

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD OF FELLOW FINANCE PLC

1. Purpose of the Nomination Board

The Shareholders' Nomination Board of Fellow Finance Plc is the company's shareholders' body responsible for preparing and presenting proposals covering the remuneration and number of members of the company's Board of Directors as well as proposal on the members of the Board of Directors to the Annual General Meeting and, where needed, to an Extraordinary General Meeting. The Nomination Board shall also be responsible for identifying successors for existing Board members. Each shareholder of the company can also make its own proposal directly to the General Meeting.

In its work, the Nomination Board shall comply with the legislation, rules of Nasdaq Helsinki Ltd and, as applicable, the Finnish Corporate Governance Code in force.

The Charter regulates the nomination and composition of the Nomination Board as well as defines the tasks and duties of the Nomination Board.

2. Election and composition of the Nomination Board

The Nomination Board shall consist of five (5) members. Representatives appointed by the four largest shareholders and the Chairman of the Board of Directors, as a non-voting member, are members of the Nomination Board.

The company's largest shareholders shall be determined on the basis of the registered holdings in the company's shareholder register held by Euroclear Finland Ltd as of the first working day in September. If a shareholder makes a written request to such effect to the Board of Directors no later than on the last working day of August, such shareholder's holdings in several funds or registers will be combined when calculating the share of votes, which determines the nomination right. As regards individual persons as shareholders, their direct ownership and ownership of corporations over which he/she exercises control as well as ownership of his/her spouse and children, will be taken into account in the determination. In case two shareholders own an equal number of shares and votes and the representatives of both such shareholders cannot be appointed to the Nomination Board, the decision shall be made by drawing lots.

The Chairman of the Board of Directors shall request each of the four largest shareholders, as defined above, to appoint one member to the Nomination Board. In the event that a shareholder does not wish to exercise his or her right to appoint a representative, it shall pass to the next largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Board. The Chairman of the Board of Directors convenes the first meeting of the Nomination Board. The Nomination Board shall elect a chairperson from among its members, and the Nomination Board convenes thereafter at the notice of the Chairman of the Nomination Board. When the Nomination Board has been appointed, the company will publish the composition by a release.

The members shall be nominated annually and their term of office shall end when new members are nominated to replace them.

The representative nominated by a shareholder is obliged to resign from the Nomination Board if the shareholder concerned later transfers more than half of the shares it held on the first working day in September which entitled it to nominate a representative and as a result is no longer among the company's ten largest shareholders.

Any employee or the member of the Board of Directors (not including the Chairman of the Board of Directors of the company) of the company cannot be nominated to a member of the Nomination Board.

If a representative nominated by a shareholder resigns from the Nomination Board, the Nomination Board may decide to request for the nomination of a new member. Should the number of voting members of the Nomination Board decrease to less than three (not including the Chairman of the Board of Directors of the company), the Nomination Board is obliged to request for such nomination. The request shall be presented to the largest shareholders who have not nominated a representative to the Nomination Board in question in the order of shareholdings. The order of shareholdings shall be determined on the basis of the ownership information in the company's shareholders' register on the day of the request.

3. Decision-making

The Nomination Board shall constitute a quorum when at least three (3) of its voting members are present. No decision shall be made unless all members have been reserved the possibility to consider the matter and to participate in the meeting.

Decisions of the Nomination Board shall be made unanimously. If consensus cannot be reached, members of the Nomination Board shall present their own proposals to the General Meeting individually or jointly with other members of the Nomination Board.

All decisions of the Nomination Board shall be recorded in minutes. The minutes shall be dated, numbered and retained in a safe manner. The minutes shall be signed by the Chairman of the Nomination Board together with at least one other member of the Nomination Board.

4. Duties of the Shareholders' Nomination Board

The duties of the Shareholders' Nomination Board shall include:

- to prepare and present to the General Meeting a proposal on the remuneration of the members of the Board of Directors;
- to prepare and present to the General Meeting a proposal on the number of the Board of Directors in accordance with the Articles of Association of the company;
- to prepare and present to the General Meeting a proposal on the members of the Board of Directors;
- to prepare and present a proposal on the Chairman and Vice Chairman of the Board of Directors to the organisation meeting of the Board of Directors;
- to seek prospective successor candidates for the members of the Board of Directors.

