

# Viking Line Abp: Invitation to the Annual General Meeting

Viking Line Abp

NOTICE TO GENERAL MEETING

06.05.2021, 8.10 AM

## INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders in Viking Line Abp are invited to the Annual General Meeting, which will be held at 12.00 noon on Thursday, May 27, 2021, at Alandica Culture and Congress, Strandgatan 33, Mariehamn.

The reception of persons who have registered for the meeting and the distribution of voting tickets will begin at 11.00 a.m.

### A. The items on the agenda of the Annual General Meeting

The Annual General Meeting will deal with the following items of business:

1. Opening of the Meeting
2. Calling of the Meeting to order
3. Election of persons to confirm the minutes and to supervise the counting of votes
4. Recording of the legality of the Meeting
5. Recording of attendance at the Meeting and adoption of the voting list
6. Presentation of the financial statements, the Report of the Directors and the Auditors' Report for the financial year January 1–December 31, 2020
  - Brief overview from the President and CEO
7. Adoption of the financial statements and consolidated financial statements
8. Resolution to discharge the Company's Board of Directors and President and CEO from liability for the financial year
9. Resolution on the distribution of the earnings shown in the balance sheet and on the payment of the dividend
  - The Board of Directors of Viking Line Abp proposes that no dividend be paid for the financial year January 1–December 31, 2020
10. Proposed change in the Company's Articles of Association
  - a) The Board of Directors proposes an amendment to Section 7 of the Articles of Association, which is written:

*"Section 7. The Company has at least one Auditor and one Deputy Auditor. The Auditors and their deputies are elected at the Annual General Meeting for a term ending at the close of the next Annual General Meeting."*

*The Auditors should provide the Board with the minutes of the annual audit and their written Auditors' Report. This Auditors' Report is presented at the Annual General Meeting, together with any related declaration by the Board."*

Be changed to the following:

*"Section 7. The Company has one (1) Auditor that should be an audit firm. The Auditor is elected at the Annual General Meeting for the term ending at the close of the next Annual General Meeting."*

b) Shareholders representing 1,010 shares have proposed that Section 4 of the Articles of Association be changed to be worded as follows:

"Section 4. The Company's Board of Directors consists of a Chairman and four to six other members. The Chairman and members are elected at the Annual General Meeting of shareholders for a term ending at the close of the next Annual General Meeting. The minutes kept at each meeting of the Board are signed by all Board members who were present."

The proposal thus entails that no deputy members should be appointed and that the number of Board members may vary between five and seven.

#### 11. Resolution on the fees payable to the members of the Board of Directors

- The Board of Directors proposes that the fees payable to the members of the Board of Directors remain unchanged as follows:

Annual fee, Chairman of the Board 28,000 euros

Annual fee, other regular Board members 22,000 euros

Annual fee, deputy members of the Board 5,000 euros

In addition, a fee of 1,000 euros per meeting is proposed.

The Board also proposes that the Auditors' fees be paid as invoiced.

#### 12. Election of Board members

The Board of Directors (in the capacity of the Nomination Committee) proposes that the following be re-elected as regular Board members: Ben Lundqvist, Chairman; Nils-Erik Eklund, Jakob Johansson, Stefan Lundqvist, Lars G Nordström and Peter Wiklöf. It is proposed that Christina Dahlblom be elected as a new regular Board member. It is proposed that Ulrika Danielsson and Casper Lundqvist be re-elected as deputy members. It is proposed that Gert Sviberg be elected as a new deputy member.

#### 13. Election of Auditor

- The Board of Directors proposes to the Annual General Meeting that the audit firm PricewaterhouseCoopers Oy bere- elected as the Company's Auditor for 2021.

PricewaterhouseCoopers Oy has informed the Company that Authorized Public Accountant (CGR) Ylva Eriksson should continue to serve as principal auditor.

#### 14. Any other business

#### 15. Closing of the Meeting

### **B. Annual General Meeting documents**

The proposals of the Board of Directors related to the list of agenda items above and this notice of invitation to the Annual General Meeting will be available on Viking Line Abp's website, [vikingline.com](http://vikingline.com). Viking Line Abp's financial statements, the Report of the Directors, the Auditors' Report and the compensation policy are available on the website mentioned above. The Board's proposals and the other documents mentioned above will also be available at the Meeting. Copies of these documents and of the invitation to the Meeting will be sent to shareholders at their request. The minutes of the Meeting will be available for viewing on the website mentioned above by June 3, 2021.

## **C. Instructions for participants in the Annual General Meeting**

### **1. Shareholders registered in the Company's shareholders' register**

Each shareholder who has been registered by no later than Monday, May 17, 2021 (the record date of the Meeting), in the shareholders' register maintained by Euroclear Finland Ab has the right to participate in the Annual General Meeting. Shareholders whose shares are registered in their personal Finnish book-entry account are registered in the Company's shareholders' register.

