



# Viking Line Abp: Notice of Extraordinary General Meeting

Viking Line Abp

NOTICE TO GENERAL MEETING

29.10.2021, 9.05 AM

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The shareholders in Viking Line Abp are invited to the Extraordinary General Meeting, which will be held at 12.00 noon on Monday 22 November 2021 at Alandica Kultur och Kongress, 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 Extraordinary General Meeting

The Extraordinary 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. Resolution regarding share issue with pre-emptive rights for existing shareholders

The Board of Directors of Viking Line has resolved to prepare a share issue with pre-emptive rights for existing shareholders (the "**Rights Issue**") in order to strengthen the capital structure as well as the financial and liquidity position of the company, which have been impacted by the exceptional circumstances caused by the Covid-19 pandemic. Further, the aim of the Rights Issue is to support the execution of Viking Line's strategy and potential for continuation of profitable growth in the post-pandemic environment. A prerequisite for the Rights Issue to be carried out is that the company is granted a waiver for the covenants included in the financing arrangements regarding the new ship under construction.

The Board of Directors therefore proposes that the Extraordinary General Meeting authorises the Board of Directors to resolve on the Rights Issue in accordance with item 6(a) below as well as to amend the Articles of Association in order to enable the Rights Issue in accordance with item 6(b). The proposals of the Board of Directors in items 6(a) and 6(b) form an entirety that requires the adoption of both items by the general meeting by a single resolution.

A group of Viking Line's larger shareholders comprising Maelir Ab, Ångfartygs Ab Alfa, Rederi Ab Hildegaard, Ben Lundqvist, Nils-Erik Eklund, Marie-Louise Sviberg, Dick Lundqvist, Stefan Lundqvist and Gert Sviberg, who represent in aggregate over 50 percent of the shares and votes in the company, have each separately and irrevocably committed to support the proposals of the Board of Directors and, subject to certain conditions, to subscribe for shares in the Rights Issue on the basis of subscription rights allocated to them to a proportion corresponding in aggregate to approximately 54 percent of the shares offered in the Rights Issue.

#### *6(a) Authorising the Board of Directors to resolve on the Rights Issue*

The Board of Directors proposes to the Extraordinary General Meeting that the Board of Directors be authorised to resolve on the issuance of a maximum of 6,480,000 new shares pursuant to the shareholders' pre-emptive subscription right (rights issue) at a subscription price of EUR 8.00 per share. The shareholders of the company would be based on the

authorisation be entitled to subscribe for three (3) new shares for each five (5) shares held by such shareholder at the subscription price.

The authorisation includes the right for the Board of Directors to resolve upon the issuance of shares that at the end of the subscription period of the rights offering may remain unsubscribed for pursuant to the shareholders' pre-emptive subscription right to parties determined by the Board of Directors (i.e. in derogation from the pre-emptive right of the shareholders). The Board of Directors is authorised to resolve on all other terms and conditions of the issuance of new shares.

The authorisation is valid until the end of the next Annual General Meeting, however no longer than until 31 March 2022.

#### *6(b) Amendment of the Articles of Association*

In order to enable the issuance of new shares in the Rights Issue pursuant to item 6(a) above, the Board of Directors proposes to the Extraordinary General Meeting that section 2 of the Articles of Association is amended so that the maximum number of shares is increased to 18,000,000 and that the maximum share capital is increased to EUR 4,800,000.

Section 2 of the Articles of Association would following the amendments in its entirety read as follows:

*“Section 2. The Company's minimum share capital is EUR 720,000 and its maximum share capital is EUR 4,800,000. Within these limits, share capital may be increased or decreased without amending the Articles of Association.*

*The minimum number of shares is 3,600,000 and the maximum number is 18,000,000.”*

### 7. Closing of the Meeting

#### **B. Extraordinary 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 Extraordinary General Meeting will be available on Viking Line Abp's website, vikingline.com. 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 Monday 6 December 2021.

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

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

Each shareholder who has been registered by no later than Wednesday 10 November 2021 (the record date of the Meeting), in the shareholders' register maintained by Euroclear Finland Oy has the right to participate in the Extraordinary 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 Extraordinary General Meeting must register for the Meeting by no later than at 12.00 noon on Thursday 18 November 2021. Registration for the Extraordinary General Meeting can be made:

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

b) by telephone to +358 18 27 727

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 Extraordinary General Meeting and for the processing of related registrations.

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

Shareholders and their proxy representative 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 Extraordinary General Meeting with the shares upon whose basis they would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Oy on the record date of the Meeting, Wednesday 10 November 2021. Participation also requires that holders be registered in the temporary shareholders' register maintained by Euroclear Finland Oy on the basis of these shares by 10.00 a.m. on Wednesday 17 November 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 Extraordinary 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 Extraordinary General Meeting and exercise their rights there 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 Thursday 18 November 2021, at the latest. Please mark the envelope "Extraordinary General Meeting".

A Swedish language power of attorney template is available at the company's website [vikingline.com/extrabolagsstamma-2021](http://vikingline.com/extrabolagsstamma-2021).

## **4. Other instructions and information**

Shareholders who are present at the Extraordinary 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 Extraordinary General Meeting, 29 October 2021, the total number of shares and votes in Viking Line Abp is 10,800,000.

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

- A group of Viking Line's larger shareholders comprising Maelir Ab, Ångfartygs Ab Alfa, Rederi Ab Hildegaard, Ben Lundqvist, Nils-Erik Eklund, Marie-Louise Sviberg, Dick Lundqvist, Stefan Lundqvist and Gert Sviberg, who represent in aggregate over 50 percent of the shares and votes in the company, have each separately and irrevocably committed to support the proposals of the Board of Directors and, subject to certain conditions, to subscribe for shares in the Rights Issue on the basis of subscription rights allocated to them to a proportion corresponding in aggregate to approximately 54 percent of the shares offered in the Rightst Issue. The majority of them will not be present at the Meeting but only represented through their power of attorney.

- The Extraordinary General Meeting will be broadcast on the company's website [vikingline.com/extra-agm-2021](http://vikingline.com/extra-agm-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/extra-agm-2021](http://vikingline.com/extra-agm-2021)
- 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, 29 October 2021

**Viking Line Abp**

THE BOARD OF DIRECTORS

Jan Hanses  
President and CEO

*IMPORTANT NOTICE*

*These materials are not an offer for sale of securities in the United States. Securities may not be sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended. Viking Line Abp does not intend to register any part of the rights offering in the United States or to conduct a public offering of securities in the United States.*

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