



YEARBOOK 2018





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# STATEMENT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

**Dear shareholders, customers, partners and employees of AS Tallink Grupp,**

The year 2018 will definitely be one that I will remember as a significant year in Tallink Grupp's history and I am sure there are specific things that each of you will also remember for one reason or another. Although there were no historic changes to our core operations during the year, such as new vessels delivered or new routes opened, some important and fundamental changes and decisions were made, which will all play a vital role in building and securing the future of our group.

One of these key changes was made early on in the year when we appointed Paavo Nõgene, a new, experienced and strong CEO to our Management Board, whose task it has been since 1 May 2018 to lead and inspire the 7000-strong team of Tallink Grupp and to take Tallink Grupp as a business to the next level. Judging by the change in pace, the feedback I have received both internally and externally and the wider results of Paavo's first year at the helm, I am convinced this was the right decision for Tallink Grupp today and its future. The Supervisory Board has great expectations for the group's new leadership team and I am personally confident they will deliver above these.

The biggest project of the year by far was that of the secondary listing of Tallink Grupp's shares on Nasdaq Helsinki, which was successfully achieved in December

2018. No one should underestimate the effort that went into the delivery of this key project and the value of its final successful outcome. On the one hand, the listing on Nasdaq Helsinki served a symbolic purpose – that of taking one of Tallink Grupp's popular brands Silja Line back home to its roots and giving Finnish investors the opportunity to invest into this historic brand much more easily in the future. On the other hand, the secondary listing also served the greater business purpose of being listed on a stock exchange which provides even greater company visibility and easier accessibility for a wider Scandinavian investor-base. The listing has been extremely well received by the Finnish investment community and market as a whole and will no doubt offer great benefits to our company in the years to come.

And last but not least, the one key decision worth highlighting separately from October 2018, was that of the agreement for the order of a new shuttle vessel from Rauma Marine Constructions (RMC) in Finland. Ever since the launch of Megastar onto the Tallinn-Helsinki route in January 2017, it has been clear that for the further development of this crucial route for Tallink Grupp, a similar vessel will need to be ordered in the near future. I am pleased that by spring 2019 we have also managed to sign the ship building contract with RMC and the building of another innovative LNG-powered vessel for our group and can thus progress as planned with expected delivery of the new vessel in January 2022.

There were many other projects, activities and achievements in 2018 which all deserve a mention, praise and recognition. Some of these are detailed in the next chapters and pages of this Yearbook. I hope you will all find these interesting and agree that the group's 7000 employees, both on shore and on board, are doing everything they can to deliver against the expectations of the company's management, our shareholders, business partners and customers.

I am pleased to note that in accordance with the Group's strategy and new dividend policy, adopted in 2018, the strong financial position allows us to continue paying dividends. The Management Board and the Supervisory Board will propose to the shareholder's Annual General Meeting in May 2019 a dividend of EUR 0.05 per share from the financial year 2018 net profit, EUR 33.5 million in aggregate. In addition, the Supervisory Board of Tallink Grupp AS proposed to the Management Board for the purpose of improving the company's capital structure to prepare a proposal for the 2019 shareholders' Annual General Meeting to reduce the company's share capital by 7 cents per share.

The Supervisory Board has regularly reviewed the financial results and the Management Board's economic activity overviews of the company. The cooperation with the Management Board has continued to be very good.

During the past financial year, the meetings of the Supervisory Board were held 7 times in total and without calling a meeting written resolutions were adopted once.

The most important resolutions were the following:

- Approval of the annual report of the financial year 2017;
- Approval of the budget of 2019 financial year;
- Granting consent to enter into a construction contract for the next generation shuttle vessel for the Tallinn-Helsinki route;
- Approval of the secondary listing of AS Tallink Grupp shares on Nasdaq Helsinki stock exchange;
- Approval to conclude the loan agreement in amount of 110 000 000 euros to repay the NOK bonds;
- Approval of the principles of remuneration of the management of AS Tallink Grupp;
- Determination of the sponsorship focus and budget;
- Election of Paavo Nõgene as a Member of the Management Board and his appointment as the Chairman of the Management Board;
- Extension of the term of office of Member of the Management Board, Mr Lembit Kitter.

The Supervisory Board has examined and approved the Annual Report and profit distribution of the 2018 financial year.

On behalf of the Supervisory Board, I would like to express my gratitude to the Management Board and all Tallink Grupp's employees for their continued dedication and efforts in achieving great results for all our benefit. I hope that 2019, Tallink Grupp's 30th anniversary year, will provide even more memorable achievements and results to look back on in a year's time.



**ENN PANT**  
CHAIRMAN OF THE SUPERVISORY BOARD

# 2018 HIGHLIGHTS





LOI  
signed with  
**RAUMA MARINE  
CONSTRUCTIONS**  
for the order of  
another LNG-fuelled  
shuttle vessel

**RECORD  
NUMBER**  
OF CARGO UNITS  
in one year  
**385,000**

All Tallink Grupp's  
passenger vessels



Tallink Grupp  
shares dual listed on  
**NASDAQ  
HELSINKI**

**2.4**  
million  
  
**CLUB ONE**  
members

Tallink Grupp  
signs deal with  
**Starbucks**  
bringing We Proudly  
Serve Starbucks  
concept on board



Voted Estonia's  
**TOP COMPETITIVE  
LARGE  
ENTERPRISE**  
in 2018

# 2018 KEY FIGURES

**EBITDA:** Earnings before net financial items, share of profit of equity accounted investees, taxes, depreciation and amortisation

**Earnings per share:** net profit / weighted average number of shares outstanding

**Equity ratio:** total equity / total assets

**Equity per share:** shareholders' equity / number of shares outstanding

**Gross margin:** gross profit / revenue

**EBITDA margin:** EBITDA / revenue

**Net profit margin:** net profit or loss / revenue

**Net debt:** interest-bearing liabilities less cash and cash equivalents

**Net debt to EBITDA:** net debt / 12-months trailing EBITDA

**Current ratio:** current assets / current liabilities

## For the year ending 31 December

Revenue (million euros)

Gross profit (million euros)

EBITDA (million euros)

EBIT (million euros)

Net profit for the period (million euros)

Depreciation and amortisation (million euros)

Capital expenditures (million euros)

Weighted average number of ordinary shares outstanding

Earnings per share

Number of passengers

Number of cargo units

Average number of employees

## As at 31 December

Total assets (million euros)

Total liabilities (million euros)

Interest-bearing liabilities (million euros)

Net debt (million euros)

Net debt to EBITDA

Total equity (million euros)

Equity ratio (%)

Number of ordinary shares outstanding

Equity per share

## Ratios

Gross margin (%)

EBITDA margin (%)

EBIT margin (%)

Net profit margin (%)

Current ratio

ROA (%)

ROE (%)

ROCE (%)

	2018	2017	2016	2015	2014
	949.7	967.0	937.8	945.2	921.5
	183.8	194.6	192.6	223.4	181.7
	142.8	158.3	149.5	181.4	150.6
	63.5	71.9	71.6	103.3	70.7
	40.0	46.5	44.1	59.1	27.3
	79.3	86.4	77.9	78.1	79.9
	36.4	219.3	68.9	43.6	49.1
	669 859 148	669 882 040	669 882 040	669 882 040	669 882 040
	0.06	0.07	0.07	0.09	0.04
	9 756 611	9 755 720	9 457 522	8 976 226	8 881 732
	384 958	364 296	328 190	308 029	310 492
	7 430	7 406	7 163	6 835	6 952
	2018	2017	2016	2015	2014
	1 500.9	1 558.6	1 539.0	1 538.8	1 685.6
	644.0	722.3	729.1	714.3	907.3
	510.1	560.9	558.9	549.3	743.4
	428.0	472.0	480.1	467.3	678.1
	3.0	3.0	3.2	2.60	4.50
	856.9	836.3	809.9	824.4	778.3
	57.1%	53.7%	52.6%	53.6%	46.2%
	669 865 540	669 882 040	669 882 040	669 882 040	669 882 040
	1.28	1.25	1.21	1.23	1.16
	2018	2017	2016	2015	2014
	19.4%	20.1%	20.5%	23.6%	19.7%
	15.0%	16.4%	15.9%	19.2%	16.3%
	6.7%	7.4%	7.6%	10.9%	7.7%
	4.2%	4.8%	4.7%	6.3%	3.0%
	0.8	0.6	0.7	0.8	0.5
	4.1%	4.3%	4.6%	6.3%	4.1%
	4.8%	5.6%	5.4%	7.4%	3.6%
	5.2%	5.3%	5.6%	7.7%	5.0%

# **SECTION I: ABOUT US**

# TALLINK GRUPP AT A GLANCE

## What we do



### PASSENGER TRANSPORT

12 vessels



### CARGO TRANSPORT

2 vessels



### HOTELS

4 hotels  
(Tallinn & Riga)



On board  
and onshore  
retail – 6 onshore  
franchise stores

## Our businesses



## Our brands



**TALLINK**

| **SILJA LINE**



## Our position in the world

(\*source: Generation Research 2018)



Ranked  
**3rd**  
in the world  
among ferry  
operators by  
gross tons



Ranked  
**1st**  
in the world  
among ferry  
operators by  
number of  
beds



Ranked  
**3rd**  
in the world  
among ferry  
operators by  
revenue  
(EUR MILLION)



Ranked  
**12th**  
in the world  
among top  
Duty Free &  
Travel Retail  
shops

# COMPANY OVERVIEW

## WHO WE ARE

Tallink Grupp AS with its subsidiaries (hereinafter also referred to as “the Group”) is the leading European ferry operator, offering high quality mini-cruise and passenger transport services in the Baltic Sea region as well as a leading provider of ro-ro cargo services on selected routes. The Group provides its services on seven routes between Finland and Sweden, Estonia and Finland, Estonia and Sweden, and Latvia and Sweden under the brand names of “Tallink” and “Silja Line”. The Group has a total fleet of 14 vessels that include cruise ferries, high-speed ro-pax ferries and ro-ro cargo vessels. In addition, the Group operates three hotels in Tallinn and one in Riga. The Group’s subsidiary Tallink Duty Free is a successful international travel retail organisation with a number of shops on board, onshore and online.

## WHAT WE DO

### Our products and services

Tallink Grupp is an essential component of Baltic transportation infrastructure, connecting regional capitals through a high frequency shuttle service between Tallinn and Helsinki as well as overnight cruise services.

**“We are the market leader in the Nordic and Baltic region in the maritime transport sector with the most modern fleet and a variety of routes and services,**



from various transport and leisure products to a high speed Tallink Shuttle service between Tallinn and Helsinki. Our offering also includes complete leisure and fun-filled short cruise experiences with possible overnight hotel and spa stays at various destinations. A large proportion of our products are sold as combined services and travel packages. Travel packages are tailored to suit customer preferences in each market as to the type of vessel, length of trip, use of conference services, hotel accommodation and other leisure products. All our vessels are built to accommodate a large number of passenger vehicles as well as ro-ro cargo. We offer our customers end-to-end travel experiences, from joyful and easy cruises or transportation between top destinations to hotel accommodation and taxi services.

## Cruises

With nine cruise vessels, five cruise routes and one of the youngest fleets in Europe, Tallink Grupp is the leading Baltic cruise operator with two iconic brands – Tallink and Silja Line.

We offer a variety of short cruises on all our routes which include Helsinki-Stockholm, Turku-Stockholm, Helsinki-Tallinn, Stockholm-Tallinn and Riga-Stockholm. We also sell short day-cruises to the Åland islands from both Stockholm and Turku, and annually organise a few special cruises during the summer high season.

On our cruises we offer our customers the full experience: top quality shopping, dining and entertainment are all available on our cruise ships and are delivered by the best team. There are numerous activities onboard our vessels.

**“ Whether it is peace and quiet in the winter gardens or on the sun decks, or the hustle and bustle of a high street or nightclub you are looking for – our ships have got something to offer to everyone.**

High quality international entertainment programs are very well received by our customers and include a great variety of music and shows, from well-known Broadway musicals, magical Asian circus performances to top chart artists and bands. School and summer holidays

are filled with special children's entertainment programmes onboard so that families can experience our special leisure cruise offerings together.

On our short overnight cruises between Stockholm and Helsinki, Tallinn and Riga our passengers can not only enjoy the various restaurants, bars, shops, and excellent onboard entertainment, but can also purchase the various excursions that are offered in all the cities we sail to.

All our vessels are continuously renovated and upgraded to always offer our customers the best experiences onboard with expanded shopping areas, cosy restaurants and modern cabins.





## Shuttle service

The Tallink shuttle service is a critical transport link between Tallinn and Helsinki and provides regular daily departures all year round with the company's two shuttle vessels, Star and Megastar, specifically designed for this route. With 12 departures daily, the shuttle service departure slots are focused on morning and evening peak times and are thus highly convenient for commuter traffic. The service is an essential part of the Estonia-Finland transportation infrastructure, in essence providing a "floating bridge" between the two capital cities.

Even though the voyage only lasts 2 hours, these ships are bursting with amenities to occupy your time during these two hours – ranging from a wide selection of restaurants, bars, cafés to top-of-the-range kids play areas and the largest floating shopping centre on the Baltic Sea. There are also Comfort and Business Lounge facilities for passengers who prefer a more quiet and relaxed atmosphere. Megastar and Star accommodate respectively 2,800 and 2,080 passengers.

**“On the Tallinn-Helsinki route alone Tallink Grupp transports around 5 million passengers a year.**

## Travel between destinations

Since our vessels leave all our ports at least once a day, our passengers also have the flexibility of purchasing one-way trips to our destinations where they can stay longer and return whenever is convenient for them.

## Cargo transportation

Tallink Grupp is the largest maritime cargo transportation provider in the Baltic region and transported almost 385,000 cargo units in 2018. Our business operates a mixed tonnage concept, which means that our vessels carry both passengers and cargo. We carry only ro-ro cargo - mainly lorries and trailers - and do not carry any container cargo. Our vessels are equipped with separate car decks onto which private cars, buses and ro-ro cargo can drive while passengers are safely embarking. Cargo traffic is related to business logistics and its development is often linked to the overall general economic conditions and trade activities. Our customer base for cargo services consists of a wide range of clients, from large international transport companies to small and medium-sized companies. The goods carried by them vary from building materials to consumer goods. We work closely with our customers to continuously improve our efficiency and service levels offering a flexible, affordable and efficient cargo service on different routes.







## City breaks

We market and sell a variety of additional services which our customers can enjoy while taking a city break with us. Whether it is golf, opera, museums or amusement parks for children, everything we do, we do to ensure that our customers' cruise experience is a memorable one. Many of our vessels, such as Silja Europa, provide a city break experience on sea already themselves with their numerous shops, restaurants, cafes and different types of entertainment and music shows.

At the same time we can also combine our transport services with overnight stays across all our markets.

**“ We have discount agreements with leading hotel chains in Finland and Sweden to offer our customers affordable accommodation in those destinations. In Tallinn and Riga, where we operate our own hotels, Tallink Hotels is naturally the primary choice for our hotel packages.**



## Tallink Hotels

**“ With 4 hotels and a total of over 1 000 rooms, Tallink operates the largest hotel chain in Estonia and the second largest hotel chain in the Baltics.**

Two trendy business class hotels – Tallink City Hotel and Tallink Spa & Conference Hotel – are situated in the centre of Tallinn. Tallink Express Hotel near the Port of Tallinn is perfect for budget travellers looking for good value. In Latvia, our Tallink Hotel Riga is located close to the business district and shopping centres and the historic Old Town of Riga. All our hotels are operated under the hotel chain brand Tallink Hotels.

In November 2018 Tallink Grupp’s subsidiary TLG Hotell ceased to operate the Pirita Spa hotel as a result of Tallink Grupp’s major shareholder AS Infortar selling the hotel property.

In August 2018, the subsidiary commenced significant extension and modernisation works in two of its hotels. As a result of the building works, a fifth floor will be constructed on top of Tallink Express Hotel with 25 new business class, de lux and family rooms. These rooms will become part of Tallink Spa & Conference Hotel when completed. During the works, the hotel reception area and lounge bar, the Aqua Spa reception area, Hera Salons and the fifth floor hotel rooms will also be refurbished. In addition, restaurant Nero will be completely modernised and refreshed and the hotel’s conference centre will be updated and extended to accommodate up to 500 delegates in the future.

The author of the new interior design for the Tallink Spa & Conference Hotel is the Finnish design agency dSign Vertti Kivi & Co with whom Tallink Grupp has cooperated before and who also designed the interior of Tallink’s shuttle ferry Megastar.



In the Tallink Express Hotel the main areas updated are the hotel reception area, the façade and a new underground car park. The interior of the Tallink Express Hotel lobby was designed by Estonian architectural bureau Emil Urbel.

The building works are expected to be completed by late spring 2019.

## Onboard services

Tallink Grupp is ranked third among ferry companies in the world in terms of travel retail revenues and fourth in Europe among the leading travel retail outlets\*. In the Nordic region, we are the number one outlet in terms of sales. Restaurants, bars and shops onboard contribute more than half (56%) of our overall revenues. All our cruise and transport passengers can dine for varying price levels, ranging from traditional à la carte and buffet restaurants to fast food dining areas and pubs to even trying our exclusive gourmet restaurants run by some of the best chefs in the region. We have developed menus suited to Nordic tastes, accompanied by culinary inspiration from other ethnic cuisines. We focus strongly on the quality of our food and service and many of our chefs and catering staff have won numerous awards reflecting our excellent onboard service. Onboard sales in restaurants and bars are tax-free on almost all our routes.

All our vessels have onboard shops where passengers can purchase consumer goods, alcohol, tobacco,

cosmetics, confectionery, clothing, toys, gifts and accessories. On all our routes from Estonia and Finland to Stockholm we stop at Åland islands, which makes it possible to sell goods with no excise or VAT and, therefore, makes our products readily available to passengers at affordable prices.

On all our cruise vessels passengers can enjoy gambling as a means of entertainment. The vessels are equipped with slot machines and on the bigger cruise vessels black jack and roulette tables. Games machines are also available for older kids and those young at heart.

\*Source: Generation Reserach 2017

## Sales segments and channels

With our different routes and wide range of products and services we can truly offer something for everyone. Our travel services are available almost everywhere globally, but our most active sales efforts and marketing campaigns are targeted towards our home markets, which include Finland, Sweden, Estonia, Latvia as well as our key markets in Germany, Russia and Lithuania. In Norway and Denmark we operate under a so-called general sales agent concept, while in the Far East we have contracts with all major travel agencies and tour operators. The Far East passenger volumes have increased significantly in recent years, which has lead to the company developing our services and products to meet customer expectations from that part of the world too.



Union Pay was launched already in 2016. WeChat and Sina Weibo as most popular social media platforms today also include all kind of information about our ships and services, but also destinations, events, Scandinavian and Baltic culture, etc.

The group and conference market is an important segment for the company. We actively target companies, associations, unions and NGOs to hold their seminars, events and exhibitions onboard our vessels. With our unique and spacious conference facilities, modern technical equipment and ever-faster WiFi internet connection, we can accommodate, depending on the vessel, over 500 attendees. During the day our showbars can easily be converted to seat up to 1,000 people with high-tech sound and lighting possibilities. Combined with our extensive and flexible catering options and onboard entertainment, our vessels are the ideal place to combine business and leisure, making any large gathering a success. For large groups we have a separate group sales department which handles special requests, offering individual attention and a personalised service. We can also offer renting the whole vessel to companies for exclusive cruises and larger events.

All individual passengers and group and conference passengers can make reservations and special requests through our contact centres. Individual passengers also have the option of making their bookings online. We continue to develop our online & mobile booking systems to make them more user-friendly and meet the growing customer expectations. Digitalisation is one of the top priorities for our Group to ensure we stay ahead in the race to offer the latest digital solutions and make the whole booking process much faster and more efficient. Customer feedback and our data both show that our self-service check-in options (either self service kiosks at terminals, online or on mobile) are popular and their user numbers are growing.

## Improved internet connections onboard

Tallink, in partnership with Swedish company Nowhere Networks, installed at the beginning of summer 2018 a cutting-edge Wireless Antenna Tracking System (WATS) on board the company's newest fleet member Megastar and later on also on our other shuttle vessel Star. The tracker provides the ships, operating on the Tallinn-Helsinki route, with the fastest and most stable internet connection currently available on the Baltic Sea through-out the two hour journey. With the new technology a high speed connection is beamed to the shore by the tracker and the antenna re-aligns itself in real-time to maintain the highest speed at all times. Tallink can now successfully deliver an improved Internet service to the company's millions of passengers with this unique technology and is currently investigating options for improving connectivity also on the company's other routes.

## Smart Ports – Smart Ships

Starting from May 2018, a new Smart Port electronic solution has been used in Terminal D at the Port of Tallinn for vehicle traffic management. With the new electronic solution, automatic vehicle number plate recognition will open barriers to the port area automatically and electronic boards throughout the port will easily guide drivers to the ships. Traffic management, vehicle identification and entrance to Terminal D is now largely automated and drivers who have made a booking in advance will be able to pass through the port and reach the ships faster than before. The new automated traffic and access management system reduces greatly check-in times and increases overall capacity, leading to more efficient operations for both the port and Tallink. The next step now is to develop Smart Car Decks onboard Tallink's vessels, which the company is working on with the Tallinn Technical University.

## Tallink Duty Free

AS Tallink Duty Free is a subsidiary of AS Tallink Grupp, founded in January 1997, so the company has been operating on the market already for 22 years. Company's field of activity is procurement and retail organisation of onboard and offshore stores and e-shop operated by AS Tallink Grupp, which include purchasing, negotiations, assortment selection, pricing, marketing, campaigns, logistics, space management and other supportive services.

## Tallink's new staff member – chatbot Nemo

Tallink's online chatbot Nemo was launched in spring 2018 for Estonian language customers and has by spring 2019 also been expanded to Finnish-speaking customers. Nemo is a virtual customer service agent, working alongside its human colleagues to make chatting even more efficient. When our customers start chatting, Nemo is the first one to greet them and answer questions. If Nemo is not able to answer it will quickly transfer the chat to a customer service agent, so it is a tight collaboration! In late spring 2019 Nemo will also be launched on the Swedish market and should thereafter start learning Latvian. The launch of Nemo has enabled Tallink's contact centres to optimise their work significantly, efficiently answering the majority of the most frequently asked questions on the Estonian market after one year in the market.

## Types of trade:



New brands and partners are constantly added and shops are continuously renovated. In total, there are 47 shops on 11 of our ships. Altogether there are 15 000 square metres of shopping space at sea. In addition, Tallink Duty Free currently operates in total 13 onshore shops. In 2018 Tallink Grupp acquired the franchise rights for global brands such as Esprit, Vero Moda, Jack & Jones and United Colors of Benetton and added a total of 6 onshore shops in Estonia to its portfolio.

Tallink ships are big department stores at sea that stock a wide selection of high quality brand, perfume and cosmetic products, spirits and other alcoholic beverages, fashion and accessories. Tallink Duty Free has more than 1 000 brands and about 800 partners, which include world-leading companies, with whom Tallink has long-term reliable and loyal business relationships.

The Tallink Logistics Centre was opened already in January 2016 to optimise inventory management. With the opening of the most up-to-date logistics centre in the Baltic Sea Region, AS Tallink Grupp brought together all eight logistics locations in Estonia, Finland, Sweden and Latvia into one distribution centre, where the Group's fleet, hotel network and office goods are coordinated.

Thanks to the establishment of a centralised system, Tallink's supply chain is more cost-effective and faster - creating a central logistics centre will give the company better and faster access to the necessary goods and raw materials and ensure an optimal supply chain. In addition, Tallink's ultimate goal is to expand its product portfolio with new and interesting products.





## Club One customer loyalty programme

The Club One loyalty programme connects 2.5 million people around the globe (2.3 million in 2017). The majority of our loyalty club members come from the home markets of Finland, Sweden, Estonia and Latvia. Altogether, Club One has members from almost 150 different countries.

Our loyal customers enjoy benefits both during their trips with us and while at home. There are extensive tier-based benefits for purchasing trips, as well as onboard offers at restaurants, bars and shops. There are around 500 benefits active at any given time in all our main destinations, catering to all ages and types of activities.

Our loyal customers also earn bonus points from their trips, onboard purchases, Tallink Hotels services and web-shop purchases, all of which can be used to purchase bonus trips, hotel upgrades or for paying partly for purchases made in the web-shop.

Our onshore benefits are either linked with our onshore subsidiaries or link Tallink Grupp brands with our main shareholder-owned businesses, such as Tallink Hotels, Tallink Takso, Tallink Tennis & Fitness Centre, Restaurant NOKNOK and Baltic Retail shops. Third party partners are carefully selected to offer only the best goods and services to our customers.

The use of the digital loyalty card, launched in 2017, has been complemented with the option to use the boarding pass as a loyalty card when travelling on Tallink Grupp vessels.

Furthermore, as an effort to become more environmentally friendly, the plastic Club One cards are sent only to those loyalty club members who have specifically requested to receive one. From autumn 2018, the default loyalty card for new Club One members is a digital one.

The long-term goal of Club One development foresees increased focus on personalised services and use of innovative technologies, enabling loyal customers to have better access to services most relevant to their needs and more options to tailor benefits to suit each individual trip.

## Tallink Grupp - an award-winning business

Although here at Tallink Grupp our priority isn't to furnish our shelves with trophies and medals, it is nevertheless uplifting when we do get recognition and get nominated for awards for simply doing our business.

The last twelve months have given our teams a reason to celebrate on a number of occasions with the group achieving top national and international awards and nominations.

We are especially proud of the Global GOLD Prize in the CTW Chinese Tourist Welcome Awards in the Best Product Innovation category, which we received in May and which recognised our efforts to enhance the quality of service offered to Chinese tourists on board Tallink and Silja Line vessels. It is the second time Tallink has received the CTW award, the first time being in 2016 when the China Outbound Tourism Research Institute awarded Tallink with a Bronze level in the overall performance category.

Our newest fleet member Megastar received recognition in spring 2018 as the leading ro-pax ferry in the world and was awarded the shipping industry's top award, the Shippax Technology and Design Award. In the award statement Shippax said: "In addition to its class-leading environmental profile, the ship has extensive, innovative and attractively designed passenger facilities, making her a truly unique ro-pax ferry for the Tallinn-Helsinki Shuttle Service."

And last, but not least - we were honoured to be nominated for the Frontier Awards 2018 in the best cruise and ferry retailer of the year category. In addition to transport and entertainment, Tallink has been paying more and more attention to the retail sector in recent years, having invested in quality and innovation as well as having become one of the most prominent retailers in the Baltic Sea region. We are pleased our efforts are noticed and we are definitely keeping our fingers crossed for a win!

## Our brands

Strong brands are the building blocks for the Group's growth on the Finnish, Estonian, Swedish and Latvian cruising routes. The cruising market is very competitive with rivalry between several major cruising companies as well as other providers of leisure- time activities.

Thorough understanding of the consumer and competitive market is crucial for Tallink Grupp's successful brand management and development – with a goal to aim for growth.

**“ Our Brand Portfolio consists of two substantial strategic brands – Tallink and Silja Line. Both brands have their strong home markets with loyal fans.**

Tallink also has several sub- brands (e.g. Tallink Shuttle and Tallink Hotels) that enrich the customer journey with additional offerings.

Our loyalty programme Club One supports our portfolio of brands and offers benefits from all Tallink Grupp companies, affiliates and many partners.

**“ We strive to design each interaction with our brands to delight our guests, create memories, and build brand loyalty.**

Tallink Grupp additionally owns a large portfolio of branded services and concepts – used both onboard and ashore and each already with a loyal follower base.

Each of our brands has a clear strategy and relevant objectives which have been set following research, trend analyses and our own knowledge and experience with our customers.



With the Tallink brand our vision is to lead the way and become the preferred joyful break for everyone. This means we innovate. And we do so all the time. It means we find fresh approaches and provide new offerings. It means we continue to be the creative force in our market. It means we do all this with a single-minded focus on delivering joyful breaks that will be enjoyed, remembered and shared. **Our promise is simple - with Tallink we promise our customers the easiest way to take a joyful break from everyday life.**

In 2019 our Tallink brand will celebrate its 30th anniversary. Tallink brand represents our Group on the Tallinn-Helsinki, Tallinn- Stockholm, Tallinn-Vuosaari, Paldiski-Kappelskär and Riga-Stockholm shipping routes.



With the Silja Line brand our vision is to provide the best leisure experience in the Nordics – with attention to every detail. True to our Nordic heritage, we focus on superior quality and distinctive design, thoughtfully reflected in our products and experiences. This means that we strive to deliver the best experience for those who long for a short vacation, where they can treat their loved ones and themselves to something truly special. **And our promise is yet again simple – we promise that with us our customers can feel special on their exclusive city break at sea.**

In 2017 our Silja Line brand celebrated its 60th anniversary with several events, history articles and videos, which were all enjoyed by our own employees and customers alike.

Silja Line branded ships operate on the Helsinki-Stockholm and Turku-Stockholm routes.

## BRAND ARCHITECTURE:





## BRANDED SERVICES AND CONCEPTS:

### Restaurants



### Quick Service / Buffet / Cafés



### Bars / Pubs / Nightclubs



### Shops



### Hotel Facilities



### Other Services



### Franchise



# OUR BUSINESS PHILOSOPHY AND GUIDING CORE VALUES

Our business philosophy is based on delivering a sustainable economic, environmental, labour and ethical performance. To achieve this we comply with legislation, regulations, best practices and ethical norms. In addition, group-wide internal policies, guidelines and standards are in place and we expect our suppliers and business partners to behave in as similarly a legal, ethical and responsible manner as we do.

**“Our business philosophy is founded on the belief that everything we do and how we do it will be, and should be, measured against the highest standards of ethical business conduct. We have set the bar so high for practical as well as aspirational reasons – our commitment to the highest standards helps us to create great products, attract loyal customers and hire the best people.**

Trust and mutual respect among employees and customers are the foundations of our success, and they are something we need to earn every day.

## WE PROMOTE SAFETY, SECURITY AND ENVIRONMENTAL PROTECTION

We care about our customers, employees and the surrounding environment. We are committed to operating our business in an environmentally and socially responsible manner while ensuring the highest safety and security standards at the same time. To achieve this, we strive to comply with and, where possible, exceed all applicable rules and regulations with our best efforts in shipping operation as well as in our working and service environments to minimise any adverse impact on people and the environment.

## WE OBEY THE LAW

We take our responsibility to comply with laws and regulations very seriously and we are all expected to comply with applicable legal requirements and rules. While it is impossible for everyone to know all aspects of every applicable law, each employee has the responsibility to understand the laws and regulations applying to his or her work. In addition, the Group's legal teams provide support and guidance on all legal matters when needed.

## WE RESPECT EACH OTHER

We are committed to a supportive working environment, where employees have the opportunity to reach their full potential. We are all expected to do our utmost to create a respectful workplace culture which is free of harassment, intimidation, bias and unlawful discrimination of any kind.

## WE ENSURE FINANCIAL INTEGRITY AND RESPONSIBILITY

Financial integrity and fiscal responsibility are core aspects of our corporate professionalism. This goes beyond accurate reporting of our financials. Each employee in the Group has a duty to ensure that the company's money is appropriately spent, our financial records are complete and accurate and internal controls are honoured. We therefore take utmost care every time we hire a new vendor, submit expenses to the Group, sign a new business contract or enter into any deals on behalf of the Group. For this we maintain a strict process of internal controls and audits to reinforce compliance with legal, accounting, tax and other regulatory requirements in all the countries in which we operate.

## WE ENSURE CONFIDENTIALITY AND PROTECT DATA

As a Group we are committed to safeguarding the confidential information of our customers, employees and business partners. We are committed to protecting the privacy of any personal data which we possess and process. We ensure that we collect, process and use personal data only to the extent which is necessary for the lawful and defined purposes and adhere to all current data protection laws and regulations, including GDPR. We have strict information security measures and processes in place to safeguard the confidentiality and privacy of data and to prevent any unauthorised use of such data.

## WE VALUE AND SUPPORT OUR PEOPLE

Our people are our greatest asset, so we do all we can to ensure they are happy, committed, valued and empowered to offer our customers the best every day. Our core values apply to all our employees across the group, regardless of the brands we serve, our position or the roles within the Group. We always align our actions and behaviours according to our values.

## WE AVOID CONFLICTS OF INTEREST

In our work, we have an obligation to always do what is best for our customers and the Group. Therefore, we expect our staff, suppliers and business partners to conduct business in a way that avoids conflicts of interest in any form and to avoid any activities that may lead to pursuing a private benefit at the expense of the Group or our customers.

## WE PROTECT COMPANY ASSETS

Our assets, including financial assets, physical assets, intellectual property and confidential information, must be secured and protected in order to preserve their value. We are all personally responsible for safeguarding and using our Group's assets appropriately.

## WE ARE HERE TO SERVE OUR CUSTOMERS

Our motto is: "A customer is at the heart of everything we do". Every point of our customer journey, from the first steps of booking and checking-in to the trip to the final farewells at the end of the voyage should follow our Travel Experience principles, a collection of our customer service best practices.

# TALLINK GRUPP VALUES

## COMMITMENT:

**We are inspired by our common goals and work towards them with dedication and passion.**

**We deliver our promises to customers and colleagues.**

**We do that little extra to positively surprise our customers and exceed their expectations.**

**We strive for efficiency and economic gain in all our activities to secure sustainable profitability growth for the company.**

## PROFESSIONALISM:

**We serve our customers with care, confidence and integrity in all circumstances.**

**We have the courage to give and take responsibility and are accountable for our actions.**

**We implement decisions with discipline, follow up on results and learn from experiences.**

**We value learning and development and take initiative towards better performance.**

## COOPERATION:

**We are always available for our customers; we listen to them actively and serve them with respect to their needs and requests.**

**We are honest and loyal towards ourselves, our colleagues, clients, partners and shareholders.**

**We build teamwork with colleagues; we help and encourage each other.**

**We share our own knowledge and are open to ideas from others.**

## JOY:

**We believe that results are most important, but the process of achieving them must be enjoyable as well.**

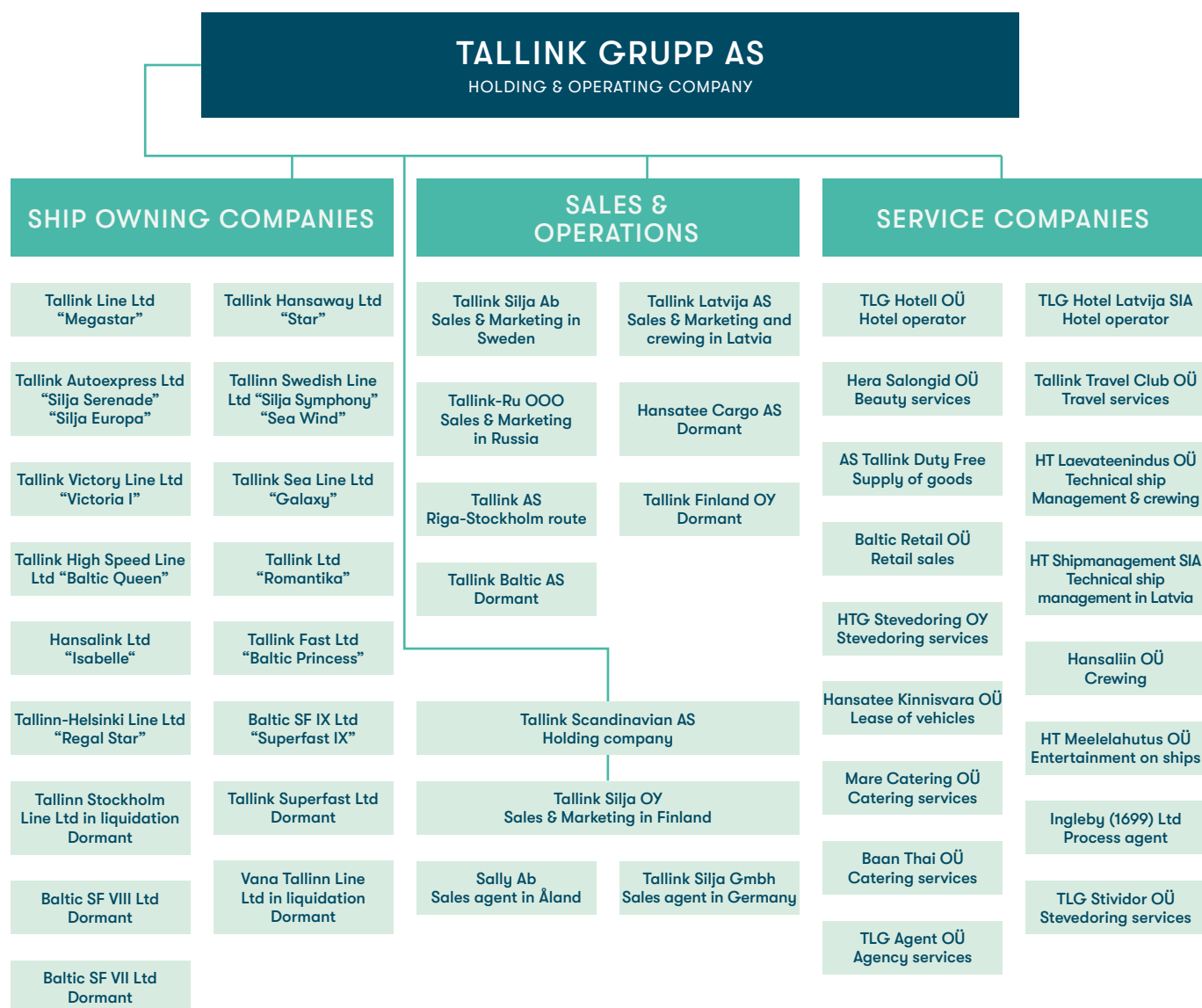
**We are in good spirits and foster a positive atmosphere at the workplace.**

**We view a good sense of humour as part of positive communications.**

**“** The Group strives for excellence in everything we do. It is impossible to spell out every possible ethical scenario we might face. Instead, in addition to having our policies, procedures and training in place to ensure ethical business conduct, we also rely on everyone’s good judgment to uphold a high standard of integrity for ourselves and our company. We expect all our employees to be guided by both the letter and the spirit of this business philosophy. And to always remember... the customer is at the heart of everything we do!