The Board of Directors of Fellow Finance Plc shall have sufficient expertise and knowledge of, and competence in the company's field of business and industry as well as the possibility to devote a sufficient amount of time to attending to the duties of the Board of Directors. The actions of the Board of Directors will be evaluated annually and the results of such evaluation will be disclosed to the Nomination Board. The results of the evaluation shall be taken appropriately into account in the work of the Nomination Board. The Nomination Board may also use external specialists.

5. Preparation of the proposals of Nomination Board

The Nomination Board prepares proposals regarding the composition of the Board of Directors for the Annual General Meeting.

However, irrespective of the above, any shareholder of the Company may also make proposals directly to the Annual General Meeting in accordance with the Finnish Limited Liability Companies' Act.

The Nomination Board is entitled to receive, in confidence and subject to insider rules, information on the independence of the candidates (or, in the case of new candidates, on any factors that may affect their independence) as well as the findings of the Board of Directors' performance evaluations, insofar as the findings may be relevant when planning the composition of the Board of Directors.

The Nomination Board will assess the performance of the Board of Directors and take the results of such assessments into account in its work. The Nomination Board may also retain the services of an external consultant in order to find suitable candidates.

The proposals by the Nomination Board will be published as a stock exchange release or company release and included in the summons to the General Meeting. The Nomination Board will present and justify its proposal to the General Meeting.

In the event that a matter that must be prepared by the Nomination Board becomes subject to decision-making at an Extraordinary General Meeting, the Nomination Board must strive to submit its proposal to the company's Board of Directors in sufficient time for it to be included in the summons to the General Meeting.

6. The qualifications of Board Members

The Board of Directors of the company must have sufficient expertise, knowledge of and competence in the company's field of business and industry.

The Board of Directors must particularly have sufficient knowledge of and competence in

- matters relating to the company's field of business and industry;
- the management of a publicly listed company of corresponding size;
- group and financial administration;
- strategy and corporate acquisitions;
- internal control and risk management; and
- corporate governance.

In addition to the foregoing, the Nomination Board must take into account the independence requirements set out in the Finnish Corporate Governance Code and the Stock Exchange Rules that apply to the company.

7. Tasks of the Chairman of the Nomination Board

The overall task of the Chairman of the Nomination Board is to lead the activities of the Nomination Board in such way that the Nomination Board achieves its objectives while observing the interests and expectations of Fellow Finance Plc and its shareholders.

The Chairman shall convene the meetings, prepare the agenda and material for the meetings and chair the meetings of the Nomination Board. The Chairman further convenes unscheduled meetings, if requested by a Nomination Board member. Said meetings shall be held within 14 days as of the date of request.

8. Proposals of the Nomination Board to the Annual General Meeting

The Nomination Board shall present and argue its proposals to the following Annual General Meeting. The proposals shall be included in the notice of the Annual General Meeting and the Nomination Board

must submit its contemplated proposals to the Board of Directors at the latest on the last working day of January preceding the Annual General Meeting. Should a matter that is to be prepared by the Nomination Board come up for decision-making in an Extraordinary General Meeting, the Nomination Board shall submit its proposal to the Board of Directors of the company in sufficient time for it to be included in the notice to the General Meeting.

9. Confidentiality

The Nomination Board members and shareholders they represent shall keep the information regarding the proposals confidential until the final decision has been made by the Nomination Board and published by Fellow Finance Plc. The confidentiality clause applies also to other confidential information received during the activity of the Nomination Board.

The Chairman of the Nomination Board may, if he/she considers it necessary, propose to the Board of Directors of the company that the company should enter into non-disclosure agreements with the shareholders or the members nominated by them. Provisions of the insider regulation in force at the time apply to any insider information the Nomination Board members might come to possess.

10. Amendments to the Charter and authorization

The Nomination Board shall review this Charter annually and propose possible changes to the Annual General Meeting. Any changes concerning the number of members of the Nomination Board or their selection criteria shall always be decided by the General Meeting. The Nomination Board is authorised to execute necessary technical updates and amendments to this Charter.

11. Compensation to the members of the Nomination Board

The shareholder representatives participating in the work of the Nomination Board, including board members participating in the work of the Nomination Board, will not receive any compensation. The members Travel costs will be compensated in accordance with the company's travel policy against an appropriate travel expense report.