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Ferratum Oyj: NOTICE TO CONVENE MULTITUDE SE'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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(news with additional features)

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NOTICE TO CONVENE MULTITUDE SE'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is given to the shareholders of Multitude SE (**Company**) that the Extraordinary General Meeting of the Company is to be held on 16 September 2021 at 10:00 a.m. (EEST / Finnish time) at the offices of Castrén & Snellman Attorneys Ltd,

In order to limit the spread of the COVID-19 epidemic, the Company's Board of Directors (de: *Verwaltungsrat*) has decided to adopt the exceptional meeting procedure provided for in the Finnish Act 375/2021, which temporarily deviates from some of the provisions of the Finnish Limited Liability Companies Act (the so-called temporary act). The Board of Directors has decided to take the measures permitted by the temporary legislation in order to hold the General Meeting in a predictable manner while also taking into account the health and safety of the Company's shareholders, personnel and other stakeholders.

The Company's shareholders can participate in the meeting and exercise their rights only by voting in advance and by presenting counterproposals and questions in advance. Instructions for shareholders are provided below in Section 3 (*Instructions for the Participants in the General Meeting of Shareholders*).

It will not be possible to participate in the meeting in person, and no video link to the meeting venue will be provided. The Company's Board of Directors, the CEO and other management will not be present at the meeting venue.

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

Attorney Janne Lauha will serve as the chairperson.

If Janne Lauha is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint a person they deem most suitable to serve as the chairperson.

(3) Election of Person to Scrutinise the Minutes and to Supervise the Counting of Votes

Attorney Teresa Kauppila will serve as the person to scrutinise the minutes and to supervise the counting of votes.

If Teresa Kauppila is prevented from serving as the person to scrutinise the minutes and to supervise the counting of votes for a weighty reason, the Board of Directors will appoint a person they deem most suitable 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

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with chapter 5, sections 6 and 6 a of the Finnish Limited Liability Companies Act will be deemed shareholders participating in the meeting.

Recording the attendance at the meeting and the adoption of the list of votes will take place based on information provided by Euroclear Finland Oy.

(6) Transfer of the Registered Office of the Company from Finland to Germany

The Extraordinary General Meeting of Multitude SE (at that time Ferratum Plc) has on 10 June 2021 decided to approve the Draft Terms of Conversion of Ferratum Plc into a European Company (SE) (**Terms of Conversion**) and a related report concerning the contemplated conversion of the Company from a Finnish public limited liability company (Plc) into a European public limited liability company (*Societas Europaea*, SE) (**Conversion**), decided on the Conversion in accordance with the Terms of Conversion and decided to amend the Articles of Association as set forth in the Terms of Conversion. The Conversion was registered in the Finnish Trade Register on 15 June 2021.

Pursuant to Article 8 paragraph 1 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (**SE Regulation**), the registered office of an SE may be transferred to another Member State in accordance with paragraphs 2 to 13 of said Article. Such a transfer shall not result in the winding up of the SE or in the creation of a new legal person.

Multitude SE has on 9 July 2021 announced that the Board of Directors has decided to approve a transfer proposal for the transfer of the registered office of Multitude SE from Helsinki, Finland to Hamburg, Germany (**Transfer**) in accordance with the SE Regulation (**Transfer Proposal**) and a related report (**Report**) explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for the shareholders, creditors and employees.

The Transfer Proposal and the Report have been enclosed to this notice as Appendix, and they are also available on the Company's website.

The Transfer Proposal has been registered in the Finnish Trade Register on 14 July 2021.

The Board of Directors proposes that the Extraordinary General Meeting approves the Transfer Proposal (including, without limitation, the proposed new Articles of Association (**New Articles of Association**) which will replace the current Articles of Association of the Company upon the registration of Multitude SE with the commercial register (de: *Handelsregister*) of the local court (de: *Amtsgericht*) of Hamburg, Germany) and resolves on the Transfer in accordance with the Transfer Proposal.

Shareholders, who have voted against the Transfer in the General Meeting and whose shares are registered on their personal Finnish book-entry account on the record date of the meeting, i.e. 6 September 2021, have the right to demand redemption of their shares as set forth in the Transfer Proposal by making a written demand to that effect. The demand must be made by delivering the form available on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2> upon the start of the advance voting at the latest, or corresponding information, to the Company either by email to ir@multitude.com or by post to Multitude SE, "EGM 2021", Ratamestarinkatu 11 A, 00520 Helsinki, Finland, and the demand must be received by the Company by 10:15 a.m. (EEST / Finnish time) on 16 September 2021, if delivered by email, or by 7:00 p.m. (EEST / Finnish time) on 15 September 2021, if delivered by post.

(7) Transfer of Company Shares to German Central Securities Depository Clearstream Banking Aktiengesellschaft and Removal from the Book-Entry System Maintained by Euroclear Finland Oy

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors on the transfer of the registered office of the Company from Finland to Germany under item (6) above, the Board of Directors proposes that the Extraordinary General Meeting decides to transfer the Company shares to the securities depository system maintained by the German central securities depository Clearstream Banking Aktiengesellschaft and, consequently, remove the Company shares from the book-entry securities depository system maintained by Euroclear Finland Oy.