# GROUP STRUCTURE

At the reporting date, the Group consisted of 44 companies. All subsidiaries are wholly owned by Tallink Grupp AS. The following diagram represents the Group's structure at the reporting date:



The Group also owns 34% of Tallink Takso AS.

# OUR FLEET AND ROUTES

The Group's main revenue-generating assets are vessels, which account for approximately 80% of total assets. During the financial year the Group owned 14 vessels. The vessel types and operations at the end of the financial year are described in the table below:

VESSEL NAME	Vessel Type	Built/ renovated	Route	Other information
<b>Silja Europa</b>	Cruise ferry	1993/2016	Finland-Estonia	overnight cruise
<b>Star</b>	High-speed ro-pax	2007	Finland-Estonia	shuttle service
<b>Megastar</b>	High-speed ro-pax	2017	Finland-Estonia	shuttle service
<b>Sea Wind</b>	Ro-ro cargo vessel	1972/1989	Finland-Estonia	cargo transportation
<b>Baltic Queen</b>	Cruise ferry	2009	Sweden-Estonia	overnight cruise
<b>Victoria I</b>	Cruise ferry	2004	Sweden-Estonia	overnight cruise
<b>Regal Star</b>	Ro-ro cargo vessel	1999	Sweden-Estonia	cargo transportation
<b>Silja Symphony</b>	Cruise ferry	1991	Finland-Sweden	overnight cruise
<b>Silja Serenade</b>	Cruise ferry	1990	Finland-Sweden	overnight cruise
<b>Galaxy</b>	Cruise ferry	2006	Finland-Sweden	overnight cruise
<b>Baltic Princess</b>	Cruise ferry	2008	Finland-Sweden	overnight cruise
<b>Romantika</b>	Cruise ferry	2002	Sweden-Latvia	overnight cruise
<b>Isabelle</b>	Cruise ferry	1989	Sweden-Latvia	overnight cruise
<b>Superfast IX</b>	High-speed ro-pax	2002	Chartered out	renamed "Atlantic Vision"

As at 31 December 2018 the book value of the ships amounted to EUR 1 215 million (EUR 1 269 million at the end of 2017). The Group's vessels are regularly valued by two to three independent international shipbrokers who are also approved by mortgagees.

All of the Group's vessels have protection and indemnity insurance (P&I) and hull and machinery insurance (H&M) and they meet all applicable safety regulations.

In January 2019 the Group signed a cooperation agreement with the Tallinn Technical University to jointly develop innovative Smart Car Deck digital solutions for the group's vessels. The project will take place over the next three years.

# ROUTEMAP







# OUR FLEET



## MEGASTAR

Built	2017
Length	212 m
Passengers	2800
Lanemetres	3600
Ice class	1 A



## BALTIC QUEEN

Built	2009
Length	212 m
Passengers	2800
Lanemetres	1130
Ice class	1 A Super



## BALTIC PRINCESS

Built	2008
Length	212 m
Passengers	2800
Lanemetres	1130
Ice class	1 A Super



## STAR

Built	2007
Length	186 m
Passengers	1860
Lanemetres	2000
Ice class	1 A



## GALAXY

Built	2006
Length	212 m
Passengers	2800
Lanemetres	1130
Ice class	1 A Super



## VICTORIA I

Built	2004
Length	193 m
Passengers	2500
Lanemetres	1030
Ice class	1 A Super



## ROMANTIKA

Built	2002
Length	193 m
Passengers	2500
Lanemetres	1030
Ice class	1 A Super



## SILJA EUROPA

Built	1993
Length	202 m
Passengers	3123
Lanemetres	932
Ice class	1 A Super



## SILJA SYMPHONY

Built	1991
Length	203 m
Passengers	2852
Lanemetres	950
Ice class	1 A Super



## SILJA SERENADE

Built	1990
Length	203 m
Passengers	2852
Lanemetres	950
Ice class	1 A Super



## ISABELLE

Built	1989
Length	171 m
Passengers	2480
Lanemetres	850
Ice class	1 A Super



## SUPERFAST IX

Built	2002
Length	203 m
Passengers	728
Lanemetres	1900
Ice class	1 A Super



## REGAL STAR

Built	1999
Length	157 m
Passengers	80
Lanemetres	2087
Ice class	1 A



## SEA WIND

Built	1972/1984/1989
Length	155 m
Passengers	260
Lanemetres	1100
Ice class	1 B



# **SECTION II: STRATEGIC REPORT**



# MANAGEMENT REPORT

Tallink Grupp AS and its subsidiaries (the Group) carried a record number of 9 756 611 passengers in 2018, 891 passengers more than in 2017. The number of cargo units transported increased by 5.7%. The Group's revenue amounted to EUR 949.7 million (EUR 967.0 million in 2017). EBITDA was EUR 142.8 million (EUR 158.3 million, 2017) and net profit for the year EUR 40.0 million or EUR 0.06 per share (EUR 46.5 million or EUR 0.07 per share in 2017).

In 2018, the Group's total revenue decreased by EUR 17.3 million to EUR 949.7 million.

- Total revenue from route operations (core business segments) increased by EUR 0.7 million to EUR 883.7 million despite a EUR 7.4 million decrease in revenue from the Finland-Sweden segment, which was mainly due to the 68-day maintenance of the cruise ferry Baltic Princess.
- Other revenue streams (segment other) decreased by EUR 19.4 million to EUR 74.8 million. The largest decrease occurred in charter revenue, which dropped by EUR 10.8 million because fewer ships were chartered out. There was also lower revenue from onshore shops (in Tallinn Old Harbour area) as the price level of products sold in onshore shops in Estonia has become less competitive after recent years' excise duty increases. In addition, there was lower revenue from hotels because Tallink Pirita Spa Hotel in Tallinn ceased operations from November 2018 due to the sale of the hotel property by its owner.

The cargo business sustained growth in 2018. Transported cargo volumes increased by 5.7% and cargo revenues grew by 6.1% or EUR 7.1 million to EUR 124.9 million. The number of transported cargo units grew in all geographical segments, supported by positive economic developments in the Group's main markets.

In 2018, the Group's ships carried a total of 5.1 million passengers on the Estonia-Finland routes, 0.3% more than the year before, and the number of cargo units transported on the routes increased by 5.4%. On the Tallinn-Helsinki route competition increased through capacity added by competitors, which put pressure on ticket prices. However, the new shuttle vessel Megastar improved the efficiency of shuttle operations and the Group was able to improve the segment result despite a challenging competitive environment. The segment's revenue increased by EUR 1.5 million to EUR 356.0 million and the segment's result increased by EUR 2.4 million to EUR 80.3 million.

The Finland-Sweden routes' revenue decreased by EUR 7.4 million to EUR 337.5 million and the segment's result decreased by EUR 2.3 million to EUR 16.2 million. The first-quarter maintenance and repair of the cruise ferry Baltic Princess affected the Finland-Sweden segment's carriage volumes and financial result. The segment's result was also weakened by a rise in bunker prices which increased fuel costs.

The Estonia-Sweden routes' revenue grew by EUR 1.7 million compared to 2017. Growth was supported by a 0.4% higher number of passengers and a 10.9% increase in the number of transported cargo units. The segment's result decreased compared to the previous year due to higher fuel costs attributable to a rise in bunker prices.

The Latvia-Sweden route's revenue increased by EUR 4.8 million compared to 2017. Growth was supported by a 7.0% higher number of passengers and a 24.5% increase in the number of transported cargo units. Positive development of the route's carriage volumes and revenue continued in 2018. However, due to higher fuel costs resulting from an increase in bunker prices, the segment result improved by only EUR 0.2 million to EUR -1.0 million.

## In 2018, the Group's revenue and operating result were influenced by the following operational factors:

- The number of passengers travelling on the Group's ships increased in almost all geographical segments (Estonia-Finland, Estonia-Sweden and Latvia-Sweden).
- The number of cargo units transported on the Group's ships increased in all geographical segments.
- The first-quarter maintenance and repair of the cruise ferry Baltic Princess affected the Finland-Sweden segment's carriage volumes and financial result.
- Charter revenue decreased compared to the same period last year as fewer ships were chartered out.
- An increase in bunker prices drove up fuel costs.

## SALES

The Group's revenue amounted to EUR 949.7 million in 2018 (967.0 million in 2017). Restaurant and shop sales on board and on shore in the total amount of EUR 524.4 million (536.7 million in 2017) contributed more than half of total revenue. Ticket sales amounted to EUR 243.8 million (242.7 million in 2017) and sales of cargo transport to EUR 124.9 million (111.7 million in 2017).

Geographically, 37.5% or EUR 356.0 million of revenue was generated by the Estonia-Finland routes and 35.5% or EUR 337.5 million by the Finland-Sweden routes. Revenue from the Estonia-Sweden routes was EUR 119.0 million or 12.5% and from the Latvia-Sweden route EUR 71.3 million or 7.5%. The share of revenue generated by other geographical segments decreased to 7.9% or EUR 74.8 million.

The following tables provide an overview of the breakdown of revenue from operations between the Group's geographical and operating segments:

GEOGRAPHICAL SEGMENTS	2018	%	2017	%
Finland - Sweden	337 471	35.5%	344 833	35.7%
Estonia - Finland	355 995	37.5%	354 497	36.7%
Estonia - Sweden	118 991	12.5%	117 246	12.1%
Latvia - Sweden	71 292	7.5%	66 453	6.9%
Other	74 831	7.9%	94 185	9.7%
Intercompany eliminations	-8 857	-0.9%	-10 237	-1.1%
Total revenue of the Group	949 723	100.0%	966 977	100.0%

OPERATING SEGMENTS	2018	%	2017	%
Restaurant and shop sales on board and on mainland	524 416	55.2%	536 742	55.5%
Ticket sales	243 807	25.7%	242 748	25.1%
Sales of cargo transportation	124 852	13.1%	117 718	12.2%
Sales of accommodation	19 183	2.0%	20 810	2.2%
Income from charter of vessels	8 030	0.8%	18 802	1.9%
Other	29 435	3.1%	30 157	3.1%
Total revenue of the Group	949 723	100.0%	966 977	100.0%

## EARNINGS

Gross profit for 2018 amounted to EUR 183.8 million (EUR 194.6 million in 2017) and EBITDA to EUR 142.8 million (EUR 158.3 million in 2017). Net profit for 2018 was EUR 40.0 million (EUR 46.5 million in 2017). Net profit per share was EUR 0.06 (EUR 0.07 in 2017).

**The Group's profitability was influenced mainly by the following factors:**

- Fuel costs grew by EUR 16.6 million due to an increase in bunker prices. At the same time, the Group achieved fuel savings. Through various energy efficiency initiatives, in 2018 the ships' average fuel consumption per nautical mile decreased by 3.2%.
- Charter revenue decreased because fewer ships were chartered out compared to the previous year.
- Revenue from onshore shops (in the port area) decreased because the price level in onshore shops in Estonia has become less competitive after recent years' excise duty increases.
- Nonrecurring costs incurred and proceeds received in 2018:
  - Costs of EUR 1.5 million from the listing of shares on the Nasdaq Helsinki Stock Exchange.
  - Costs of EUR 0.9 million from the termination of the lease of an old fuel tank.
  - Other proceeds of EUR 1.0 million received under a compensation agreement with the former owner of the Superfast vessels.

The cost of goods sold at shops and restaurants, which is the largest operating cost item, amounted to EUR 217.2 million (EUR 227.8 million in 2017).

Fuel costs for 2018 amounted to EUR 102.5 million (EUR 85.9 million in 2017). Fuel costs were impacted by an increase in carriage capacity and higher fuel prices throughout the year. As a result, annual fuel costs increased by 19.3%. The Group makes continuous efforts to improve and optimise its day to day operations and lower the fleet's fuel costs.

The Group's personnel expenses amounted to EUR 218.1 million (EUR 215.2 million in 2017). The average number of employees in 2018 was 7 430 (7 406 in 2017).

Administrative expenses for the period amounted to EUR 55.5 million and sales and marketing expenses to EUR 69.3 million (EUR 53.7 million and 71.3 million respectively in 2017).

Depreciation and amortisation of the Group's assets totalled EUR 79.3 million (EUR 86.4 million in 2017). There were no impairment losses related to the Group's property, plant and equipment and intangible assets.

Net finance costs decreased by EUR 2.3 million compared to the previous year, mainly through EUR 3.9 million lower interest expenses. Total gains from exchange rate differences and the revaluation of cross currency and interest rate derivatives decreased by EUR 1.6 million.

The Group's exposure to operational, business and compliance risks and the risk management activities are described in the Safety and Security, People, Environment, Market and The Economic Environment and Risk subsections of the report. Business risk management activities are also highlighted in the Outlook subsection. The Group's exposure to credit risk, liquidity risk and market risks, and its financial risk management activities are described in the notes to the financial statements.

## LIQUIDITY AND CASH FLOW

The Group's net operating cash flow for 2018 was EUR 156.8 million (EUR 136.2 million in 2017).

The Group's cash used in investing activities was EUR 35.7 million (EUR 86.8 million in 2017). A number of investments were made to upgrade the ships' restaurants, shops and cabins. Investments were also made in the development of the online booking and sales systems.

In 2018, the Group's loan repayments totalled EUR 190.0 million (EUR 174.4 million in 2017), including the repayment of senior unsecured bonds of NOK 900 million issued in 2013. A term loan of EUR 110.0 million was taken to partly refinance the redemption of the bond issue.



Interest payments were EUR 19.4 million (EUR 20.7 million in 2017).

At 31 December 2018, the Group's cash and cash equivalents totalled EUR 82.2 million (EUR 88.9 million at 31 December 2017). In addition, available unused overdraft credit lines amounted to EUR 75.0 million (EUR 75.0 million in 2017).

In management's opinion, the Group has sufficient liquidity to support its operations.

## FINANCING SOURCES

The Group finances its operations and investments with operating cash flows, debt and equity financing and potential proceeds from the disposal of assets. At 31 December 2018, the Group's capitalisation ratio (interest-bearing liabilities as a percentage of interest-bearing liabilities and shareholders' equity) was 37.3% compared to 40.1% at 31 December 2017. The decrease results from a EUR 50.8 million decrease in interest-bearing liabilities and a EUR 20.6 million increase in equity.

## LOANS AND BORROWINGS

At the end of 2018, interest-bearing liabilities totalled EUR 510.1 million, a 9.1 % decrease compared to the end of the previous financial year.

In October 2018 the Group refinanced senior unsecured bonds of NOK 900 million that were issued and listed on the Oslo Stock Exchange in October 2013. The bonds were repaid in the total amount of EUR 120 million, of which EUR 110 million was drawn from a loan and EUR 10 million from the Group's cash reserves.

As at 31 December 2018, the Group did not have an outstanding overdraft balance and unused overdraft credit lines amounted to EUR 75.0 million.

At the reporting date, all interest-bearing liabilities were denominated in euros.

## SHAREHOLDERS' EQUITY

In 2018, the Group's consolidated equity increased by 2.5%, from EUR 836.3 million to EUR 856.9 million. The change in equity is mainly attributable to net profit of EUR 40.0 million and dividend payments to shareholders of EUR 20.1 million. Shareholders' equity per share was EUR 1.28. At the end of 2018, the Group's share capital amounted to EUR 361 736 302. For further information about shares, please see the "Shares and shareholders" section of this report.

## VESSELS AND OTHER INVESTMENTS

In 2018, the Group's investments amounted to EUR 36.4 million. A number of investments were made in the ships' restaurants, shops and other public areas. On the cruise ferry Silja Serenade, restaurant Bon Vivant was renovated and nightclub Starlight, restaurant Grill House and Sea Pub were built. On the cruise ferry Baltic Queen, Grande Buffet was renovated and a new Fastlane restaurant and a new Silja Land were built. On the cruise ferry Silja Europa, Theatre Europa that can seat 528 people was fully renovated.

Investments were made in the ships' technical maintenance and innovative energy efficiency solutions such as the upgrade of HVAC systems, fuel monitoring systems, preparations for high voltage shore power connections, and hybrid battery solutions.

The Group also invested in the development of its online booking and sales systems.

The Group's main revenue-generating assets are vessels, which account for approximately 80% of total assets.

During the financial year the Group owned 14 vessels.



## MARKET DEVELOPMENTS

The total number of passengers carried by the Group in 2018 was 9.8 million. The total number of cargo units carried was almost 385 thousand.

The following table provides an overview of transported passengers, cargo units and passenger vehicles in 2018 and 2017 by route.

PASSENGERS	2018	2017	Change
Finland-Sweden	2 845 616	2 918 850	-2.5%
Estonia-Finland	5 079 861	5 062 635	0.3%
Estonia-Sweden	1 035 093	1 030 490	0.4%
Latvia-Sweden	796 041	743 745	7.0%
Total	9 756 611	9 755 720	0.0%

CARGO UNITS	2018	2017	Change
Finland-Sweden	74 654	74 409	0.3%
Estonia-Finland	245 867	233 381	5.4%
Estonia-Sweden	48 427	43 648	10.9%
Latvia-Sweden	16 010	12 858	24.5%
Total	384 958	364 296	5.7%

PASSENGER VEHICLES	2018	2017	Change
Finland-Sweden	155 907	161 909	-3.7%
Estonia-Finland	827 998	827 576	0.1%
Estonia-Sweden	69 072	72 239	-4.4%
Latvia-Sweden	71 716	72 599	-1.2%
Total	1 124 693	1 134 323	-0.8%

The Group's market shares on routes operated in 2018 were as follows:

- The Group carried approximately 57% of passengers and 64% of ro-ro cargo on the routes between Estonia and Finland.
- The Group carried approximately 54% of passengers and 27% of ro-ro cargo on the routes between Finland and Sweden.
- The Group is the only provider of daily passenger transportation between Estonia and Sweden.
- The Group is the only provider of daily passenger and ro-ro cargo transportation between Riga and Stockholm.

## OUTLOOK

The Group maintains a consistent focus on developing the product offering to attract more passengers and increase revenue from retail sales. The ship renovation programme extends over several years and the Group will continue to refurbish the shops, restaurants and cabins in selected ships to develop and improve the total product offering to its customers.

### New ship order

In March 2019, Tallink Grupp AS and Rauma Marine Constructions signed a contract for the construction of a new LNG powered shuttle ferry for the Tallinn-Helsinki route. The estimated cost of the project is approximately 250 million euros and the new vessel will be built at the Rauma shipyard in Finland. The delivery of the vessel is expected in January 2022.

### Fuel price risk management

In December 2018, it was agreed with the main fuel supplier to fix the price of approximately 40% of the total fuel purchasing volume for the period from February to December 2019.

### Ship dockings

The modernisation of the Group's fleet continues in 2019 and in the first half there will be the scheduled dockings of seven vessels: Regal Star, Baltic Queen, Star, Silja Symphony, Galaxy, Victoria I and Isabelle.

Investments are made in the ships' technical maintenance, upgrades to public areas and a number of energy efficiency projects: electrical high voltage shore connections, HVAC systems, heat recovery systems and battery packs for hybrid solution. The planned service breaks of seven vessels will total 126 days in 2019.

### Earnings

The Group's earnings are not generated evenly throughout the year. The summer period is the high season in the Group's operations. In management's opinion and based on prior experience most of the Group's earnings are generated during the summer (June-August).

### Research and development projects

Tallink Grupp AS does not have any substantial ongoing research and development projects. The Group is continuously seeking opportunities for expanding its operations in order to improve the results.

The Group is looking for innovative ways to upgrade its ships and passenger area technology to improve its overall performance through modern solutions. Collaboration with Tallinn University of Technology (TalTech) was started to develop a Smart Car Deck solutions for the Group's vessels over the next two years.

## Tallink Grupp Management Board





# OUR STRATEGY

The Group's vision is to be the market pioneer in Europe by offering excellence in leisure and business travel and sea transportation services.

We have set the following long-term goals for ourselves for increasing our Group's value and profitability:

- Increase volumes and strengthen market position
- Strive for the highest level of customer satisfaction
- Optimal debt level that allows sustainable dividends
- Cost-efficient operations
- Develop a wide range of quality services for different customers and to pursue new growth opportunities

The Group's focus today is on current core operations realising past investments. Along with the optimal fleet deployment, the emphasis is on improving profitability and deleveraging.

The Group's main strategic cornerstones and competitive advantages for successful and profitable operations are: the most modern fleet, a wide route network, strong market share and brand awareness and high safety, security and environmental standards.



# CORPORATE RESPONSIBILITY REPORT

At Tallink Grupp we recognise that being a successful international business also means that we have great responsibilities. Due to our core business of maritime transport on the Baltic Sea, one of our greatest areas of responsibility has been and is the environment and the Baltic Sea and its surrounding areas in particular. Over the years we have had many successful cooperations with NGOs, technological companies and our suppliers, all aimed at finding ways of reducing the impact of our operations on the world around us.

We recognise, however, that our responsibilities as a company extend far wider than the natural world around us. With 7,500 employees in six countries during the summer high season and services provided to more than 10 million travellers on our vessels, in our hotels and our shops annually, we have a huge role to play ensuring our employees are well looked after by an employer who respects diversity, values equality and integrity, prohibits any form of discrimination and provides its employees with the best place to work. And the same principles apply to our relationships and every contact we have with our customers and business partners. Our aim as a group is to ensure we apply our company values of professionalism, cooperation, commitment and joy to every aspect of our work with our people, whether it is our employees, customers or business partners.

And last, but not least – we recognise our responsibilities as a driving force in the local and also wider economies in which we operate. As the world around us changes rapidly and constantly, we look for ways to do our business increasingly in a smart and sustainable ways – becoming smarter every second. We look for technological advances to make our operations more efficient, we work with local suppliers to ensure continued growth of the local economies, we look for ways to apply the principles of circular economy in a wider sense in our own daily practices and so much more.

Over the last year we have analysed our past activities in the area of corporate responsibility, looked at our sustainability practices today and began a process of developing our thinking and clearer goals for an even more responsible and sustainable business in the future. From the one hand, the business and our own people are driving the need for a stronger and clearer sustainability plan, and on the other, it is clear that our customers, business partners and investors want to know what is the bigger plan. We need to know where we have been, where we are today and where we see ourselves in the future. In partnership with Miltton Nordics, Tallink Grupp thus commenced a corporate responsibility strategy development project in autumn 2018, which will be completed in Q2-Q3 2019.

For the reporting period of the 2018 financial year Tallink Grupp has continued to follow the Global Reporting Initiative (GRI) framework for sustainability reporting.

GRI helps businesses and governments worldwide understand and communicate their impact on critical sustainability issues such as climate change, human rights, governance and social well-being. This enables real action to create social, environmental and economic benefits for everyone. The GRI Sustainability Reporting Standards are developed with true multi-stakeholder contributions and are rooted in the public interest.



Tallink Grupp currently specifies five key focus areas for its corporate responsibility reporting:





# I SAFETY AND SECURITY

## ONBOARD SAFETY MANAGEMENT AND EMERGENCY PLANNING

In the Group's operations the safety and security of people, environment and property are of the utmost importance. Tallink's Safety Management System adheres to the ISM (International Safety Management) and ISPS (International Ship Port Facility Security) Codes and the requirements according to the ISO 14001 environmental management standard to guarantee that the operations of the ships and onshore organisation prevent accidents, loss of human lives and environmental damage caused to the marine environment. The Safety Management System is audited by Lloyds Register and the Estonian, Swedish, Latvian, and Finnish Maritime Administrations, and Recognised Organisations duly authorised by Administrations.

The Group's safety and security management operations are aimed at maintaining and developing safe procedures for ships and creating a safe ship environment for both the crew and passengers. The crew's safety and security management skills are consistently developed, tested and practised through drills and exercises in cooperation with the relevant authorities. The skills are improved by identifying the known risk factors and areas, and practising related procedures. In addition, the crew's environmental safety awareness is continuously improved.

The objective of the Group's Safety Management System is to ensure that valid rules and requirements set out by the IMO (International Maritime Organisation), the EU (European Union), the maritime authorities, the certification bodies and other maritime organisations as well as their applicable regulations and standards are adhered to.

Ship masters are responsible for the onboard safety and security operations of the ships managed by the Group. The task of the onshore organisation is to supervise, support and develop safety and security work.

All the Group's vessels carry lifesaving equipment which meets the highest safety standards and is always ready for immediate use. Nevertheless the Group's highest-level nautical and good-seamanship practices together with top-level safety and security organisations are designed to prevent situations where all this safety equipment should be put in use.

Our security plans approved by the flag administrations are linked to the overall national security and threat levels in the destination countries (Estonia, Finland, Sweden, Latvia) and the authorities will inform us immediately in case a level is changed.

We have very close cooperation with all the local police, customs and border guard and other security-related authorities. The information flow is good and all parties have detailed activity plans. Security plans that have been agreed appoint roles and set information flow between involved organisations working together in a crisis situation. Regular exercises are carried out to test the plans. Due to security reasons we cannot disclose more information about the security plans, which also include a set of preventative measures.



## TRAINING AND EXERCISES

Tallink Grupp's onboard employees play an important role in guaranteeing the safety of the people onboard our vessels and the vessels themselves. Therefore, we are continuously developing their skills in this area. There are specific training requirements for different positions in the company / roles on our vessels – in 2018 all these required trainings were passed by our employees accordingly.

Once a week all our vessels carry out fire drills, testing the vessels' watertight doors, and lifeboat drills. Once every three months, emergency steering drills, emergency flooding drills, SOPEP (ship oil pollution emergency plan) drills and MOB (man overboard) drills are carried out. Additionally, every 6 months joint exercises with external partners and agencies take place.



Onboard our vessels different safety, security and environment protection drills and exercises were carried out at least once a week in 2018 in which 100% of our crew members took part, on average 1 hour of safety or security-related training per crew member per week was provided.

If an incident has happened on one of the vessels, a Safety Alert is created and shared by the company with all other Group vessels too. The crews have an obligation to analyse the incident/alert afterwards and often an additional exercise or training is carried out based on the incident and the lessons learned.

In addition to our own regular training exercises, Tallink also carries out joint exercises with the authorities of all flag states, including maritime rescue organisations. Every year numerous training exercises of sea and air rescue, helicopter, fire, spill prevention and cleanup, equipment, security, and other training exercises are carried out on our vessels.

## MEDICAL EMERGENCIES

Medical assistance provided onboard our group's vessels exceeds the requirements set by the respective regulations. Although regulations require ship operators to employ medical personnel on international trips lasting at least 72 hours, most of the group's vessels (excluding the cargo transportation vessels and the shuttle vessels) have professional medical personnel onboard to provide medical assistance to both passengers and crew members 24/7.

The passenger vessels have doctor's surgeries onboard, equipped with first aid supplies and drugs to provide first aid, as well as for providing medical assistance to passengers with severe health problems and/or disability.

All deck officers and department heads have received medical training to provide first aid. All crew members have passed a basic first aid course.

Regular helicopter evacuation drills take place in partnership with flag authorities to ensure all our vessels and crew have practical experience with medical evacuations for emergencies.

## EMERGENCY PLANS

Our security plans approved by the flag administrations are linked to the overall national security and threat levels in the destination countries (Estonia, Finland, Sweden, Latvia) and the authorities will inform us immediately in case a level is changed.

We have very close cooperation with all the local police, customs and border guard and other security-related authorities. The information flow is good and all parties have detailed activity plans. Security plans that have been agreed appoint roles and set information flow between involved organisations working together in a crisis situation. Regular exercises are carried out to test the plans. Due to security reasons we cannot disclose more information about the security plans, which also include a set of preventative measures.

## ChemSAR Livex exercise onboard Regal Star

Tallink Grupp has for many years already participated in at least one larger scale international training exercise at least once a year. In September 2018 Tallink took part in the international exercise ChemSAR Livex, organised by the Estonian Police and Border Guard Board and the University of Turku as part of the EU-funded ChemSAR project, the aim of which is to create uniform operational plans and standard operational procedures to save human lives in maritime incidents involving hazardous and noxious substances. According to the exercise scenario the crew of a Tallink vessel was due to detect a hazardous material spill on the car deck and play through its response to it. The exercise was carried out onboard Tallink Grupp's vessel Regal Star. The aim of the ChemSAR live exercise was to test the standard operating procedures and to enhance the cross border co-operation and coordination of resources between the neighbouring countries. The exercise was a joint operation between several authorities from different Baltic Sea Region countries. Tallink and its crew received positive feedback from the authorities involved in the exercise for their response to the incident and the exercise further strengthened the company's cooperation with all the parties involved.







## II PEOPLE

OUR PEOPLE

**7 242 EMPLOYEES**

(end of 2018)



## PERSONNEL

On 31 December 2018, the Group had 7 242 employees (7 311 on 31 December 2017).

As at 31 December	2018	2017	Change
<b>Onshore total</b>	<b>1 630</b>	<b>1 602</b>	<b>1.7%</b>
Estonia	934	869	7.5%
Finland	444	472	-5.9%
Sweden	165	173	-4.6%
Latvia	69	71	-2.8%
Russia	12	11	9.1%
Germany	6	6	0.0%
<b>Onboard</b>	<b>5 108</b>	<b>5 093</b>	<b>0.3%</b>
<b>Hotel<sup>1</sup></b>	<b>504</b>	<b>616</b>	<b>-18.2%</b>
<b>Total</b>	<b>7 242</b>	<b>7 311</b>	<b>-0.9%</b>

<sup>1</sup> The number of hotel personnel is not included in the total number of onshore personnel.

In 2018, staff costs in the cost of sales amounted to EUR 160.6 million (EUR 160.1 million in 2017). Staff costs related to administrative staff and sales & marketing staff were EUR 24.8 million and EUR 32.7 million respectively (EUR 23.1 million and EUR 32.1 million respectively in 2017).

## Our colleagues in 2018

	2018	2017	Change
Average age of personnel on board	42.6	43.4	-0.8
Average age of personnel ashore	38.0	39.0	-1.0
20 or younger (% ashore)	4.8	1.8	3.0%
20 or younger (% onboard)	1.9	1.1	0.8%
21-30 (% ashore)	25.3	26.5	-1.2%
21-30 (% onboard)	22.7	20.7	2.0%
31-40 (% ashore)	30.4	30.9	-0.5%
31-40 (% onboard)	20.6	20.2	0.4%
41-50 (% ashore)	20.6	21.0	-0.4%
41-50 (% onboard)	20.4	22.0	-1.6%
51-60 (% ashore)	13.3	14.5	-1.2%
51-60 (% onboard)	26.5	28.0	-1.5%
61 or older (% ashore)	5.6	5.2	0.4%
61 or older (% onboard)	7.9	7.9	0.0%
male (% ashore)	33.6	34.0	-0.4%
male (% onboard)	45.3	46.1	-0.8%
female (% ashore)	66.4	66.0	0.4%
female (% onboard)	54.7	53.9	0.8%

The Group carried 9.8 million passengers in 2018 and the number of employees as at 31 December 2018 was **7 242**. The Group works with and for people and the responsibility to offer safety, security and excellent conditions both from service as well as employment point of view are among our top priorities.

According to an employer brand survey carried out by research agency Kantar Emor and published in June 2018, Tallink was listed as the

## “second most desirable employer in Estonia

by people currently in employment. The same survey ranked Tallink as the 8th most desirable employer in Estonia among students.

“According to the survey, every second person currently in employment in Estonia would consider working at Tallink, and nearly 2/3 of students would consider working at Tallink.

According to the same study carried out in spring 2018 in Latvia, Tallink Latvija ranked 17th among the most attractive employers in Latvia among people currently in employment and 20th among students. Circa 2/5 of working people and students in Latvia would consider Tallink an employer. It places Tallink among TOP20 employers in Latvia in both target groups.

In order to ensure that we stay competitive in the labour market, we continue to work on further improving the overall working conditions of our staff, enhance staff development and continuously review, benchmark and update the benefits we offer to our staff.

Employment in the maritime sector has been mapped thoroughly and following the respective laws, regulations, ILO and IMO conventions is on top of our list of responsibilities as an employer.





## In addition, our people policies and practices are guided by the following:

- Our core values - commitment, professionalism, cooperation and joy. The values are the same for the whole group and we align our actions and behaviours according to them.
- Equal opportunities - due to the nature of the work, for certain roles, strict health and physical well-being requirements do apply. Aside from that, everybody has equal possibilities for working in the Group.
- Strict Safety and Security Policies – ensuring the safety and security of people, the environment and property is the top priority for our group. Our safety management system adheres to the ISM and ISPS Codes in order to guarantee the operations of our ships and onshore organisation, prevent accidents, losses of human lives and environmental damages caused to the marine environment.
- The objective of the Company's Safety Management System is to ensure that the valid rules and requirements set out by IMO maritime authorities, certification bodies and other maritime organisations, as well as their applicable regulations and standards, are adhered to.
- The objective of the safety management operations is to maintain and develop safe procedures for ships and create a safe ship environment for both crew and passengers. Our crew's safety management skills are continuously developed, assessed, practised and improved by identifying the known risk factors and areas, and practising related procedures. In addition, crew environmental safety awareness is continuously improved.
- Work environment risk assessments are carried out continuously based on legislative requirements and ongoing analyses of work accidents and work environment internal audits are also performed.
- The Group does not allow persons under 16 years of age to be employed or engaged in employment onboard our ships. Additionally, persons between the ages of 16 and 18 are not allowed to work at night or carry out duties which may jeopardise their health and safety.
- The Group cooperates closely with the trade unions for the employees of the maritime sector in Estonia, Finland, Sweden and Latvia – all the countries where the company employs crew members for the ships. The company also cooperates with the trade unions for onshore personnel in the countries where there are such organisations.
- We pay special attention to the physical fitness of our employees by providing medical services and check-ups for crew members, as well as by ensuring the availability of gyms on board our vessels and in our hotels.
- All our employees receive regular performance reviews; the majority receive them annually, some bi-annually.

