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Aktsiaselts TALLINNA SADAM

(Established and organised with limited liability in Estonia)

PRICING STATEMENT

**Offering of 86,704,968 Ordinary Shares
at an Offer Price of EUR 1.70 per Offer Share**

The date of this Pricing Statement is 7 June 2018.

This Pricing Statement is issued in connection with and to announce the results of the initial public offering of the shares of aktsiaselts TALLINNA SADAM (the “**Company**”) and should be read in conjunction with the prospectus dated 7 May 2017, as supplemented and amended by the price range supplement dated 24 May 2018 (the “**Prospectus**”).

The Shares offered in the Retail Offering and the Institutional Offering have not been and will not be registered under the U.S. Securities Act of 1933 (as amended, the “**Securities Act**”) and may not be offered or sold in the United States unless registered under the Securities Act, or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Such Shares will be subject to certain selling and transfer restrictions as described in “Part III. The Offering – Selling and Transfer Restrictions” in the Prospectus.

In connection with the Offering, the Company and the Government Shareholder have agreed that Swedbank AS, as stabilising agent on behalf of Citigroup Global Markets Limited (the “**Stabilising Manager**”), will have the right to acquire up to 11,300,000 Shares on the Tallinn Stock Exchange, in order to stabilise the stock market price of the Offer Shares at a level higher than that which would otherwise prevail and that, for the purposes of funding the stabilisation transactions, the Stabilising Manager will retain the proceeds from the sale of the Secondary Shares (the “**Stabilisation Proceeds**”). The acquisition of the Shares in connection with stabilisation transactions will be made subject to applicable law. The stabilising transactions to purchase the Offer Shares may be effected at any time on or before the 30th calendar day after the commencement of trading (expected on or about 13 June 2018) in the Shares on the Tallinn Stock Exchange (the “**Stabilisation Period**”). The stabilising transactions to purchase the Shares may only be effected at a price not exceeding the Offer Price. The Stabilising Manager or its agent will not, however, be required to carry out any stabilisation actions. If any such actions are carried out by the Stabilising Manager or its agent, they may be discontinued at any time without prior notice. No assurance can be given that such stabilisation actions, if taken, will bring the expected results. At the end of the Stabilisation Period, the Stabilising Manager or its agent will return to the Government Shareholder any Shares which have been purchased in the market as a result of stabilisation activities and/or any remaining Stabilisation Proceeds which were not used for stabilisation activities pursuant to the terms of the Put Option (as defined in “Part III. The Offering” in the Prospectus.).

1. Expected timetable of principal events

<i>Event</i>	<i>Time and Date⁽¹⁾</i>
Announcement of Offer Price and Offer Size, publication of the Pricing Statement and notification of allocations of Shares	9.00 a.m. on 7 June 2018
Settlement of the Offering	12 June 2018
Commencement of trading on Tallinn Stock Exchange	13 June 2018

Notes:

- (1) The times and dates in the table above are indicative only and are subject to change. All references to time in this timetable are to Eastern European Summer Time - Estonian time.

2. Offering Statistics

Offer Price per Offer Share (EUR)	1.70
Number of New Shares to be issued in the Offering:	75,404,968
• Number of New Shares being offered in the Retail Offering; and	18,404,968
• Number of New Shares being offered in the Institutional Offering	57,000,000
Number of Secondary Shares to be sold in the Offering ⁽¹⁾	11,300,000
Aggregate number of Offer Shares to be sold in the Offering ⁽¹⁾	86,704,968
Percentage of the share capital being offered in the Offering ⁽¹⁾	32.97%
Number of Shares subject to the Put Option	11,300,000
Minimum individual allocation to retail investors in Retail Offering (number of Shares)	1,000
Minimum individual allocation to Preferred Manager and Preferred Employees (number of Shares)	2,000
Number of Shares issued immediately following the Offering	263,000,000
Expected market capitalisation of the Company at the Offer Price (EURm)	447.1
Estimated gross proceeds of the Offering receivable by the Company (EURm)	128.2

Estimated net proceeds of the Offering receivable by the Company ⁽²⁾ (EURm)	120.7
Estimated net proceeds of the Offering receivable by the Government Shareholder (assuming no exercise of the Put Option) ⁽²⁾ (EURm)	18.5
Estimated net proceeds of the Offering receivable by the Government Shareholder (assuming the Put Option is exercised in full) (EURm)	0

The Institutional Offering and Retail Offering are underwritten.

Notes:

- (1) Assuming no exercise of the Put Option.
- (2) The estimated net proceeds receivable by the Company and the Government Shareholder are stated after deduction of the estimated underwriting fees and other fees and expenses of the Offer (including unrecoverable VAT), which are currently expected to be approximately EUR 7.5 million in the case of the Company, and EUR 0.7 million in the case of the Government Shareholder (assuming no exercise of the Put Option). The Company will not receive any portion of the proceeds resulting from the sale of Secondary Shares by the Government Shareholder in the Offering. The Company and the Government Shareholder, in their sole and absolute discretion, may pay an additional performance-related fee to the Underwriters following the completion of the Offering.

3. Principal Shareholders

Insofar as is known to the Company, as at the date of this Pricing Statement, the persons (other than members of the Management Board and the Supervisory Board) set out in the tables below are expected to have notifiable interests in 5% or more (being the threshold for notifications of interests that applies to the Company and its shareholders as of the listing and admission to trading on the Tallinn Stock Exchange pursuant to the Estonian Securities Market Act) of the issued share capital of the Company both immediately prior to admission and immediately following (and are calculated on the basis that there is no exercise of the Put Option).

Shareholder	Immediately prior to admission		Immediately following admission	
	Number of Shares	Percentage of issued share capital	Number of Shares ⁽¹⁾	Percentage of issued share capital ⁽¹⁾
Government Shareholder	187,595,032	100.00%	176,295,032	67.03%
Secondary Shares	—	—	11,300,000	4.30%
New Shares	—	—	75,404,968	28.67%
Free Float	—	—	86,704,968 ⁽²⁾	32.97%
Total Shares in issue	187,595,032	100.00%	263,000,000	100.00%

Notes:

- (1) Assuming no exercise of the Put Option. If the Put Option is exercised in full, the Government Shareholder will hold, directly or indirectly, 187,595,032 Shares, representing 71.33% of the share capital immediately following the Put Option expiration date.

4. Interests of members of the Management Board and the Supervisory Board

The table below sets out the direct and indirect interests of the members of the Management Board and the Supervisory Board in the Shares as they will exist both immediately prior to admission and immediately following admission (assuming no exercise of Put Option).

	<u>Immediately prior to admission</u>	<u>Immediately following admission</u>
Member of the Management Board or the Supervisory Board	Percentage of issued share capital	Percentage of issued share capital
<u>Management Board</u>		
Valdo Kalm		0.003%
Margus Vihman		-
Marko Raid		0.003%
Total		0.007%
<u>Supervisory Board</u>		
Aare Tark		0.003%
Ahti Kuningas		0.003%
Maarika Liivamagi		0.001%
Raigo Uukkivi		0.003%
Urmas Kaarlep		0.003%
Ullar Jaaksoo		0.003%
Total		0.017%
TOTAL (Management Board and Supervisory Board)		0.024%