputy CEO of the company is Peter Hellgren.

### Group Management

In addition to the CEO, the Board also appoints the Deputy CEO and the other members of Group Management. Under the leadership of the CEO, Group Management is responsible for directing the company's operating activities as well as strategic and financial planning. Group Management meets regularly.

Group Management consists of Jan Hanses, Peter Hellgren, Johanna Boijer-Svahnström, Mats Engblom, Henrik Grönvik, Ulf Hagström and Wilhelm Hård af Segerstad.

## Members of Group Management



**Jan Hanses**

Born in 1961. Joined the company in 1988.  
Master of Laws. LL.M.

**Areas of responsibility**

CEO since 2014.

**Shareholdings Dec 31, 2022\***

7,005 shares



**Peter Hellgren**

Born in 1967. Joined the company in 1994.  
University studies in communication.

**Areas of responsibility**

Executive Vice President since 2014. Deputy CEO since 2018.  
Sales and marketing.

**Shareholdings Dec 31, 2022\***

2,125 shares



**Johanna Boijer-Svahnström**

Born in 1965. Joined the company in 1990.  
Master of Business Administration. Studies in communication.

**Areas of responsibility**

Senior Vice President since 2015.

Public affairs and external communication, land-based personnel and sustainability.

**Shareholdings Dec 31, 2022\***

2,125 shares



**Mats Engblom**

Born in 1977. Joined the company in 2011.  
Master of Business Administration.

**Areas of responsibility**

Senior Vice President since 2018.  
Finance.

**Shareholdings Dec 31, 2022\***

3,793 shares



**Henrik Grönvik**

Born in 1963. Joined the company in 1997.  
Sea Captain.

**Areas of responsibility**

Vessel Manager since 2018.  
Master.

**Shareholdings Dec 31, 2022\***

525 shares



## Corporate governance



### **Ulf Hagström**

Born in 1969. Rejoined the company in 2015, earlier employment 1996-2012.  
Engineer in machinery and energy technology.

#### **Areas of responsibility**

Senior Vice President since 2015.  
Marine Operations & Newbuildings.

#### **Shareholdings Dec 31, 2022\***

2,925 shares



### **Wilhelm Hård af Segerstad**

Born in 1964. Joined the company in 1984.

#### **Areas of responsibility**

Senior Vice President since 2014.  
Shipboard commercial operations and shipboard personnel.

#### **Shareholdings Dec 31, 2022\***

1,675 shares

\* Shares in Viking Line Abp as of December 31, 2022, held by the Board member and/or by companies that the person has a controlling interest in.

## Corporate governance

### Auditors

The company has one Auditor who is elected at the Annual General Meeting for a term expiring at the end of the next Annual General Meeting. The Auditor examines the company's accounts and financial statements. After completion of this examination, the Board receives a review report, and an Auditor's Report is submitted to the Annual General Meeting.

The company's Regular Auditor is:

The auditing firm PricewaterhouseCoopers Oy with CGR Martin Grandell as principal auditor

The auditor's fees are adopted by the Annual General Meeting. According to the decision in force, fees are paid based on periodic invoices. The Group's auditing expenses amounted to EUR 134,721.28 in 2022 (EUR 127,157.58 in 2021), of which EUR 101,213.00 (EUR 96,505.19 in 2021) was related to the parent company. The expenses of other services provided by the Group's auditors and their auditing firm were EUR 50,091.41 in 2022 (EUR 266,738.90 in 2021).

Other services refers mostly to the share issue with pre-emption rights carried out in 2021. At the request of PricewaterhouseCoopers Oy, the Finnish Patent and Registration Office's Auditor Oversight Unit has granted the auditing firm an exemption from the maximum amount of fees for non-audit services referred to in the Finnish Auditing Act, Chapter 5, section 4.

The Board performs the duties of an audit committee.

### Internal control and risk management

The objective of the internal oversight for which the Board of Directors and the operative management are responsible is to ensure efficient, profitable operations, reliable information and compliance with regulations and business principles. Risk management is an integral element of the Group's controls and oversight of operations.

The Board of Directors continuously monitors the Group's trend of earnings and its financial position by means of the internal reporting system. The internal control system consists of detailed internal accounts, which are reconciled with the business accounts. The Group's Finance Department is responsible for external reporting and works in close cooperation with the Business Control Department, which handles internal reporting, including financial monitoring, analysis and business planning.

The Group has a Treasury Policy, which was adopted by the Board. The policy concerns, among other matters, principles for the Group's liquidity and funding as well as management of financial risks. Operational responsibility for this lies with the Group's Treasury Department. The Group Treasurer compiles a Treasury report for the Board, the CEO and the Group's Senior Vice President of Finance on a regular basis. The scope and frequency of the report are specified in the policy document and include monitoring of the Group's liquidity, financing and risk exposure.

A report on financial risk management is provided in the information contained in the notes to the Group's financial statements. A section on business risks can be found in the Report of the Directors.

## Corporate governance

### Insider management

Viking Line manages insider information and insiders in accordance with the requirements under the EU's Market Abuse Regulation (MAR), the Finnish Securities Market Act, NASDQ Helsinki's insider regulations, the regulations and instructions of the European Securities and Markets Authority and the Finnish Financial Supervisory Authority, and Viking Line's insider instructions.

Viking Line's insider management includes

- internal distribution of information about insider issues,
- internal training on insider issues,
- processing of insider notifications,
- establishment and maintenance of insider lists,
- monitoring of insider issues and
- updating of information published on the Internet.

The information received based on the management's notification requirements and the transactions involving the company's financial instruments carried out by management is examined on a continuous basis. In addition, a comprehensive review is conducted once a year, and a personal print-out of the list of notifications is sent annually to be examined by each member of management.

The Group's CEO is responsible for insider issues at the company. The practical tasks concerning insider management are handled by people designated by that person.

Insider information is published as soon as possible, via a stock exchange release. For someone who has access to insider information, carrying out transactions involving the company's financial instruments is always prohibited. In addition to this general restriction on trading, management and the people who belong to the company's financial reporting group are prohibited from trading the company's financial instruments during a silent period of thirty days before the publication of the Group's financial reports and on the day they are published.

In compliance with MAR requirements, Viking Line publishes information about transactions involving the company's financial instruments carried out by the management and their related parties. This is done in stock exchange releases and a notification submitted to the Finnish Financial Supervisory Authority within three business days of the transaction date at the latest. In this respect, Viking Line's management is considered to be members and deputy members of the Board as well as the CEO.

In preparing for substantial projects, a list of insiders for the project in question is drawn up. The people listed there are to be informed of this and receive information about the obligations that arise from this.