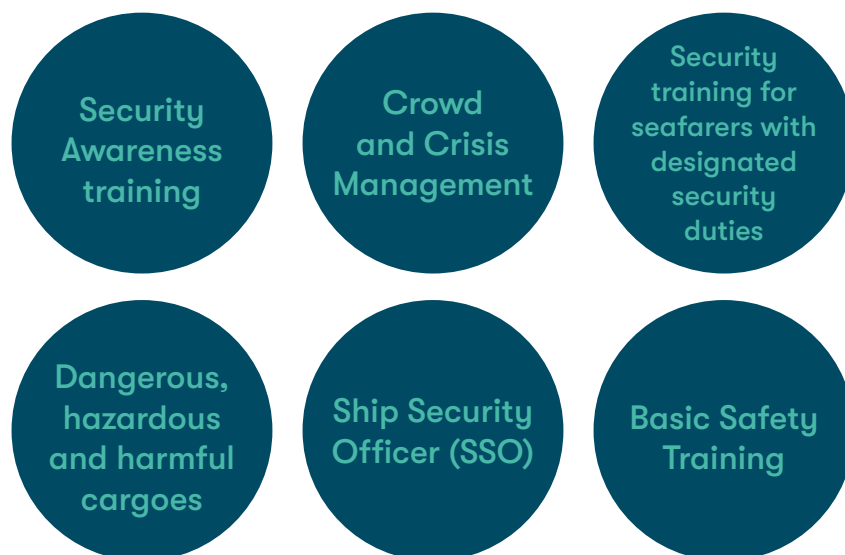
## TRAINING AND EDUCATION

Our group employees' development is based on adherence to the 70/20/10 philosophy, which is based on the idea that a person develops the most through work performance and practical experience, i.e. 70% from real life and on-the-job experiences, tasks and problem solving; 20% from feedback and from observing and working with role models; 10% from formal training. We assume that training leads to learning, which leads to doing better in our lives and work – and it leads to increased performance.

**“The Tallink Silja Line Training Centre, based in Tallinn, operates on the basis of a Quality Manual approved by Bureau Veritas based on the ISO 9001:2008 quality system standards.**

The main focus of the training centre is to provide and deliver occupational maritime trainings governed by international regulations (STCW – International Convention on Standards of Training, Certification and Watchkeeping for Seafarers). The STCW Convention requires that training leading to certification is ‘approved’ by a Maritime Administration.

**The Tallink Silja Line Training Centre has been accredited by the Estonian Maritime Administration to provide the following maritime trainings:**



The Convention also requires that those responsible for training and assessment of the competence of seafarers are appropriately qualified in accordance with the provisions of the Code. In order to comply with that requirement

**“all Tallink Silja Training Centre instructors delivering training programmes have passed appropriate training programmes and are certified instructors.**

Their skills and competencies are continuously assessed and developed.

The company’s e-learning environment **learn.tallink.com**, which was developed in 2016, continued to expand with 12 new online courses added to the site in 2018 and is now an important part of the company’s training and development programme. The new courses include for example a new LEAP programme designed as a mentor-mentee leadership development programme,

a hotels fire and evacuation training, safety training for catering personnel and much more.

**“During 2018 a total of 1 600 training sessions with a duration of 3 hours and above was carried out and on average 16 participants took part in every training session.**

Every employee within Tallink Grupp has participated in either an internal or external training course and received 8 hours of training per year minimum.

Among crew members 90% have participated in regular trainings and courses developing their professional competencies.

Almost 80% of onshore employees have received training enhancing their career development.

Although our own training centre and e-learning environment provide good quality trainings and courses, the Group also cooperates with other maritime specific and other training providers to offer our employees additional high quality trainings.

## OUR EMPLOYEE BENEFITS

**“ Tallink Grupp offers its employees a wide range of special offers for products and services both onboard our ships as well as in our hotels – these are mainly discounts related to travelling, accommodation, shopping and catering.**

We also have a wide network of partners who offer various discounts to our employees, some longer term and regular discounts, others on an ad hoc basis.

Tallink Grupp staff can also join the company's Club One loyalty programme and will automatically be awarded a Silver level in the programme, which enables our staff to receive various discounts and benefits from the programme's partner organisations.

Taking into consideration the speciality of maritime jobs, the time resource management for onboard employees is beneficial in comparison to a common job on shore. The working time is shorter throughout a year-long period and vacation conditions are especially good by providing a longer vacation time per year compared to the usual work conditions on land.

The Group also secures the employees with the healthcare services to monitor possible health conditions and provide medical assistance where needed. The healthcare services for the Group's employees are provided by professional occupational health medical professionals.

## OCCUPATIONAL HEALTH AND SAFETY

The Group is a responsible employer in all countries, by managing the occupational health and safety as well as developing great working conditions.

**“ During 2018, continuous risk assessments of occupational health and working conditions were carried out in all units and entities – on ships, hotels and onshore units.**

These risk assessments, carried out in partnership with occupational health and safety medical professionals, help monitor our employees' health, take action where necessary to improve working conditions and also put preventative measures in place where necessary.

Every crew onboard our ships has their own work health and safety management team, which consists of the ship's senior and middle management officers, crew members and occupational health representatives. The management teams meet on a regular basis. There are also respective committees within Tallink Grupp's subsidiaries, who work continuously on the analysis of the work environmental and occupational health system and processes. As all employees are represented in the committees by the elected members, we can say that close to 100% of the employees are represented in those entities.

In 2018 there were no work-related fatalities among employees of the Group.

In 2018 a total of 170 work accidents were recorded across the group, including 12 serious accidents. In addition, 1 003 crew illness cases were recorded in 2018.

### Total number of accidents in the workplace in 2018

	Other	Cargo	Work accidents	Crew illness	Pax injury	Total
<b>2013</b>	153	177	156	929	430	1845
<b>2014</b>	148	155	185	830	476	1794
<b>2015</b>	187	142	188	883	382	1782
<b>2016</b>	232	168	204	1358	446	2408
<b>2017</b>	108	135	208	1113	277	1841
<b>2018</b>	152	130	170	1003	159	1614

## HUMAN RIGHTS AND WORKPLACE DIVERSITY

### Labour and management relations

The management often reaches out to the employees to have a good dialogue between the employees and the management as well as to secure good information flow necessary for sustainable operations. There are regular meetings and larger events organised by the group's Human Resources and Communications teams, such as the Management Conference, the Tallink Awards Gala event once a year in February, Summer Staff Festival and the Tallink Employees' Family Day. Group management also participates in the free time activities organised for the Group's employees several times per year.

All our employees have the right to belong to trade unions. The total percentage of employees covered by collective bargaining agreements is approximately 50%. There is no evidence of the right to exercise the freedom of association and collective bargaining being violated or at significant risk.

The minimum notice periods regarding operational changes are determined by the Group's responsibilities towards the current and potential shareholders, as significant operational changes must be reported via Stock Exchange to all stakeholders at the same time (excluding the registered insiders, who then have additional confidentiality requirements) to diminish the risk of illegal transactions in the Stock Exchange. Still, the conditions of any significant changes in the employees' workplace and/or conditions are handled according to the local and international legislation and trade union agreements.

Within the group most of the new hires in 2018 were in new business lines (onshore retail) and the rest was connected to seasonal needs, where up to 500 temporary staff is hired for the high season. The group's average voluntary turnover in 2018 was 7% and depends on the country and workplace (ship, hotel, shore).

Significant operational changes are communicated and discussed with employees and their representatives as

soon as possible, on average more than 4 weeks prior to the changes. We are improving our ability to manage changes by implementing Prosci Change Management approaches. Consulting and informing are integral parts of our Collective (Bargain) Agreements.

Performance and Development interviews (PADI) are held once per year for every employee within Tallink Grupp.

### Diversity and equal opportunities

#### **The Group is an Equal Opportunities Employer.**

Anyone can apply for a job or a promotion in our company, but exceptions do apply for roles that have specific requirements set by different regulations from a safety perspective (e.g. language barriers and special needs – see the STCW convention).

In 2018, there were no reports on discrimination by gender, age, race, etc.

**“ Tallink Grupp does not tolerate any form of bullying or harassment at the workplace. The company's Employee Code of Conduct sets out the company's expectations to all employees in this area and an online training course is available to all employees in the company's e-learning environment.**



The salaries are determined by the local labour market developments. The salaries of ships and hotel employees are subject to collective agreements with the trade unions and there are no differences between the salaries of different genders doing the same jobs – the salary rates are connected to the specific positions and responsibilities. In 2015 the group started monitoring basic salary ratios between male and female employees in Sweden according to the legal requirements. The aim of the group is to extend this to the other group countries in the future.

The preparations are currently ongoing and the plan is to start group-wide continuous monitoring in 2019.

### Trainings on human rights

Our annual training for all security personnel, both new and existing staff, also includes by default the training on the topic of human rights. Security personnel who have not passed this course will not be allowed to work onboard our ships.





## III ENVIRONMENT

- The Group recognises that environmental protection and management is one of its highest priorities. Every effort is made to preserve and protect the environment from marine and atmospheric pollution and any other form of pollution, including office waste.
- The Group's vessels are maintained and operated in accordance with the MARPOL convention (the International Convention for the Prevention of Pollution from Ships). This ensures that air and sea pollution is kept at the lowest practicable level.
- The Group operates a zero spill policy. The Group's objective is to eliminate the possibility of pollution at source by ensuring that high standards of safety and awareness are maintained and that all relevant legislation and conventions are followed for both its sea and shore activities. Additionally, the Group is committed to continuous improvement of the methods that are used to carry out and achieve this objective, including the use of equipment and practices that minimise waste generation.
- The Group participates in an EU-funded project TWIN PORT 3, carried out between 2018-2023 which focuses on reducing the environmental impact of the increasing ro-pax ferry traffic and continues to improve the multimodal transport link between Helsinki and Tallinn.

**“ In the framework of the project, the Company will install battery packs on its shuttle vessel Megastar, which will be charged during the trip and enable the vessel to enter the port by using only electric power.**

In relation to the onshore power supply systems being installed in Tallinn Old City Harbour and Helsinki West Terminal, the Company's cruise ferries will also be installed with shore power reception technology in order to make it possible to turn off the diesel engines while in port to assure a silent, vibration- and exhaust-free loading and unloading service for our passengers and vehicles as well as a cleaner living and working environment in the surrounding areas of the ports.





### **A selection of international certificates held by Group companies:**

- ISO 14001:2015 Environmental Management System Certificate by Lloyds Register
- MARPOL Sewage Pollution Prevention Certificate
- MARPOL Air Pollution Prevention Certificate
- IAFS International Anti-Fouling System Certificate
- MARPOL Oil Pollution Prevention Certificate
- Document of Compliance for Anti-fouling System
- MARPOL Garbage Pollution Prevention Attestation
- Document of Compliance by Estonian Maritime Administration
- Document of Compliance by Finnish Maritime Administration
- Document of Compliance by Swedish Maritime Administration
- Document of Compliance by Latvian Maritime Administration

As a major tax-payer in Estonia, Finland and Sweden, the Group believes that financial success can only be guaranteed through responsible and sustainable development. Therefore, each year, the Group gives a significant share of its success back to society and the environment in which the Company operates.

Group entities are actively involved in supporting many public initiatives and events, especially youth and sports organisations. Being one of the largest Estonian companies in terms of the number of employees, it has always been the Group's goal to encourage its employees to participate in social events for the sake of the environment and society.

## ENVIRONMENTAL LEADERSHIP AND DEVELOPMENTS

### Important developments and highlights in 2018 from the environmental aspect were the following:

- Considerable investments have been made in several energy efficiency projects on our ships. There were no pollution incidents recorded in 2018.
- Considerable investments have been made in several energy efficiency projects on our ships.

The Group is cooperating closely with scientific organisations, universities and companies, who work towards more environmentally friendly solutions suitable for decreasing the environmental footprint of the group.

The company's guidelines of the environmental operations form the basic principles applied in carrying out the environmental policy of the company. The guidelines have been compiled in accordance with the sustainable development principles.

**“ A precautionary approach is applied by the group to avoid incidents or accidents in the existing fleet and invest in the advanced technologies for the current and future fleet.**

### According to the guidelines, the company:

- Emphasises the importance of environmental work in accordance with the principles of sustainable development.
- Includes environmental programmes and operations in the company's management system
- Constantly aims at improving the environmental programmes and operations in accordance with technical development simultaneously taking the expectations of the consumers and the respective society into consideration
- Trains and motivates the company's employees towards environmentally responsible behaviour
- Analyses the effects of the changes in the company's operations on the environment
- Supports environmental research work which is related to the operations of the company and its consequences.
- Maintains operational readiness and capacity for possible accidents which may have environmental effects
- Expects the company's suppliers and subcontractors to apply a similar environmental programme
- Promotes environmental awareness within the company and also externally
- Evaluates the results of environmental work regularly

### Environment related incidents

No pollution incidents in 2018. 3 minor spill incidents on board our ships, which resulted in appropriate measures taken by crew members.



## EMISSIONS AND ENERGY

**“ Tallink is actively looking for opportunities that would allow the company to do more to improve the air quality as it has a great influence on the overall welfare of the environment.**

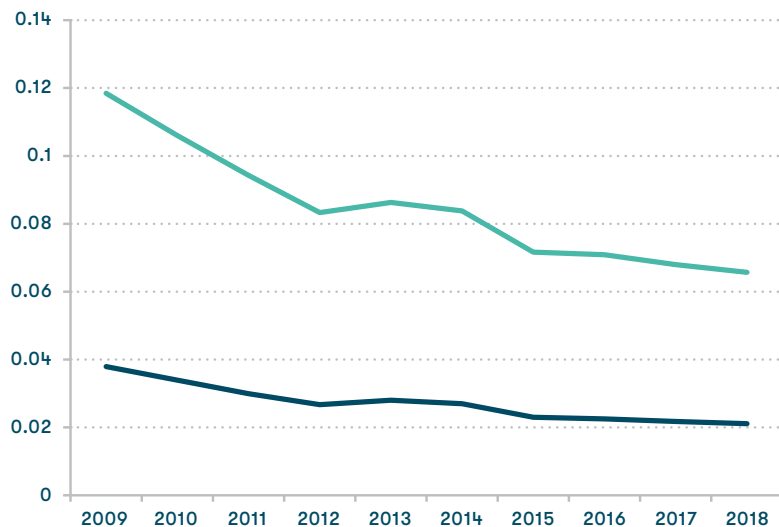
Considerable efforts have been made in preparation to comply with the Regulation (EU) 2015/757 on the monitoring, reporting and verification of carbon dioxide emissions from maritime transport (i.e. the MRV Regulation). Ship specific Monitoring Plans were created and they were assessed for compliance by third party Verifier Verifavia. Finding new ways to improve the energy efficiency of our current fleet is an ongoing process.

Some analysis and figures for 2018 are available. In addition we have created a CO2 Reduction Plan covering the whole fleet and specifying measures we are planning to take in order to reduce CO2 emissions. This reduction plan is based on approved investments in energy efficiency as well as developments in cooperation with ports and other parties. Comments are the same as previous year.

### Other activities continuing from previous years also in 2018 included:

- Shore side power supply – if all vessels that stay at port for more than two hours would be connected to the shore side power supply, the CO2 emissions would decrease by 15%. Continuous efforts are made in cooperation with other ship-owners and organisations to influence more ports to provide the on shore power supply. A memorandum of Understanding between the ports of Helsinki, Tallinn, Stockholm and Turku has been signed declaring the common approach for on shore power supply: 11kV, 50 Hz. In addition to that, the EU has implemented a Directive which will make shore connection in TEN-T ports mandatory under certain circumstances by 2025 at the latest. The intention is to fit 10 ships with the ability to use port supplied energy to reduce emissions to near zero when in port. Installation programmes on the ships are timed to suit the routes each ship serves corresponding to these ports. Planned delivery dates start with the Silja Serenade, at the end of 2018, with five further ships fitted in 2019 and three further in 2020.
- The most important development from previous years has been the implementation of the MARPOL Annex VI Convention requirements for 0.1 % Sulphur content fuel usage in Sulphur Emission Control Areas (SECA), including also the Baltic Sea. The Group's fleet is using a <0.1% Sulphur content fuel only.

CO2 reduction plan – it is clear that although the potential usage of LNG is now a wider topic, today the passenger ships still run on fossil fuels such as heavy fuel oil and diesel like the rest of the transportation sector. The investments made by shipping companies during the past years into renewal of the fleet have been significant and it would be irresponsible and impossible to forget about this and leave it aside for entirely new solutions. It is crucial to keep the research and new technological solutions in mind to make current fleet more efficient and environmentally friendly. Keeping that in mind, the Group has followed monitoring and goals set for ISO 14001 as well as an additional CO2 reduction plan, where we continuously look for and test new and innovative solutions. The foundation of all our plans is a good and structured monitoring system, which observes the environmental performance of the whole fleet.



## Fuel and CO2 per passenger

— CO2 ton per Pax  
— Fuel ton per Pax

The fuel used per passenger has been reduced significantly since 2009, by a total of 35%. CO2 emissions per passenger in the same period have dropped by 43%. Reduction of CO2 per passenger of our fleet compared to 2015 when the EEDI Phase I was introduced has been by 6% (IMO target for EEDI Phase I -5% by 2020 for newbuilds).

- The Ship Energy Efficiency Management Plan: The fleet of AS Tallink Grupp started designing and implementing the new Ship Energy Efficiency Management Plan (SEEMP) already back in 2012. The SEEMP is an inseparable part of our Safety Management System and it is a requirement of the MARPOL Annex VI. As from 1st of January 2013 by renewal of the Air Pollution Prevention Certificate, every ship has to have a SEEMP. It is a systematic approach of gathering information on a ship's fuel consumption. Energy Efficiency Operational Index (EEOI) is calculated taking into consideration the number of passengers, gross tonnage and different fuels used. The overall goal of the SEEMP is to reduce global carbon emissions from shipping.
- Based on the information gathered through SEEMP, the data is thoroughly analysed, which supports setting new goals to diminish the environmental and especially air-related pollution among ship operators. The SEEMPs are controlled either by the classification societies or the flag state maritime authorities (dependent on the jurisdiction of the country).
- Fuel consumption monitoring systems have already been implemented on many vessels and this project continued in 2018 to help the crew to monitor the fuel consumption and optimise it in correlation with the conditions.
- To minimise our carbon dioxide emissions, our Masters pay close attention to route planning taking into account the currents, winds and wave conditions at any given moment.
- The fleet is being optimised to select the most suitable ferries for different routes and stop operating the older ferries to minimise the negative impact on the environment.
- The schedules of routes and the rerouting of ships takes into consideration the route's specifics in order to further decrease the fuel consumption which in turn has a positive impact on the environment.
- Different cooperation projects with various scientific organisations are carried out to find new technical solutions for reducing the environmental impact of fuel consumption.



## Strategy for future investments to decrease emissions

AS Tallink Grupp has had a long cooperation with peers in technology and science to determine LNG as the environmentally-responsible choice for future fleet development. As for the newbuilds, the Group strongly believes in usage of LNG as the fuel for the future due to significantly lower environmental impact as well as strong safety aspects related to LNG. In October 2018, Tallink Grupp signed a Letter of Intent with Rauma Marine Constructions for the order of another LNG-powered vessel for Tallink Grupp for the Tallinn-Helsinki route. A contract for the order of the new vessel was signed in early 2019, with the expected vessel delivery date in early 2022.

In addition, Tallink Grupp has begun to invest in shore power equipment, starting with the ships which visit the Port of Stockholm.

## Energy efficiency

**“Energy efficiency is an important part of the environmental strategy, involving both ships and onshore facilities like hotels.”**

For the fleet, the fuel consumption is the number one energy efficiency indicator. For the onshore facilities the focus is on optimised energy consumption in office buildings and hotels (state-of-the-art monitoring and adjusting systems of ventilation, heating, lighting and energy consumption), electronic documentation and marketing. The environmental policy of Tallink Hotels is based on the criteria of the Green Key program.

## WATER

The Group respects the water environment highly, both fresh and sea water.

**“The policy to protect water resources and pay attention to water management, including waste water management in our fleet is considered to be one of the most important ones.”**

- All fresh water supplies are taken from the official onshore facilities in our destination ports.
- The ballast water is taken and discharged as much as possible in the same area.
- Waste water is a big problem for the Baltic Sea, as discharging waste water into the sea is still officially permitted. Tallink is cooperating with its destination ports to discharge grey and black water from the ships at the harbour reception facilities.
- We see raising our customer's awareness on the topics of waste and waste water as an important part of the process to reduce the amount of waste and waste water generated onboard our ships.
- Most of the detergents used by our cleaning personnel onboard our ships are biochemicals.
- The hulls of the group's vessels are regularly cleaned by divers who, when conducting this process, do not use chemicals that are harmful to the environment.



## WASTE AND SEWAGE

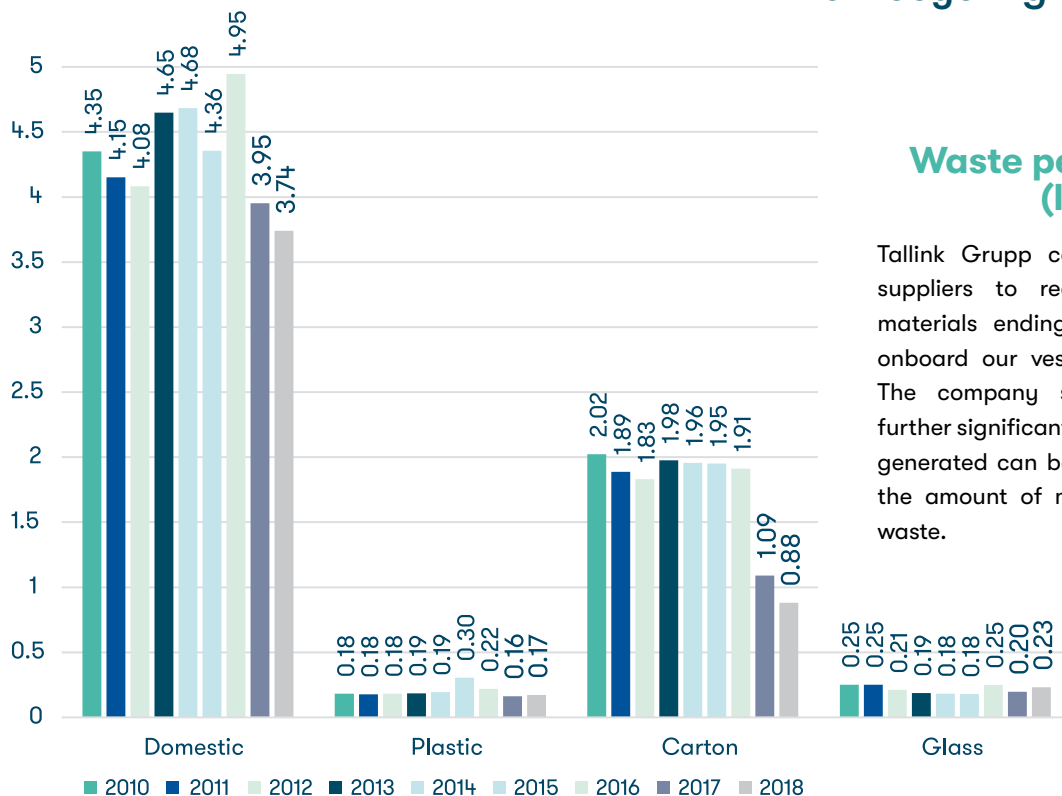
The group places great emphasis on recycling and the reduction of waste. The handling of domestic waste, which is produced onboard our ships by passengers and crew is a responsibility we take very seriously. We sort domestic waste onboard our ships as much as it is practicable, and at port all the waste is handed over to licenced waste-handling companies.

Waste water is one of our significant environmental aspect we monitor on a monthly basis. We are investigating various ways to reduce water consumption on

board and by this the generation of the waste water as well. All the fresh water is taken from shore and waste water is also discharge into shore.

Volumes of different waste categories are recorded. Relevant records are maintained. Waste quantities are recorded and monitored as the significant environmental aspects of our activities.

**“ 100% of all waste is discharged onshore to the licenced waste-handling companies with the objective of recycling as much as is practicable.”**



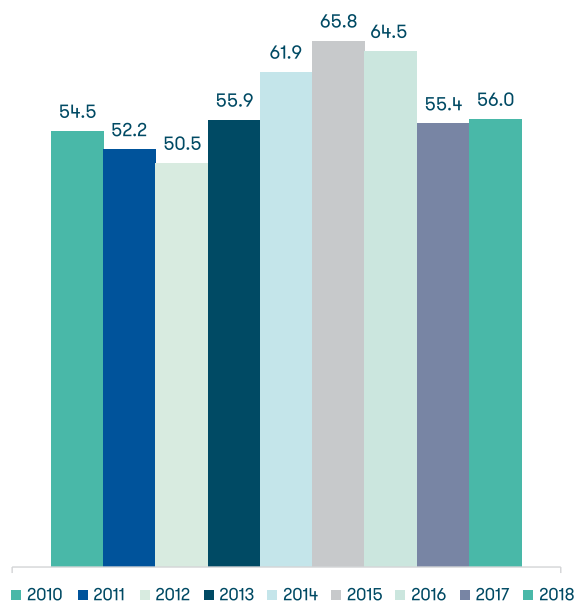
### Waste per passenger (litres)

Tallink Grupp continues to work with suppliers to reduce the amount of materials ending up in waste coming onboard our vessels in the first place. The company strongly believes that further significant reductions in the waste generated can be achieved by reducing the amount of materials ending up as waste.

### Waste handling objectives in 2018:

- Sorting waste onboard and onshore for recycling (there are opportunities for that also for passengers): carton, plastic, glass and tin cans, packaging, hazardous, organic, and domestic waste;
- Careful handling of hazardous waste (from engine-rooms, etc.);
- Using only licenced and trustworthy waste handling companies (Green Marine, RagnSells, and Sita Finland) to secure lawful disposal and maximum recycling of the waste materials.

In order to protect the biodiversity and overall health of the Baltic Sea, the Group uses only destination port reception facilities to discharge the waste water from our ships. By doing that we ensure that the waste water is adequately treated by the competent organisation, which also handles the city's general sewage system.



## Sewage per passenger per day

Since 2015 all sewage is discharged into shore reception facilities. The observed sewage reduction trend is positive despite the fact that there were no specific actions implemented to reduce the amount of sewage. We acknowledge that our voyage profile does not favour the dramatic reduction of sewage generated onboard but we continue to monitor the situation on a monthly basis and are ready to carry out improvements if necessary.

All hazardous waste onboard our ships is collected by type of waste and handed over to licenced waste handling companies. The types of hazardous waste collected and handed over include: bilge water, sludge, oily rags, fluorescent lamps, batteries, etc. The data is collected and reported monthly by individual ships to the company to monitor the amount of hazardous waste on an on-going basis. There is no annual overall data collated and available.

## BIODIVERSITY

**“As Tallink Grupp’s vessels sail on the Baltic Sea intensively and daily we need to take responsibility for the impact our activities may have on this fragile marine environment.**

Nutrient inputs, oil spills, physical impact, and other possible pollutions are the main risks our operations pose to the local environment.

The Group does not pollute the Baltic Sea as the waste water is always discharged to the port reception facilities and the ballast water is discharged in the same area where it was originally taken. Relevant measures have been taken to decrease NOx emissions.

**“We consider the impact on the biodiversity of the inhabitants of the Baltic Sea caused by our operations minimal.**

The ships are cleaned manually by divers, whereas only approved antifouling paints are used in the process. Our ships follow the speed limits in order to minimize the impact on the marine environment.

**“The Group cooperates with scientific Organisations and NGOs, e.g. WWF Finland, working to protect the biodiversity of the Baltic Sea.**

## Main environmental goals for 2019

All predefined incidents are recorded in electronic system. All of them are solved and analysed in due time according to the Company procedures. Incidents are reviewed on a regular basis in order to identify any undesired developments. No incidents resulting in fines or penalties occurred in 2018 across our fleet.

Continuous monitoring of the significant environmental aspects on a monthly basis will be continued to enable the access to relevant information which will be analysed and compared to previous periods.

MRV Regulation: Updating the ship specific MRV MP's according to Planned Maintenance System on a regular basis (once in every 4 month). Gathering and maintaining the information as required by the MRV Regulation to enable us to compose the second report in the THETHIS MRV Database in Q1 2020.

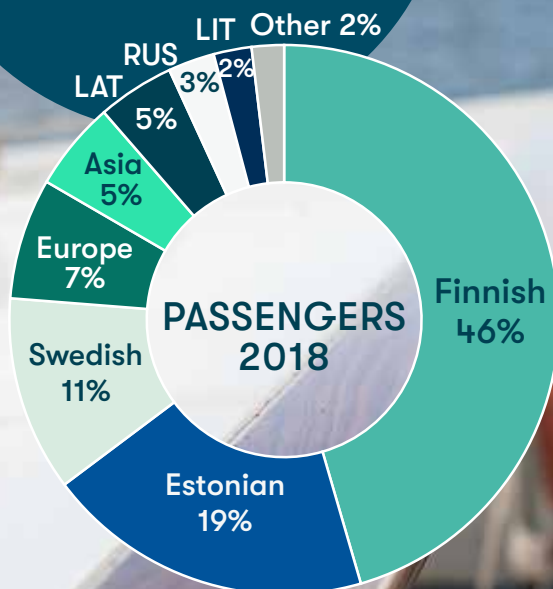
IMO DCS: the first data collection period for IMO Data Collection System. Closely related to EU MRV system.

Preparation work for IHM in order to comply with the requirements of the Regulation (EU) 1257/2013 (Hong Kong Convention for the Safe and Environmentally Sound Recycling of Ships) on Ship Recycling. Cooperation with EKUK continues and in parallel with EKUK's accreditation process the initial surveys on board Megastar and Sea Wind will be performed.

Preparations for application of Regulation (EU) 517/2014 as a next step for prohibitions for placing into market certain fluorinated GHG's (R404A, GWP 3922) on 01.01.2020. According to this accessibility to virgin R404A will be prohibited within EU. Requirement concerns also maintenance of the existing equipment containing GHG's GWP >2500. Our fleet is planning the replacement of R404A against adequate alternative (e.g. Isabelle and Star have replaced their R404A against R407F).



**9.8 MLN**  
**PASSENGERS**  
**in 2018**



## IV MARKET

### TALLINK GRUPP'S REPUTATION IN THE MARKET

According to the 2018 study on the reputation of large enterprises in Estonia, carried out by the independent market research company Kantar Emor, Tallink Grupp was placed second among the most reputable large enterprises in Estonia. The group first made it into the top 10 list of the most reputable companies in Estonia in 2015 when it was in the 10th position and has been gradually climbing towards the top of the list since then, being placed 6th in 2017.

Tallink Grupp strongly believes that quality, but service quality particularly, is a competitive advantage.

**“ Training the staff, educating the managers and monitoring business activities onboard and onshore was constantly in focus.**

The accessible customer satisfaction feedback clearly presents that the quality of service is connected not only to the higher loyalty of our customers, but also willingness to recommend Tallink Group and its different brands to one's friends and relatives. Our studies show that higher customer satisfaction is clearly related to higher onboard spending.

## Mystery shopping

Mystery Shopping is a method to measure quality of service and compliance with company regulations. In 2018 a total of 330 mystery shopping audits was conducted on board the passenger fleet (30 appraisals on every vessel). Every audit is carefully checking out a number of details of the customer service onboard as well as offshore check-in procedures. Two major requirements are describing Tallink Group's customer service goals: greeting /noticing the customer and staff being proactive. Based on the mystery shopping audits there were three midterm quality lineups created. Mystery shopping results were discussed and analysed, those service units who did score low were encouraged to set up action plans in order to fix shortcomings. Overall, according to the Mystery Shopping audits, the three best vessels were Silja Serenade, Isabelle and Silja Symphony.

## NPS

Net Promoter Score (NPS) is a management tool used to measure the loyalty of company's customer relationships. The score is based on just one question: How likely is it that you would recommend Tallink to a friend or colleague? The higher the score, the better. For the Tallink Group in general the NPS score in 2018 stayed at the same 34-point level as it was the year before. When higher than the year before in the winter, spring and fall, the score was marginally lower during the high season.

## Internal service monitoring and advising

Customers are important stakeholders in our business. Our service fundamentals are about taking a service and making it meeting the customer's needs for that service. There are service standards for all service encounters and areas, following these standards is a required practice. Our service staff has generally been friendly, respectful and proactive, in 80 % of cases passengers have given our service either very good or excellent feedback. During the 2018, the Service Quality Team conducted 31 hands-on workshops regarding the Service Card, reaching 702 participants. To explain and train the existing service standards 12 instructional sessions were organised onboard or in the Pirita Training Centre. Service advisors issued a total of 64 internal service summaries, all were subject to discussion and analysing with vessels' service management.

## Club One membership

Club One is the Group's customer loyalty programme, which aims to reward frequent travellers with different benefits and discounts. Club One members accrue bonus points when travelling with the group's vessels, making purchases onboard or staying at one of Tallink Grupp's hotels. The points can then be used to get discounts on tickets, accommodation or purchases. The membership programme has three levels (Gold, Silver and Bronze), each offering different benefits and discounts as you move up the membership programme.

At the end of 2018, the programme had 2.4 million members (2.3 million in 2017).

## Experiences for everyone

Tallink Grupp's aim is to provide memorable experiences for everyone, so we do all we can to enable people with disabilities to travel on our ships independently, easily and to be able to enjoy the journey. Assistance to people with reduced mobility, with hearing and visual impairments, temporary physical disabilities or in need of special assistance are looked after by the ports in terminal buildings and by our crew members onboard our vessels. We are happy to provide this service and offer this free of charge. We also have specific cabins onboard our vessels for people with disabilities and allergies, offering a more comfortable and safe journey for those passengers needing special attention.

## SUPPLIERS

In Tallink Group the supply chain is mostly related to our hotels, duty-free shops and other services on board. The major goal for our supply chain is to ensure availability of the right selection and levels of goods at any given time.

The supply chain of the Group has been centralised to the Headquarters and parent company AS Tallink Grupp in order to optimise the costs, our environmental impact and to enable a unified approach supporting the equally high quality of products and services consumed by the Group and our customers.



The supply chain of AS Tallink Grupp has to meet the demand of the fleet of 14 vessels, 5 hotels and 6 main offices of the Group. The fleet transports nearly 10 million passengers annually and the revenue of onboard services and product sales is more than 50 percent of the Group's total revenue. This means that the demand for swift and flexible delivery is very high. Tallink Logistics Centre, which operates in Maardu, Estonia, ensures a unified delivery process and efficient central operations.

Tallink Grupp prefers to work with internationally certified and approved suppliers. Where possible, the Group also prefers to use local services and products, which have also been certified.

In the selection of suppliers for products for all entities, the proportion of local suppliers ranges from 5–97%, depending on the category, whereas the largest product sections have a higher proportion of local suppliers. In terms of technical suppliers, 90% are of local origin, of which 40% are from Estonia. From the suppliers of services, 97% are local service providers, out of which 80% are Estonian organisations.

