



## CREDIT TERM SHEET

We are pleased to submit to you our term sheet to provide financing to AS Tallink Grupp (“**Tallink**”) (the “**Credit Term Sheet**”). This Credit Term Sheet summarizes the material commercial terms regarding a potential funding of Tallink by AS LHV Group companies (“**LHV**”) and Novalpina Capital Management International LLP, funds managed or advised by it or by its affiliates (collectively, “**Novalpina**” and together with LHV and Tallink the “**Parties**”) (the “**Transaction**”).

	Key Terms
<b>Principal Amount</b>	Up to EUR 200 million.
<b>Timing</b>	The envisaged timeline assumes an immediate start of due diligence and documentation workstreams and execution of a long form non-binding term sheet by <b>17 April 2020</b> . The envisioned closing and funding occurs prior to or on <b>1 May 2020</b> (“ <b>Closing</b> ”).
<b>Maturity Date</b>	Maturity shall occur no later than after four (4) years after Closing.
<b>Repayment</b>	Bullet repayment of Principal Amount at Maturity Date. Ability to prepay after one (1) year from Closing subject to 2% prepayment fee.
<b>Interest Rate</b>	6.0% per annum cash interest payable annually. 2.0% per annum PIK interest payable annually. Non-cash payment options to be discussed.
<b>Issuing Fees</b>	Upfront fee of 3.5% of Principal Amount payable at Closing.
<b>Warrants</b>	Warrants exercisable at 10% discount to current share price with customary price reset points and anti-dilution protection rights. Cash settlement option for Warrants.
<b>Security</b>	First ranking pledges over all available material assets of Tallink. Further guarantees to be discussed.
<b>Governance</b>	Proportionate Supervisory Board representation with customary minority protection rights to be agreed.

AS LHV Group



Madis Toomsalu, CEO  
on behalf of AS LHV Varahaldus and AS LHV Pank

Novalpina Capital Management International LLP



Stefan Kowski, Founding Partner

*This Credit Term Sheet shall be non-binding and shall not constitute, and not give rise to, any legally binding obligation on the part of any of the Parties or any other person. In no event shall any provision of this Credit Term Sheet constitute an agreement to negotiate or create any obligation of any Party to enter into the proposed Transaction.*

**DRAFT – SUBJECT TO CONTRACT**