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## Ferratum: Notice to convene Ferratum Oyj's annual general meeting of shareholders

Helsinki/Berlin, 12 May 2015 - Ferratum Oyj (ISIN: FI4000106299, WKN A1W9NS) ("Ferratum") publishes this ad-hoc announcement pursuant to Chapter 8, Section 5 of the Finnish Securities Markets Act.

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

Shareholders of Ferratum Oyj are invited to attend the Annual General Meeting of the Company on 2 June 2015, commencing at 10.30 a.m. (Frankfurt time) at MesseTurm, at the address of Friedrich-Ebert-Anlage 49, 60308, Frankfurt am Main, Germany. The reception of persons who have registered for the meeting will commence at 9.30 a.m.

The meeting will be held in the English language with interpretation into Finnish and German.

### 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

(3) Election of persons to scrutinize 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

(6) Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2014

Review by the CEO

(7) Adoption of the annual accounts

(8) Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The profit for the financial year 2014 of Ferratum Oyj amounted to EUR 9,387,479. Distributable equity of the parent company at the end of the financial year stood at EUR 5,933,433.

The Board of Directors proposes that the company will not distribute any dividends from retained earnings. The Board of Directors further proposes that EUR 0.05 per share be distributed from the funds invested in the unrestricted equity reserve, to the shareholders as a return of capital, which is equivalent to EUR 1,078,888 return of capital; no capital is returned to the shares held by parent company.

Compared with year-end 2014 no significant changes in the company's financial position have taken place. The liquidity of the company is sound and, according to the Board, the proposed return of capital does not jeopardise the solvency of the company.

The distribution will be paid to shareholders registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date of the dividend payment, 4 June 2015. The return of capital will be paid on 11 June 2015.

(9) Resolution on discharging the members of the board of directors and the CEO from liability

(10) Resolution on the remuneration of the members of the board of directors

The Remuneration Committee of the Board of Directors proposes that the Chairman of the Board be paid EUR 2,000 per month and the other members of the Board EUR 1,500 per month. Furthermore it is proposed that no remuneration will be paid to the members who are employees or managing director of the company of the subsidiary of the company.

(11) Resolution on the remuneration of auditors

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

(12) 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 confirmed as five (5) ordinary members.

(13) Election of the members of the board of directors and chairman

The Board of Directors proposes that, in accordance with their consents, the following persons be elected as Board members, all to serve for a term ending at the end of the next Annual General Meeting: Erik Ferm as chairman, Jorma Jokela as deputy chairman and Pieter van Groos, Lea Liigus and Juhani Vanhala as ordinary members

The curricula vitae of the proposed members of the Board of Directors will be available on the Internet at [www.ferratumgroup.com](http://www.ferratumgroup.com).

(14) Election of the Auditor

The Audit Committee of the Board of Directors proposes that the firm of authorized public accountants PricewaterhouseCoopers Oy, which has appointed APA Mikko Nieminen as the responsible auditor, be appointed as Auditor to serve for a term ending at the end of the next Annual General Meeting of Shareholders. The Auditor proposed herein has given its consent for the election.

(15) Closing of the meeting

## **2 MEETING MATERIALS**

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

The annual report of Ferratum Oyj, including the Company's annual accounts, the report of the Board of Directors and the Auditor's report, is available on Ferratum Oyj's website.

The proposals for the decisions on the matters on the agenda of the General Meeting of Shareholders and the Annual Accounts are also available at the meeting.

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 Oyj's website no later than on 16 June 2015.

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

### **3.1 Shareholders registered in Euroclear Finland**

Each shareholder who is registered on 21 May 2015 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the General Meeting of Shareholders. A shareholder whose shares are registered on his/her personal book-entry account in the book-entry system of Euroclear Finland Ltd is registered in the shareholders' register of the Company.

A shareholder with shares registered in Euroclear Finland Ltd and who wants to participate in the General Meeting of Shareholders, shall register for the meeting no later than 25 May 2015 at 12.00 p.m. (Frankfurt time) by giving a notice of participation. Such notice can be given:

(a) on the Company's website: [www.ferratumgroup.com](http://www.ferratumgroup.com);

(b) by telephone to +358 40 7248247 (Monday to Friday 9.00 a.m. - 3.00 p.m. (Frankfurt time));

(c) by e-mail to [ir@ferratum.com](mailto:ir@ferratum.com);

(d) by telefax to +358 20 7411614; or

(e) by regular mail to Ferratum Oyj, Attn: "Annual General Meeting", Ratamestarinkatu 11 A 00520, Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name of a possible assistant or proxy representative. The personal data given to Ferratum Oyj will be used only for the purposes of the General Meeting of Shareholders.

### **3.2 Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of shares, which he/she holds on the record date of the General Meeting, i.e. on 21 May 2015 and would be entitled to have registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 28 May 2015 at 10.00 a.m. (Helsinki time). In case of nominee-registered shares, temporary registration in the shareholders' register held by Euroclear Finland Ltd constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting of Shareholders from his/her custodian bank. In order for a holder of nominee-registered to have the right to participate in the General Meeting, the account management organisation of the custodian bank has to register a holder of nominee-registered shares into the temporary shareholders' register of the Company at the latest by the time stated above.

### **3.3 Proxy representatives and power of attorney**

A shareholder may participate in the General Meeting of Shareholders and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting of Shareholders.

When a shareholder participates in the General Meeting of Shareholders through several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting of Shareholders.

A form of proxy is provided on Ferratum Oyj'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.

Possible proxy documents should be delivered in originals to Ferratum Oyj, "Annual General Meeting", Ratamestarinkatu 11 A 00520, Helsinki, Finland before the last date for registration.

### 3.4 Other instructions and information

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the Meeting.

On the date of this notice to the General Meeting of Shareholders, dated 12 May 2015, the total number of shares Ferratum Oyj is 21,723,960. Ferratum Oyj 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 12 May 2015

#### **FERRATUM OYJ**

The Board of Directors

#### **END OF THE AD-HOC ANNOUNCEMENT**

#### **About Ferratum Group:**

The Finnish Ferratum Group, a pioneer for mobile consumer loans in Europe, offers short-term consumer loans. Ferratum's customers can utilize digital media to apply for consumer credit in amounts varying between EUR 25 and EUR 2,000. Managed by its founder Jorma Jokela, Ferratum has expanded rapidly since it was founded in 2005: Ferratum has 1.0 million active and former customers who have been granted one or more loans in the past and 2.8 million total user accounts in its database (as of 31 December 2014). Ferratum is represented in 21 markets (including Norway) and employs 383 people as of 31 December 2014.

#### **Contact:**

Ferratum Group

Dr. Clemens Krause, CFO

T: +49 30 88715308

F: +49 30 88715309

M: [clemens.krause@ferratum.com](mailto:clemens.krause@ferratum.com)

Ferratum Group

Paul Wasastjerna

Head of Investor Relations

T: +358 40 7248247

F: +358 20 741 1614

M: [paul.wasastjerna@ferratum.com](mailto:paul.wasastjerna@ferratum.com)

cometis AG

Henryk Deter | Mariana Kuhn

T: +49 611 20 58 55-61

F: +49 611 20 58 55-66

M: [kuhn@cometis.de](mailto:kuhn@cometis.de)

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