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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

Shareholders of Ferratum Plc are invited to attend the Annual General Meeting of the Company on 17 April 2019, commencing at 10.00 a.m. (EEST, Finnish time) at Restaurant Savoy, Eteläesplanadi 14, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.00 a.m. (EEST, Finnish time).

The meeting will be held in the English language.

## 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 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
- (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 2018

Review by the CEO and the CFO.

- (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 2018 of Ferratum Plc amounted to EUR -2,548,522. Distributable equity of the Company at the end of the financial year stood at EUR 46,701,246. The profit for the financial year 2018 of Ferratum group amounted to EUR 19,273,670.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2018, the Company will distribute a per-share dividend of EUR 0.18 to a total of EUR 3,883,997 after which distributable equity would stand at EUR 42,817,249. No dividend is paid to the own shares held by the Company.

Compared with year-end 2018, no significant changes in the Company's financial position have taken place. The liquidity of the Company is sound and, according to the assessment of the Board of Directors, the proposed payment of dividend does not endanger the solvency of the Company.

The dividend will be paid to shareholders registered in the shareholders' register of the Company held by Euroclear Finland Oy on the dividend record date, 23 April 2019. The dividend will be paid on 30 April 2019.

- (9) Resolution on Discharging the Members of the Board of Directors and the CEO from Liability
- (10) Proposal by the Board of Directors to Amend the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company'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.

The Board of Directors proposes that Article 3 (Board of Directors and CEO) be 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) must be amended accordingly.

The Board of Directors proposes that Article 6 (Auditor) be amended so as to be in line with the terminology used in the Finnish Auditing Act.

A comparison of the current and the proposed Articles has been enclosed under [Schedule 1](#).

- (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 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 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

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out in item (10) above, the Board of Directors proposes that the number of members of the Board of Directors be confirmed as nine.

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

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out in item (10) above, the Board of Directors proposes that Pieter van Groos, Jorma Jokela, Lea Liigus, Juhani Vanhala and Christopher Wang be re-elected as members, and Kati Hagros, Michael A. Cusumano, Goutam Challagalla and Frederik Strange be elected as new members, each one for a term ending at the end of the next Annual General Meeting.

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out in item (10) above, the Chairman and the Vice Chairman will be elected by the board of directors from amongst its members, as allowed under the amended Articles of Association.

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) Mikko Nieminen 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 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 proposed to be in force until the next Annual General Meeting, however, no longer than until 30 June 2020.

(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 preemptive 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 2020.

(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 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.

The proposals for the decisions on the matters on the agenda of the General Meeting of Shareholders and the other above-mentioned documents 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 Plc's website no later than on 1 May 2019.

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

### **3.1 Shareholders Registered in Shareholders' Register**

Each shareholder who is registered on 5 April 2019 in the shareholders' register of the Company held by Euroclear Finland Oy, 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 Oy is registered in the shareholders' register of the Company.

A shareholder, who is registered in the shareholders' register of the Company, and who wants to participate in the General Meeting of Shareholders, shall register for the meeting no later than 12 April 2019 at 3.00 p.m. (CEST, Frankfurt time) by giving a prior notice of participation, which shall be received by the Company no later than by the above-mentioned time. 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. (CET/CEST, Frankfurt time));

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

(d) by regular mail to Ferratum Plc, 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 and the personal identification number of the proxy representative. The personal data given to Ferratum Plc will be used only in connection with the General Meeting of Shareholders and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

### **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 5 April 2019 and based on which he/she would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. 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 Oy at the latest by 12 April 2019 at 9.00 a.m. (CEST, Frankfurt time). In case of nominee-registered shares, temporary registration in the shareholders' register held by Euroclear Finland Oy 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 temporary 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 shares to have the right to participate in the General Meeting, the account operator of the custodian bank has to register a holder of nominee-registered shares, who wants to participate in the General Meeting, 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 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.

Possible proxy documents shall be delivered in originals to Ferratum Plc, "Annual General Meeting", Ratamestarinkatu 11 A, 00520 Helsinki, Finland on the last date for registration at the latest.

### 3.4 Other Instructions and Information

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability 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 Annual General Meeting of Shareholders, dated 27 March 2019, 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 27 March 2019

#### **FERRATUM PLC**

The Board of Directors

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