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

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## 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 19 April 2018, commencing at 9.00 a.m. (EEST, Finnish time) at Restaurant Savoy, Eteläesplanadi 14, Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 8.15 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 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 including the Consolidated Annual Accounts, the Report of the Board of Directors and the Auditor's Report for the Year 2017

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 2017 of Ferratum Oyj amounted to EUR 18,469,816. Distributable equity of the Company at the end of the financial year stood at EUR 53,139,380.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2017, 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 49,255,383. No dividend is paid to the own shares held by the Company.

Compared with year-end 2017, 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 Ltd on the dividend record date, 23 April 2018. The dividend will be paid on 30 April 2018.

- (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 Board of Directors proposes on recommendation of the Remuneration Committee that the Chairman of the Board of Directors be paid EUR 2,000 per month and the other members of the Board of Directors EUR 1,500 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.

- (11) Resolution on Remuneration of Auditors

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.

- (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 six (6) ordinary members.

- (13) Election of the Members, Chairman and Deputy Chairman of the Board of Directors

The Board of Directors proposes that the following current members of the Board of Directors be re-elected as members of the Board of Directors for a term ending at the end of the next Annual General Meeting: Pieter van Groos as Chairman, Jorma Jokela as Deputy Chairman and Erik Ferm, Lea Liigus, Juhani Vanhala and Christopher Wang as ordinary members.

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).

#### (14) Election of the Auditor

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

#### (15) 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 at maximum 2,026,196 new shares and to convey the Company's 146,200 own 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 Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against consideration.

The amount of shares to be issued shall not exceed 2,172,396 shares, which corresponds to approximately 10.0 per cent of the Company's total amount of shares.

Shares potentially issued 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 conditions mentioned in the Finnish 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 2019.

#### (16) 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 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 the above-mentioned 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 3 May 2018.

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

### 3.1 Shareholders Registered in Shareholders' Register

Each shareholder who is registered on 9 April 2018 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, 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 16 April 2018 at 3.00 p.m. (CEST, 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. (CEST, Frankfurt time));

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

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

### 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 9 April 2018 and based on which he/she would be entitled to be 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 16 April 2018 at 9.00 a.m. (CEST, Frankfurt 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 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 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 shall 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 27 March 2018, the total number of shares in Ferratum Oyj is 21,723,960 and each of these shares carries one vote. 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 27 March 2018

**FERRATUM OYJ**

The Board of Directors

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WKN:	A1W9NS
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