The Group's Supplier Code of Conduct reflects our core values and sets out the minimum requirements which Tallink Grupp, its subsidiaries, associated companies and affiliates expect its suppliers and their sub-suppliers to adhere to when doing business with the Group. All suppliers of the Group are made aware of the requirements before contracts are signed with them. The Group monitors compliance with the Supplier Code by its suppliers, and any violations may jeopardise the supplier's business relationship with the Group. In 2017, the suppliers and the Group's internal entities did not encounter any significant negative impacts for labour practices or environmental impacts in the supply chain.

## Selection of products

The selection of products is based on customer preferences. The Group recognises that there is a trend in the society whereby consumer behaviour is increasingly influenced by healthy options. Tallink monitors trends and considers these patterns in designing its selection of products.

For example, since there is a trend for healthier food and beverage products, the Group has reduced the selection of energy drinks onboard and increased the offering of non-alcoholic drinks. With an increased

need for vegetarian and vegan choices, the Group is also continuously looking to offer products that meet this need. With the increase of Asian passengers onboard our vessels in recent years, the Group, for example, also looks to offer products that meet the needs of this different customer group.

Tallink ensures it does not sell any banned products. For example as eels are on the Red List of Threatened Species, they won't be found on any of our menus. Also, if the local authorities of a destination port have prohibited the sale of a certain type of product (e.g wild boar meat due to Swine Flu cases in recent years), these will not be sold onboard Tallink ships.

The Supplier Code, cooperation with Consumer Protection Boards and the thorough work of the Group's departments responsible for our supply chain, have ensured, that during 2017, no sale of banned or disputed products was detected onboard Group operated vessels or in the Group's hotels.

There are no incidents to report related to the non-compliance with regulations and voluntary codes concerning health and safety impact of products and services in 2018.

In June 2018 Tallink Grupp appointed a new Group Purchasing Director. The Purchasing Director reports directly to the CEO of Tallink Grupp and is responsible for developing, implementing, monitoring and updating the purchasing policy and procedures for Tallink Grupp and its subsidiaries; for standardising the objectives of the Group's purchasing activities and ensuring adherence to them; for drafting the company's purchasing plan and implementing it; for ensuring that Group companies follow the purchasing processes according to the company's purchasing rules; for leading the purchasing process in accordance with the Group's policies and internal regulations.

In October 2018 a new procurement policy and procurement procedure entered into force across the group. The procurement policy sets the general framework for the purchase of goods and services within Tallink Grupp. It includes the principles and etiquette of our procurement operations for those involved in procurement procedures. The new procurement procedure is more detailed and provides specific guidelines and rules for employees on how to carry out different procurement activities.

With the procurement procedure, we agree upon rules and principles relating to procurement. Our ambition

is to become the most attractive procurer in the Baltic Sea region with everyone wanting to take part in our tenders and all our tenders having many bidders, strong pricing competition and strong cooperation partners. This will only become reality if we are known as a quality procurer and if we are trusted.

## COMPLIANCE, ETHICS AND TRANSPARENCY

Compliance with the laws as well as ethical business management are the cornerstones of the Group's everyday operations and long-term perspectives to maintain the trust of all stakeholders and to be sustainable in the business in general.

The Group has a professional team of inhouse lawyers and cooperates with several respected law firms to secure compliance with the laws. The internal audit and internal control departments are responsible for carrying out regular audits and reporting the results to the Management Board. Additionally, external bodies, governmental institutions and authorities audit and monitor the Group's activities on a regular basis. Being a company listed on the Stock Exchange since 2005, also the financial management of the Group is monitored and inspected carefully by the financial authorities.

In 2018, no significant fines were addressed towards AS Tallink Grupp due to non-compliance with laws and regulations. In addition to that, no non-monetary sanctions were made, as the Group was able to solve any non-compliances in time with the given deadlines by the authorities.

The Supervisory Board of Tallink Grupp adopted a new anti-corruption policy for the Group in November 2017, which entered into force in 2018.

There were no confirmed incidents of corruption in 2018.

### Transparency

The Company follows the CGR in its information disclosure procedures and treats all shareholders equally. All the released information is published in Estonian and in English on the websites of the Company and the Tallinn Stock Exchange as well as through the OAM system managed by the EFSA.

The auditors have fulfilled their contractual obligations and have audited the Group in accordance with International Standards on Auditing. The consolidated financial statements for the 2018 financial year were audited by KPMG Baltics OÜ.

### Political contributions

The Group did not financially support any politician or political party in 2018.

### Economic performance and impact

Tallink continues to perform well as a business and pay taxes, which benefit the local economies and thus support local communities. As a significant employer in Estonia, Finland, Sweden and Latvia, Tallink Grupp plays a key role in providing jobs in the markets it operates in.

### Fair marketing communications

There were no incidents of non-compliance concerning the group's marketing communications in 2018 in any of the markets we operate in.

### Customer privacy

Customer satisfaction is one of the highest priorities for Tallink Grupp and we take protecting our customers' and employees' privacy very seriously. Since 25th of May 2018, the European General Data Protection Regulation (GDPR) came into application, which applies to our activities related to services that we offer to our customers. The GDPR has created a range of new compliance obligations, which have caused us to change some of our business practices. In order to protect our customers' and employees' privacy on a highest level, we have added a highly qualified Data Protection Officer to our team.

Despite our best efforts, there were occasions when unauthorised parties gained access to our customers' information. In partnership with the Group Data Protection Officer we provided consistent oversight, investigation, guidance and reporting of privacy incidents. In the year 2018, there were 3 registered data breaches where small amount of fewer than 2000 customers' data was exposed to unauthorised parties.



# V COMMUNITY

## COMMUNITY IMPACT AND CONTRIBUTION

**“ We are all members of our local communities and as a successful business, Tallink Grupp realises that it has a moral duty to work with and support the communities it operates in.**

The Group proactively seeks projects and opportunities to support, the aims of which align with the company's own business objectives, values and goals. Aligning our community activities with our business goals and values, enables us to bring both our employees and customers along with us on the journey of community engagement and is thus more beneficial for everyone.

The Group's Supervisory Board makes a decision regarding the key sponsorship focus areas for support for the Group once a year. In 2018 the sponsorship and support focus areas were: sport (tennis, ice hockey and golf), culture and maritime education.

This, however, does not mean that the Group's community activities are limited to only the above areas. The Group additionally supports a number of charities and community activities both on a long-term as well as on an ad hoc basis. Some of the support decisions are made by the Group's Management Board, other, smaller activities, on a local level in each of the countries in which we operate.

## MARITIME SAFETY AND EDUCATION

In 2018 Tallink Grupp continued to offer support to the Estonian Volunteer Rescue Association, which unites all the volunteers engaged in land and maritime rescue activities. In late 2017 Tallink Grupp signed a 3-year agreement with the association for the period 2018-2020. During the 3-year period Tallink will provide the association with an annual donation of 33 000 EUR and, in addition, carry out joint training exercises and donate equipment to the volunteer association. The donation is aimed at helping the voluntary organisation achieve their strategic aims and meet the growing need for their services.

AS Tallink Grupp also has a cooperation agreement in place with the Estonian Maritime Academy to enhance the maritime education and promote maritime roles in the industry. The inhouse experts of AS Tallink Grupp regularly participate in the training programmes of the Academy, sharing their experience and giving guidelines to future employees of the sector.

**“Tallink Grupp regularly provides work shadowing and practical work experience opportunities to both Academy students as well as secondary school students to promote maritime professions among the youth.**



## SPORTS

### Supporting tennis

Tallink Grupp has been the main supporter of tennis in Estonia for nearly 15 years.

**“The Group sponsors individual top national players – both in Estonia and in Finland - and additionally also the Estonian youth tennis team.**

The Group supports the national sports federation annually and contributes also by participating in governing the organisation. Mr Enn Pant, the Chairman of the Supervisory Board of AS Tallink Grupp is also the President of the Estonian Tennis Federation. Mr Peter Roose, Managing Director of TLG Hotels, also belongs to the Management Board of the Estonian Tennis Federation.

### Tallinn Marathon and Tallink May Run

**“Tallink Grupp is also a long-term supporter and one of the main sponsors of two of the main national running events in Estonia – Tallinn Marathon taking place annually in September and the women’s Tallink May Run, taking place annually in May.**

Both running events are popular sporting events, attracting both professional athletes and amateur runners from Estonia and wider afield. In 2017 Tallink



Grupp signed the contract to become the headline sponsor of the May Run, so in 2018 the race was held for the first time as Tallink May Run.

## CHILDREN AND YOUTH

**“Tallink Grupp has a long history of supporting charities and individual projects that focus on educating children and young people or helping those in need, especially concerning health matters.**

Families and children are an important customer segment for the Group, so working with organisations that support children and families is very important to the Group.

For a number of years already, Tallink Grupp has supported the joint integration programme of a number of Estonian governmental organisations entitled “Minu Riik” (My State), aiming to provide Russian children with an insight into the Estonian state, institutions and business. Today in its 16th year, the programme has hosted study visits for over 100 000 Russian secondary school students to the Estonian Parliament, Government, several other organisations and businesses, and Tallink ferries. Tallink has participated in the programme to give the children an overview of one of Estonia’s largest companies and also to introduce maritime professions to children. In 2018, 1-2 study visits per month were organised onboard Tallink Grupp vessels for the children.

In 2018, a number of children’s and youth charities and projects was supported by the Group with a focus on giving children and young people opportunities to develop their skills and get involved in innovation; providing children with important life skills, such as swimming; and helping children and families in need.

Tallink Grupp additionally supports a number of organisations and events every year by providing free

maritime transport to events and tickets as prizes, where possible.

## COOPERATION WITH ORGANISATIONS

### Long-term membership in Ship Owners' Associations

AS Tallink Grupp and/or its local subsidiaries are active members of the Estonian, Finnish, Swedish and European Ship Owners’ Associations in order to promote the maritime industry as a large employer, enhancer of economic and technical development and tourism and a responsible citizen in terms of environmental protection and sustainable operations.

**“In the European Shipowners' Association, AS Tallink Grupp is also participating in specific committees of the organisation (environmental, maritime employment, etc.), to provide regional insight for the governing bodies of the European Union.**

### Membership in local Trade Associations

In the Group’s main home markets – Estonia, Finland, Sweden and Latvia – the Group belongs to different Trade Associations to build and develop our business network and identify opportunities between those countries, businesses and NGOs. The Group also values sharing the experiences we have gained throughout decades of being the market leader in our sector to support smaller or new enterprises.

### Memberships related to employment

As one of the largest employers of the maritime industry in the region, the company also belongs to a number of local employers’ associations in order to follow the trends, exchange the know-how and experiences to further improve the working environment, following at the same time the interests of all stakeholders and maintaining the economic balance.



## Tallink Silja OY continues to support Finnish children's hospitals

Tallink Silja Oy donated 55,000€ in 2018 to Turku University Hospital for the acquisition of videoscope equipment. The equipment will be utilised in various procedures done to children, such as in endoscopic surgeries and in the endoscopy of respiratory and intestinal tracts. More than 300 of these kinds of surgeries are made annually.

During the past two years, Tallink Silja has donated over 100,000€ in total to TYKS children's surgery. The previous donation was done in 2017. The sum was used to acquire a scoliosis surgery platform.

Tallink Silja has now been cooperating with the Association of Friends of the University Children's Hospitals for seven years. Last year's sum was donated to the paediatric clinic of Tampere University Hospital for purchasing an urodynamic device. In previous

years, Tallink Silja collected funds for the acquisition of an O-arm device for HUS Children's Hospital. During the past seven years, Tallink Silja has collected nearly 400,000€ through the Association of Friends of the University Children's Hospital for the equipment purchases of paediatric and adolescent surgery units.

## Over 1 000 blood donations completed on Baltic Queen

In October 2018 a traditional blood donation day was held onboard Baltic Queen. 61 colleagues took part in the event and the honourable mark of 1 000 blood donations was broken.

The tradition of blood donations day started on Baltic Queen in 2010. Each donor has given 450 ml of blood and in total, more than 450 litres of blood have been collected on the sea, which has helped hundreds of lives in Estonia.





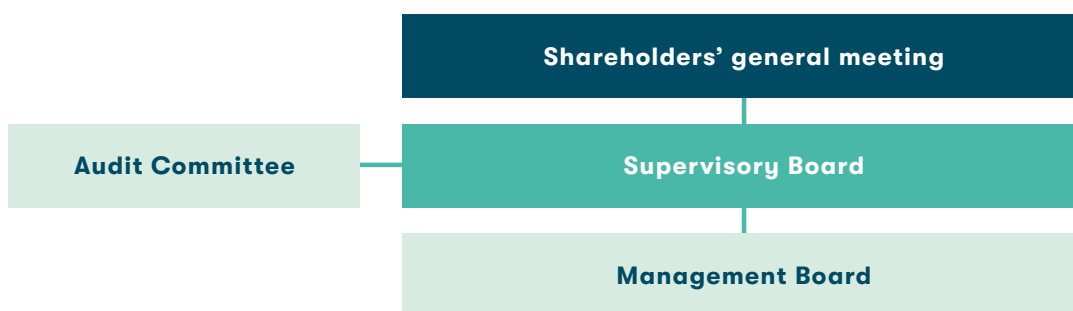
# **SECTION III: GOVERNANCE REPORT**

# CORPORATE GOVERNANCE REPORT

This report is made in accordance with the Estonian Accounting Act and gives an overview of the governance of Tallink Grupp AS and its compliance with the requirements of the Corporate Governance Recommendations (CGR) of the NASDAQ OMX Tallinn Stock Exchange. The Group follows most of the articles of the CGR except where indicated otherwise in this report.

## ORGANISATION AND ADMINISTRATION

Pursuant to the Estonian Commercial Code and the articles of association of Tallink Grupp AS (the Company), the right of decision and the administration of the Company are divided between the shareholders represented by the shareholders' general meeting, the Supervisory Board and the Management Board. The following diagram represents the governance structure of the Group:



## SHAREHOLDERS' GENERAL MEETING

The Company's highest governing body is the shareholders' general meeting. The primary duties of the general meeting are to approve the annual report and the distribution of dividends, elect and remove members of the Supervisory Board, elect auditors, pass resolutions on any increase or decrease in share capital, change the articles of association and resolve other issues, which are the responsibility of the general meeting by law. According to the law, the articles of association can be amended only by the shareholders' general meeting. In such a case it is required that 2/3 of the participating votes are for it.

Every shareholder or his/her proxy with a relevant written power of attorney may attend the general meeting, discuss the items on the agenda, ask questions, make proposals and vote.

The Group publishes a notice of an annual general meeting and an extraordinary general meeting at least three weeks in advance in a national daily newspaper, in the stock exchange information system and on the Company's website at [www.tallink.com](http://www.tallink.com). The notice includes information on where the meeting will be held.

The agenda of the meeting, the Board's proposals, draft resolutions, comments and other relevant materials are made available to the shareholders before the general meeting on the Company's website and in the stock exchange information system. The shareholders may ask questions before the general meeting by sending an email to [info@tallink.ee](mailto:info@tallink.ee).

The Company has not made it possible to observe and attend general meetings through electronic channels as there has not been any interest in it (CGR 1.3.3).

In the reporting period Tallink Grupp AS held the annual general meeting on 12 June 2018. The meeting was attended by the Management Board members Janek Stalmeister, Andres Hunt and Lembit Kitter. The Supervisory Board members present were Mr. Enn Pant, Mr. Toivo Ninnas, Mr. Kustaa Äimä, Mr. Ain Hanschmidt, Mr. Colin Douglas Clark, Ms. Eve Pant and Mr. Kalev Järvelill. The meeting was also attended by the Company's auditor. The chairman of the meeting was Mr. Raino Paron. The meeting was held in Estonian. The attending shareholders represented 539 237 450 votes, i.e. 80.5% of all votes. The resolutions adopted were: approval of the annual report, distribution of profits, extension of the term of office of a member of the Supervisory Board and appointment of an auditor.

## THE SUPERVISORY BOARD

The Supervisory Board consists of five to seven members. Members of the Supervisory Board are elected for periods of three years at a time. The Supervisory Board elects one of its members as chairman. For electing a member to the Supervisory Board, his or her written consent is needed. The general meeting of the shareholders may remove any member of the Supervisory Board without a reason. Such a decision requires 2/3 of the votes represented at the general meeting. A member of the Supervisory Board may resign without a reason by informing the general meeting of the shareholders about the resignation.

The Supervisory Board is responsible for supervising management of the Company and organisation of its operations. The Supervisory Board determines the principles for the Company's strategy, organisation, annual operating plans and budgets, financing and accounting. The Supervisory Board elects the members of the Management Board and determines their salaries and benefits.

At present, the Supervisory Board has seven members: Mr. Enn Pant – Chairman, Mr. Toivo Ninnas, Ms. Eve Pant, Mr. Ain Hanschmidt, Mr. Lauri Kustaa Äimä, Mr. Colin Douglas Clark and Mr. Kalev Järvelill. The members of the Supervisory Board have the knowledge and experience necessary to fulfil their duties following the Corporate Governance Recommendations and legislation.

The meetings of the Supervisory Board are held according to need, but at least once in every three months. The Supervisory Board convened seven times during the 2018 financial year and one decision was made in writing without convening. The Company's operations, development, strategies, targets and budget were discussed. Seven resolutions were adopted in writing without convening a meeting.

The members of the Supervisory Board avoid conflicts of interest and observe the prohibition on competition. The Supervisory Board and the Management Board work closely in the best interests of the Company and its shareholders, acting in accordance with the articles of association. Confidentiality rules are followed on exchanging information.

The remuneration of the Supervisory Board was decided at the Shareholders' General Meeting on 7 June 2012. Accordingly, the remuneration of the chairman is EUR 2 500 per month and the remuneration of other members of the Supervisory Board is EUR 2 000 per month.



**The direct shareholdings of the members of the Supervisory Board at the end of 2018 were as follows:**

NAME	SHARES
Enn Pant	3 951 913
Toivo Ninnas	119 200
Eve Pant	603 500
Ain Hanschmidt	1 800 000
Lauri Kustaa Äimä	237 000
Colin Douglas Clark	0
Kalev Järvelill	0

**The expiry dates of the terms of office of the Supervisory Board members are as follows:**

NAME	EXPIRATION OF TERM
Enn Pant	13 June 2020
Toivo Ninnas	17 September 2019
Eve Pant	17 September 2019
Ain Hanschmidt	17 September 2019
Lauri Kustaa Äimä	17 September 2019
Colin Douglas Clark	17 September 2019
Kalev Järvelill	12 June 2021

## THE MANAGEMENT BOARD

The Management Board must adhere to the decisions of the general meeting of the shareholders and lawful orders of the Supervisory Board. The Management Board ensures, with its best efforts, that the Company complies with the law and that the Company's internal audit and risk management functions operate effectively.

The Management Board consists of three to seven members. The members and the chairman of the Management Board are elected by the Supervisory Board for periods of three years at a time. For electing a member to the Management Board his or her written consent is needed. The chairman of the Management Board may propose that the Supervisory Board also appoints a vice chairman of the Management Board, who fulfils the chairman's duties in the absence of the chairman. Every member of the Management Board may represent the Company alone in any legal and business matter. According to the law the Supervisory Board may recall any member of the Management Board without a reason. A member of the Management Board may resign without a reason by informing the Supervisory Board about the resignation.

At present, the Management Board has five members. Mr. Paavo Nõgene, Chairman, is responsible for leading the Board and general and strategic management of the Group, additionally he is responsible for daily operations, internal audit, data protection and hotel operations. Mr. Lembit Kitter is responsible for the Group's finance, restaurant & bar operations, customer service, and internal control. Mrs. Kadri Land

is responsible for areas such as cargo operations, technical management, safety and security, human resources and regional offices. Mr. Harri Hanschmidt is responsible for IT, operational and business development, investor relations, EU funds and new strategic projects. Mrs. Piret Mürk-Dubout is responsible for Group's sales & marketing, retail operations, on-board services and corporate social responsibility.

On 31 December 2018, the Management Board consisted of four members: Mr. Paavo Nõgene, the Chairman of the Management Board, Mr. Andres Hunt, Mr. Janek Stalmeister, and Mr. Lembit Kitter. In February 2019, Mr. Janek Stalmeister was recalled from the Management Board following his resignation. The mandate of Mr. Janek Stalmeister ended on 2 February 2019. In the same month, Mr. Andres Hunt was recalled from the Management Board following his resignation. The mandate of Mr. Andres Hunt ended on 26 February 2019.

The Supervisory Board has concluded service agreements with the members of the Management Board. In 2018 the remuneration of the members of the Group's Management Board was EUR 1.1 million in total.

The remuneration of the Management Board is determined by the Supervisory Board according to the CGR. The Supervisory Board has adopted the principles of remuneration of the management of Tallink Grupp AS. According to the document, besides work benefits, termination benefits and a share option programme, the members of the Management Board are eligible to annual bonuses of up to six-months' remuneration that are paid when the Group earns a profit and when they meet their individual performance

criteria. On 20 November 2018, the Supervisory Board adopted renewed principles of remuneration of the management of Tallink Grupp AS. According to the renewed document, besides work benefits, termination benefits and a share option programme, the members of the Management Board are eligible to annual bonuses of up to 12-months' remuneration depending on the size of dividends. The remuneration is paid when the Group earns a profit and when the Shareholders' General Meeting decides to pay dividends from the profit of the previous financial year. The pay and

benefits of individual Board members are not disclosed as the Group believes that such detailed information is insignificant for investors and is outweighed by the possible harm and discomfort to the members of the Management Board from the disclosure of sensitive personal information. The Company does not want to disclose such information to its competitors (CGR 2.2.7).

Members of the Management Board avoid conflicts of interest and observe the prohibition on competition.

**The direct shareholdings of the members of the Management Board at the end of the 2018 financial year were as follows:**

NAME	SHARES
Paavo Nõgene	0
Lembit Kitter	0
Kadri Land	74 792
Harri Hanschmidt	12 648
Piret Mürk-Dubout	0

## AUTHORITY OF THE MEMBERS OF THE MANAGEMENT BOARD TO ISSUE AND ACQUIRE SHARES

According to the resolution of the general meeting of 9 June 2015, the Company was granted the right to acquire its own shares subject to the following conditions:

- 1) The Company is entitled to acquire own shares within five years as from the adoption of the resolution.
- 2) The total notional value of the shares owned by the Company may not exceed 10% of share capital.
- 3) The price payable for one share may not be more than the highest price paid on the Nasdaq Tallinn Stock Exchange for a share of Tallink Grupp AS at the day when the share is acquired.
- 4) Own shares will be paid for from assets exceeding share capital, mandatory legal reserve and share premium.

The Management Board does not have the right to issue the Company's shares.

## DISCLOSURE OF INFORMATION

The Company follows the CGR in its information disclosure procedures and treats all shareholders equally. All the released information is published in Estonian and in English on the websites of the Company, the Nasdaq Tallinn Stock Exchange and the Nasdaq Helsinki Stock Exchange as well as through the OAM system managed by the Estonian Financial Supervision Authority.

Meetings with investors are arranged on an ad hoc basis as and when requested by the investors. The information shared at the meetings is limited to data already disclosed. The Company has published the times and locations of significant meetings with investors. The presentations made to investors are available on the Company's website. However, the Group does not meet the recommendation to publish the time and location of each individual meeting with investors and to allow all shareholders to participate in these events as it would be impractical and technically difficult to arrange (CGR 5.6).

## FINANCIAL REPORTING AND AUDITING

Preparation of financial reports and statements is the responsibility of the Company's Management Board. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and relevant Estonian regulations. The Company issues quarterly unaudited interim financial reports and the audited annual report.

The Company's annual report is audited and then approved by the Supervisory Board. The annual report together with the written report of the Supervisory Board is sent for final approval to the shareholders' general meeting.

The notice of the shareholders' general meeting includes information on the auditor candidate. The Company observes the auditors' rotation requirement.

To the knowledge of the Company, the auditors have fulfilled their contractual obligations and have audited the Company in accordance with International Standards on Auditing.

For better risk management and control, the Company has established an Audit Committee and an Internal Audit Department. The Internal Audit Department takes part in the process of preparing the annual report. Internal audits are conducted to check that the information presented in the annual report is reliable.

The consolidated financial statements for 2018 were audited by KPMG Baltics OÜ. In addition to audit

services, in 2018 KPMG Baltics OÜ provided to the Group with a limited assurance engagement in respect of the packaging report, tax advice and advisory services regarding financial vendor due diligence and the Nasdaq Helsinki Stock Exchange listing prospectus summary documentation, and other matters that are permissible in accordance with the Auditors Activities Act of the Republic of Estonia.

The tender for audit services was carried out in 2017 and a request for proposals was sent to four largest audit firms in Estonia. The main evaluation criteria were as follows:

- Time and location of the audit
- International network and competency in the economic sector
- Audit contract and payment terms
- Audited entities

Based on these criteria, the received proposals were evaluated. As a result of the evaluation process, the audit contract was signed with KPMG Baltics OÜ.

The audit fee and the auditor's responsibilities are fixed in an agreement which is concluded by the Management Board. According to the agreement, the fee to be paid to the auditor is not subject to disclosure and is treated as confidential. In the notice of the annual general meeting, the Group publishes the information required by the Commercial Code that does not include the auditor's fee. During 2018, the auditor provided the Group with tax advice and some other advisory services that are permissible in accordance with the Auditors Activities Act of the Republic of Estonia.

## AUDIT COMMITTEE

The Audit Committee is responsible for monitoring and analysing the processing of financial information, the effectiveness of risk management and internal control, the process of auditing annual and consolidated accounts, and the independence of the audit firm and the auditor representing the audit firm on the basis of the law. The Audit Committee is responsible for making recommendations and proposals to the Supervisory Board.

**At present, the Audit Committee has four members:**

Mr. Meelis Asi as Chairman of the Audit Committee, Mr. Ain Hanschmidt, Ms. Mare Puusaag and Mr. Luke Staniczek.

## SUBSTANTIAL SHAREHOLDERS

SHAREHOLDER	NUMBER OF SHARES	% OF SHARE CAPITAL
Infortar AS	261 311 973	39.01%
Baltic Cruises Holding L.P.	107 843 230	16.10%
Baltic Cruises Investment L.P.	36 931 732	5.51%

Related party transactions are disclosed in the notes to the financial statements.

## SHARES AND SHAREHOLDERS

At 31 December 2018 Tallink Grupp AS had a total of 669 882 040 (31 December 2017: 669 882 040) shares issued and fully paid.

The shares of Tallink Grupp AS (ISIN: EE3100004466) are registered with Nasdaq CSD Estonian branch and traded on the Nasdaq Tallinn Stock Exchange under the ticker symbol TAL1T (REUTERS: TAL1T.TL, BLOOMBERG: TAL1T ET). Starting from 3 December 2018, the shares of Tallink Grupp AS are also listed as Finnish Depository Receipts (FDRs) on the Nasdaq Helsinki Stock Exchange, where the FDRs are traded under the ticker symbol TALLINK (ISIN code FI4000349378). Both the shares and The FDRs carry one vote each.

All the shares are of the same kind and each share carries one vote at the shareholders' general meeting. No preference shares or shares with special rights have been issued. According to the articles of association of Tallink Grupp AS, shares can be freely transferred. No authorisation needs to be obtained in order to buy or sell Tallink Grupp AS shares.

Tallink Grupp AS shares have no nominal value and the notional value of each share is EUR 0.54.

On 9 June 2015, the annual general meeting of Tallink Grupp AS approved the terms of a share option programme that allowed issuing options for up to 20 million shares. At 31 December 2018 no options had been granted under the 2015 share option programme.

According to the resolution of the general meeting of 9 June 2015, the Company was granted the right to acquire its own shares subject to the following conditions:

1) The Company is entitled to acquire own shares within five years as from the adoption of the resolution.

2) The total notional value of the shares owned by the Company may not exceed 10% of share capital.

3) The price payable for one share may not be more than the highest price paid on the Nasdaq Tallinn Stock Exchange for a share of Tallink Grupp AS at the day when the share is acquired.

4) Own shares will be paid for from assets exceeding share capital, mandatory legal reserve and share premium.

In conformity with the share buy-back conditions, approved by the Company's annual general meeting on 9 June 2015, from 2 November 2018 to 29 November 2018 the Company acquired 493 800 own shares and converted these shares into FDRs. 217 500 of the repurchased shares were used as part of a FDR reward program for a selected group of employees of Tallink Silja Oy and Tallink Silja AB. The Company's Management Board approved the FDR reward program on 1 November 2018. The remaining 276 300 repurchased shares were sold to liquidity providers to ensure their readiness to support, upon necessity, the liquidity of the FDRs on Nasdaq Helsinki. At 31 December 2018, the Company held 16 500 treasury shares, which have been sold after the reporting period.

The Supervisory Board is authorised to increase share capital by EUR 25 000 000 to up to EUR 386 736 302 within three years after 1 January 2017. The Management Board of Tallink Grupp AS has not been granted the right to issue new shares.

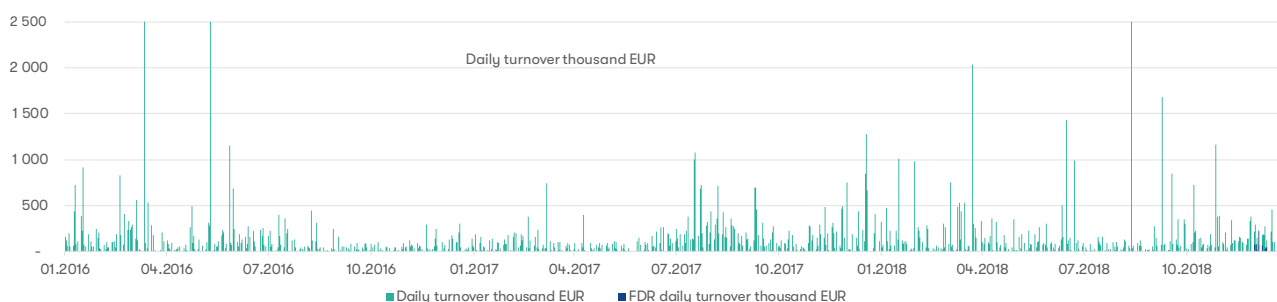


## TRADING

During 2018, 39 903 048 Tallink Grupp AS shares were traded on the Nasdaq Tallinn Stock Exchange. The highest daily average share price on the Nasdaq Tallinn Stock Exchange was EUR 1.26 and the lowest daily average share price was EUR 0.97. The average daily turnover of Tallink Grupp AS shares on the Nasdaq Tallinn Stock Exchange was EUR 171.5 thousand.

In 2018, 610 385 Tallink Grupp AS FDRs were traded on the Nasdaq Helsinki Stock Exchange. The highest daily average price was EUR 1.12 and the lowest daily average price was EUR 1.022. The average daily turnover of Tallink Grupp AS FDRs on the Nasdaq Helsinki Stock Exchange was EUR 40.9 thousand.

The following charts give an overview of the performance of the share price, FDR price, turnover developments and the Baltic market index from 1 January 2018 to 31 December 2018. Tallink Grupp AS's market capitalisation at the end of 2018 was EUR 679.93 million.



**The following table presents the share price, the FRD price and distributions to shareholders in 2018:**

<b>INSTRUMENT</b>	<b>OPEN</b>	<b>CLOSE</b>	<b>AVERAGE DAILY CLOSE</b>	<b>PAYOUT</b>
TAL1T	1.25	1.015	1.09	0.03
TALLINK FDR	1.14	1.04	1.06	-

\* TAL1T figures are presented for the period from 1 January 2018 to 31 December 2018. TALLINK FDR figures are presented for the period from 3 December 2018 to 31 December 2018.

**The table below presents the breakdown of share capital by size of share ownership as at 31 December 2018:**

<b>OWNERSHIP SIZE</b>	<b>SHAREHOLDERS</b>	<b>% OF SHAREHOLDERS</b>	<b>NUMBER OF SHARES</b>	<b>% OF SHARE CAPITAL</b>
1 - 99	769	6.9%	28 515	0.0%
100 - 999	3 445	30.9%	1 564 590	0.2%
1 000 - 9 999	6 013	53.9%	13 273 097	2.0%
10 000 - 99 999	782	7.0%	20 218 965	3.0%
100 000 - 999 999	93	0.8%	26 166 302	3.9%
1 000 000 - 9 999 999	36	0.3%	112 161 874	16.7%
10 000 000 +	8	0.1%	496 468 697	74.1%
<b>Total</b>	<b>11 146</b>	<b>100.0%</b>	<b>669 882 040</b>	<b>100.0%</b>

The table below presents the residency of the shareholders of the Group at 31 December 2018:

RESIDENCY	SHARE-HOLDERS	NUMBER OF SHARES	% OF SHARE CAPITAL
Estonia	10 933	347 772 440	51.9%
Cayman Islands	7	174 261 946	26.0%
Luxembourg	11	58 507 594	8.7%
Finland	66	36 414 438	5.4%
United States	14	28 245 431	4.2%
Belgium	2	4 692 629	0.7%
Lithuania	16	4 224 774	0.6%
Latvia	16	3 771 929	0.6%
United Kingdom	10	3 609 185	0.5%
Austria	4	3 152 611	0.5%
Sweden	23	2 905 173	0.4%
France	3	1 356 755	0.2%
Denmark	5	722 144	0.1%
Switzerland	3	127 125	0.0%
Russia	6	38 145	0.0%
Netherlands	4	20 500	0.0%
Singapore	1	13 909	0.0%
Ireland	3	13 333	0.0%
Germany	8	9 717	0.0%
Turkey	2	8 270	0.0%
Hong Kong	1	3 572	0.0%
China	1	2 835	0.0%
Italy	1	2 190	0.0%
Botswana	1	1 440	0.0%
Albania	1	1 288	0.0%
Malta	1	1 000	0.0%
Seychelles	1	805	0.0%
Thailand	1	762	0.0%
Canada	1	100	0.0%
Total	11 146	669 882 040	100%

As at 31 December 2018, 6.7% of the Group's shares were held by individuals. The table below presents the investors of the Group by investor type at 31 December 2018:

INVESTOR TYPE	SHAREHOLDERS	NUMBER OF SHARES	% OF SHARE CAPITAL
Principal shareholder, Infortar AS	1	261 311 973	39.0%
Institutional investors	939	363 364 994	54.2%
Private individuals	10 206	45 205 073	6.7%

The table below presents the largest shareholders of the Group at 31 December 2018:

SHAREHOLDER	NUMBER OF SHARES	% OF SHARE CAPITAL
Infortar AS	261 311 973	39.0%
Baltic Cruises Holding L.P.	107 843 230	16.1%
Baltic Cruises Investment L.P.	36 931 732	5.5%
ING Luxembourg S.A. AIF Account	24 829 806	3.7%
Other shareholders	238 965 299	35.7%
Total	669 882 040	100.0%

## SHAREHOLDERS' AGREEMENT

Major shareholders of the Group entered into a shareholders' agreement in August 2006. The agreement was amended in December 2012. The main terms of the agreement are available on the Group's website. The agreement sets forth among other terms that the parties of the agreement and each shareholder of Tallink will remain independent in their decisions and will not be restricted by the agreement or otherwise, directly or indirectly, to exercise their voting rights or any other powers available to them, in the manner which, in their own opinion, best complies with the obligations under Estonian laws, the Rules of the Nasdaq Tallinn Stock Exchange and the Nasdaq Helsinki Stock Exchange or the Corporate Governance Recommendations of the Nasdaq Tallinn Stock Exchange.

Two shareholders of Tallink Grupp AS, Baltic Cruises Holding L.P. ("BCH") and Baltic Cruises Investment L.P. ("BCI"), and another shareholder, Citigroup Venture Capital International Growth Partnership (Employee) II L.P. ("CVCI"), concluded an agreement that restricts the free transferability of Tallink Grupp AS shares as documented in the Co-Investment Agreement between BCI, BCH and CVCI dated 29 June 2017.

