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

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Ferratum Oyj: NOTICE TO CONVENE FERRATUM PLC'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (news with additional features)

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NOTICE TO CONVENE FERRATUM PLC'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is given to the shareholders of Ferratum Plc that the Extraordinary General Meeting of the Company is to be held on 10 June 2021 at 10:00 a.m. (EEST / Finnish time) at the offices of Castrén & Snellman Attorneys Ltd, Eteläesplanadi 14,

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 375/2021, which temporarily deviates from some of the provisions of the Finnish Limited Liability Companies Act (the so-called temporary 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 the Company's 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, the CEO and other management will not be present at the meeting venue.

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 the chairperson.

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 Person 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.

Recording the attendance at the meeting and the adoption of the list of votes will take place based on information provided by Computershare AB.

(6) Conversion of the Company from a Finnish Public Limited Liability Company into a European Public Limited Liability Company

Ferratum Plc has on 16 December 2020 announced that the Board of Directors had on that date resolved to approve the Draft Terms of Conversion of Ferratum Plc into a European Company (SE) (**Terms of Conversion**) and a related report (**Report**) concerning the contemplated conversion of the Company from a Finnish public limited liability company (Plc) into a European public limited liability company (*Societas Europaea*, SE) (**Conversion**). The proposed resolutions under this item (6) relate to the Conversion.

The Terms of Conversion have been enclosed to this notice as [Appendix 1](#) and the Report as [Appendix 2](#), and they are also available on the Company's website.

The Terms of Conversion have been registered in the Finnish Trade Register on 18 December 2020.

(a) Conversion of the Company into an SE

The Board of Directors proposes that the Extraordinary General Meeting approves the Terms of Conversion and resolves on the Conversion in accordance with the Terms of Conversion.

The reasons for converting the Company into an SE are strategic. While the Company was incorporated in Finland, its operations have since expanded across Europe and the world, and currently the Company is a multinational company having operative actions in several countries. The conversion into an SE, which currently is the only supranational corporate form available in Europe, is expected to emphasise the international reach of the Company's operations and strengthen its European identity. The aim is to make the group structure more transparent and leaner from governance perspective.

Pursuant to Article 37 paragraph 6 of the Council Regulation (EC) 2157/2001 on the Statute for a European company (SE), one or more independent experts must before the general meeting deciding on the Conversion certify that the Company has net assets at least equivalent to its capital plus those reserves which must not be distributed under the law or the articles of association. The Company's auditor, PricewaterhouseCoopers Oy, has issued the said certificate on 24 March 2021 and it has been enclosed to this notice as [Appendix 3](#).

(b) Amending the Articles of Association

The above-mentioned Conversion requires that the Articles of Association of the Company be amended as set forth in the Terms of Conversion.

Provided that the Extraordinary General Meeting approves the proposal of the Board of Directors relating to the Conversion in item (a) above, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the Company's Articles of Association as follows:

(i) Article 1 of the Articles of Association is proposed to be amended to feature a new indication of corporate form in the Company's trade name, and the Article reads as follows:

1 Trade Name and Registered Domicile

The trade name of the Company is Ferratum SE. The registered domicile of the company is Helsinki, Finland.

(ii) Article 3 of the Articles of Association is proposed to be changed to include a reference to appointed intervals at which the Board of Directors shall meet, and the amended Article reads as follows:

3 Board of Directors and Managing Director

The Board of Directors shall be comprised of no fewer than three (3) and no more than nine (9) members. The term of the members of the Board of Directors shall expire at the close of the first annual general meeting following the meeting at which the Board was elected.

The Chairman and the Vice Chairman shall be appointed by the Board of Directors from amongst its members.

The Board of Directors shall meet at least once every three months to discuss the progress and foreseeable development of the Company's business.

The Company shall have a Managing Director to be appointed by the Board of Directors.

(7) Amending the Articles of Association

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors under item (6) above, the Board of Directors proposes that Article 1 of the Articles of Association of the Company be amended to introduce a new trade name for the Company as follows:

1 Trade Name and Registered Domicile

The trade name of the Company is Multitude SE. The registered domicile of the company is Helsinki, Finland.

(8) Closing of the Meeting

2 MEETING MATERIALS

The above proposals of the Board of Directors relating to the agenda of the General Meeting of Shareholders as well as this notice, the Terms of Conversion, the Report and the auditor's certificate are available on Ferratum Plc's website at <https://www.ferratumgroup.com/investors/annual-general-meeting/egm>.

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 24 June 2021.

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 and by presenting counterproposals and questions in advance in accordance with the instructions provided below.

It will not be possible to participate in the meeting in person.

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 31 May 2021, 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 and by presenting counterproposals and questions 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 3 June 2021 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 20 May 2021 - 3 June 2021 at 3:00 p.m. (CEST / Frankfurt time) in the following ways:

a) Electronically via a link available on Ferratum Plc's website at <https://www.ferratumgroup.com/investors/annual-general-meeting/egm>. Electronical advance voting requires identification with Finnish online banking credentials.

b) By email or post by delivering the advance voting form available on the Company's website at <https://www.ferratumgroup.com/investors/annual-general-meeting/egm> or corresponding information to Computershare AB either by email to info@computershare.se or by post to Computershare AB, "Ferratum Plc EGM 2021", Aleksanterinkatu 15 B, 6th floor, 00100 Helsinki, Finland.

If a shareholder participates in the General Meeting by delivering votes in advance in the manner set forth above, 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 information required for registration has been given.

The advance voting form as well as further instructions concerning voting are available on the Company's website at <https://www.ferratumgroup.com/investors/annual-general-meeting/egm> upon the start of the advance voting at the latest.

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. 31 May 2021. 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 7 June 2021 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 Extraordinary 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 <https://www.ferratumgroup.com/investors/annual-general-meeting/egm>.

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 <https://www.ferratumgroup.com/investors/annual-general-meeting/egm>. 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 EGM 2021", Aleksanterinkatu 15 B, 6th floor, 00100 Helsinki, Finland or by email to info@computershare.se before the end of registration on 3 June 2021 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 General Meeting to be placed for a vote. The counterproposals must be delivered to the Company to the e-mail address ir@ferratum.com at the latest by 19 May 2021 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 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 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's website at <https://www.ferratumgroup.com/investors/annual-general-meeting/egm> on 20 May 2021 at the latest.

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 at the latest by 27 May 2021 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 <https://www.ferratumgroup.com/investors/annual-general-meeting/egm> on 1 June 2021 at the latest. 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 Extraordinary General Meeting of Shareholders, dated 12 May 2021, 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.

In Helsinki on 12 May 2021

FERRATUM PLC

The Board of Directors

APPENDICES

Appendix 1 Draft Terms of Conversion of Ferratum Plc into a European Company (SE)

Appendix 2 Report of the Board of Directors concerning the Conversion of Ferratum Plc into a European Company (SE)

Appendix 3 Auditor's Certificate related to the Conversion

Additional features:

File: [Appendices](#)

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The issuer is solely responsible for the content of this announcement.

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