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# Ferratum Oyj: NOTICE TO CONVENE FERRATUM PLC'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

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## NOTICE TO CONVENE FERRATUM PLC'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is given to the shareholders of Ferratum Plc that the Annual General Meeting of the Company is to be held on 30 June 2020 at 10:00 a.m. (EEST, Finnish time) at the offices of Castrén & Snellman Attorneys Ltd, Eteläesplanadi 14, Helsinki, Finland.

In order to limit the spread of the COVID-19 epidemic, the Company's Board of Directors has decided to adopt the exceptional meeting procedure provided for in the Finnish Act 290/2020, which temporarily deviates from some of the provisions of the Finnish Limited Liability Companies Act. The Board of Directors has decided to take the measures permitted by the temporary legislation in order to hold the General Meeting in a predictable manner while also taking into account the health and safety of its shareholders, personnel and other stakeholders.

The Company's shareholders can participate in the meeting and exercise their rights only by voting in advance and by presenting counterproposals and questions in advance. Instructions for shareholders are provided below in Section 3 (*Instructions for the Participants in the General Meeting of Shareholders*).

It will not be possible to participate in the meeting in person, and no video link to the meeting venue will be provided. The Company's Board of Directors, CEO, other management and the auditor will not be present at the meeting venue. The CEO's pre-recorded address will be published on the Company's website on the date of the meeting.

## 1 MATTERS ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS

At the General Meeting of Shareholders, the following matters will be considered:

(1) Opening of the Meeting

(2) Calling the Meeting to Order

Attorney Janne Lauha will serve as chairperson of the General Meeting.

If Janne Lauha is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint a person they deem most suitable to serve as the chairperson.

(3) Election of Persons to Scrutinise the Minutes and to Supervise the Counting of Votes

Attorney Teresa Kauppila will serve as the person to scrutinise the minutes and to supervise the counting of votes.

If Teresa Kauppila is prevented from serving as the person to scrutinise the minutes and to supervise the counting of votes for a weighty reason, the Board of Directors will appoint a person they deem most suitable to scrutinise the minutes and to supervise the counting of votes.

(4) Recording the Legality of the Meeting

(5) Recording the Attendance at the Meeting and Adoption of the List of Votes

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with chapter 5, sections 6 and 6 a of the Finnish Limited Liability Companies Act will be deemed shareholders participating in the meeting.

(6) Presentation of the Annual Accounts including the Consolidated Annual Accounts, the Report of the Board of Directors and the Auditor's Report for the Year 2019

Because it is only possible to participate in the General Meeting by voting in advance, the Company's Annual Report published on 26 March 2020, which includes the Company's financial statements and report of the board of directors as well as the auditor's report and which is available on the Company's website, will be deemed to have been presented to the General Meeting.

(7) Adoption of the Annual Accounts

(8) Resolution on the Use of the Result Shown on the Balance Sheet and the Payment of Dividend

The result for the financial year 2019 of Ferratum Plc amounted to EUR 21,619,607. Unrestricted equity of the Company at the end of the financial year stood at EUR 69,321,994. The result for the financial year 2019 of Ferratum group amounted to EUR 23,648,402.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2019, no dividends be distributed based on the balance sheet to be adopted for 2019 by a resolution of the General Meeting but that the Board of Directors be authorised to decide on the distribution of dividends at their discretion as follows:

Based on the authorisation, the Board of Directors could decide to distribute dividends from the Company's unrestricted equity in one or more tranches so that the amount of dividends to be distributed does not exceed a total of EUR 0.21 per

share. Based on the authorisation, the Board of Directors would be entitled to decide on the amount of dividends within the limits of the above maximum amount, on the dividend record date, on the dividend payment date as well as for other measures required by the matter. The Company will publish each possible dividend distribution decision separately and in the same connection confirm the final record and payment dates.

The dividends to be possibly distributed based on the Board of Director's decision would be paid to shareholders who are registered in the Company's shareholders' register held by Euroclear Finland Oy on the dividend record date.

The authorisation would be in force until the start of the next Annual General Meeting.

As the Board of Directors has proposed that no dividends be distributed by a resolution of the General Meeting, the shareholders have the right to demand minority dividend in the amount to be determined pursuant to chapter 13, section 7 of the Finnish Limited Liability Companies Act. The minority dividend must be distributed if shareholders with at least one tenth of all the shares in the Company make a demand to that effect. The demand for minority dividend will be considered as having been made if a shareholder votes for the minority dividend in the advance voting. No separate demand or counterproposal will be required to be made.

(9) Resolution on Discharging the Members of the Board of Directors and the CEO from Liability

(10) Consideration of the Remuneration Policy for Governing Bodies

Because it is only possible to participate in the General Meeting by voting in advance, the Remuneration Policy for Governing Bodies, which is attached to this notice and is available on the Company's website at [www.ferratumgroup.com](http://www.ferratumgroup.com), will be deemed to have been presented to the General Meeting.