## TAKEOVER BIDS

The Group has not concluded any agreement with its management or employees that provides for a compensation payment in the case of a takeover bid.

## DIVIDENDS

The Group's strong expansion and growth have been achieved thanks to significant investments in recent years. The Group's policy has been to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business.

In October 2018, the Management Board of Tallink Grupp AS decided to supplement the Company's dividend policy, according to which if the economic performance enables it, dividends would be paid in the minimum amount of EUR 0.05 per share.

In June 2018 the annual general meeting decided to pay a dividend of EUR 0.03 per share from net profit for 2017. The total dividend of EUR 20.1 million (43.2% of 2017 net profit) was paid out on 5 July 2018.

To the shareholders' annual general meeting in 2019 the Management Board will propose a dividend of EUR 0.05 per share from net profit for 2018. The total proposed dividend amounts to EUR 33.5 million and equals to 83.6% of 2018 net profit. In addition, to improve the Company's capital structure the Supervisory Board of Tallink Grupp AS has proposed to the Management Board to prepare a proposal for the 2019 shareholders' annual general meeting to reduce the Company's share capital by EUR 0.07 per share.





# KEY MANAGEMENT PERSONNEL

## SUPERVISORY BOARD

### Mr Enn Pant

(born 1965)

#### Chairman of the Supervisory Board since 2015

- Chairman of the Management Board from 1996 to 2015, Chief Executive Officer
- Member of the Supervisory Board of AS Infotartar
- Chancellor of the Ministry of Finance of Estonia from 1992 to 1996
- Graduated from the Faculty of Economics, University of Tartu, Estonia, in 1990

### Mr Toivo Ninnas

(born 1940)

#### Member of the Supervisory Board since 1997

- Chairman of the Supervisory Board from 1997 to 2016
- Served at ESCO (Estonian Shipping Company) 1973 to 1997 in various positions, Director General since 1987.
- Graduated from the Far Eastern High Engineering Maritime College (FEHEMC), maritime navigation, in 1966.

### Ms Eve Pant

(born 1968)

#### Member of the Supervisory Board since 1997

- Graduated from the Tallinn School of Economics, Estonia, in 1992

### Mr Ain Hanschmidt

(born 1961)

#### Member of the Supervisory Board since 2005, also from 1997 to 2000

- Chief Executive Officer of AS Infotartar
- For years he served as Chairman of the Management Board of AS SEB Eesti Ühispank
- Graduated from the Tallinn Polytechnic Institute (Tallinn University of Technology), Estonia in 1984

## Mr Lauri Kustaa Äimä

(born 1971)

### Member of the Supervisory Board since 2002

- Managing Director of KJK Capital Oy
- Chairman of the Management Board, KJK Management SA, KJK Fund SICAV-SIF and Amber Trust II SCA
- Chairman of the Board of directors, KJK Fund II SICAV-SIF
- Vice-chairman of the Management Board, Amber Trust SCA
- Supervisory Board and Board member of several companies including AS Premia Foods, Kovinoplastika Loz d.d., AS Toode, AS Baltika, AS Riga Dzirnāvnīeks and AB Baltic Mill
- Holds a Master's degree in Economics from the University of Helsinki, Finland, 1997

## Mr Colin Douglas Clark

(born 1974)

### Member of the Supervisory Board since 2013

- Managing Director and Head of Central & Eastern Europe, Middle East and Africa for The Rohatyn Group
- Formerly a Partner of CVCI Private Equity, from 2003 to 2013 until the merger of CVCI with The Rohatyn Group in December 2013
- Director of the Supervisory Board of Prestige
- Worked from year 2000 in Citigroup Inc.'s leading emerging markets projects financing team
- Worked for Bank of Scotland in Edinburgh in various positions
- Holds a Bachelor's degree in Accountancy and Management from University of Dundee (Scotland)
- Member of the Institute of Chartered Accountants of Scotland

## Mr Kalev Järvelill

(born 1965)

### Member of the Supervisory Board since 2007

- Member of the Supervisory Board of AS Infortar
- Member of the Management Board of Tallink Grupp AS from 1998 to 2006
- General Director of the Estonian Tax Board from 1995 to 1998
- Vice Chancellor of the Ministry of Finance of Estonia from 1994 to 1995
- Graduated from the Faculty of Economics, University of Tartu, Estonia, in 1993

## MANAGEMENT BOARD



### **Mr Paavo Nõgene** (born 1980)

#### **Chairman of the Management Board since May, 2018**

- Secretary-General of the Ministry of Culture of the Republic of Estonia from 2013 to 2018
- General Manager of Vanemuine Theatre in Estonia from 2007 to 2012
- Chairman of the Supervisory Board of the Art Museum of Estonia
- Member of the Supervisory Board of Estonian Public Broadcasting
- Graduated from the University of Tartu, Estonia, in 2012 with a degree in Journalism and Communications



### **Mr Lembit Kitter** (born 1953)

#### **Member of the Management Board, since 2006**

- Worked in the banking sector in Estonia since 1992 in leading positions, including in Eesti Maapank, Tartu Maapank, Põhja-Eesti Pank and in SEB Eesti Ühispank
- Over 40 years' experience in businesses with both an Estonian and international customer-base, with responsibility for business areas ranging from finance to sales and marketing.
- Graduated from the Faculty of Economics, University of Tartu, Estonia, in 1976

**Mrs Kadri Land (born 1964)****Member of the Management Board  
since February 2019**

- Has been working in the Group since 2005 and, during that time, has held several senior positions within the organisation, including the roles of a Member of the Management Board between 2012 and 2015, and since 2016 the role of the Head of the Group's Global Operations and Logistics
- Member of the Supervisory Board of AS Tallinna Lennujaam and is the Chairwoman of the Supervisory Board of Tallink Silja AB
- Member of the Management Board of the Swedish Maritime Employers' Association and a Member of the Management Board of the Swedish Chamber of Commerce in Estonia
- Graduated from the Faculty of Chemistry and Physics, University of Tartu, Estonia, in 1987

**Mr Harri Hanschmidt (born 1982)****Member of the Management Board  
since February 2019**

- Has been working in the Group since 2009 and has held positions of Head of Investor Relations and Head of the Finance Department among other roles during that time
- Since 2015 has held the position of the Group Head of Strategic Projects
- Worked in various roles in Estonian IT sector organisations prior to joining Tallink Grupp
- Holds a Master's degree in Business Informatics from the Tallinn Technical University since 2008

**Mrs Piret Mürk-Dubout (born 1970)****Member of the Management Board  
since April 2019**

- Prior to joining the Group, worked in Tallinn Airport where she held the position of Chief Executive Officer and Chairman of the Management Board since 2016
- Worked on several senior positions in Telia Company group companies between 2010 and 2016
- Holds an Executive Master of Business Administration degree from the Estonian Business School, a diploma in Jurisprudence from the University of Tartu, and a Master's degree in Media & Communications from the University of Tartu



# THE ECONOMIC ENVIRONMENT AND RISKS

## ECONOMIC ENVIRONMENT

The Group considers Finland, Sweden, Estonia and Latvia its home markets as these are the countries to and from which its shipping routes are operated. In terms of exposure to economic conditions, the Group is exposed the most to developments in Finland as nearly half of the passengers originate from that country. Exposure is also high to economic developments in Estonia (19% of total passengers in 2018) and Sweden (11%). The number of passengers from Latvia accounted for 5% of total passengers in 2018 while the remaining 19% came from the rest of the world, mainly Europe.

According to the latest OECD data, in 2018 the economies of the Group's home markets performed at a similar pace compared to 2017 with only Estonia experiencing a somewhat lower GDP growth rate. Trade, as a component of GDP remained healthy in all home markets which was also reflected in the 5.7% growth in the volume of cargo units carried by the Group in 2018.

While in 2016 and 2017 revenue growth in the Group's core operations was comparable to the general economic situation in the home markets, the 0.1% core revenue growth in 2018 clearly lagged behind the pace of the economies in the region. In addition to company and sector specific factors, such as a competitive situation and an elevated comparative base from the introduction of Megastar in 2017, this can also be attributed to business environment factors such as recent years' changes in Estonian excise tax policies and a decline in Finnish and Swedish consumer confidence in the second half of the year.

The labour situation remained challenging as the unemployment rate remained low at 5.8% in Estonia and decreased in all the other home markets. Yet, on the flip side, this supports the consumer purchasing power in the region. Inflation, which in Estonia and Latvia exceeds the European Central Bank's price stability target, adds further pressure on the employment situation.

Business confidence, which according to the OECD data had been growing across all the home markets since mid-to-late 2016, peaked in the first half of 2018 and has been in decline in Finland and Sweden since the second half of 2018 (fairly sharply in Finland, more moderately in Sweden). There has also been a relatively sharp decline in Estonian business confidence since late 2018. The decline on all three markets has continued into the first months of 2019. Business confidence in Latvia has been the highest of the Group's home markets and has fluctuated within a stable range since peaking at the end of 2017.

Throughout 2018 consumer confidence in Finland and Sweden was in a pronounced decline which has continued into 2019. Consumer confidence in Latvia showed some volatility in 2018 but without a clear trend. On a more positive note the confidence of Estonian consumers increased throughout 2018. Furthermore, the early 2019 Estonian consumer confidence indicator was the recent years' highest across all the home markets.

In the coming years, the economies of the home markets are expected to continue growing, but at much more moderate rates than over the last couple of years. The outlook for the labour markets is expected to remain challenging with the general expectation towards further declines in the unemployment rates and some further growth in inflation. Yet, the decreasing unemployment combined with still favourable interest rates should support disposable income and thereby contribute to growing consumer purchasing power in the foreseeable future.

Key risks to the economic environment in all of the home markets have to do with uncertainties from increasing protectionist tendencies (including a potential trade war between China and the US, the UK's withdrawal from the EU) and potential deferral of investments leading to decreasing trade for all of open economies around the Baltic Sea. Also, the global fuel prices are expected to remain volatile due to uncertainties in the global economy and politics.



## OECD macroeconomic indicators

<b>GDP at market prices, change</b>	<b>2017</b>	<b>2018<sup>f</sup></b>	<b>2019<sup>f</sup></b>
Finland	2.8%	2.8%	1.8%
Sweden	2.4%	2.5%	1.9%
Estonia	4.7%	3.3%	3.5%
Latvia	4.6%	4.7%	3.9%

<b>Unemployment rate (% of labour force)</b>	<b>2017</b>	<b>2018<sup>f</sup></b>	<b>2019<sup>f</sup></b>
Finland	8.6%	7.4%	6.9%
Sweden	6.7%	6.2%	6.1%
Estonia	5.8%	5.8%	5.8%
Latvia	8.7%	7.5%	7.2%

<b>Harmonised index of consumer prices</b>	<b>2017</b>	<b>2018<sup>f</sup></b>	<b>2019<sup>f</sup></b>
Finland	0.8%	1.1%	1.3%
Sweden*	1.8%	2.0%	2.4%
Estonia	3.7%	3.1%	2.9%
Latvia	2.9%	2.6%	3.0%

source: OECD country specific Economic forecast summaries (November 2018), <sup>f</sup> forecast, \*Consumer price index

## RISKS

The Group's business, financial position and operating results could be materially affected by various risks. These risks are not the only ones we face. Additional risks and uncertainties not presently known to us, or that we currently believe are immaterial or unlikely, could also impair our business. The order of presentation of the risk factors below is not intended to be an indication of the probability of their occurrence or of their potential effect on our business.

- Accidents, disasters
- Macroeconomic developments
- Changes in laws and regulations
- Relations with trade unions
- Increase in the fuel prices and interest rates
- Market and customer behaviour





# **SECTION IV: FINANCIAL STATEMENTS**

# CONSOLIDATED FINANCIAL STATEMENTS

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December, in thousands of EUR	2018	2017
Revenue (Note 4)	949 723	966 977
Cost of sales (Note 5)	-765 892	-772 372
<b>Gross profit</b>	<b>183 831</b>	<b>194 605</b>
Sales and marketing expenses (Note 5)	-69 315	-71 339
Administrative expenses (Note 5)	-55 223	-53 012
Impairment loss on receivables (Note 23)	-272	-660
Other operating income	4 633	2 873
Other operating expenses	-153	-509
<b>Result from operating activities</b>	<b>63 501</b>	<b>71 958</b>
Finance income (Note 5)	8 631	12 738
Finance costs (Note 5)	-27 552	-33 987
Share of profit of equity-accounted investees (Note 12)	4	40
<b>Profit before income tax</b>	<b>44 584</b>	<b>50 749</b>
Income tax (Note 6)	-4 535	-4 253
<b>Net profit</b>	<b>40 049</b>	<b>46 496</b>
Net profit attributable to equity holders of the Parent	40 049	46 496
Other comprehensive income		
Items that may be reclassified to profit or loss		
Exchange differences on translating foreign operations	267	13
<b>Other comprehensive income</b>	<b>267</b>	<b>13</b>
<b>Total comprehensive income</b>	<b>40 316</b>	<b>46 509</b>
Total comprehensive income attributable to equity holders of the Parent	40 316	46 509
Basic and diluted earnings per share (in EUR, Note 7)	0.060	0.069

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December, in thousands of EUR	2018	2017
<b>ASSETS</b>		
Cash and cash equivalents (Note 8)	82 175	88 911
Trade and other receivables (Note 9)	43 805	46 466
Prepayments (Note 10)	6 084	5 395
Prepaid income tax	46	40
Inventories (Note 11)	35 741	40 675
<b>Current assets</b>	<b>167 851</b>	<b>181 487</b>
Investments in equity-accounted investees (Note 12)	407	403
Other financial assets (Note 13)	320	344
Deferred income tax assets (Note 6)	17 934	18 722
Investment property	300	300
Property, plant and equipment (Note 14)	1 267 928	1 308 441
Intangible assets (Note 15)	46 164	48 900
<b>Non-current assets</b>	<b>1 333 053</b>	<b>1 377 110</b>
<b>TOTAL ASSETS</b>	<b>1 500 904</b>	<b>1 558 597</b>
<b>LIABILITIES AND EQUITY</b>		
Interest-bearing loans and borrowings (Note 16)	78 658	159 938
Trade and other payables (Note 17)	100 682	95 548
Derivatives (Note 24)	918	29 710
Payables to owners	2	3
Income tax liability	116	34
Deferred income (Note 18)	32 113	31 429
<b>Current liabilities</b>	<b>212 489</b>	<b>316 662</b>
Interest-bearing loans and borrowings (Note 16)	431 477	400 968
Derivatives (Note 24)	0	4 688
Other liabilities	22	0
<b>Non-current liabilities</b>	<b>431 499</b>	<b>405 656</b>
<b>Total liabilities</b>	<b>643 988</b>	<b>722 318</b>
Share capital (Note 19)	361 736	361 736
Share premium (Note 19)	662	639
Reserves (Note 19)	69 474	68 946
Retained earnings	425 044	404 958
<b>Equity attributable to equity holders of the Parent</b>	<b>856 916</b>	<b>836 279</b>
<b>Total equity</b>	<b>856 916</b>	<b>836 279</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>1 500 904</b>	<b>1 558 597</b>



## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December, in thousands of EUR	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net profit for the period	40 049	46 496
Adjustments for:		
Depreciation and amortisation (Notes 14, 15)	79 280	86 371
Net loss on disposals of property, plant and equipment	-104	-1 903
Net interest expense (Note 5)	19 806	23 744
Net income/expense from derivatives (Note 5)	-5 055	5 631
Profit from equity-accounted investees (Note 12)	-4	-40
Net unrealised foreign exchange loss/gain	4 294	-7 564
Treasury shares	6	0
Income tax (Note 6)	4 535	4 253
<b>Adjustments</b>	<b>102 758</b>	<b>110 492</b>
Changes in:		
Receivables and prepayments related to operating activities	2 407	-6 707
Inventories	4 934	-1 956
Liabilities related to operating activities	6 723	-12 140
Changes in assets and liabilities	14 064	-20 803
Cash generated from operating activities	156 871	136 185
Income tax paid	-87	-7
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>156 784</b>	<b>136 178</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant, equipment and intangible assets	-36 037	-219 207
Proceeds from disposals of property, plant, equipment	368	132 448
Interest received	7	1
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-35 662</b>	<b>-86 758</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from loans received	110 000	184 000
Repayment of loans received	-69 666	-134 321
Repayment of bonds (Note 16)	-120 303	0
Change in overdraft (Note 16)	0	-40 110
Payments for settlement of derivatives	-3 569	-3 592
Payment of finance lease liabilities	-108	-102
Interest paid	-19 440	-20 744
Payment of transaction costs related to loans	-1 113	-216
Dividends paid (Note 19)	-20 096	-20 096
Reduction of share capital	-1	-1
Income tax on dividends paid (Note 19)	-3 562	-4 100
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-127 858</b>	<b>-39 282</b>
<b>TOTAL NET CASH FLOW</b>	<b>-6 736</b>	<b>10 138</b>
Cash and cash equivalents at the beginning of period	88 911	78 773
Decrease/increase in cash and cash equivalents (Note 8)	-6 736	10 138
<b>Cash and cash equivalents at the end of period</b>	<b>82 175</b>	<b>88 911</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of EUR	Share capital	Share premium	Share Translation reserve	Ships re-valuation reserve	Mandatory legal reserve	Reserve for treasury shares	Retained earnings	Equity	
								attributable to equity holders of the Parent	Total equity
<b>As at 31 December 2017</b>	<b>361 736</b>	<b>639</b>	<b>2</b>	<b>43 599</b>	<b>25 345</b>	<b>0</b>	<b>404 958</b>	<b>836 279</b>	<b>836 279</b>
Initial application of IFRS 9 and IFRS 15	0	0	0	0	0	0	411	411	411
Adjusted balance as 1 January 2018	361 736	639	2	43 599	25 345	0	405 369	836 690	836 690
Net profit for 2018	0	0	0	0	0	0	40 049	40 049	40 049
Other comprehensive income for 2018									
Exchange differences on translating foreign operations	0	0	267	0	0	0	0	267	267
Total comprehensive income for 2018	0	0	267	0	0	0	40 049	40 316	40 316
Transactions with owners of the Company recognised directly in equity									
Transfer from profit for 2017	0	0	0	0	2 325	0	-2 325	0	0
Transfer from revaluation reserve	0	0	0	-2 047	0	0	2 047	0	0
Dividends	0	0	0	0	0	0	-20 096	-20 096	-20 096
Share-based payment transactions	0	23	0	0	0	-17	0	6	6
Transactions with owners of the Company recognised directly in equity	0	23	0	-2 047	2 325	-17	-20 374	-20 090	-20 090
<b>As at 31 December 2018</b>	<b>361 736</b>	<b>662</b>	<b>269</b>	<b>41 552</b>	<b>27 670</b>	<b>-17</b>	<b>425 044</b>	<b>856 916</b>	<b>856 916</b>
<b>As at 31 December 2016</b>	<b>361 736</b>	<b>639</b>	<b>-11</b>	<b>45 646</b>	<b>23 139</b>	<b>0</b>	<b>378 717</b>	<b>809 866</b>	<b>809 866</b>
Net profit for 2017	0	0	0	0	0	0	46 496	46 496	46 496
Other comprehensive income for 2017									
Exchange differences on translating foreign operations	0	0	13	0	0	0	0	13	13
Total comprehensive income for 2017	0	0	13	0	0	0	46 496	46 509	46 509
Transactions with owners of the Company recognised directly in equity									
Transfer from profit for 2016	0	0	0	0	2 206	0	-2 206	0	0
Transfer from revaluation reserve	0	0	0	-2 047	0	0	2 047	0	0
Dividends	0	0	0	0	0	0	-20 096	-20 096	-20 096
Transactions with owners of the Company recognised directly in equity	0	0	0	-2 047	2 206	0	-20 255	-20 096	-20 096
<b>As at 31 December 2017</b>	<b>361 736</b>	<b>639</b>	<b>2</b>	<b>43 599</b>	<b>25 345</b>	<b>0</b>	<b>404 958</b>	<b>836 279</b>	<b>836 279</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 CORPORATE INFORMATION

The consolidated financial statements of Tallink Grupp AS (the “Parent”) and its subsidiaries (together referred to as the “Group”) for the year ended 31 December 2018 were authorised for issue by the Management Board on 16 April 2019.

According to the Estonian Commercial Code, the annual report including the consolidated financial statements prepared by the Management Board must first be approved by the Supervisory Board and ultimately by the shareholders’ general meeting. Shareholders have the power not to approve the annual report prepared and presented by the Management Board and the right to request that a new annual report be prepared.

Tallink Grupp AS is a public limited company incorporated and domiciled in Estonia, with a registered office at Sadama 5/7 Tallinn. Tallink Grupp AS shares have been publicly traded on the Nasdaq Tallinn Stock Exchange since 9 December 2005.

The principal activities of the Group are related to marine transportation in the Baltic Sea (passenger and cargo transportation). Further information on the Group’s principal activities is presented in Note 4 Segment information. At 31 December 2018 the Group employed 7 242 people (7 311 at 31 December 2017).

## NOTE 2 BASIS OF PREPARATION

### 2.1. Statement of compliance

The consolidated financial statements of Tallink Grupp AS and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (hereinafter: IFRS EU).

### 2.2. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items in the statement of financial position:

- derivative financial instruments are measured at fair value (Note 23)
- equity securities are measured at fair value (Note 13)
- investment property is measured at fair value
- ships are measured at revalued amounts (Note 14)
- deferred income (Club One points) (Note 18)

### 2.3. Changes in accounting policies

Except for the changes below, the Group has consistently applied the accounting policies set out in Note 3 to all periods presented in these financial statements.

The Group has adopted the following new standards and amendments to standards, including any consequential amendments to other standards, with a date of initial application of 1 January 2018.

#### Changes in significant accounting policies

The Group has initially applied IFRS 9 and IFRS 15 from 1 January 2018. A number of other new standards were also effective from 1 January 2018 but they did not have a material effect on the Group’s financial statements.

## IFRS 9 Financial Instruments

Effective for annual periods beginning on or after 1 January 2018.

This standard replaces IAS 39, Financial Instruments: Recognition and Measurement, except that the IAS 39 exception for a fair value hedge of an interest rate exposure of a portfolio of financial assets or financial liabilities continues to apply, and entities have an accounting policy choice between applying the hedge accounting requirements of IFRS 9 or continuing to apply the existing hedge accounting requirements in IAS 39 for all hedge accounting.

Although the permissible measurement bases for financial assets – amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL) – are similar to IAS 39, the criteria for classification into the appropriate measurement category are significantly different.

A financial asset is measured at amortised cost if the following two conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and,
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

In addition, for a non-trading equity instrument, a company may elect to irrevocably present subsequent changes in fair value (including foreign exchange gains and losses) in OCI. These are not reclassified to profit or loss under any circumstances.

For debt instruments measured at FVOCI, interest revenue, expected credit losses and foreign exchange gains and losses are recognised in profit or loss in the same manner as for amortised cost assets. Other gains and losses are recognised in OCI and are reclassified to profit or loss on derecognition.

The impairment model in IFRS 9 replaces the ‘incurred loss’ model in IAS 39 with an ‘expected credit loss’ model, which means that a loss event will no longer need to occur before an impairment allowance is recognised.

IFRS 9 includes a new general hedge accounting model, which aligns hedge accounting more closely with risk management. The types of hedging relationships – fair value, cash flow and foreign operation net investment – remain unchanged, but additional judgment will be required.

The standard contains new requirements to achieve, continue and discontinue hedge accounting and allows additional exposures to be designated as hedged items. Extensive additional disclosures regarding an entity’s risk management and hedging activities are required. As a result of the adoption of IFRS 9, the Group has adopted consequential amendments to IAS 1 Presentation of Financial Statements, which require impairment of financial assets to be presented in a separate line item in the statement of profit or loss and OCI. Previously, the Group’s approach was to include the impairment of receivables in administrative expenses. Consequently, the Group reclassified impairment losses of EUR 660 thousand, recognised under IAS 39, from ‘administrative expenses’ to ‘impairment loss on receivables’ in the statement of profit or loss and OCI for the year ended 31 December 2017. Impairment losses on other financial assets are presented under ‘finance costs’, similarly to the presentation under IAS 39, and not presented separately in the statement of profit or loss and OCI due to materiality considerations.

According to IFRS 9 the Group measures an impairment allowance for receivables at an amount of lifetime expected credit loss. Lifetime expected credit loss is calculated as a product of total receivables in the aging bucket and the respective credit loss ratio. The expected credit loss ratio is recalculated once a quarter based on actual write-offs during the last 12 quarters. The effect of the first-time application of IFRS 9 at 1 January 2018 was recognised in retained earnings in the amount of EUR 68 thousand.

The following table summarises the impact of adopting IFRS 9 on the Group's statement of financial position as at 31 December 2018 and its statement of profit or loss and OCI for the year then ended for each of the line items affected. There was no material impact on the Group's statement of cash flows for the year ended 31 December 2018.

<b>As at 1 January, in thousands of EUR 2018</b>	<b>As reported</b>	<b>Adoption impact</b>	<b>Amounts without adoption of IFRS 9</b>
Impact on the consolidated statement of financial position			
Trade and other receivables	46 534	68	46 466
Retained earnings	405 026	68	404 958
<b>As at 31 December 2018, in thousands of EUR</b>			
Impact on the consolidated statement of financial position			
Trade and other receivables	43 805	-110	43 915
Retained earnings	425 044	-110	425 154
<b>For the year ended 31 December 2018, in thousands of EUR</b>			
Impact on the consolidated statement of profit or loss and OCI			
Impairment loss on receivables	-272	-178	-94

The following table explains the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Group's financial assets and financial liabilities as at 1 January 2018.

The effect of adopting IFRS 9 on the carrying amounts of financial assets at 1 January 2018 relates solely to the new impairment requirements.

<b>In thousands of EUR</b>	<b>Original classification under IAS 39</b>	<b>New classification under IFRS 9</b>	<b>Original carrying amount under IAS 39</b>	<b>New carrying amount under IFRS 9</b>
Financial assets				
Equity securities	Available-for-sale	FVOCI – equity instrument	168	168
Trade and other receivables	Loans and receivables	Amortised cost	46 466	46 534
Cash and cash equivalents	Loans and receivables	Amortised cost	88 911	88 911
<b>Total financial assets</b>			<b>135 545</b>	<b>135 613</b>
Financial liabilities				
Interest rate swaps used for hedging	Fair value – hedging instrument	Fair value – hedging instrument	4 688	4 688
Secured bank loans	Other financial liabilities	Other financial liabilities	469 331	469 331
Finance lease liabilities	Other financial liabilities	Other financial liabilities	287	287
Trade payables	Other financial liabilities	Other financial liabilities	95 548	95 548
<b>Total financial liabilities</b>			<b>569 854</b>	<b>569 854</b>

## IFRS 15 Revenue from Contracts with Customers

**Effective for annual periods beginning on or after 1 January 2018.**

The new standard provides a framework that replaces existing revenue recognition guidance in IFRS. Entities will adopt a five-step model to determine when to recognise revenue, and at what amount. The new model specifies that revenue should be recognised when (or as) the Group transfers control of goods or services to a customer at the amount to which the Group expects to be entitled. Depending on whether certain criteria are met, revenue is recognised:

- over time, in a manner that depicts the Group's performance; or
- at a point in time, when control of the goods or services is transferred to the customer.

The Group has adopted IFRS 15 using the cumulative effect method which requires that the cumulative effect of initially applying this standard is recognised in retained earnings at the date of initial application (i.e. 1 January 2018) and the information presented for 2017 is recognised, as previously reported. Additionally, the disclosure requirements in IFRS 15 have not generally been applied to comparative information.

When assessing the effects of IFRS 15 adoption, the Group analysed its different types of income and the loyalty program Club One. Based on the Group's assessment, accounting for loyalty points in the Club One program has a material effect on its financial statements. Thus in the allocation of the transaction price, the residual method was replaced by the relative stand-alone selling price method. The effect of the new model is that less revenue is initially deferred, which results in accelerated revenue recognition. The effect of the first-time application of IFRS 15 at 1 January 2018 was recognised in retained earnings in the amount of EUR 343 thousand.

The following table summarises the impact of adopting IFRS 15 on the Group's statement of financial position as at 31 December 2018 and its statement of profit or loss and OCI for the year then ended for each of the line items affected. There was no material impact on the Group's statement of cash flows for the year ended 31 December 2018.

<b>As at 1 January 2018, in thousands of EUR</b>	<b>As reported</b>	<b>Adoption impact</b>	<b>Amounts without adoption of IFRS 15</b>
Impact on the consolidated statement of financial position			
Deferred income	31 086	-343	31 429
Retained earnings	405 301	343	404 958
<b>As at 31 December 2018, in thousands of EUR</b>			
Impact on the consolidated statement of financial position			
Deferred income	32 113	-465	32 578
Retained earnings	425 044	465	424 579
<b>For the year ended 31 December 2018, in thousands of EUR</b>			
Impact on the consolidated statement of profit or loss and OCI			
Revenue	949 723	122	949 601



According to the Group assessment other revenue streams did not have material effect on its financial statements due to entry into force of IFRS 15.

### **Effective standards and interpretations**

#### **Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions**

Effective for annual periods beginning on or after 1 January 2018.

The amendments clarify share-based payment accounting in the following areas:

- the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
  - share-based payment transactions with a net settlement feature for withholding tax obligations; and
  - a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.
- Amendments to IFRS 2 did not have a material impact on the Group's financial statements.

#### **Amendments to IAS 40 Transfers of Investment Property**

Effective for annual periods beginning on or after 1 January 2018.

The amendments reinforce the principle for transfers into, or out of, investment property in IAS 40 Investment Property to specify that such a transfer should only be made when there has been a change in the use of the property. Based on the amendments a transfer is made when and only when there is an actual change in use – i.e. an asset meets or ceases to meet the definition of investment property and there is evidence of the change in use. A change in management's intention alone does not support a transfer.

Amendments to IAS 40 did not have a material impact on the Group's financial statements.

#### **IFRIC 22 Foreign Currency Transactions and Advance Consideration**

Effective for annual periods beginning on or after 1 January 2018.

The interpretation clarifies how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency. In such circumstances, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

IFRIC 22 did not have a material impact on the Group's financial statements.

### **Standards, interpretations and amendments to published standards that are not yet effective**

The following new standards, interpretations and amendments were not yet effective for the annual reporting period ended 31 December 2018 and thus were not applied in preparing these consolidated financial statements. The Group plans to adopt these pronouncements when they become effective.

#### **IFRS 16 Leases**

Effective for annual periods beginning on or after 1 January 2019

IFRS 16 supersedes IAS 17 Leases and related interpretations. The standard eliminates the current dual accounting model for lessees and instead requires companies to bring most leases on-balance sheet under a single model, eliminating the distinction between operating and finance leases.

Under IFRS 16, a contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. For such contracts, the new model requires a lessee to recognise a right-of-use asset and a lease liability. The right-of-use asset is depreciated and the liability accrues interest. This will result in a front-loaded pattern of expense for most leases, even when the lessee pays constant annual rentals.

The new standard introduces a number of limited scope exceptions for lessees which include:

- leases with a lease term of 12 months or less and containing no purchase options, and
- leases where the underlying asset has a low value ('small-ticket' leases).

Lessor accounting remains largely unaffected by the introduction of the new standard and the distinction between operating and finance leases is retained.

It is expected that the new standard, when initially applied, will have a significant impact on the financial statements, since it will require the Group to recognise in its statement of financial position assets and liabilities relating to operating leases for which the Group acts as a lessee.

In 2018 preparations were made for the introduction of IFRS 16. Agreements were assessed to decide whether they constitute a lease or a service. In most cases, rental of properties and premises constitutes a lease. These agreements are the main leases within the Group in terms of value.

IFRS 16 offers alternative rules on transition. The Group will choose the modified retrospective transition method using the incremental borrowing rate as at 1 January 2019, which means that any effects of the transition will be recognised as an adjustment of retained earnings as at 1 January 2019.

Based on the information currently available, the Group estimates that it will recognise additional lease liabilities of EUR 104 million as at 1 January 2019. See also Note 20 Contingencies and commitments, the section "The Group as the lessee".

#### **IFRIC 23 Uncertainty over Income Tax Treatments Effective for annual periods beginning on or after 1 January 2019.**

IFRIC 23 clarifies the accounting for income tax treatments that have yet to be accepted by tax authorities, whilst also aiming to enhance transparency. Under IFRIC 23, the key test is whether it is probable that the tax authority will accept the entity's chosen tax treatment. If it is probable that the tax authorities will accept the uncertain tax treatment then the tax amounts recorded in the financial statements are consistent with the tax return with no uncertainty reflected in measuring current and deferred taxes. Otherwise, the taxable income (or tax loss), tax bases

and unused tax losses must be determined in a way that better predicts the resolution of the uncertainty, using either the single most likely amount or expected (sum of probability weighted amounts) value. An entity must assume the tax authority will examine the position and will have full knowledge of all the relevant information. The Group does not expect that the interpretation, when initially applied, will have a material impact on its consolidated financial statements as the Group does not have material uncertain tax positions.

## **2.4. Functional and presentation currency**

The figures reported in the financial statements are presented in euros, which is the Parent's functional currency. All financial information presented in euros has been rounded to the nearest thousand unless otherwise indicated.

## **2.5. Use of estimates and judgements**

The preparation of the consolidated financial statements in conformity with IFRS (EU) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

### **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

#### **Operating leases – the Group as lessee**

As at 31 December 2018, the Group had entered into lease agreements for four hotel buildings, three office buildings, one warehouse building and one restaurant building (31 December 2017: five hotel buildings, three office buildings, one warehouse building and one restaurant building). Management has determined that all significant risks and rewards of ownership of the property have been retained by the lessors and

so the Group, acting as a lessee, accounts for these agreements as operating leases. See Note 20 for more detailed information on the minimum lease payments of the lease agreements. Starting from 2019 the Group accounts for leases according to principles of IFRS 16.

### Assumptions and estimation uncertainty

The following assumptions and estimation uncertainties have a risk of resulting in a material adjustment in the next financial year:

#### Fair value of ships

For the purpose of revaluation, the Group determined the fair value of its ships as at 31 December 2018. The fair value of ships depends on many factors, including the year of construction, several technical parameters as well as how the ships have been maintained (i.e. how much the owner has invested in maintenance). In order to assess the fair value of ships, the Group's management used independent appraisers. Revaluation depends upon changes in the fair values of the ships. When the fair value of a ship differs materially from its carrying amount, a revaluation is required. Management is of the opinion that as at 31 December 2018 the carrying value of ships as a group did not materially differ from their fair value. Therefore, no revaluation was performed as at 31 December 2018. Further details are given in Note 3.4 and Note 14.

#### Determination of the useful lives of property, plant and equipment and intangible assets

Management has estimated the useful lives and residual values of property, plant and equipment and intangible assets, taking into consideration the volumes of business activities, historical experience in this area and future outlook. Management's opinion of the useful lives of the Group's property, plant and equipment and the Group's intangible assets is disclosed in Notes 3.4 and 3.5 respectively.

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which goodwill is allocated. Estimating value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 December 2018

amounted to EUR 11 066 thousand (31 December 2017: EUR 11 066 thousand). Further details are given in Note 15.

#### Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously.

A deferred tax asset is recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits. Further details are provided in Note 6.

#### Fair value of derivatives

The fair values of all derivative financial instruments have been determined by using the Bloomberg Professional valuation functions. Valuation methods are Hull White Model, Black76 Model and Jarrow – Yildirim Model. Inputs used are EUR interest rates' term structure, EUR swaption and cap volatilities, inflation swap rates, EURIBOR and NIBOR FRA rates. The inputs used are mainly unobservable.