Shareholders who wish to participate in the Annual General Meeting must register for the Meeting by no later than 12.00 noon on Tuesday, May 25, 2021. Registration for the Annual General Meeting can be made:

a) by e-mail to [bolagsstamma@vikingline.com](mailto:bolagsstamma@vikingline.com)

b) by telephone to +358 18 27 000

c) or in writing to Viking Line Abp, Pb 166, AX-22101 Mariehamn, Åland.

When registering for the Meeting, shareholders shall provide their name and personal identification number as well as the name of any assistant or proxy representative and the personal identification number of this proxy representative.

The personal data that shareholders provide to Viking Line Abp will be used only for purposes connected to the Annual General Meeting and for the processing of related registrations.

The description of data protection for the Annual General Meeting is published (in Swedish) on the Company's website [vikingline.com/bolagsstamma-2021/](http://vikingline.com/bolagsstamma-2021/)

Shareholders and their proxy representatives must be able to provide a valid form of identification and/or authorization at the meeting venue if required.

### **2. Holders of nominee registered shares**

Holders of nominee registered shares are entitled to participate in the Annual General Meeting with the shares upon whose basis they would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Ab on the record date of the Meeting, May 17, 2021. Participation also requires that holders be registered in the temporary shareholders' register maintained by Euroclear Finland Ab on the basis of these shares by 10.00 a.m. on May 24, 2021. For nominee registered shares, this also constitutes registration to attend the Meeting. Changes in share ownership after the record date of the Meeting do not affect the right to participate in the Meeting or the number of the shareholder's votes.

Holders of nominee registered shares are advised to request from the custodian of their assets without delay the necessary instructions regarding registration of the shareholder in the temporary shareholders' register, the issuance of proxy documents and registration for the Annual General Meeting. The account management organization of the custodian will register a holder of nominee registered shares who wants to participate in the Meeting in the Company's temporary shareholders' register no later than the time mentioned above.

### 3. Proxy representatives and proxy documents

Shareholders may participate in the Annual General Meeting and exercise their rights here through a proxy representative. The shareholder's proxy representative shall present a dated proxy document (power of attorney) or demonstrate in some other reliable manner his/her right to represent the shareholder. If a shareholder is represented by several proxies at the Meeting who represent the shareholder through different securities accounts, it should be specified which shares each proxy representative represents when registering for the Meeting.

Proxy documents (power of attorney) should be sent as a PDF file by email to [bolagsstamma@vikingline.com.ax](mailto:bolagsstamma@vikingline.com.ax) or by post to Viking Line Abp, PB 166, AX-22101 Mariehamn and be received by the Company by 12.00 noon on Monday, May 11, 2021, at the latest. Please mark the envelope "Annual General Meeting".

### 4. Other instructions and information

Shareholders who are present at the Annual General Meeting are entitled to ask questions regarding the items on the agenda of the Meeting, pursuant to Chapter 5, Section 25 of the Finnish Companies Act.

On the day of this invitation to the Annual General Meeting, May 6, 2021, the total number of shares in Viking Line Abp is 10,800,000 shares, and the total number of votes in Viking Line Abp is 10,800,000 votes.

**Other information about the Annual General Meeting:** Because of the current situation, we would like the Annual General Meeting to be attended by as few people as possible.

- Shareholders with more than 50 per cent of Viking Line Abp's votes have already noted prior to the Meeting that they will support all of the Board's proposals, and the majority of them will not be present at the Meeting but only represented through their power of attorney.
- The Annual General Meeting will be broadcast on the Company's website [vikingline.com/bolagssamma-2021](http://vikingline.com/bolagssamma-2021) so that everyone who wants to follow it will have with the opportunity to do so.
- Our recommendation to shareholders who want to participate is that they do so by sending their power of attorney to Viking Line Abp's senior vice president of finance, Mats Engblom. They can indicate in their power of attorney how their proxy representative should vote. Details for providing this power of attorney can be found (in Swedish) on the Company's website [vikingline.com/bolagsstamma-2021/](http://vikingline.com/bolagsstamma-2021/)
- All items on the agenda that are subject to a decision by the Annual General Meeting as formally required by the Company's Articles of Association will be taken up at the Meeting, but the presentation of operations will be very brief.
- No refreshments will be served.
- Shareholders who would still like to attend the Meeting will be placed at a distance from one another in the room.

Mariehamn, May 6, 2021

**Viking Line Abp**

THE BOARD OF DIRECTORS

Jan Hanses  
President and CEO

[The text above is a translation of the Swedish official invitation to Annual General Meeting]