(11) Resolution on the Remuneration of the Members of the Board of Directors

The Board of Directors proposes on recommendation of the Remuneration Committee that the fees payable to the members of the Board of Directors be increased, and that each member of the Board of Directors be paid EUR 4,000 per month. Furthermore, it is proposed that no remuneration will be paid to the members who are employees or Managing Directors of the Company or a subsidiary of the Company.

(12) Resolution on the Remuneration of the Auditor

The Board of Directors proposes on recommendation of the Audit Committee that the Auditor be paid reasonable remuneration in accordance with the Auditor's invoice, which shall be approved by the Company.

(13) Resolution on the Number of Members of the Board of Directors

The Board of Directors proposes that the number of members of the Board of Directors be eight.

(14) Election of the Members of the Board of Directors

The Board of Directors proposes that Goutam Challagalla, Michael A. Cusumano, Jorma Jokela, Lea Liigus, Frederik Strange, Juhani Vanhala and Christopher Wang be re-elected as members and that Clemens Krause be elected as a new member, each one for a term ending at the end of the next Annual General Meeting.

The Chairman and the Vice Chairman will be elected by the board of directors from amongst its members.

The curricula vitae of the proposed members of the Board of Directors are available on the Company's website at [www.ferratumgroup.com](http://www.ferratumgroup.com).

(15) Election of the Auditor

The Board of Directors proposes on recommendation of the Audit Committee that Authorised Public Accountants PricewaterhouseCoopers Oy be re-elected as the Auditor for a term ending at the end of the next Annual General Meeting.

PricewaterhouseCoopers Oy has notified that, should they be re-elected, authorised public accountant (KHT) Jukka Karinen will act as the auditor-in-charge.

(16) Authorisation to the Board of Directors to Decide on the Repurchase of Company's Own Shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide to repurchase a maximum of 1,086,198 shares in the Company, which corresponds approximately to 5 per cent of all the shares in the Company.

By virtue of the authorisation, own shares may be repurchased by using the Company's unrestricted equity. Consequently, any repurchase will reduce the Company's funds available for distribution of profits.

Own shares may be repurchased through public trading on the Frankfurt Stock Exchange at the prevailing market price on the date of repurchase.

The authorisation entitles the Board of Directors to decide to repurchase shares also otherwise than in proportion to the shareholders' holding in the Company by way of a directed repurchase subject to the requirements set out in the Finnish Limited Liability Companies Act. The Board can use the authorisation in one or several tranches to all purposes decided by the Board of Directors.

The authorisation is proposed to be in force until the next Annual General Meeting, however, no longer than until 30 June 2021.

#### (17) Authorisation to the Board of Directors to Decide on the Issuance of Shares and Special Rights Entitling to Shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide to issue a maximum of 3,258,594 shares, which corresponds approximately to 15 per cent of the Company's total amount of shares. The Board of Directors may issue either new shares or transfer existing shares held by the Company.

The authorisation also includes the right to issue special rights, in the meaning of chapter 10, section 1 of the Finnish Limited Liability Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against consideration. Shares that may be subscribed for by virtue of the special rights entitling to shares are included in the aforesaid maximum number of shares.

The authorisation entitles the Board to decide on a directed share issue and issue of special rights in deviation from the pre-emptive rights of shareholders subject to the requirements set out in the Finnish Limited Liability Companies Act. The Board can use the authorisation in one or several tranches, and it may be used to all purposes decided by the Board of Directors, such as developing the Company's capital structure, financing or carrying out acquisitions or other arrangements, or as a part of the Company's incentive schemes.

The authorisation is proposed to be in force until the next Annual General Meeting, however, no longer than until 30 June 2021.

#### (18) Closing of the Meeting

## 2 MEETING MATERIALS

The proposals of the Board of Directors relating to the agenda of the General Meeting of Shareholders as well as this notice and the Remuneration Policy for Governing Bodies are available on Ferratum Plc's website at [www.ferratumgroup.com](http://www.ferratumgroup.com).

The Annual Report of Ferratum Plc, including the Company's Annual Accounts, the report of the Board of Directors and the Auditor's report, is available on the above-mentioned Ferratum Plc's website.

Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be made available on Ferratum Plc's website no later than on 14 July 2020.

## 3 INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting only by voting in advance in accordance with the instructions provided below.

### 3.1 Shareholders Registered in Shareholders' Register

Each shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Oy on 17 June 2020, has the right to participate in the General Meeting of Shareholders. Shareholders whose shares are registered on his/her personal Finnish book-entry account are registered in the shareholders' register of the Company. Shareholders can participate in the General Meeting only by voting in advance as described below.

Shareholders, who are registered in the shareholders' register of the Company, and who wish to participate in the General Meeting, must register for the meeting by giving prior notice of participation and by delivering their votes in advance as instructed below. Both the notice of participation and votes have to be received by Computershare AB no later than on 23 June 2020 at 3:00 p.m. (CEST, Frankfurt time).