#### Customer loyalty programme

Customer loyalty programme (Club One) applies to sales transactions in which the entities grant their customers award credits that, subject to meeting further qualifying conditions, the customers can redeem in the future for free or discounted goods or services. The Group recognises the credits that it awards to customers as a separate performance obligation, which is deferred at the date of the initial sale. The credits are recognised based on the relative stand-alone selling price allocation method. See also Note 2.3 (Changes in significant accounting policies, IFRS 15 Revenue from Contracts with Customers) and Note 18.

## NOTE 3

### SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by Group entities.

#### 3.1. Basis of consolidation

##### Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. For acquisitions the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

##### Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group is exposed or has rights to variable returns from its involvements with the investee and it has the ability to affect those returns through its power over the investee and there is a link between power and returns. In assessing control, potential voting rights that currently are exercisable are taken into account. The consolidated financial statements comprise the financial statements of Tallink Grupp AS and its subsidiaries. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared as at the same reporting date. If a subsidiary uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to its financial statements in preparing the consolidated financial statements. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

##### Investments in equity-accounted investees

Equity-accounted investees are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Equity-accounted investees are accounted for using the equity method (equity-accounted investees) and are initially recognised at cost. The Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income and equity movements of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest (including any long-term investment) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

## Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

## 3.2. Foreign currency

### Foreign currency transactions

The Parent's functional currency and presentation currency is the euro. Each entity in the Group determines its own functional currency and the items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of equity instruments which are recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

### Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to euros at exchange

rates at the reporting date. The income and expenses of foreign operations are translated to euros at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve (FCTR) in equity. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the FCTR related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

## 3.3. Financial instruments

### Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### Classification and subsequent measurement

#### Financial assets – Policy applicable from 1 January 2018

On initial recognition, a financial asset is classified as measured at:

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above or FVOCI are measured at FVTPL. This includes all derivative financial assets.

#### **Financial assets – Subsequent measurement and gains and losses: Policy applicable from 1 January 2018**

Financial assets at FVTPL. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

#### **Financial assets – Policy applicable before 1 January 2018**

The Group classified its financial assets into one of the following categories:

- loans and receivables;
- held to maturity;
- available for sale; and
- at FVTPL, and within this category as:
  - held for trading;
  - derivative hedging instruments; or
  - designated as at FVTPL.

#### **Financial assets – Subsequent measurement and gains and losses: Policy applicable before 1 January 2018**

Financial assets at FVTPL. Measured at fair value and changes therein, including any interest or dividend

income, were recognised in profit or loss.

#### **Held-to-maturity financial assets.**

Measured at amortised cost using the effective interest method.

#### **Loans and receivables.**

Measured at amortised cost using the effective interest method.

#### **Available-for-sale financial assets.**

Measured at fair value and changes therein, other than impairment losses, interest income and foreign currency differences on debt instruments, were recognised in OCI and accumulated in the fair value reserve. When these assets were derecognised, the gain or loss accumulated in equity was reclassified to profit or loss.

#### **Financial liabilities – Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **Derecognition**

#### **Financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

The Group also enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.



### Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### Derivative financial instruments

The Group uses derivative financial instruments such as swaps, options and forwards to manage its risks associated with changes in exchange rates and interest rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value; changes therein are recognised in profit or loss. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of interest rate derivative contracts is determined using generally accepted valuation methods such as Hull White Model, Black76 Model and Jarrow – Yildirim Model.

### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and presented in the reserve for treasury shares. When treasury shares are

subsequently sold or reissued, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from retained earnings.

## 3.4. Property, plant and equipment

### Recognition and measurement

Property, plant and equipment, except ships, are measured at cost, less accumulated depreciation and any impairment.

Cost includes expenditure that is directly attributable to the acquisition of the asset, including borrowing costs (see 3.8). The cost of self-constructed assets includes the cost of materials and direct labour and any other costs directly attributable to bringing the assets to a working condition for their intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Ships are measured at revalued amounts (i.e. fair value less depreciation charged subsequent to the date of the revaluation). Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

At the revaluation date, the carrying amount of ships is replaced with their fair value at the date of revaluation and accumulated depreciation is eliminated. Any revaluation surplus is recognised in other comprehensive income and presented in the revaluation reserve in equity. A revaluation deficit is recognised in loss, except that a deficit offsetting a previous surplus on the same asset, previously recognised in other comprehensive income, is offset against the surplus in the 'revaluation of ships'.

An annual transfer from the revaluation reserve to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the assets and the depreciation based on the assets' original cost. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

## Subsequent costs

Subsequent expenditure relating to an item of property, plant and equipment that has already been recognised (e.g. replacements of parts of some items, dry-dockings with intervals of two or five years) is added to the carrying amount of the asset, if the recognition criteria are met, i.e. (a) it is probable that future economic benefits associated with the item will flow to the Group, and (b) the cost of the item can be measured reliably. The replaced items are derecognised. All other expenditures are recognised as an expense in the period in which they are incurred.

## Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset. Depreciation is discontinued when the carrying value of an asset equals its residual value. The residual value of ships is based on their estimated realisable value at the end of their useful life.

Depreciation is calculated on a straight-line basis over the estimated useful life of assets as follows:

- |                       |                |
|-----------------------|----------------|
| • buildings           | 5 to 50 years  |
| • plant and equipment | 3 to 10 years  |
| • ships               | 17 to 35 years |
| • other equipment     | 2 to 5 years   |

Land is not depreciated.

Depreciation is calculated separately for two components of a ship: the vessel itself and dry-docking expenses as a separate component. This is based on the industry accounting practice.

The depreciation charge is calculated for each part of a ship on a straight-line basis over the estimated useful life as follows:

- |                                    |                |
|------------------------------------|----------------|
| • ships                            | 17 to 35 years |
| • capitalised dry-docking expenses | 2 to 5 years   |

The residual values, depreciation methods and useful lives of items of property, plant and equipment are reviewed at least at each financial year-end and, if an expectation differs from previous estimates, the change is accounted for as a change in an accounting estimate.

The residual value is calculated as a percentage of the gross carrying amount of the ship.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an asset is included in profit or loss (in 'other operating income' or 'other operating expenses') in the financial year the asset is derecognised.

## 3.5. Intangible assets

### Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition see Note 3.1.

### Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses.

### Research and development costs

Research costs are expensed as incurred. An intangible asset arising from development expenditure on an individual project is capitalised only when the Group can demonstrate (1) the technical feasibility of completing the intangible asset so that it will be available for use or sale; (2) its intention to complete and its ability to use or sell the asset; (3) how the asset will generate future economic benefits; (4) the availability of resources to complete the asset; and (5) the ability to measure reliably the expenditure attributable to the asset during development.

Following the initial recognition of development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and any accumulated impairment losses. Any expenditure capitalised is amortised over the period of expected future sales from the related project. Amortisation of the asset begins when development is completed and the asset is available for use.

### Trademark

The cost of a trademark acquired as part of the acquisition of a business is its fair value as at the date of acquisition. Following initial recognition, intangible assets with finite useful lives are carried at cost less

accumulated amortisation and any accumulated impairment losses.

### Other intangible assets

Other intangible assets (the licences and development costs of IT programs, acquired customer contracts) are initially recognised at cost. Following initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is expensed in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life on a straight-line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite life are reviewed at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category according to the function of the intangible asset.

### Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

### Amortisation

Amortisation is calculated on a straight-line basis over the estimated useful life of an intangible asset as follows:

- trademarks 20 years
- other intangible assets 5 to 10 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

## 3.6. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, rather than for sale in the ordinary course of business, use in the supply of goods or services, or for administrative purposes. Investment property is measured at fair value with any change therein recognised in profit or loss.

When the use of a property changes such that it is reclassified to property, plant and equipment, its fair value at the date of reclassification becomes its deemed cost for subsequent accounting.

## 3.7. Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The costs of inventories, consisting mostly of fuel, and merchandise purchased for resale are assigned by using the weighted average cost method and include expenditure incurred in acquiring the inventories, conversion costs and other costs incurred in bringing the inventories to their existing location and condition.

## 3.8. Borrowing costs

Borrowing costs are recognised as an expense when incurred, except those, which are directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to get ready for their intended use or sale (e.g. new ships). Borrowing costs related to the building of new ships are capitalised as part of the cost of related assets up to the delivery date.

## 3.9. Impairment

### Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of the asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of its estimated future cash flows discounted at the original effective interest rate.

All impairment losses are recognised in profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in profit or loss.

See also Note 2.3.

### Non-financial assets

The carrying amounts of the Group's non-financial assets, other than ships, investment property, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated at each reporting date.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to the cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of a cash-generating unit are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to reduce the

carrying amount of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 3.10. Employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under a short-term cash bonus plan if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

## 3.11. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. The expense relating to a provision is presented in profit or

loss net of any reimbursement. Where discounting is used, the increase in the provision due to the passage of time is recognised in 'finance costs'.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

### 3.12. Leases

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Other leases are classified as operating leases and the leased assets are not recognised in the Group's statement of financial position.

#### The Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are recognised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense. Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term.

Leases, where the lessor retains substantially all the risks and benefits of ownership of the asset, are classified as operating leases and lease payments are recognised as operating lease expenses on a straight-line basis over the lease term.

#### The Group as a lessor

Leases where the Group retains substantially all the risks and benefits of ownership of the assets are

classified as operating leases. Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

### 3.13. Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer. The following provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies. The following specific recognition criteria must also be met before revenue is recognised:

#### Sale of goods – sales in restaurants and shops

Revenue is recognised when the goods are delivered and have been accepted by customers at their locations, i.e. at the retail stores, bars and restaurants, generally for cash or by card payment.

#### Ticket sale and sale of cargo transport

Revenue from tickets and cargo transport is recognised as the services are rendered. At financial year-end, a revenue deferral is recorded for the part of revenue that has not yet been earned in relation to prepaid tickets and cargo shipments.

#### Sales of hotel accommodation

Revenue from sales of hotel accommodation is recognised when the rooms have been used by the clients. At financial year-end, a revenue deferral is recorded for the part of revenue that has not yet been earned in relation to prepaid room days.

#### Revenue from travel packages

The Group sells travel packages, which consist of a ship ticket, accommodation in a hotel not operated by the Group and tours in different cities not provided by the Group. The Group recognises the sales of travel packages in its revenue in full instead of recognising only the commission fee for accommodation, tours and entertainment events, as the Group is able to determine the price of the content of the package and has discretion in selecting the suppliers for the service. Revenue from sales of travel packages is recognised when the package is used by the client.

## Charter income

Charter income arising from operating charters of ships is accounted for on a straight-line basis over the charter terms. In these financial statements the term 'charter' refers to 'lease' as defined in IFRS (EU).

## Customer loyalty programme

The Group allocates a portion of the consideration received to Club One loyalty points. This allocation is based on the relative stand-alone selling price method. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The deferred revenue is included in contract liabilities. See also Note 2.3 (Changes in significant accounting policies, IFRS 15 Revenue from Contracts with Customers), Note 4 and Note 18.

## 3.14. Government grants

Government grants are initially recognised as deferred income where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Grants related to an expense item are recognised as a reduction of the expense over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Grants that compensate the Group for the cost of an asset are recognised in profit or loss on a systematic basis over the useful life of the asset.

## 3.15. Finance income and finance costs

Finance income comprises interest income on funds invested (including equity instruments), dividend income, gains on the disposal of equity instruments, and gains on derivative instruments that are recognised in profit or loss.

Finance costs comprise interest expense on borrowings, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognised on financial assets and losses on derivative instruments that are recognised in profit or loss. Borrowing costs not directly attributable to the acquisition or construction of a qualifying asset are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

Interest income and expenses are recognised as they accrue in profit or loss, using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability to the carrying amount of the financial asset or liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses. The calculation of effective interest rate includes all transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established.

## 3.16. Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or expense, in which case income tax is also recognised in other comprehensive income or expense.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax payable also includes any tax liability arising from the distribution of dividends. See below, Group companies in Estonia.

With the exception of Group companies domiciled in Estonia, deferred tax is recognised providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that



have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available, against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available, against which they can be used.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, but they intend either to settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously.

### **Group companies in Estonia**

According to the Estonian Income Tax Act, for Group companies registered in Estonia, including the Parent, net profit is not subject to income tax, but dividends paid are subject to income tax of 14% or 20% (calculated as 14/86 or 20/80 of the net dividends to be paid in 2019). The potential tax liability from the distribution of the entire retained earnings as dividends is not recorded in the statement of financial position for Estonian group companies. The amount of the potential tax liability from the distribution of dividends depends on the time, amount and sources of the dividend distribution.

From 1 January 2018 there is a revised dividend taxation regime in Estonia including a lower income tax rate of 14% (14/86 of the net amount of the distribution) for regular profit distributions. The lower tax rate may be applied if the amount of the distribution does not exceed the company's last three years' average profit distributions subject to taxation in Estonia. The portion of the distribution exceeding this threshold remains taxable at 20%.

In practice, a lower tax rate can be applied to dividends distributed in annual periods beginning on or after 2019. However, as dividends paid to individuals will be subject to an additional 7% income tax withholding, the change does not lighten the tax burden of shareholders who are individuals.

Income tax from the payment of dividends is recorded as income tax expense in the period in which the dividends are declared. The maximum income tax liability that could arise on the distribution of dividends is disclosed in Note 20.

### **Group companies in Cyprus**

According to the income tax law of Cyprus, the net profit of shipping companies registered in Cyprus and operating with ships registered in the Cyprus ship register or/and having their business outside Cyprus, and the dividends paid by these companies, are not subject to income tax. Thus, there are no temporary differences between the tax bases and carrying values of assets and liabilities that may cause deferred income tax.

### **Other foreign Group companies and permanent establishments**

In accordance with the income tax laws of other jurisdictions, a company's net profit and the profit from permanent establishments, adjusted for temporary and permanent differences as determined by the local income tax legislation, is subject to current income tax in the countries in which the Group's companies and permanent establishments have been registered (see Note 6).

Tax to be paid is reported under current liabilities and deferred tax positions are reported under non-current assets or liabilities.

According to tax law changes that came into force from 1 January 2018, in Latvia the profits of companies derived in 2018 and subsequent periods are taxed similarly to Estonia at the moment of distribution with corporate income tax at a rate of 20% (at 20/80 of the net amount). There are certain rules for the transition period for taking into account tax losses carried forward, tax prepayments made etc.

## **3.17. Earnings per share**

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Parent by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares

outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees, if any.

### 3.18. Segment reporting

The Group determines and presents operating segments based on the information that is provided internally to the Group's Management Board that is the Group's chief operating decision maker. An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Management Board to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

A segment is a distinguishable component of the Group that is engaged either in providing products or services within a particular economic environment (geographical segment), or in providing related products or services (operating segment), and which is subject to risks and returns that are different from those of other segments.

Segment information is presented in respect of the Group's geographical segments (by routes).

Inter-segment pricing is determined on an arm's length basis.

Segment expense is expense resulting from the operating activities of a segment that is directly attributable to the segment and the relevant portion of expenses that can be allocated to the segment on a reasonable basis, including expenses relating to sales to external customers and expenses relating to transactions with other segments of the Group. Segment expense does not include administrative expenses, interest expense, income tax expense and other expenses that arise at the Group level and are related to the Group as a whole. Expenses incurred at the Group level on behalf of a segment are allocated to the segment on a reasonable basis, if these expenses relate to the segment's operating activities and can be directly attributed or allocated to the segment.

Segment results that are reported to the Management Board include items directly attributable to a segment

as well as those that can be allocated on a reasonable basis.

Segment assets are those operating assets that are employed by a segment in its operating activities and that either are directly attributable to the segment or can be allocated to the segment on a reasonable basis. Segment assets do not include assets used for general Group or head office purposes or which cannot be allocated directly to the segment. Segment assets include operating assets shared by two or more segments if a reasonable basis for allocation exists.

Segment liabilities are those liabilities that are incurred by a segment in its operating activities and that either are directly attributable to the segment or can be allocated to the segment on a reasonable basis.

Expenses, assets and liabilities which are not directly related to a segment or cannot be allocated to a segment are presented as unallocated expenses, assets and liabilities of the Group.

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment, and intangible assets other than goodwill.

### 3.19. Determination of fair values

A number of the Group's accounting policies and disclosures require determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to the asset or liability. When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**Ships (Level 3)**

The market value of ships is the estimated amount for which the property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably and willingly. The Group uses independent appraisers to determine the fair value of the ships. The frequency of revaluation depends upon changes in the fair values of the ships. When the fair value of a ship differs materially from its carrying amount, a revaluation is required.

**Intangible assets (Level 3)**

The fair value of patents and trademarks acquired in a business combination is determined using the relief from royalty method. The fair value of customer relationships acquired in a business combination is determined using the multi-period excess earnings method, whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows.

The fair value of other intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

**Investment property (Level 3)**

Fair value is based on market value, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably and willingly.

The Group uses independent appraisers having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

**Derivatives (Level 3)**

The fair value of interest rate swaps is based on independent appraisers' valuations. Fair values reflect the credit risk, interest rate risk and foreign exchange risk of the instrument and include adjustments to take account of the credit risk of the Group entity and counterparty when appropriate.

**Non-derivative financial liabilities (Levels 1 and 2)**

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases the market rate of interest is determined by reference to similar lease agreements.

**3.20. Separate financial statements of the Parent**

In accordance with the Estonian Accounting Act, the notes to the consolidated financial statements have to include the separate primary financial statements (i.e. statement of comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity, collectively referred to as primary financial statements) of the Parent. The separate primary financial statements of Tallink Grupp AS are disclosed in Note 25 Primary Financial Statements of the Parent. These statements have been prepared using the same accounting policies and measurement bases that were used on the preparation of the consolidated financial statements, except for investments in subsidiaries which are stated at cost in the separate primary financial statements of the Parent.

## NOTE 4

### SEGMENT INFORMATION

The Group's operations are organized and managed separately according to the nature of the different markets. As at 31 December 2018 the Group operated in the following business segments:

- Estonia – Finland routes: 4 ships (31 December 2017: 4 ships)
- Estonia – Sweden routes: 3 ships (31 December 2017: 3 ships)
- Latvia – Sweden route: 2 ships (31 December 2017: 2 ships)
- Finland – Sweden routes: 4 ships (31 December 2017: 4 ships)
- Other segment
  - Ships chartered out by the Group: 1 ship (31 December 2017: 1 ship)
  - Hotels in Estonia: 3 hotels (31 December 2017: 4 hotels)
  - Hotels in Latvia : 1 hotel (31 December 2017: 1 hotel)
  - Shops in Estonia: 15 shops (31 December 2017: 7 shops)
  - Restaurants in Estonia: 1 restaurant (31 December 2017: 1 restaurant)

The following tables present the Group's revenue and profit as well as certain asset and liability information regarding reportable segments for the years ended 31 December 2018 and 31 December 2017.

Geographical segments – by the location of assets

**For the year ended  
31 December,  
in thousands of EUR**

**2018**

Sales to external customers  
Intersegment sales

**Revenue**

Segment result  
Unallocated expenses  
Net financial items  
Share of profit of equity-accounted investees

**Profit before income tax**

Income tax

**Net profit for the period**

Segment's assets  
Unallocated assets

**Assets**

Segment's liabilities  
Unallocated liabilities

**Liabilities**

**Capital expenditures**

Segment's property, plant and equipment  
Unallocated property, plant and equipment  
Segment's intangible assets  
Unallocated intangible assets  
Depreciation  
Unallocated depreciation  
Amortisation  
Unallocated amortisation

**2017**

Sales to external customers  
Intersegment sales

**Revenue**

Segment result  
Unallocated expenses  
Net financial items  
Share of profit of equity-accounted investees

**Profit before income tax**

Income tax

**Net profit for the period**

Segment's assets  
Unallocated assets

**Assets**

Segment's liabilities  
Unallocated liabilities

**Liabilities**

**Capital expenditures**

Segment's property, plant and equipment  
Unallocated property, plant and equipment  
Segment's intangible assets  
Unallocated intangible assets  
Depreciation  
Unallocated depreciation  
Amortisation  
Unallocated amortisation

Estonia- Finland route	Estonia- Sweden route	Latvia- Sweden route	Finland- Sweden route	Other	Inter-segment elimination	Total
355 995	118 991	71 291	337 471	65 975	0	949 723
0	0	0	0	8 857	-8 857	0
355 995	118 991	71 291	337 471	74 832	-8 857	949 723
80 317	5 844	-982	16 182	13 155	0	114 516
						-51 015
						-18 921
						4
						44 584
						-4 535
						40 049
435 618	270 254	121 419	512 641	75 535	-591	1 414 876
						86 028
						1 500 904
30 003	10 984	8 858	68 446	7 916	-591	125 616
						518 372
						643 988
4 078	3 265	869	23 980	1 285	0	33 477
						2 352
20	20	0	2	2	0	44
						3 179
18 067	11 761	7 833	27 782	5 475	0	70 918
						2 411
628	140	54	405	207	0	1 434
						4 517
354 497	117 246	66 453	344 833	83 948	0	966 977
0	0	0	0	10 237	-10 237	0
354 497	117 246	66 453	344 833	94 185	-10 237	966 977
77 877	10 578	-1 200	18 475	17 536	0	123 266
						-51 308
						-21 249
						40
						50 749
						-4 253
						46 496
450 273	279 270	128 303	518 053	78 965	-430	1 454 434
						104 163
						1 558 597
48 103	18 009	8 134	64 339	7 870	-430	146 025
						576 293
						722 318
190 558	6 445	5 568	9 520	1 241	0	213 332
						1 002
0	0	3	5	155	0	163
						4 757
17 392	11 410	7 399	29 431	12 608	0	78 240
						1 984
1 155	250	99	725	167	0	2 396
						3 751



## Revenue by service

For the year ended 31 December, in thousands of EUR	Routes 2018	Other 2018	Total 2018	Routes 2017	Other 2017	Total 2017
Revenue from contracts with customers						
Restaurant and shop sales onboard and onshore	495 777	28 639	524 416	501 987	34 755	536 742
Ticket sales	243 807	0	243 807	242 748	0	242 748
Sales of cargo transport	124 852	0	124 852	117 718	0	117 718
Sales of accommodation	0	19 183	19 183	0	20 810	20 810
Other	10 345	10 123	20 468	11 189	9 581	20 770
<b>Total revenue from contracts with customers</b>	<b>874 781</b>	<b>57 945</b>	<b>932 726</b>	<b>873 642</b>	<b>65 146</b>	<b>938 788</b>
Revenue from other sources						
Income from charter of vessels	0	8 030	8 030	0	18 802	18 802
Other	8 967	0	8 967	9 387	0	9 387
<b>Total revenue from other sources</b>	<b>8 967</b>	<b>8 030</b>	<b>16 997</b>	<b>9 387</b>	<b>18 802</b>	<b>28 189</b>
<b>Total revenue of the Group</b>	<b>883 748</b>	<b>65 975</b>	<b>949 723</b>	<b>883 029</b>	<b>83 948</b>	<b>966 977</b>

## Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

In thousands of EUR	31 December 2018	1 January 2018
<b>Trade and other receivables</b>	<b>43 805</b>	<b>46 466</b>
Contract liabilities		
Club One points	11 303	12 105
Prepaid revenue	20 810	19 324
<b>Total contract liabilities</b>	<b>32 113</b>	<b>31 429</b>

The contract liabilities relate to the advance consideration received from customers and to the unredeemed customer loyalty points. An amount of EUR 27 453 thousand recognised in contract liabilities at the beginning of the period

has been recognised as revenue for the period ended 31 December 2018.

Loyalty points are recognised as revenue when the points are redeemed by customers, which is expected to occur over the next two years.

## NOTE 5

### OPERATING EXPENSES AND FINANCIAL ITEMS

#### Cost of sales

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Cost of goods sold	-217 429	-227 803
Port & stevedoring costs	-104 772	-104 756
Fuel costs	-102 473	-85 870
Staff costs	-160 608	-160 041
Ships' operating expenses	-75 657	-79 723
Depreciation and amortisation (Notes 14, 15)	-70 917	-78 169
cost of travel package sales	-11 001	-11 165
Other costs	-23 035	-24 845
<b>TOTAL COST OF SALES</b>	<b>-765 892</b>	<b>-772 372</b>

#### Sales and marketing expenses

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Advertising expenses	-32 372	-34 372
Staff costs	-32 652	-32 071
Depreciation and amortisation (Notes 14, 15)	-1 435	-2 467
Other costs	-2 856	-2 429
<b>TOTAL SALES AND MARKETING EXPENSES</b>	<b>-69 315</b>	<b>-71 339</b>

#### Administrative expenses

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Staff costs	-24 849	-23 050
Depreciation and amortisation (Notes 14, 15)	-6 927	-5 735
Other costs	-23 447	-24 227
<b>TOTAL ADMINISTRATIVE EXPENSES</b>	<b>-55 223</b>	<b>-53 012</b>

## Specification of staff costs included in the cost of sales, sales and marketing expenses and administrative expenses

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Wages and salaries	-189 816	-187 990
Government grants	35 807	38 583
Social security costs	-58 797	-60 521
Staff training costs	-1 772	-1 906
Other staff costs	-3 531	-3 328
<b>TOTAL STAFF COSTS</b>	<b>-218 109</b>	<b>-215 162</b>

During the reporting period EUR 35 806 thousand was deducted from the cost of sales in connection with government grants related to seamen's salaries in Finland and Sweden (2017: EUR 38 583 thousand). The grants are received according to law. Government grants receivable are disclosed in Note 9.

The average number of the Group's employees and specification according to employment relationship are presented in the table below.

FOR THE YEAR ENDED 31 DECEMBER	2018	2017
Employees under employment contract	7 018	7 048
Employees under service contract	408	355
Members of the Management Board	4	3
<b>TOTAL AVERAGE NUMBER OF EMPLOYEES</b>	<b>7 430</b>	<b>7 406</b>

## Finance income and finance costs recognised in profit or loss

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Net foreign exchange gain	0	8 126
Income on foreign exchange derivatives	4 854	0
Interest income on financial assets not measured at fair value through profit or loss	0	1
Income on interest rate swaps	3 770	4 611
Income from other financial assets	7	0
<b>TOTAL FINANCE INCOME</b>	<b>8 631</b>	<b>12 738</b>
Net foreign exchange loss	-4 170	0
Expenses on foreign exchange derivatives	0	-6 650
Interest expense on financial liabilities measured at amortised cost	-19 813	-23 745
Expenses on interest rate swaps	-3 569	-3 592
<b>TOTAL FINANCE COSTS</b>	<b>-27 552</b>	<b>-33 987</b>
<b>NET FINANCE COSTS</b>	<b>-18 921</b>	<b>-21 249</b>

## NOTE 6

### INCOME TAX

Income tax contains current income tax and deferred income tax.

#### Swedish, Finnish, German and Russian subsidiaries

In accordance with the Swedish, Finnish, German and Russian tax laws, a company's net profit, adjusted for temporary and permanent differences as determined by the local income tax legislation, is subject to income tax in Finland, Sweden, Germany and Russia. As at 31 December 2018, the tax rate was 20% in Finland, 22% in Sweden, 15% in Germany and 20% in Russia (as at 31 December 2017, 20% in Finland, 22% in Sweden, 15% in Germany and 20% in Russia).

#### Income tax expense

Major components of the Group's income tax expense for the year ended 31 December:

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Latvian subsidiaries	-3	0
Finnish subsidiaries	-169	-78
German subsidiary	-1	-6
Estonian subsidiaries and Parent company	-3 562	-4 100
<b>CURRENT PERIOD TAX EXPENSE</b>	<b>-3 735</b>	<b>-4 184</b>
Swedish subsidiaries	-407	283
Finnish subsidiaries	-377	-287
German subsidiaries	-16	-8
Latvian subsidiaries	0	-57
<b>DEFERRED TAX EXPENSE</b>	<b>-800</b>	<b>-69</b>
<b>TOTAL TAX EXPENSE</b>	<b>-4 535</b>	<b>-4 253</b>

## Reconciliation of the effective tax rate

### FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR

	2018	%	2017	%
Profit before tax	44 584		50 749	
Tax using the Company's domestic rate	0	0.00%	0	0.00%
Tax arising on dividends declared in Estonia	-3 562	-7.99%	-4 100	-8.08%
Current income tax expense in foreign jurisdiction	-170	-0.38%	-84	-0.17%
Change in recognised tax losses	-1 367	-3.07%	-587	-1.16%
Change in temporary differences	564	1.27%	518	1.02%
Income tax expense	-4 535	-10.17%	-4 253	-8.39%

## Deferred tax assets and liabilities

According to Russian, German, Finnish and Swedish legislation it is permissible to use higher depreciation and amortisation rates for taxation purposes and thereby defer tax payments. These deferrals are shown

as a deferred tax liability. The Finnish and Swedish subsidiaries have also carry-forwards of tax losses, which are considered in the calculation of the deferred tax asset.

## Deferred tax assets and liabilities are attributable to the following

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	Assets 2018	Liabilities 2018	Assets 2017	Liabilities 2017
Tax loss carry-forward <sup>1</sup>	22 302	0	23 670	0
Property, plant and equipment	0	0	3	0
Intangible assets	0	-4 368	0	-4 951
<b>TAX ASSETS / LIABILITIES</b>	<b>22 302</b>	<b>-4 368</b>	<b>23 673</b>	<b>-4 951</b>
Offset of assets and liabilities	-4 368	4 368	-4 951	4 951
<b>TAX ASSETS</b>	<b>17 934</b>	<b>0</b>	<b>18 722</b>	<b>0</b>

<sup>1</sup> Deferred tax assets of EUR 20 438 thousand (2017: EUR 21 399 thousand) in Finland and of 1 864 thousand (2017: EUR 2 271 thousand) in Sweden have been recognised in respect of losses carried forward. The recognised Finnish tax losses will expire from 2024 to 2028 (2017: 2024-2027) and the Swedish tax losses have no expiration date. The tax losses of the Finnish subsidiary that will expire before 2024 have not been recognised due to estimation uncertainty. Such unrecognised tax losses amounted to EUR 134 180 thousand as at 31 December 2018 (EUR 116 947 thousand as at 31 December 2017).

The Group has recognised deferred tax assets to the extent that the losses carried forward will be offset against projected future taxable profits. According to the Group's estimations, the Finnish subsidiary will be profitable from 2021 onwards (2017: from 2020 onwards). The estimations are based on the business plan of the Finnish operations. The change in the assumption of the first profitable year of the Finnish

subsidiary is related to the revised revenue estimate for 2019. The revenue growth rate of the Finnish operations for the years 2019-2028 used in the calculations was 2-2.5% and the growth rate used for the cost increase was 0.5-2% (as at 31 December 2017, the revenue growth rate for the years 2018-2027 of the Finnish operations used in the calculations was 2-2.5% and the growth rate used for the cost increase was 0.5-2%).

The sensitivity of the value of recognised deferred tax assets to the main assumptions of the projected future taxable profits is as follows: 1) +/- 1 percentage point change in the average revenue growth rate for the years 2019-2028 would change the value of recognised

tax assets by EUR +13 188 thousand / EUR -10 526 thousand respectively; 2) +/- 1 percentage point change in average costs' growth rate for the years 2019-2028 would change the value of recognised tax assets by EUR -7 709 thousand / EUR +13 188 thousand respectively.

## Movements in deferred tax balances

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>Balance as at 31 December 2018</b>	<b>Recognised in profit/loss in 2018</b>	<b>Balance as at 31 December 2017</b>
Tax loss carry-forward	22 302	-1 368	23 670
Property, plant and equipment	0	-3	3
Intangible assets	-4 368	583	-4 951
<b>NET DEFERRED TAX (ASSET)/LIABILITY</b>	<b>17 934</b>	<b>-788</b>	<b>18 722</b>

## NOTE 7 EARNINGS PER SHARE (EPS)

EPS are calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

<b>AS AT 31 DECEMBER, IN THOUSANDS</b>	<b>2018</b>	<b>2017</b>
Shares issued	669 882	669 882
Treasury shares	-17	0
<b>SHARES OUTSTANDING</b>	<b>669 866</b>	<b>669 882</b>

<b>IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
Weighted average number of ordinary shares outstanding (in thousands)	669 859	669 882
Net profit attributable to equity holders of the Parent	40 049	46 496
EPS (EUR per share)	0.060	0.069



## NOTE 8

### CASH AND CASH EQUIVALENTS

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Cash at bank and in hand	82 175	88 048
Short-term deposits	0	863
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b>82 175</b>	<b>88 911</b>

Cash at bank earns interest at floating rates based on daily bank deposit rates (in 2018 the rates were in the range of 0.00-0.01% and in 2017 in the range of 0.00-0.01%).

The Group's exposure to currency risk is disclosed in Note 23.

## NOTE 9

### TRADE AND OTHER RECEIVABLES

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Trade receivables	30 386	28 510
Allowance for doubtful receivables	-436	-698
Government grants receivable	9 322	14 495
Receivables from related parties	33	22
Other receivables	4 500	4 137
<b>TOTAL TRADE AND OTHER RECEIVABLES</b>	<b>43 805</b>	<b>46 466</b>

During the reporting period EUR 272 thousand of trade receivables was expensed as doubtful and uncollectible (2017: EUR 660 thousand).

The Group's exposure to the credit and currency risks of receivables (excluding government grants receivable) is disclosed in Note 23. Additional information about government grants is disclosed in Note 5.

## NOTE 10

### PREPAYMENTS

AS AT 31 DECEMBER IN THOUSANDS OF EUR	2018	2017
Prepaid expenses	5 313	4 328
Tax prepayments	771	1 067
<b>TOTAL PREPAYMENTS</b>	<b>6 084</b>	<b>5 395</b>

AS AT 31 DECEMBER IN THOUSANDS OF EUR	2018	2017
Tax prepayments		
VAT	541	872
Other prepayments	230	195
<b>TOTAL TAX PREPAYMENTS</b>	<b>771</b>	<b>1 067</b>

## NOTE 11 INVENTORIES

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Raw materials (mostly fuel)	3 615	3 502
Goods for sale	32 126	37 173
<b>TOTAL INVENTORIES</b>	<b>35 741</b>	<b>40 675</b>

In 2018 the write-down of inventories to net realisable value amounted to EUR 351 thousand (2017: EUR 374 thousand). The write-downs are included in the cost of sales.

### Fuel price risk

The Group is exposed to fuel price risk as the fuel used for ship operations is purchased at market prices. The Group has implemented a fuel surcharge system

according to which the Group charges its customers a fuel surcharge to partly offset the impact of fuel price increases. At 31 December 2018 (as well as at 31 December 2017) there were no derivative contracts for fuel outstanding. For more information, see Note 23.

## NOTE 12 INVESTMENTS IN EQUITY-ACCOUNTED INVESTEEES

As at 31 December 2018 the Group had a 34% interest in the equity-accounted investee Tallink Takso AS, incorporated in Estonia (as at 31 December 2017: 34%).

AS AT 31 DECEMBER 2017, IN THOUSANDS OF EUR	2018	2017
Investments at the beginning of financial year	403	363
Share of profit of equity-accounted investee	4	40
<b>INVESTMENTS AT THE END OF FINANCIAL YEAR</b>	<b>407</b>	<b>403</b>

The key figures of the equity-accounted investee Tallink Takso AS are below. The figures as at and for the year ended 31 December 2018 are unaudited. The figures reflect 100% of the assets, liabilities and result of the associate.

