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Ferratum Oyj: Decisions of the Annual General Meeting of Shareholders of Ferratum Oyj

DGAP-News: Ferratum Oyj / Announcement of the Results of the General Meeting

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Announcement of the Results of the General Meeting, transmitted by DGAP - a service of EQS Group AG.
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Ferratum Oyj: Decisions of the Annual General Meeting of Shareholders of Ferratum Oyj

Helsinki, 17 April 2019 - Ferratum Oyj (ISIN: FI4000106299, WKN: A1W9NS) ("Ferratum").

DECISIONS OF FERRATUM'S ANNUAL GENERAL MEETING 2019

Ferratum held its Annual General Meeting today and the meeting made the following resolutions.

ADOPTION OF THE ANNUAL ACCOUNTS AND DISCHARGE FROM LIABILITY

The Annual General Meeting adopted the Annual Accounts including the Consolidated Annual Accounts for the financial year 2018 and discharged the members of the board of directors and the CEO from liability for the financial year 2018.

DIVIDEND

The Annual General Meeting decided in accordance with the proposal of the board of directors that a per-share dividend of EUR 0.18 will be paid for the financial year 2018 to a total of EUR 3,883,997 to the shareholders who on the dividend record date 23 April 2019 are registered in the company's shareholders' register. The payment date for the dividend will be 30 April 2019.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Annual General Meeting approved the Board of Directors' proposal to amend Ferratum's Articles of Association in order to observe the changes in the Finnish Auditing Act, and to enable a composition of the Board of Directors, which reflects the Company's operations and the markets in which it operates in a more appropriate way, and also allows for sufficient diversity with respect to, for instance, expertise and geographical background.

Article 3 (Board of Directors and CEO) was amended so as to (i) allow a maximum of nine members in the Board of Directors instead of seven, and (ii) enable the Board of Directors to appoint the Chairman and the Vice Chairman itself instead of them being appointed by the General Meeting of Shareholders. Also Article 8 (Annual General Meeting of Shareholders) was amended accordingly.

Further, Article 6 (Auditor) was amended so as to be in line with the terminology used in the Finnish Auditing Act.

COMPOSITION OF THE BOARD OF DIRECTORS

In accordance with the amended Articles of Association, the Annual General Meeting confirmed the number of members of the board of directors as nine.

The Annual General Meeting decided to re-elect Pieter van Groos, Jorma Jokela, Lea Liigus, Juhani Vanhala and Christopher Wang as members, and to elect Kati Hagros, Michael A. Cusumano, Goutam Challagalla and Frederik Strange as new members, each one for a term ending at the end of the next Annual General Meeting.

The Chairman and the Vice Chairman of the Board of Directors will be appointed by the Board of Directors from amongst its members as allowed under the amended Articles of Association.

REMUNERATION OF THE BOARD OF DIRECTORS

The Annual General Meeting resolved that the Chairman of the Board of Directors shall be paid EUR 2,500 per month and the other members of the Board of Directors EUR 2,000 per month. Furthermore, it was resolved that no remuneration will be paid to the members who are employees or Managing Directors of the Company or a subsidiary of the Company.

AUDITOR AND REMUNERATION OF THE AUDITOR

Audit firm PricewaterhouseCoopers Oy, which had stated that APA Mikko Nieminen will act as the responsible auditor, was appointed as auditor of the Company for a term ending at the end of the next Annual General Meeting.

It was decided that the auditor be paid reasonable remuneration in accordance with the auditor's invoice, which shall be approved by the company.

AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

The Annual General Meeting approved the Board of Directors' proposal on authorisation to 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 shareholders' 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 in force until the next Annual General Meeting, however, no longer than until 30 June 2020.

AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES

The Annual General Meeting approved the Board of Directors' proposal on authorisation to 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 in force until the next Annual General Meeting, however, no longer than until 30 June 2020.

About Ferratum Group:

Ferratum Group is an international provider of mobile banking and digital consumer and small business loans, distributed and managed by mobile devices. Founded in 2005 and headquartered in Helsinki, Finland, Ferratum has expanded rapidly to operate in 25 countries across Europe, Africa, South and North America and the Asia-Pacific region.

As a pioneer in digital and mobile financial services technology, Ferratum is at the forefront of the digital banking revolution. Ferratum's mobile bank, launched in 2016, is an innovative mobile banking platform offering a range of banking services, including real time digital payments and transfers, within a single app. It is currently available in five European markets. Ferratum has approximately 2.0 million active and former customers who have an account or have been granted one or more loans in the past (as at 31 December 2018), of which over 792,000 customers have an open Mobile Bank account or an active loan balance in the last 12 months.

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