In connection with the registration, shareholders are required to provide certain information such as their name, personal

identification number/business ID, address and telephone number. Personal data disclosed by shareholders to Ferratum Plc or Computershare AB will only be used in connection with the General Meeting and the processing of the related registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the period 12 June 2020 - 23 June 2020 at 3:00 p.m. (CEST, Frankfurt time) by post or email. Shareholders shall deliver the advance voting form available on the Company's website [www.ferratumgroup.com](http://www.ferratumgroup.com) or corresponding information by post to Computershare AB, "Ferratum Plc AGM 2020", Aleksanterinkatu 15 B, 6<sup>th</sup> floor, 00100 Helsinki, Finland or by email to [info@computershare.se](mailto:info@computershare.se).

If a shareholder participates in the General Meeting by delivering votes in advance by post or email to Computershare AB, the delivery of the votes before the end of registration and the advance voting shall constitute due registration for the General Meeting, provided that the above-mentioned information required for registration has been included.

The advance voting form as well as further instructions concerning voting are available on the Company's website at [www.ferratumgroup.com](http://www.ferratumgroup.com) before the start of the advance voting.

### **3.2 Holders of Nominee Registered Shares**

Holders of nominee registered shares have the right to participate in the General Meeting by virtue of shares, based on which they would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the General Meeting, i.e. on 17 June 2020. In addition, the right to participate in the General Meeting requires that the holders of nominee registered shares be temporarily entered into the shareholders' register held by Euroclear Finland Oy based on these shares by 25 June 2020 at 9.00 a.m. (CEST, Frankfurt time), at the latest. This registration constitutes due registration for holders of nominee registered shares wishing to participate in the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of votes.

Holders of nominee registered shares are advised to ask their custodian bank without delay for the necessary instructions regarding registration in the Company's temporary shareholders' register, the issuing of proxy documents and registration for the General Meeting of Shareholders. The account management organisation of the custodian bank must register holders of nominee-registered shares in the Company's temporary shareholders' register at the latest by the time stated above and arrange advance voting on behalf of the holders of nominee registered shares.

Further information on these matters is also available on the Company's website at [www.ferratumgroup.com](http://www.ferratumgroup.com).

### **3.3 Proxy Representatives and Power of Attorney**

Shareholders may participate in the General Meeting of Shareholders and exercise their rights at the meeting by way of proxy representation. Proxy representatives of shareholders are also required to vote in advance in the manner instructed in this notice.

Proxy representatives must produce a dated proxy document or otherwise reliably demonstrate their right to represent the shareholder. If a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the General Meeting of Shareholders.

A form of proxy is provided on Ferratum Plc's website at [www.ferratumgroup.com](http://www.ferratumgroup.com). The form of proxy is provided for the shareholders' convenience and it is not necessary to use the form provided on the website.

Any proxy documents are requested to be delivered by post to Computershare AB, "Ferratum Plc AGM 2020", Aleksanterinkatu 15 B, 6<sup>th</sup> floor, 00100 Helsinki, Finland or by email to [info@computershare.se](mailto:info@computershare.se) before the end of registration on 23 June 2020 at 3:00 p.m. (CEST, Frankfurt time) by which time the proxy documents must be received.

### **3.4 Other Instructions and Information**

Shareholders who hold at least one one-hundredth of all the shares in the Company have the right to make a counterproposal concerning the proposed decisions on the agenda of the Annual General Meeting to be placed for a vote. The counterproposals must be delivered to the Company to the e-mail address [ir@ferratum.com](mailto:ir@ferratum.com) at the latest by 11 June 2020 at 3:00 p.m. (CEST, Frankfurt time). In connection with the counterproposal, the shareholders must present a statement of their shareholding in the Company. The counterproposal is admissible for consideration at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and represent at least one one-hundredth of all shares in the Company on the record date of the Annual General Meeting. If a counterproposal is non-admissible, votes cast for such counterproposal will not be recorded at the meeting. The Company will publish the

counterproposals eligible for voting on the company website at [www.ferratumgroup.com](http://www.ferratumgroup.com) at the latest on 12 June 2020.

Shareholders have the right to pose questions and request information with respect to the matters to be considered at the meeting pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act by e-mail to the address [ir@ferratum.com](mailto:ir@ferratum.com) at the latest by 17 June 2020 at 3:00 p.m. (CEST, Frankfurt time). The Company will publish the shareholders' questions along with the management's and the board of directors' responses as well as any counterproposals not eligible for voting on the Company's website at [www.ferratumgroup.com](http://www.ferratumgroup.com) at the latest on 18 June 2020. Posing questions and counterproposals requires the shareholder to present an adequate statement of their shareholding in the Company.

On the date of this notice to the Annual General Meeting of Shareholders, dated 5 June 2020, the total number of shares in Ferratum Plc is 21,723,960 and each of these shares carries one vote. Ferratum Plc holds 146,200 of its own shares as treasury shares. Accordingly, the number of voting rights carried by the outstanding shares is 21,577,760.

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In Helsinki on 5 June 2020

**FERRATUM PLC**

The Board of Directors

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