IN THOUSANDS OF EUR	Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
As at 31 December 2018	1 012	686	1 698	355	145	500
As at 31 December 2017	1 119	677	1 796	369	243	612

IN THOUSANDS OF EUR	REVE- NUES	EXPENSES	PROFIT	EQUITY
For the year ended 31 December 2018	4 242	4 228	14	1 198
For the year ended 31 December 2017	4 159	4 049	110	1 184

## NOTE 13

### OTHER FINANCIAL ASSETS

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Equity securities	167	168
Other receivables	153	176
<b>TOTAL OTHER FINANCIAL ASSETS</b>	<b>320</b>	<b>344</b>

## NOTE 14

### PROPERTY, PLANT AND EQUIPMENT

IN THOUSANDS OF EUR	Land and buildings	Ships	Plant and equipment	Assets under construction	Total
<b>Book value as at 31 December 2017</b>	<b>2 308</b>	<b>1 268 604</b>	<b>32 958</b>	<b>4 571</b>	<b>1 308 441</b>
Additions	0	6 595	19 938	6 651	33 184
Reclassification	792	2 488	1 291	-4 571	0
Disposals	0	0	-368	0	-368
Depreciation for the period	-776	-62 392	-10 161	0	-73 329
<b>Book value as at 31 December 2018</b>	<b>2 324</b>	<b>1 215 295</b>	<b>43 658</b>	<b>6 651</b>	<b>1 267 928</b>
<b>As at 31 December 2018</b>					
Gross carrying amount	8 226	1 629 933	76 999	6 651	1 721 809
Accumulated depreciation	-5 902	-414 638	-33 341	0	-453 881
<b>Book value as at 31 December 2016</b>	<b>2 525</b>	<b>1 230 437</b>	<b>23 063</b>	<b>48 872</b>	<b>1 304 897</b>
Additions	223	193 645	18 426	2 040	214 334
Reclassification	101	46 341	-101	-46 341	0
Disposals	0	-130 289	-277	0	-130 566
Depreciation for the period	-541	-71 530	-8 153	0	-80 224
<b>Book value as at 31 December 2017</b>	<b>2 308</b>	<b>1 268 604</b>	<b>32 958</b>	<b>4 571</b>	<b>1 308 441</b>
<b>As at 31 December 2017</b>					
Gross carrying amount	5 927	1 633 053	67 060	4 571	1 710 611
Accumulated depreciation	-3 619	-364 449	-34 102	0	-402 170

## Revaluation of ships

The Group used the valuations of three independent appraisers to determine the fair value of ships. Fair value was determined by reference to market-based inputs, which are mainly unobservable (level 3 under the fair value hierarchy). The Group's management also take into consideration the expected cash flows of chartered ships if needed. The following table shows the valuation techniques used in measuring the ships' fair values, as well as the significant unobservable inputs used.

The frequency of revaluations depends on changes in fair values which are assessed at each year-end. When fair value differs materially from the carrying amount, further revaluation is performed. As at 31 December 2018 there were no material differences between the carrying amounts and fair values (as well as at 31 December 2017).

## Valuation technique

Market comparison technique, cost approach: independent appraisers consider both approaches. They scan the market and look at second-hand sales of similar ships and analyse general demand for the particular ship in various parts of the world. Also, they look at the construction cost of the ship less reasonable depreciation and the construction prices of similar new ships today.

## Significant unobservable inputs

- Sales prices of similar ships
- Level of demand for particular ships
- Construction prices of ships
- Maintenance and repair programme of ships

## If the ships were measured using the cost model, the carrying amounts would be as follows:

AS AT 31 DECEMBER 2018	In thousands of EUR
Cost	1 755 015
Accumulated depreciation	-581 272
<b>Net carrying amount</b>	<b>1 173 743</b>
<b>AS AT 31 DECEMBER 2017</b>	
Cost	1 758 135
Accumulated depreciation	-533 130
<b>Net carrying amount</b>	<b>1 225 005</b>

Due to the annual transfer from the revaluation reserve to retained earnings (the difference between depreciation based on the revalued carrying amount of the assets and the depreciation based on the assets' original cost) the revaluation reserve was decreased as at 31 December 2018 by EUR 2 047 thousand (2017: EUR 2 047 thousand) and retained earnings were increased by the same amount.

As at 31 December 2018 the Group's ships with a book value of EUR 1 037 488 thousand (2017: EUR 1 076 791 thousand) were encumbered with first or second ranking mortgages to secure the Group's bank loans (see also Note 16).

## Contractual commitments

As at 31 December 2018 the Group did not have any substantial contractual commitments. For information about a new vessel order placed in 2019, see Note 24.

## NOTE 15

### INTANGIBLE ASSETS

IN THOUSANDS OF EUR	Goodwill <sup>1</sup>	Trademark <sup>2</sup>	Other <sup>3</sup>	Assets under construction	Total
<b>Book value as at 31 December 2017</b>	<b>11 066</b>	<b>24 754</b>	<b>9 166</b>	<b>3 914</b>	<b>48 900</b>
Additions	0	0	3 223	0	3 223
Reclassification	0	0	2 654	-2 654	0
Disposals	0	0	-8	0	-8
Amortisation for the period	0	-2 916	-3 035	0	-5 951
<b>Book value as at 31 December 2018</b>	<b>11 066</b>	<b>21 838</b>	<b>12 000</b>	<b>1 260</b>	<b>46 164</b>
<b>As at 31 December 2018</b>					
<b>Cost</b>	<b>11 066</b>	<b>58 288</b>	<b>31 996</b>	<b>1 260</b>	<b>102 610</b>
<b>Accumulated amortisation</b>	<b>0</b>	<b>-36 450</b>	<b>-19 996</b>	<b>0</b>	<b>-56 446</b>
<b>Book value as at 31 December 2016</b>	<b>11 066</b>	<b>27 670</b>	<b>9 358</b>	<b>2 033</b>	<b>50 127</b>
Additions	0	0	200	4 720	4 920
Reclassification	0	0	2 839	-2 839	0
Amortisation for the period	0	-2 916	-3 231	0	-6 147
<b>Book value as at 31 December 2017</b>	<b>11 066</b>	<b>24 754</b>	<b>9 166</b>	<b>3 914</b>	<b>48 900</b>
<b>As at 31 December 2017</b>					
<b>Cost</b>	<b>11 066</b>	<b>58 288</b>	<b>26 329</b>	<b>3 914</b>	<b>99 597</b>
<b>Accumulated amortisation</b>	<b>0</b>	<b>-33 534</b>	<b>-17 163</b>	<b>0</b>	<b>-50 697</b>

### Intangible asset classes

<sup>1</sup> Goodwill in the amount of EUR 11 066 thousand is related to the Estonia-Finland routes segment. In the impairment test of goodwill related to the Estonia-Finland routes, the recoverable amount was identified based on value in use. Management calculated value in use using the results and margins achieved in 2018, a revenue growth rate of 0% p.a. (2017: 0%) and a discount rate of 6% (2017: 6%). Five-year cash flow to perpetuity value was used. There was no need to recognise an impairment loss.

<sup>2</sup> A trademark of EUR 58 288 thousand was recognised in connection with the acquisition of Silja OY Ab in 2006. The fair value of the trademark at the acquisition date was determined using the relief from royalty method. As at 31 December 2018 the remaining amortisation period of the trademark was 7.5 years.

As at 31 December 2018, the book value of the trademark was tested for impairment. For testing purposes the average annual revenue growth rate of 2.5% (2017: 2.3%), a royalty rate of 2.25% (2017: 2.25%) and a discount rate of 4.0% (2017: 5.8%) were used. There was no need to recognise an impairment loss.

<sup>3</sup> Other intangible assets include mostly the licences and the development costs of IT software. The licenses have finite lives and are amortised over 5 to 10 years. Amortisation of intangible assets is recorded in profit or loss under cost of sales, sales and marketing expenses and administrative expenses.

## NOTE 16

### INTEREST-BEARING LOANS AND BORROWINGS

<b>AS AT 31 DECEMBER 2018, IN THOUSANDS OF EUR</b>	<b>Maturity</b>	<b>Current portion</b>	<b>Non-current portion</b>	<b>Total borrowings</b>
Liabilities under finance leases	2019-2021	77	351	428
Unsecured bonds <sup>1</sup>		0	0	0
Long-term bank loans	2019-2029	78 581	431 126	509 707
<b>TOTAL BORROWINGS</b>		<b>78 658</b>	<b>431 477</b>	<b>510 135</b>

<b>As at 31 December 2017, in thousands of EUR</b>	<b>Maturity</b>	<b>Current portion</b>	<b>Non-current portion</b>	<b>Total borrowings</b>
Liabilities under finance leases	2019	84	203	287
Unsecured bonds <sup>1</sup>	2018	91 288	0	91 288
Long-term bank loans	2016-2029	68 566	400 765	469 331
<b>TOTAL BORROWINGS</b>		<b>159 938</b>	<b>400 968</b>	<b>560 906</b>

<sup>1</sup> A senior unsecured bond of NOK 900 million was redeemed at a maturity date of 18 October 2018.

As at 31 December 2018 the Group had the right to use bank overdrafts of up to EUR 75 000 thousand (2017: EUR 75 000 thousand). Bank overdrafts are secured with a commercial pledge of EUR 20 204 thousand (2017: EUR 20 204 thousand) and mortgages on ships (see Note 14). In the year ended 31 December 2018 the average effective interest rate of bank overdrafts was EURIBOR + 2.23% (2017: EURIBOR + 2.23%). As at 31 December 2018 and 31 December 2017 the balance of overdrafts in use was zero.

In the year ended 31 December 2018 the weighted average interest rate of the Group's variable rate bank loans was EURIBOR + 2.25% (2017: EURIBOR + 2.28%).

As at 31 December 2018 Tallink Grupp AS had given guarantees to Nordea Bank Plc and Danske Bank A/S for loans of EUR 192 792 thousand (2017: EUR 226 903 thousand) granted to overseas subsidiaries by the abovementioned banks. Overseas subsidiaries have given guarantees to Nordea Bank Finland Plc for the loan granted to Tallink Grupp AS. As at 31 December 2018 the book value of the loan was EUR 316 915

thousand (31 December 2017: EUR 242 428 thousand). Primary securities for the loans are the ships belonging to the overseas subsidiaries and a pledge of the shares in these subsidiaries.

The Group has issued counter guarantees to the commercial banks that have issued guarantees to several governmental authorities in favour of Group entities required to perform the Group's daily operations. As at 31 December 2018 the total amount of the guarantees was EUR 8 057 thousand (2017: EUR 9 754 thousand). The guarantees issued are not recognised in the statement of financial position as, according to historical experience and management's estimations, none of them is expected to turn into an actual liability.

In the loan agreements signed with banks, the Group has agreed to comply with financial covenants related to ensuring certain equity, liquidity and other ratios. During the financial year 2018 (as well as in 2017) the Group complied with all financial covenants.



## RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

IN THOUSANDS OF EUR		Bank over- drafts	Long term bank loans	Unsecured bonds	Finance leases	Derivatives	Reserves	Retained earnings	Total
Balance as at 31 December 2017		0	469 331	91 288	287	34 398	68 946	404 958	1 069 208
<b>Changes from financing cash flows</b>									
Proceeds from loans		0	110 000	0	0	0	0	0	110 000
Repayment of loans		0	-69 666	0	0	0	0	0	-69 666
Repayment of bonds		0	0	-120 303	0	0	0	0	-120 303
Payments for settlement of derivatives		0	0	0	0	-3 569	0	0	-3 569
Payment of finance lease liabilities		0	0	0	-108	0	0	0	-108
Interest paid		0	0	0	0	0	0	-19 440	-19 440
Payment of transaction costs related to loans		0	-1 113	0	0	0	0	0	-1 113
Dividends paid		0	0	0	0	0	0	-20 096	-20 096
Reduction of share capital		0	0	0	0	0	0	-1	-1
Income tax on dividends paid		0	0	0	0	0	0	-3 562	-3 562
<b>Total changes from financing cash flows</b>		0	39 221	-120 303	-108	-3 569	0	-43 099	-127 858
<b>The effect of changes in foreign exchange rates</b>		0	0	28 838	-9	-24 856	267	0	4 240
<b>Changes in fair value</b>		0	0	0	0	-5 055	0	0	-5 055
<b>Liability-related changes</b>									
New finance leases		0	0	0	370	0	0	0	370
Transfer from retained earnings		0	0	0	0	0	2 325	-2 325	0
Transfer from revaluation reserve		0	0	0	0	0	-2 047	2 047	0
Termination of old finance leases		0	0	0	-112	0	0	0	-112
Amortization of capitalized borrowing costs		0	1 155	177	0	0	0	0	1 332
Capitalised borrowing costs		0	0	0	0	0	0	0	0
Treasury shares		0	0	0	0	0	-17	0	-17
Reduction of share capital		0	0	0	0	0	0	1	1
Income tax on dividends paid		0	0	0	0	0	0	3 562	3 562
Interest paid		0	0	0	0	0	0	19 440	19 440
<b>Total liability-related changes</b>		0	1 155	177	258	0	261	22 725	24 576
<b>Total equity-related changes</b>		0	0	0	0	0	0	40 460	40 460
Balance as at 31 December 2018		0	509 707	0	428	918	69 474	425 044	1 005 571

<b>IN THOUSANDS OF EUR</b>									
<b>Balance as at 31 December 2016</b>	<b>40 110</b>	<b>4 19 795</b>	<b>98 627</b>	<b>373</b>	<b>32 359</b>	<b>68 774</b>	<b>378 717</b>	<b>1 038 755</b>	
<b>Changes from financing cash flows</b>									
Proceeds from loans	0	184 000	0	0	0	0	0	184 000	
Repayment of loans	0	-134 321	0	0	0	0	0	-134 321	
Change in overdraft	-40 110	0	0	0	0	0	0	-40 110	
Payments for settlement of derivatives	0	0	0	0	-3 592	0	0	-3 592	
Payment of finance lease liabilities	0	0	0	-102	0	0	0	-102	
Interest paid	0	0	0	0	0	0	-20 744	-20 744	
Payment of transaction costs related to loans	0	-216	0	0	0	0	0	-216	
Dividends paid	0	0	0	0	0	0	-20 096	-20 096	
Reduction of share capital	0	0	0	0	0	0	-1	-1	
Income tax on dividends paid	0	0	0	0	0	0	-4 100	-4 100	
<b>Total changes from financing cash flows</b>	<b>-40 110</b>	<b>49 463</b>	<b>0</b>	<b>-102</b>	<b>-3 592</b>	<b>0</b>	<b>-44 941</b>	<b>-39 282</b>	
<b>The effect of changes in foreign exchange rates</b>	<b>0</b>	<b>0</b>	<b>-7 567</b>	<b>-10</b>	<b>0</b>	<b>13</b>	<b>0</b>	<b>-7 564</b>	
<b>Changes in fair value</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5 631</b>	<b>0</b>	<b>0</b>	<b>5 631</b>	
<b>Liability-related changes</b>									
New finance leases	0	0	0	47	0	0	0	47	
Transfer from retained earnings	0	0	0	0	0	2 206	-2 206	0	
Transfer from revaluation reserve	0	0	0	0	0	-2 047	2 047	0	
Termination of old finance leases	0	0	0	-21	0	0	0	-21	
Amortization of capitalized borrowing costs	0	1 503	228	0	0	0	0	1 731	
Capitalised borrowing costs	0	-1 430	0	0	0	0	0	-1 430	
Reduction of share capital	0	0	0	0	0	0	1	1	
Income tax on dividends paid	0	0	0	0	0	0	4 100	4 100	
Interest paid	0	0	0	0	0	0	20 744	20 744	
<b>Total liability-related changes</b>	<b>0</b>	<b>73</b>	<b>228</b>	<b>26</b>	<b>0</b>	<b>159</b>	<b>24 686</b>	<b>25 172</b>	
<b>Total equity-related changes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46 496</b>	<b>46 496</b>	
<b>Balance as at 31 December 2017</b>	<b>0</b>	<b>4 69 331</b>	<b>91 288</b>	<b>287</b>	<b>34 398</b>	<b>68 946</b>	<b>404 958</b>	<b>1 069 208</b>	

## NOTE 17

### TRADE AND OTHER PAYABLES

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Trade payables	43 824	43 097
Other payables	4 533	2 078
Payables to employees	25 258	24 421
Interest payable	2 418	3 323
Tax liabilities	19 221	18 046
Other accruals	5 428	4 583
<b>TOTAL TRADE AND OTHER PAYABLES</b>	<b>100 682</b>	<b>95 548</b>

The Group's exposure to currency and liquidity risks (excluding tax liabilities and other accruals) is disclosed in Note 23. Additional information about tax liabilities is disclosed below.

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Salary-related taxes	13 771	12 933
Excise duties	2 000	1 618
VAT	3 449	3 485
Other taxes	1	10
<b>TOTAL TAX LIABILITIES</b>	<b>19 221</b>	<b>18 046</b>

## NOTE 18

### DEFERRED INCOME

The Group measures the liability for outstanding Club One points in combination with the value of its services and the averages of the Club One points used to redeem the services, taking into account the pattern of use of the points by the customers and the expiry rates of the points. The calculations are performed for each segment and the deferred income is recognised based on the relative stand-alone selling price allocation method.

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Club One points	11 303	12 105
Prepaid revenue	20 810	19 324
<b>TOTAL DEFERRED INCOME</b>	<b>32 113</b>	<b>31 429</b>

## NOTE 19

### SHARE CAPITAL AND RESERVES

AS AT 31 DECEMBER, IN THOUSANDS	2018	2017
The number of shares issued and fully paid	669 882	669 882
Total number of shares	669 882	669 882

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Share capital (authorised and registered)	361 736	361 736
<b>TOTAL SHARE CAPITAL</b>	<b>361 736</b>	<b>361 736</b>
Share premium	662	639
<b>TOTAL SHARE PREMIUM</b>	<b>662</b>	<b>639</b>

According to the articles of association of the Parent the maximum number of ordinary shares is 2 400 000 000. Each share grants one vote at the shareholders' general meeting. Shares acquired by the transfer of ownership are eligible for participating in and voting at a general meeting only if the ownership change is recorded in the Estonian Central Registry of Securities at the time used to determine the list of shareholders for the given shareholders' general meeting.

Ordinary shares grant their holders all the rights provided for under the Estonian Commercial Code

– the right to participate in the general meeting, the distribution of profits, and the distribution of residual assets upon the dissolution of the Company; the right to receive information from the Management Board about the activities of the Company; a pre-emptive right to subscribe for new shares in proportion to the sum of the par values of the shares already held when share capital is increased, etc.

Tallink Grupp AS has 669 882 040 registered shares (31 December 2017: 669 882 040) without nominal value and the notional value of each share is EUR 0.54.

### Reserves

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Translation reserve	269	2
Ships' revaluation reserve	41 552	43 599
Mandatory legal reserve	27 670	25 345
Reserve for treasury shares	-17	0
<b>TOTAL RESERVES</b>	<b>69 474</b>	<b>68 946</b>

## Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

## Ships' revaluation reserve

The revaluation reserve is related to the revaluation of ships. The ships' revaluation reserve may be transferred directly to retained earnings when the ship is disposed of. However, some of the revaluation surplus may be transferred when the ship is used by the Group. In such a case, the amount of surplus transferred is the difference between depreciation based on the revalued carrying amount of the ship and depreciation based on the original cost of the ship. The Group uses the latter alternative.

## Mandatory legal reserve

The mandatory legal reserve has been formed in accordance with the Estonian Commercial Code. The mandatory legal reserve is formed by means of yearly net profit transfers. At least 1/20 of net profit

must be transferred to the mandatory legal reserve, until the reserve amounts to 1/10 of share capital. The mandatory legal reserve may be used to cover losses and to increase share capital but it may not be used to make distributions to owners.

## Reserve for treasury shares

In conformity with the share buy-back conditions, approved by the Company's annual general meeting on 9 June 2015, from 2 November 2018 to 29 November 2018 the Company acquired 493 800 own shares and converted these shares into FDRs. As at 31 December 2018, the Company held 16 500 own shares.

## Dividends

Dividends declared and paid by the Company in 2018 amounted to EUR 20 097 thousand (2017: EUR 20 097 thousand), i.e. 0.03 EUR per ordinary share (2017: 0.03 EUR). This gave rise to income tax expense of EUR 3 562 thousand (2017: EUR 4 100 thousand). About income tax on dividends see also Note 6.

## NOTE 20

### CONTINGENCIES AND COMMITMENTS

#### Legal claims

##### Disputes with former seafarers of Superfast vessels

The claims filed by the former German seafarers of the Superfast VII, VIII and IX vessels were reviewed by German and Finnish courts during the years 2006-2011 and 2012-2017 respectively. On 15 March 2017 the Finnish Supreme Court validated the Helsinki Court of Appeal judgement according to which the maritime labour contracts of the German seafarers had been transferred to the purchasers of the vessels, the Baltic Superfast companies. According to the final judgment and in order to avoid any further disputes with former German seafarers, the Group decided to agree with the representative of German seafarers a compensation settlement of EUR 3 690 thousand.

In 2018 the Group agreed with the former owner and seller of Superfast vessels compensation of EUR 1 000 thousand as a full and final settlement inclusive of interest and costs. The settlement was fully paid to the Group at 30 November 2018.

#### Key Management Personnel's termination benefits

The members of the Management Board are entitled to termination benefits if their service agreement is terminated by the Group's Supervisory Board. At 31 December 2018 the maximum amount of such benefits was EUR 2 394 thousand (EUR 2 268 thousand in 2017) (see Note 21).

In February 2019 the Tallink Grupp AS Supervisory Board recalled Mr. Janek Stalmeister and Mr. Andres Hunt from the Management Board. In line with the service agreements with Mr. Stalmeister and Mr. Hunt, total termination benefits of EUR 1 512 thousand were paid to them.

The maximum amount of Management Board members' termination benefits after the February 2019 terminations is EUR 882 thousand.

#### Income tax on dividends

The Group's retained earnings as at 31 December 2018 were EUR 425 044 thousand (2017: EUR 404 958 thousand). As at 31 December 2018, the maximum income tax liability which would arise if retained earnings were fully distributed is EUR 85 009 thousand (2017: EUR 80 992 thousand). The maximum income tax liability has been calculated using the income tax rate effective for dividends on the assumption that the dividend and the related income tax expense cannot exceed the amount of retained earnings as at 31 December 2018 (2017: 31 December 2017).

#### Non-cancellable operating leases

##### The Group as the lessee

The Group leases four hotel buildings under operating leases (2017: five hotel buildings). The leases typically run for a period of ten years, with the Group's option to renew the lease for a further 5 years. Some lease payments are increased every year and some leases provide for additional rental payments that are based on the result of hotel operations. The lease expenses from 1 January 2018 to 31 December 2018 were EUR 12 876 thousand (2017: EUR 13 375 thousand) including contingent lease expense of EUR 1 053 thousand (2017: EUR 1 381 thousand).

The Group also leases four office buildings, one warehouse and one restaurant. The lease expenses from 1 January 2018 to 31 December 2018 were EUR 4 362 thousand (2017: EUR 4 187 thousand). The lessor has the right to increase lease payments by up to 6% per year.



**Minimum non-cancellable operating lease payments are as follows:**

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
< 1 year	16 746	14 592
1-5 years	65 102	34 779
> 5 years	36 325	23 864
<b>TOTAL MINIMUM LEASE PAYMENTS</b>	<b>118 173</b>	<b>73 235</b>

**The Group as the lessor**

The Group's charter income from 1 January to 31 December 2018 was EUR 8 030 thousand (2017: EUR 18 803 thousand).

**Minimum non-cancellable charter payments are as follows:**

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
< 1 year	6 688	6 688
<b>TOTAL MINIMUM CHARTER PAYMENTS</b>	<b>6 688</b>	<b>6 688</b>

All charter agreements used by the Group are based on BIMCO Standard Bareboat Charter and BIMCO Time Charter Agreement.

All charter agreements used by the Group are based on BIMCO Standard Bareboat Charter and BIMCO Time Charter Agreement.

## **NOTE 21**

### **RELATED PARTY DISCLOSURES**

For the purpose of these financial statements, parties are related if one controls the other or exerts significant influence on the other's financial or operating policies.

#### **Companies controlled by the Key Management Personnel**

The Key Management Personnel hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities.

#### **Associated companies**

The Key Management Personnel are members of the Group's Supervisory Board and Management Board.

The Group has conducted transactions with related parties and has outstanding balances with related parties.

<b>FOR THE YEAR ENDED 31 DECEMBER 2018, IN THOUSANDS OF EUR</b>	<b>Sales to related parties</b>	<b>Purchases from related parties</b>	<b>Receivables from related parties</b>	<b>Payables to related parties</b>
Companies controlled by the Key Management Personnel	949	25 029	33	1 942
Associated companies	6	241	0	24
<b>TOTAL</b>	<b>955</b>	<b>25 270</b>	<b>33</b>	<b>1 966</b>

<b>FOR THE YEAR ENDED 31 DECEMBER 2017, IN THOUSANDS OF EUR</b>	<b>Sales to related parties</b>	<b>Purchases from related parties</b>	<b>Receivables from related parties</b>	<b>Payables to related parties</b>
Companies controlled by the Key Management Personnel	327	24 573	20	2 178
Associated companies	3	185	2	13
<b>TOTAL</b>	<b>330</b>	<b>24 758</b>	<b>22</b>	<b>2 191</b>

**The following goods and services were purchased from related parties:**

<b>FOR THE YEAR ENDED 31 DECEMBER, IN THOUSAND OF EUR</b>	<b>2018</b>	<b>2017</b>
Leases	14 987	16 541
Fuel	7 489	5 027
Other goods and services	2 794	3 190
<b>TOTAL GOODS AND SERVICES</b>	<b>25 270</b>	<b>24 758</b>

## Key Management Personnel's compensation

Tallink Grupp AS's members of the Management Board and members of the Supervisory Board are defined as the Key Management Personnel. In 2018, the Key Management Personnel's compensation was EUR 1 211 thousand (2017: EUR 1 185 thousand).

The members of the Management Board are entitled to termination benefits if their service agreement is terminated by the Group's Supervisory Board. At 31 December 2018 the maximum amount of such benefits was EUR 2 394 thousand (EUR 2 268 thousand in 2017).

In February 2019 the Tallink Grupp AS Supervisory Board recalled Mr. Janek Stalmeister and Mr. Andres Hunt from the Management Board. In line with the service agreements with Mr. Stalmeister and Mr. Hunt, total termination benefits of EUR 1 512 thousand were paid to them.

The maximum amount of Management Board members' termination benefits after the February 2019 terminations is EUR 882 thousand.

The Key Management personnel's benefits are presented without social security tax.

## NOTE 22

### GROUP ENTITIES

GROUP ENTITIES	Interest as at 31 December 2018	Interest as at 31 December 2017	Country of incorporation	Parent company
Baan Thai OÜ	100%	100%	Estonia	Tallink Grupp AS
Baltic Retail OÜ	100%	-	Estonia	Tallink Grupp AS
Hansaliin OÜ	100%	100%	Estonia	Tallink Grupp AS
Hansatee Cargo AS	100%	100%	Estonia	Tallink Grupp AS
Hansatee Kinnisvara OÜ	100%	100%	Estonia	Tallink Grupp AS
Hera Salongid OÜ	100%	100%	Estonia	TLG Hotell OÜ
HT Laevateenindus OÜ	100%	100%	Estonia	Tallink Grupp AS
HT Meelelahutus OÜ	100%	100%	Estonia	Tallink Grupp AS
HTG Invest AS	-	100%	Estonia	Tallink Grupp AS
Mare Catering OÜ	100%	100%	Estonia	Tallink Grupp AS
Tallink AS	100%	100%	Estonia	Tallink Grupp AS
Tallink Baltic AS	100%	100%	Estonia	Tallink Grupp AS
Tallink Duty Free AS	100%	100%	Estonia	Tallink Grupp AS
Tallink Scandinavian AS	100%	100%	Estonia	Tallink Grupp AS
Tallink Travel Club OÜ	100%	100%	Estonia	Tallink Grupp AS
TLG Agent OÜ	100%	-	Estonia	Tallink Grupp AS
TLG Hotell OÜ	100%	100%	Estonia	Tallink Grupp AS
TLG Stividor OÜ	100%	-	Estonia	Tallink Grupp AS
Baltic SF IX Ltd	100%	100%	Cyprus	Tallink Grupp AS
Baltic SF VII Ltd	100%	100%	Cyprus	Tallink Grupp AS
Baltic SF VIII Ltd	100%	100%	Cyprus	Tallink Grupp AS
Hansalink Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Autoexpress Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Fast Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Hansaway Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink High Speed Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Sea Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Superfast Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallink Victory Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallinn - Helsinki Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Tallinn Stockholm Line Ltd, in liquidation	100%	100%	Cyprus	Tallink Grupp AS
Tallinn Swedish Line Ltd	100%	100%	Cyprus	Tallink Grupp AS
Vana Tallinn Line Ltd, in liquidation	100%	100%	Cyprus	Tallink Grupp AS
HTG Stevedoring OY	100%	100%	Finland	Tallink Grupp AS
Tallink Finland OY	100%	100%	Finland	Tallink Grupp AS
Tallink Silja OY	100%	100%	Finland	Tallink Scandinavian AS
Sally AB	100%	100%	Finland	Tallink Silja OY
Tallink Silja GMBH	100%	100%	Germany	Tallink Silja OY
Tallink Latvija AS	100%	100%	Latvia	Tallink Grupp AS
HT Shipmanagement SIA	100%	100%	Latvia	HT Laevateenindus OÜ
TLG Hotell Latvija SIA	100%	100%	Latvia	TLG Hotell OÜ
Tallink-Ru OOO	100%	100%	Russia	Tallink Grupp AS
Tallink Silja AB	100%	100%	Sweden	Tallink Grupp AS
Ingleby (1699) Ltd.	100%	100%	UK	Tallink Grupp AS

## NOTE 23

### FINANCIAL RISK MANAGEMENT

#### Overview

Through the use of financial instruments the Group is exposed to the following risks:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's capital management.

The Management Board has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's financial department is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

#### Credit risk

Credit risk is the risk of financial loss that the Group would suffer if the counterparty failed to perform its financial obligations, and arises principally from the Group's receivables from customers and cash. The credit risk concentration related to accounts receivable is reduced due to the high number of customers.

#### Maximum credit risk was as follows:

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Cash and cash equivalents (Note 8)	82 175	88 911
Trade and other receivables (Notes 9, 13)	34 636	32 147
<b>TOTAL</b>	<b>116 811</b>	<b>121 058</b>

The Group's exposure to credit risk for trade receivables is mainly influenced by the characteristics of each customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are individuals or legal entities, whether they are travel agents or customers with credit limits, and considering their geographic location, receivable aging profile, and existence of previous financial difficulties. Trade receivables relate mainly to travel agents and customers with credit facilities. The credit risk concentration related to trade receivables is reduced by the high number of customers.

The Group's management has established a credit policy under which each new customer with a credit request is analysed individually for creditworthiness before the Group's payment terms and conditions are offered. Some customers are obliged to present

a bank guarantee to meet the credit sale criteria. Customers are assigned credit limits, which represent the maximum exposure that does not require approval from the Group's management. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group on a prepayment basis only. Charterers hiring the Group's vessels have provided bank guarantees to cover their payment risk.

According to IFRS 9 the Group measures allowance for impairment at an amount of lifetime expected credit loss. Lifetime expected credit loss is calculated as a product of total trade receivables in aging bucket and respective credit loss ratio. Expected credit loss ratio is recalculated once in a quarter based on actual write-off's during last 12 quarters. Effect of first-time application of IFRS 9 at 01.01.2018 was recognized in retained earnings through other comprehensive income in the amount of EUR 68 thousand.

<b>IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
Balance at 1 January	698	685
Amounts written off	-523	-431
Impairment loss recognised	272	660
Reversal of prior period impairment loss	-11	-216
<b>BALANCE AT 31 DECEMBER</b>	<b>436</b>	<b>698</b>

Financial derivatives with a positive fair value for the Company, taking into account legal netting agreements (ISDA agreements), also represent a credit risk. Credit risk arising from financial transactions is reduced through diversification and accepting counterparties

with high credit ratings only (BBB or higher).

The Group holds cash and cash equivalents with banking groups that have investment grade credit ratings (BBB or higher).

## Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

The Group's low current ratio represents the normal course of business. The majority of sales are conducted by prepayment, bank card or cash payment, therefore the cash conversion cycle is negative and in general the Group receives cash from sales before it has to pay to its vendors.

The Group's objective is to maintain a balance between the continuity and flexibility of funding through the use of bank overdrafts, bank loans and bonds. The Group has established Group account systems (the Group's cash pools) in Estonia and Finland to manage the cash flows in the Group as efficiently as possible. Excess liquidity is invested in short-term money market instruments. Tallink Grupp AS maintains three committed bank overdraft facilities to minimize the Group's liquidity risk (see Note 16 for details).

The following tables illustrate liquidity risk by periods when financial liabilities as at 31 December will fall due or may fall due based on contractual cash flows.

IN THOUSANDS OF EUR, 2018	< 1 year	1-2 years	2-5 years	>5 years	Total
<b>Non-derivative financial liabilities</b>					
Overdraft	0	0	0	0	0
Finance lease liabilities	-77	-351	0	0	-428
Trade and other payables	-76 033	0	0	0	-76 033
Secured bank loan repayments	-79 750	-76 083	-233 250	-125 583	-514 667
Bond repayment	0	0	0	0	0
Interest payments <sup>(1)</sup>	-11 129	-9 414	-18 699	-6 911	-46 154
<b>Derivative financial liabilities</b>					
Interest rate swaps <sup>(2)</sup>	-1 029	0	0	0	-1 029
Foreign exchange derivative inflow	0	0	0	0	0
Foreign exchange derivative outflow	0	0	0	0	0
<b>TOTAL</b>	<b>-168 019</b>	<b>-85 848</b>	<b>-251 949</b>	<b>-132 494</b>	<b>-638 310</b>
IN THOUSANDS OF EUR, 2017	< 1 year	1-2 years	2-5 years	>5 years	Total
<b>Non-derivative financial liabilities</b>					
Overdraft	0	0	0	0	0
Finance lease liabilities	-84	-203	0	0	-287
Trade and other payables	-72 919	0	0	0	-72 919
Secured bank loan repayments	-69 667	-66 000	-239 000	-99 667	-474 333
Bond repayment	-91 461	0	0	0	-91 461
Interest payments <sup>(1)</sup>	-15 072	-9 050	-21 902	-8 190	-54 214
<b>Derivative financial liabilities</b>					
Interest rate swaps <sup>(2)</sup>	-3 557	-793	0	0	-4 350
Foreign exchange derivative inflow	91 461	0	0	0	91 461
Foreign exchange derivative outflow	-120 000	0	0	0	-120 000
<b>TOTAL</b>	<b>-281 299</b>	<b>-76 046</b>	<b>-260 902</b>	<b>-107 857</b>	<b>-726 104</b>

<sup>1</sup> Expected, based on the interest rates and interest rate forward curves

<sup>2</sup> Net cash flow, expected, based on the interest rates and interest rate forward curves

Guarantees issued are not recognised in the statement of financial position as, according to historical experience and management's estimations, none of them has turned into an actual liability.



## Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of financial instruments held. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group buys and sells derivatives, and also incurs financial liabilities, in order to manage market risk.

## Foreign exchange rate risk

The Group is exposed to exchange rate risk arising from revenues, operating expenses and liabilities in foreign currencies, mainly in the US dollar (USD), the Swedish krona (SEK) and the Norwegian krone (NOK). Exposure to USD results from the purchase of ship fuel and insurance, exposure to NOK resulted from the bonds issued in that currency and exposure to SEK arises from the fact that it is the operational currency on some routes.

The Group seeks to minimize currency risk by matching foreign currency inflows with outflows.

**The following tables present the Group's financial instruments by currency denomination:**

### IN THOUSANDS OF EUR, 2018

	EUR	USD	SEK	NOK	Other	Total
Cash and cash equivalents	74 288	1	7 663	1	222	82 175
Trade receivables, net of allowance	27 886	0	2 058	0	36	29 980
Other financial assets	529	0	4 119	0	8	4 656
<b>TOTAL</b>	<b>102 703</b>	<b>1</b>	<b>13 840</b>	<b>1</b>	<b>266</b>	<b>116 811</b>
Current portion of borrowings	-78 585	0	-73	0	0	-78 658
Trade payables	-40 721	-188	-4 577	-6	-299	-45 791
Other current payables	-27 292	0	-8 380	0	0	-35 672
Interest rate swaps	-918	0	0	0	0	-918
Foreign exchange derivatives	0	0	0	0	0	0
Non-current portion of borrowings and other liabilities	-431 126	0	-351	0	0	-431 477
<b>TOTAL</b>	<b>-578 642</b>	<b>-188</b>	<b>-13 381</b>	<b>-6</b>	<b>-299</b>	<b>-592 516</b>
<b>Net, EUR</b>	<b>-475 939</b>	<b>-187</b>	<b>459</b>	<b>-5</b>	<b>-33</b>	<b>-475 705</b>

### IN THOUSANDS OF EUR, 2017

	EUR	USD	SEK	NOK	Other	Total
Cash and cash equivalents	85 308	0	3 523	0	80	88 911
Trade receivables, net of allowance	25 634	0	2 187	0	14	27 835
Other financial assets	2 143	0	2 160	0	9	4 312
<b>TOTAL</b>	<b>113 085</b>	<b>0</b>	<b>7 870</b>	<b>0</b>	<b>103</b>	<b>121 058</b>
Current portion of borrowings	-68 574	0	-76	-91 288	0	-159 938
Trade payables	-39 121	-129	-3 613	-1	-233	-43 097
Other current payables	-25 096	0	-6 926	-1 113	-1 273	-34 408
Interest rate swaps	-4 688	0	0	0	0	-4 688
Foreign exchange derivatives	-125 864	0	0	96 154	0	-29 710
Non-current portion of borrowings and other liabilities	-400 765	0	-203	0	0	-400 968
<b>TOTAL</b>	<b>-664 108</b>	<b>-129</b>	<b>-10 818</b>	<b>3 752</b>	<b>-1 506</b>	<b>-672 809</b>
<b>Net, EUR</b>	<b>-551 023</b>	<b>-129</b>	<b>-2 948</b>	<b>3 752</b>	<b>-1 403</b>	<b>-551 751</b>

A 10 percent strengthening of the euro against the following currencies at the end of the financial year would have increased (decreased) profit or loss and equity by the amounts shown below. This sensitivity analysis assumes that all other variables remain constant. The analysis was performed on the same basis for 2017.

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>2018 Profit or loss</b>	<b>2017 Profit or loss</b>
USD	19	13
SEK	-46	295
NOK	1	-375
Other	3	13

### Interest rate risk

The Group is exposed to interest rate risk through funding and cash management activities. The interest rate risk – the possibility that the future cash flows from a financial instrument (cash flow risk) will change

due to movements in market interest rates – results mainly from bank loans. There are no material interest rate risks related to the assets of the Group.

**At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was as follows:**

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
Fixed rate financial liabilities	160 213	175 267
Variable rate financial liabilities	350 840	420 037
<b>TOTAL</b>	<b>511 053</b>	<b>595 304</b>

A change of 10 basis points in the interest rates of interest-bearing financial instruments at the reporting date would have increased (decreased) profit and

equity by the amounts shown below. This analysis assumes that all other variables remain constant. The analysis was performed on the same basis for 2017.

<b>IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
10 basis point increase	-326	-299
10 basis point decrease	326	299

### Fair values of financial instruments

In the opinion of the Group's management there are no significant differences between the carrying values and fair values of financial assets and liabilities. The fair value for derivatives has been determined based on accepted valuation methods.

### Hedge activities

All derivative financial instruments are recognised as assets or liabilities. They are stated at fair value regardless of their purpose. Many transactions constitute economic hedges but do not qualify for hedge accounting under IAS 39. Changes in the fair value of these derivative financial instruments are recognised directly in profit or loss: fair value changes on forward exchange contracts and currency options are recorded in exchange gains and losses and those on interest rate swaps and interest rate options in interest income and expense.

## The fair values of hedged transactions at the end of the year were as follows:

AS AT 31 DECEMBER, IN THOUSANDS OF EUR	Hierarchy	Maturity	2018 Notional amount	2018 Fair value	2017 Notional amount	2017 Fair value
Interest rate swap	Level 3	2019	100 000	-918	100 000	-4 688
Interest rate swap	Level 3	2018	0	0	70 000	0
Foreign exchange derivative <sup>1</sup>	Level 3	2018	0	0	60 000	-14 855
Foreign exchange derivative <sup>1</sup>	Level 3	2018	0	0	60 000	-14 855
<b>TOTAL DERIVATIVES WITH NEGATIVE VALUE</b>				<b>-918</b>		<b>-34 398</b>

<sup>1</sup> Foreign exchange derivatives - at the effective date the Group exchanged the NOK notional amount (NOK 450 000 thousand) against the EUR notional amount (EUR 60 000 thousand) and at the termination date there was an exchange back. During the life of the derivative the Group paid EURIBOR based EUR and received NIBOR based NOK every three months.

The fair values of interest rate derivatives at 31 December 2018 have been determined by using the Bloomberg Professional valuation functions. The valuation method is Hull White Model. Inputs used are EUR interest rates' term structure and EUR swaption and cap volatilities. Inputs are mainly unobservable (level 3 under the fair value hierarchy). The following table shows the valuation techniques used in measuring derivatives' fair values, as well as the significant unobservable inputs used.

VALUATION TECHNIQUE	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
- Hull White Model	- EUR interest rates' term structure - EUR swaption and cap volatilities	The estimated fair value would increase (decrease) if: - EUR interest rates were higher (lower)

## Capital Management

The Group considers total shareholders' equity as capital. As at 31 December 2018 the shareholders' equity was EUR 856 916 thousand (2017: EUR 836 279 thousand). The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business.

The Group has made significant investments in recent years where strong shareholders' equity has been a major supporting factor for the investments. The Group seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

At the annual general meeting held on 8 February 2011, management introduced the strategic target of reaching the optimal debt level which would allow the Group to start paying dividends. In management's opinion, a comfortable level for the Group's equity ratio is between 40% and 50% and for the net debt to EBITDA ratio an indicator below 5. As at 31 December 2018 the Group's equity ratio was 57.1% and the net debt to EBITDA ratio was 3.0 (2017: 53.7% and 3.0 respectively).

The Group may purchase its own shares from the market; the timing of these purchases may depend on market prices, the Group's liquidity position and business outlook. Additionally, legal factors may limit the timing of such decisions. Repurchased shares are intended to be cancelled. Currently the Group does not have a defined share buyback plan.

## NOTE 24

### SUBSEQUENT EVENTS

#### Changes on the Management Board

On 4 February 2019, the Group announced that the Tallink Grupp AS Supervisory Board has appointed Mrs. Kadri Land and Mr. Harri Hanschmidt as Members of the Management Board and has recalled from the Management Board Mr. Janek Stalmeister following his resignation. The mandate of Mr. Janek Stalmeister ended on 2 February 2019. The mandate of Mrs. Kadri Land and Mr. Harri Hanschmidt started on 4 February 2019 and lasts for a period of three years.

On 22 February 2019, the Group announced that the Supervisory Board has appointed Mrs. Piret Mürk-Dubout as a Member of the Management Board and has recalled from the Management Board Mr. Andres Hunt following his resignation. The mandate of Mr. Andres Hunt ended on 26 February 2019, the mandate of Mrs. Mürk-Dubout began on 15 April 2019 and lasts for a period of three years.

From 15 April, the Management Board of Tallink Grupp AS operates with five members under the leadership of Mr. Paavo Nõgene and includes Mr. Lembit Kitter, Mrs. Kadri Land, Mr. Harri Hanschmidt and Mrs. Piret Mürk-Dubout.

#### Changes in the Group structure

In February 2019, the Group's Cyprus-registered dormant entities Tallinn-Stockholm Line Ltd and Vana Tallinn Line Ltd were dissolved.

#### New vessel order

In March 2019, Tallink Grupp AS and Rauma Marine Constructions signed a contract for the construction of a new LNG-powered shuttle ferry for the Tallinn-Helsinki route. The estimated cost of the project is approximately 250 million euros and the new vessel will be built at the Rauma shipyard in Finland. The delivery of the vessel is expected in January 2022.

#### Termination benefits

On February 2019, the Tallink Grupp AS Supervisory Board recalled Mr. Janek Stalmeister and Mr. Andres Hunt from the Management Board. In line with the service agreements with Mr. Stalmeister and Mr. Hunt, total termination benefits of EUR 1 512 thousand were paid to them.

## NOTE 25

### PRIMARY FINANCIAL STATEMENTS OF THE PARENT

#### Statement of comprehensive income

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
Revenue	460 392	457 589
Cost of sales	-376 102	-368 820
<b>Gross profit</b>	<b>84 290</b>	<b>88 769</b>
Sales and marketing expenses	-40 711	-41 923
Administrative expenses	-25 960	-25 287
Impairment loss on receivables	-132	-195
Other operating income	1 236	7 274
Other operating expenses	-68	-133
<b>Result from operating activities</b>	<b>18 655</b>	<b>28 505</b>
Finance income	43 662	12 437
Finance costs	-53 910	-36 753
Share of profit of subsidiaries	107 500	357 750
Share of profit of equity-accounted investees	4	40
<b>Profit before income tax</b>	<b>115 911</b>	<b>361 979</b>
Income tax	-2 787	0
<b>NET PROFIT FOR THE YEAR</b>	<b>113 124</b>	<b>361 979</b>

## Statement of financial position

<b>AS AT 31 DECEMBER, IN THOUSANDS OF EUR</b>	<b>2018</b>	<b>2017</b>
<b>ASSETS</b>		
Cash and cash equivalents	18 165	26 116
Receivables from subsidiaries	157 417	142 997
Receivables and prepayments	23 741	23 429
Tax assets	0	0
Inventories	10 037	10 386
<b>Current assets</b>	<b>209 360</b>	<b>202 928</b>
Investments in subsidiaries	490 401	467 390
Receivables from subsidiaries	208 205	219 396
Investments in equity-accounted investees	407	403
Other financial assets and prepayments	68	54
Property, plant and equipment	112 818	142 592
Intangible assets	12 852	12 589
Non-current assets	824 751	842 424
<b>TOTAL ASSETS</b>	<b>1 034 111</b>	<b>1 045 352</b>
<b>LIABILITIES AND EQUITY</b>		
Interest-bearing loans and borrowings	111 259	199 785
Derivatives	918	29 710
Payables and deferred income	111 901	124 752
Dividends payable to shareholders	2	3
Tax liabilities	3 739	3 783
<b>Current liabilities</b>	<b>227 819</b>	<b>358 033</b>
Interest-bearing loans and borrowings	320 719	290 276
Other liabilities	0	0
Derivatives	0	4 688
<b>Non-current liabilities</b>	<b>320 719</b>	<b>294 964</b>
<b>Total liabilities</b>	<b>548 538</b>	<b>652 997</b>
Share capital	361 736	361 736
Share premium	662	639
Reserves	27 653	25 345
Retained earnings	95 522	4 635
<b>Equity attributable to equity holders of the Parent</b>	<b>485 573</b>	<b>392 355</b>
<b>Equity</b>	<b>485 573</b>	<b>392 355</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>1 034 111</b>	<b>1 045 352</b>



## Statement of cash flows

FOR THE YEAR ENDED 31 DECEMBER, IN THOUSANDS OF EUR	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Net profit for the period</b>	<b>113 124</b>	<b>361 979</b>
Adjustment for:		
Depreciation and amortisation	42 648	41 421
Net gain/loss on disposals of tangible and intangible assets	-104	57
Net interest expense	6 588	31 801
Net unrealised foreign exchange loss/gain	4 036	-7 567
Income from subsidiaries	-107 500	-357 750
Income tax	2 787	0
Other adjustments	7 206	-2 717
<b>Adjustments</b>	<b>-44 339</b>	<b>-294 755</b>
Changes in:		
Receivables and prepayments related to operating activities	-55 783	84 150
Inventories	349	-975
Liabilities related to operating activities	47 776	151 749
<b>Changes in assets and liabilities</b>	<b>-7 658</b>	<b>234 924</b>
<b>Cash generated from operating activities</b>	<b>61 127</b>	<b>302 148</b>
Income tax paid/repaid	0	64
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>61 127</b>	<b>302 212</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant, equipment and intangible assets	-13 137	-13 117
Proceeds from disposals of property, plant, equipment	104	0
Increase in share capital of subsidiaries	-23 003	-58 800
Loans granted to subsidiaries	-28 150	-56 000
Repayments of loans granted	47 300	0
Dividends received from subsidiaries	18 052	16 400
Interest received	10 160	1
<b>NET CASH FROM/USED IN INVESTING ACTIVITIES</b>	<b>11 326</b>	<b>-111 516</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from loans	110 000	0
Proceeds from loans from subsidiaries	5 600	12 400
Repayment of loans	-35 000	-46 988
Repayment of bonds	-120 303	0
Change in overdraft	0	-94 804
Payments for settlement of derivatives	-3 569	-3 592
Interest paid	-13 135	-14 444
Payment of transaction costs related to loans	-1 113	-161
Dividends paid	-20 096	-20 096
Reduction of share capital	-1	-1
Income tax on dividends paid	-2 787	0
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-80 404</b>	<b>-167 686</b>
<b>NET CASH FLOW</b>	<b>-7 951</b>	<b>23 010</b>
<b>Cash and cash equivalents at the beginning of period</b>	<b>26 116</b>	<b>3 106</b>
Decrease/increase	-7 951	23 010
<b>Cash and cash equivalents at the end of period</b>	<b>18 165</b>	<b>26 116</b>

## Statement of changes in equity

IN THOUSANDS OF EUR	Share capital	Share premium	Mandatory legal reserve	Reserve for treasury shares	Retained earnings	Total equity
<b>As at 31 December 2017</b>	<b>361 736</b>	<b>639</b>	<b>25 345</b>	<b>0</b>	<b>4 635</b>	<b>392 355</b>
Initial application of IFRS 9 and IFRS 15	0	0	0	0	184	184
<b>Adjusted balance as 1 January 2018</b>	<b>361 736</b>	<b>639</b>	<b>25 345</b>	<b>0</b>	<b>4 819</b>	<b>392 539</b>
Net profit for 2018	0	0	0	0	113 124	113 124
Transfer from profit for 2017	0	0	2 325	0	-2 325	0
Dividends	0	0	0	0	-20 096	-20 096
Share-based payment transactions	0	23	0	-17	0	6
<b>As at 31 December 2018</b>	<b>361 736</b>	<b>662</b>	<b>27 670</b>	<b>-17</b>	<b>95 522</b>	<b>485 573</b>
<b>As at 31 December 2016</b>	<b>361 736</b>	<b>639</b>	<b>23 139</b>	<b>0</b>	<b>-335 042</b>	<b>50 472</b>
Net profit for 2017	0	0	0	0	361 979	361 979
Transfer from profit for 2016	0	0	2 206	0	-2 206	0
Dividends	0	0	0	0	-20 096	-20 096
<b>As at 31 December 2017</b>	<b>361 736</b>	<b>639</b>	<b>25 345</b>	<b>0</b>	<b>4 635</b>	<b>392 355</b>

IN THOUSANDS OF EUR	2018	2017
<b>Unconsolidated equity at 31 December</b>	<b>485 573</b>	<b>392 355</b>
Interests under control and significant influence:		
Carrying amount	-490 808	-467 793
Value under the equity method	862 151	911 717
<b>Adjusted unconsolidated equity at 31 December</b>	<b>856 916</b>	<b>836 279</b>

# STATEMENT BY THE MANAGEMENT BOARD

We hereby take responsibility for the preparation of the consolidated financial statements of Tallink Grupp AS (in the consolidated financial statements referred to as “the Parent”) and its subsidiaries (together referred to as “the Group”).

The Management Board confirms that:

- The consolidated financial statements

are in compliance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

- The consolidated financial statements give a true and fair view of the financial position, financial performance and cash flows of the Group and the Parent.
- Tallink Grupp AS and its subsidiaries are able to continue as going concerns for at least one year after the date of approval of these consolidated financial statements.

**Paavo Nõgene**

Chairman of the Management Board



**Lembit Kitter**

Member of the Management Board



**Kadri Land**

Member of the Management Board



**Harri Hanschmidt**

Member of the Management Board



**Piret Mürk-Dubout**

Member of the Management Board



Tallinn, 16 April 2019







# Independent Auditors' Report

To the Shareholders of Tallink Grupp AS

## Report on the Audit of the Consolidated Financial Statements

### Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Tallink Grupp AS and its subsidiaries (collectively, the Group) as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

### What we have audited

We have audited the consolidated financial statements of the Group, which comprise:

- the consolidated statement of financial position as at 31 December 2018,
- the consolidated statement of profit or loss and other comprehensive income for the year then ended,
- the consolidated statement of cash flows for the year then ended,
- the consolidated statement of changes in equity for the year then ended, and
- the notes to the consolidated financial statements, comprising significant accounting policies and other explanatory information.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (Estonia). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the ethical requirements of the Auditor's Activities Act of the Republic of Estonia and with the ethical requirements of the ethics standards for professional accountants as set in the same act, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

<sup>1</sup> This Auditors' Report has been issued on the Group's consolidated financial statements, published in the Group's annual report, which is available at <https://cns.omxgroup.com/cdsPublic/viewDisclosure.action?disclosureId=835732&messageId=1050798>



## Audit Scope

Because we are solely responsible for our audit opinion, we are also responsible for the direction, supervision and performance of the group audit. In this respect, we have determined the type of work to be performed on the financial information of the entities (components) within the Group based on their financial significance and/or the other risk characteristics.

We, as group auditors, determined 15 of the Group's 46 entities to be significant Group components and we subjected those components to a full scope audit. These components include Tallink Grupp AS, Tallink Silja Oy, Tallink AS, Tallink Ltd, Tallink Fast Ltd, Tallink Victory Line Ltd, Tallink Autoexpress Ltd, Tallink High Speed Line Ltd, Tallink Sea Line Ltd, Tallink Hansaway Ltd, Baltic SF IX Ltd, Tallinn – Helsinki Line Ltd, Tallink Line Ltd, Hansalink Ltd, Tallinn Swedish Line Ltd.

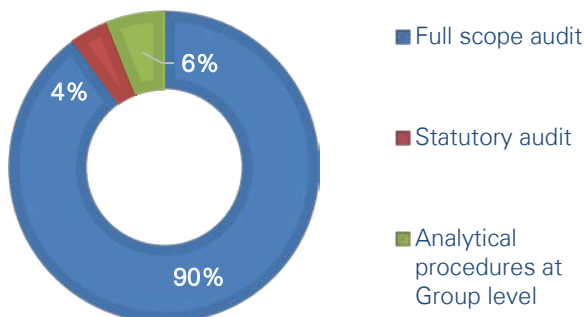
We have used the results of statutory audits of financial statements of Tallink Duty Free AS, HT Laevateenindus OÜ, Hansaliin OÜ and TLG Hotell OÜ to provide audit evidence for the Group audit.

For the remaining 27 non-significant components, we performed analytical procedures at Group level to re-examine our assessment that there were no significant risks of material misstatement within them.

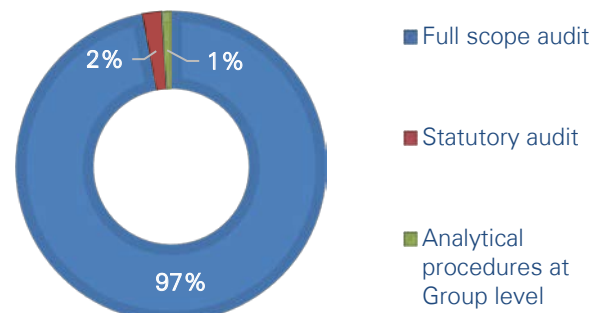
We also performed procedures over the consolidation process at Group level.

Coverage of the Group's consolidated revenue and consolidated total assets with procedures performed:

Consolidated revenue



Consolidated assets



The audit work on the financial information of the significant Group components was performed by the Group audit team in Estonia, except for the audit work of Tallink Silja Oy, which was performed by KPMG component auditor in Finland. The Group audit team instructed the component auditor as to the areas to be covered and determined the information required to be reported to the Group audit team. We had regular communications with the component auditor and executed audit file reviews, where necessary.

By performing the procedures mentioned above over the Group entities, together with additional procedures at the Group level, we have been able to obtain sufficient and appropriate audit evidence to form an opinion on the consolidated financial statements as a whole.





## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Fair value of ships

Refer to Note 14 to the consolidated financial statements for further information.

#### The key audit matter

The Group's property, plant and equipment include ships, which are measured at revalued amounts (i.e. fair value less depreciation charged subsequent to the date of the revaluation). The carrying value of the Group's ships as at 31 December 2018 was EUR 1 215 million.

The fair value of ships depends on many factors, including changes in the fleet composition, current and forecast market values and technical factors which may affect the useful life expectancy of the assets and therefore could have a material impact on any impairment charges or the depreciation charge for the year. In order to assess the fair value of the ships, the Group's management used independent appraisers.

We have identified the carrying value of ships as a key audit matter because of its significance to the consolidated financial statements and because applying the Group's accounting policies in this area involves a significant degree of judgement by management in considering the nature, timing and likelihood of changes to the factors noted above which may affect both the carrying value of the Group's ships as well the depreciation charge for the current year and future years.

#### How the matter was addressed in our audit

Our audit procedures in this area included, among others:

- assessing the methodologies used by the external appraisers to estimate the fair values of the ships;
- evaluating the independent external appraisers' competence, capabilities and objectivity;
- evaluating the historical accuracy of the Group's assessment of the fair values of the ships by comparing them to transaction prices in prior years;
- testing the adequacy of the capitalized expenditures of the ships;
- analysing the estimates of useful lives and residual values and comparing them to published estimates of other international ship operators; and
- assessing the adequacy of the consolidated financial statement disclosures.



Recognition of deferred tax assets	
Refer to Note 6 to the consolidated financial statements for further information.	
The key audit matter	How the matter was addressed in our audit
<p>The Group has recognised deferred tax assets for deductible temporary differences and unused tax losses that it believes are recoverable.</p> <p>The recoverability of recognised deferred tax assets is in part dependent on the Group's ability to generate future taxable profits sufficient to utilise deductible temporary differences and tax losses (before the latter expire).</p> <p>We have determined this to be a key audit matter, due to the inherent uncertainty of forecasting the amount and timing of future taxable profits and the reversal of temporary differences.</p>	<p>Our audit procedures in this area included, among others:</p> <ul style="list-style-type: none"> <li>evaluating the Group's process to prepare the deferred tax calculation, including the Group's budgeting procedures upon which the forecasts are based;</li> <li>using our own tax specialists to evaluate the tax strategies the Group expects will enable the successful recovery of the recognised deferred tax assets;</li> <li>assessing the accuracy of forecast future taxable profits by evaluating the historical forecasting accuracy and comparing the assumptions, such as projected growth rates, with our own expectations of those assumptions derived from our knowledge of the industry and our understanding obtained during our audit, including where applicable their consistency with business plans; and</li> <li>evaluating the adequacy of the consolidated financial statement disclosures, including disclosures of key assumptions, judgements and sensitivities.</li> </ul>

## Other Information

Management is responsible for the other information. The other information comprises the information included in the consolidated annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements



Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (Estonia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing (Estonia), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

We were appointed by those charged with governance on 12 June 2018 to audit the financial statements of Tallink Grupp AS for the year ended 31 December 2018. Our total uninterrupted period of engagement is 12 years, covering the periods ending 31 August 2007 to 31 December 2018.

We confirm that our audit opinion is consistent with the additional report presented to the Audit Committee of the Company and we have not provided to the Company the prohibited non-audit services (NASs) referred to in local equivalent of Article 5(1) of EU Regulation (EU) No 537/2014. We also remained independent of the audited entity in conducting the audit.

Tallinn, 16 April 2019

**Eero Kaup**

Certified Public Accountant, Licence No 459

**KPMG Baltics OÜ**

Licence No 17

**KPMG Baltics OÜ**

Narva mnt 5  
Tallinn 10117  
Estonia

Tel +372 626 8700  
Fax 372 626 8777  
[www.kpmg.ee](http://www.kpmg.ee)

KPMG Baltics OÜ, an Estonian limited liability Group and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. Reg no 10096082.



# GRI CONTENT INDEX

This report has been prepared in accordance with the GRI Standards: Core option.

GRI Standard	Disclosure number	Disclosure title	Location	Information
<b>GRI 101: Fondation 2016</b>				
<b>GRI 102: General Disclosures 2016</b>				
<b>Organizational profile</b>				
	102-1	Name of the organization	6, 13	
	102-2	Activities, brands, products, and services	14-25	
	102-3	Location of headquarters	171	
	102-4	Location of operations	13, 171	
	102-5	Ownership and legal form	81-83, 85-86	
	102-6	Markets served	13, 31-32	
	102-7	Scale of the organization	8-9, 13	
	102-8	Information on employees and other workers	52-53	Disclosures includes information that is considered relevant for outlining differences between different employee and other worker categories, also taking into consideration regular seasonal changes.
	102-9	Supply chain	71-73	
	102-10	Significant changes to the organization and its supply chain	72	
	102-11	Precautionary Principle or approach	43-44	
	102-12	External initiatives	51, 60-61, 66, 74-77	
	102-13	Membership of associations	55, 58, 76-77	
<b>Strategy</b>				
	102-14	Statement from senior decision-maker	6-7	The statement does not cover the relevance and strategy of sustainability.
	102-15	Key impacts, risks, and opportunities	43-44, 96-97	
<b>Ethics and integrity</b>				
	102-16	Values, principles, standards, and norms of behavior	26-29, 58-59	
<b>Governance</b>				
	102-18	Governance structure	80-83, 85	

Stakeholder engagement				
	102-40	List of stakeholder groups	30	
	102-41	Collective bargaining agreements	58	
	102-42	Identifying and selecting stakeholders	30, 48	
	102-43	Approach to stakeholder engagement	30, 48, 70-73	
	102-44	Key topics and concerns raised	26-27	
Reporting practice				
	102-45	Entities included in the consolidated financial statements	30	GRI disclosures take into consideration all entities included in the consolidated financial statements.
	102-46	Defining report content and topic Boundaries	47-48	
	102-47	List of material topics	48	
	102-48	Restatements of information		There are no restatements of information given in previous reports
	102-49	Changes in reporting		There are no significant changes from previous reporting periods in the list of material topics and topic boundaries
	102-50	Reporting period		01.01.2018 – 31.12.2018
	102-51	Date of most recent report		12.06.2018
	102-52	Reporting cycle		Annual
	102-53	Contact point for questions regarding the report		Katri Link, Group Communications Director, katri.link@tallink.ee
	102-54	Claims of reporting in accordance with the GRI Standards		This report has been prepared in accordance with the GRI Standards: Core option
	102-55	GRI content index	166-171	
	102-56	External assurance		GRI information has not been subjected to external assurance
Material topics	Economic Performance			
GRI 103: Management Approach 2016	103-1 to 103-3		38-41, 46	
GRI 201: Economic Performance 2016	201-1	Direct economic value generated and distributed	10-11, 100-103	
	201-2	Financial implications and other risks and opportunities due to climate change	96-97	
Procurement Practices				
GRI 103: Management Approach 2016	103-1 to 103-3		71-73	
GRI 204: Procurement Practices 2016	204-1	Proportion of spending on local suppliers	71-73	Reported based on proportion of number of suppliers (more extensive group-wide monitoring has not been a strategic priority).



**Anti-corruption**

GRI 103: Management Approach 2016	103-1 to 103-3		27	
GRI 205: Anti- corruption 2016	205-3	Confirmed incidents of corruption and actions taken		No incidents identified.

**Energy**

GRI 103: Management Approach 2016	103-1 to 103-3		60-62	
GRI 302: Energy 2016	302-3	Energy intensity	64-65	Disclosure includes information about fuel consumption as the major source of energy.

**Water**

GRI 103: Management Approach 2016	103-1 to 103-3		66	
GRI 303: Water 2016	303-3	Water recycled and reused	67-68	Disclosure includes information about general principles of water discharge and volume of sewage (more extensive group- wide monitoring has not been a strategic priority).

**Biodiversity**

GRI 103: Management Approach 2016	103-1 to 103-3		68	
GRI 304: Biodiversity 2016	304-2	Significant impacts of activities, products, and services on biodiversity	68-69	

**Emissions**

GRI 103: Management Approach 2016	103-1 to 103-3		64-66	
GRI 305: Emissions 2016	305-4	GHG emissions intensity	65	

**Effluents and Waste**

GRI 103: Management Approach 2016	103-1 to 103-3		67	
GRI 306: Effluents and waste	306-1	Water discharge by quality and destination	68	Disclosure includes information that can be directly managed by the Company (more extensive group-wide monitoring has not been a strategic priority).
GRI 103: Management Approach 2016	306-2	Waste by type and disposal method	67	Disclosure includes major types of waste
GRI 307: Environmental Compliance 2016	306-3	Significant spills	62	

## Environmental Compliance

GRI 103: Management Approach 2016	103-1 to 103-3		60-61	
GRI 307: Environmental Compliance 2016	307-1	Non-compliance with environmental laws and regulations		n/a
	non-GRI	Environmental related incidents	62	

## Supplier Environmental Assessment

GRI 103: Management Approach 2016	103-1 to 103-3		71-73	The Supplier Code of Conduct does not include environmental aspects.
GRI 308: Supplier Environmental Assessment	308-2	Negative environmental impacts in the supply chain and actions taken		No negative environmental impacts identified.

## Employment

GRI 103: Management Approach 2016	103-1 to 103-3		54-55	
GRI 401: Employment	401-1	New employee hires and employee turnover	58	Disclosure includes information in as much detail as is collected by Group companies in line with the concept of materiality.
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	57	Disclosure includes overview of benefits provided to employees (more extensive group-wide monitoring has not been a strategic priority).
	non-GRI	Employer brand attractiveness	54	

## Labor/Management Relations

GRI 103: Management Approach 2016	103-1 to 103-3		55, 58	
GRI 402: Labor/Management Relations 2016	402-1	Minimum notice periods regarding operational changes	58	

## Occupational Health and Safety

GRI 103: Management Approach 2016	103-1 to 103-3		57	
GRI 403: Occupational Health and Safety	403-1	Workers representation in formal joint management-worker health and safety committees	57	
	403-2	Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities	57	Disclosure includes information about Company's employees (more extensive group-wide monitoring and sub-contractor monitoring has not been a strategic priority).

## Training and Education

GRI 103: Management Approach 2016	103-1 to 103-3		50, 55-56	
GRI 404: Training and Education	404-1	Average hours of training per year per employee	56	Disclosure includes general overview of hours of trainings (more extensive group-wide monitoring has not been a strategic priority).
	404-2	Programs for upgrading employee skills and transition assistance programs	58	Disclosure includes information about programs for upgrading employee skills (more extensive group-wide monitoring has not been a strategic priority).
	404-3	Percentage of employees receiving regular performance and career development reviews	58	
	non-GRI	Employees who received trainings	56	

## Diversity and Equal Opportunity

GRI 103: Management Approach 2016	103-1 to 103-3		53, 58	
GRI 405: Diversity and Equal Opportunity	405-1	Diversity of governance bodies and employees	53, 92-95	

## Non-discrimination

GRI 103: Management Approach 2016	103-1 to 103-3		58	
GRI 406: Non-discrimination	406-1	Incidents of discrimination and corrective actions taken	58	

## Freedom of Association and Collective Bargaining

GRI 103: Management Approach 2016	103-1 to 103-3		58	Disclosure includes information about Company's employees (more extensive group-wide monitoring has not been a strategic priority).
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	58	

## Security Practices

GRI 103: Management Approach 2016	103-1 to 103-3		49-50, 56, 59	
GRI 410: Security Practices 2016	410-1	Security personnel trained in human rights policies or procedures	59	

## Local Communities

GRI 103: Management Approach 2016	103-1 to 103-3		74-77	
GRI 413: Local Communities	413-1	Operations with local community engagement, impact assessments, and development programs	74-77	Disclosure focuses on information about passenger and cargo transport as these operations have major impact on environmental and local communities.
	non-GRI	Contribution to community projects	74-77	

## Supplier Assessment for Labor Practices

GRI 103: Management Approach 2016	103-1 to 103-3		71-73	
GRI 414: Supplier Social Assessment	414-2	Negative social impacts in the supply chain and actions taken		No negative social impacts identified.

## Public Policy

GRI 103: Management Approach 2016	103-1 to 103-3		73	
GRI 415: Public Policy 2016	415-1	Political contributions	73	

## Customer Health and Safety

GRI 103: Management Approach 2016	103-1 to 103-3		70-73	
GRI 416: Customer Health and Safety 2016	416-1	Assessment of the health and safety impacts of product and service categories	49-51	Disclosure focuses on information about fleet and marine safety as these operations carry the major health and safety risks.
	416-2	Incidents of non-compliance concerning the health and safety impacts of products and services		No incidents identified.
	non-GRI	Marine Safety and Security Trainings	49-51	

## Marketing and Labeling

GRI 103: Management Approach 2016	103-1 to 103-3		73	
GRI 417: Marketing and Labeling 2016	417-3	Incidents of non-compliance concerning marketing communications	73	

## Customer Privacy

GRI 103: Management Approach 2016	103-1 to 103-3		73	
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	73	


## Compliance


GRI 103: Management Approach 2016	103-1 to 103-3		73	
GRI 419: Socioeconomic Compliance	419-1	Non-compliance with laws and regulations in the social and economic area	73	

# CONTACTS

## AS Tallink Grupp


 Sadama 5/7  
10111 Tallinn, Estonia


 +372 640 9800  
Fax: +372 640 9810

 info@tallink.ee  
reg. nr: 10238429  
VAT nr: EE 100220641


## Tallink Latvija AS


 Eksporta iela 3a  
LV-1010, Riga, Latvia

 +371 670 99 705  
Fax: +371 670 99 701

 info@tallink.lv  
VRN: LV40003781531  
VAT nr: LV 40003781531


## Tallink-Ru Ltd


 Nevsky 114-116, 8-th floor  
191025, Saint-Petersburg, Russia


 +7 812 449 6754  
Fax: +7 812 449 6936

 info@tallinksilja.ru

## Silja Line Gmbh

 Böckmannstraße 56,  
D-20099 Hamburg, Germany


 +49 (0) 40 547 541 100  
Fax: +49 (0) 40 547 541 110

 info.eu@tallinksilja.com  
VAT nr: DE135083793

## Tallink Silja Oy

 PL 100  
00181 Helsinki, Finland

Visiting address:  
Tyynenmerenkatu 9,  
00220 Helsinki

 +358 9 180 41  
Fax: +358 9 180 4262

 firstname.lastname@tallinksilja.com


Y-tunnus: 0114296-7

VAT nr: FI 01142967

## Tallink Silja AB

 Box 272 95  
102 53 Stockholm, Sweden

Visiting address:  
Hamnpirsvägen 10  
102 53, Stockholm

 +46 8 666 33 00  
+46 8 663 81 49

 E-mail: info.sweden@tallinksilja.com

org.nr: 556342-6138

VAT nr: FI 01142967

**Layout & Design:** AS Tallink Grupp  
Joel Renno

## Photos:

Reelika Riimand

Tanel Murd

Marko Stampehl

Jarek Jõepera

Stanislaw Ryszkiewicz

Peeter Karask

Argo Argel

Anna Dammert

Juho Huttunen

Hannu Nieminen

Kalle Veesaar

Pekka Kastari

Shutterstock

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