The Board of Directors proposes that the above-mentioned transfer and removal enters into force on the date when the Company will be registered in the commercial register of the local court of Hamburg (i.e. on or about 31 December 2021), or on another date as decided by the Board of Directors.

(8) Authorised Capital

a. Authorised Capital 2021

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors on the transfer of the registered office of the Company from Finland to Germany under item (6) above and subject to the condition precedent of the registration of the Company with the commercial register in Germany, the Board of Directors proposes that the Board of Directors will be authorised to increase the registered share capital of the Company until 30 June 2025 on one or several occasions by up to EUR 6,020,034 (in words: Euro six million twenty thousand thirty-four) by issuing up to 3,258,594 new registered non-par-value shares against contribution in cash and/or non-cash contributions (**Authorised Capital 2021**). The new shares must be offered to shareholders for subscription. The new shares can be underwritten by one or more banks or companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para 1 sentence 1 or para. 7 of the German Banking Act designated by the Board of Directors with the obligation to offer them to the shareholders for subscription.

The Board of Directors shall be authorised to exclude the shareholders' subscription right in the following cases

i. to avoid fractional amounts (de: *Spitzenbeträge*);

ii. in the case of capital increases against cash contributions, if the issue price of the new shares issued under exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act (de: *Aktiengesetz*, **AktG**) is not significantly lower than the stock exchange price of the shares of the same class and with the same rights already listed and the total proportionate amount of the share capital attributable to the new shares issued under exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 AktG does not exceed 10% of the share capital existing at the time this authorisation becomes effective or - if lower - at the time this authorisation is exercised. Shares issued or sold in accordance with sections 71 para. 1 no. 8 sentence 5 and 186 para 3 sentence 4 AktG during the term of this authorisation until the time of its exercise shall be counted towards this limit of 10% of the share capital; shares issued or still to be issued by the Company on the basis of convertible bonds or bonds with warrants shall also be counted towards this limit, provided that the convertible bonds or bonds with warrants were issued during the term of this authorisation until the time of its exercise in accordance with sections 221 para 4 and 186 para. 3 sentence 4 AktG;

iii. to the extent necessary to grant holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations issued or to be issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of votes and capital, subscription rights to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilment of the conversion or option obligations;

iv. in case of an issue of shares against contributions in kind, in particular for the acquisition of companies, parts of companies or participations in companies; and

v. to issue shares within the framework of share participation or other share-based programmes against cash and/or non-cash contributions to members of the Board of Directors of the Company, members of the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with the Company, whereby the employment relationship or executive body relationship with the Company or a company affiliated with the Company must exist at the time of the commitment to issue shares.

The Board of Directors shall be authorised to determine the further details of the capital increase and its implementation, in particular the content of the share rights and the terms and conditions of the share issue, including a profit participation deviating from Section 60 para. 2 AktG. The Board of Directors shall be authorised to amend the Articles of Association of the Company accordingly after full or partial utilisation or the timing of the authorised capital, in particular with regard to the amount of the share capital and the number of existing no-par value shares.

b. Amendment of the Articles of Association

Subject to the condition precedent of the registration of the Company with the commercial register in Germany, the New Articles of Association shall be amended to include the following new article 4 para. 4

*"The administrative board is authorised to increase the registered share capital of the Company until 30 June 2025 on one or several occasions by up to EUR 6,020,034 (in words: Euro six million twenty thousand thirty-four) by issuing up to 3,258,594 new registered non-par-value shares against contribution in cash and/or non-cash contributions ("**Authorised Capital 2021**"). The new shares must be offered to shareholders for subscription. The new shares can be underwritten by one or more banks or companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para 1 sentence 1 or para. 7 of the German Banking Act designated by the administrative board with the obligation to offer them to the shareholders for subscription (indirect pre-emption rights).*

The administrative board shall be authorised to exclude the shareholders' subscription right in the following cases

i. to avoid fractional amounts (Spitzenbeträge);

ii. in the case of capital increases against cash contributions, if the issue price of the new shares issued under exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act is not significantly lower than the stock exchange price of the shares of the same class and with the same rights already listed and the total proportionate amount of the share capital attributable to the new shares issued under exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 AktG does not exceed 10% of the share capital existing at the time this authorisation becomes effective or - if lower - at the time this authorisation is exercised. Shares issued or sold in accordance with sections 71 para. 1 no. 8 sentence 5 and 186 para 3 sentence 4 AktG during the term of this authorisation until the time of its exercise shall be counted towards this limit of 10% of the share capital; shares issued or still to be issued by the Company on the basis of convertible bonds or bonds with warrants shall also be counted towards this limit, provided that the convertible bonds or bonds with warrants were issued during the term of this authorisation until the time of its exercise in accordance with sections 221 para 4 and 186 para. 3 sentence 4 AktG;

iii. to the extent necessary to grant holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations issued or to be issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of votes and capital, subscription rights to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilment of the conversion or option obligations;

iv. in case of an issue of shares against contributions in kind, in particular for the acquisition of companies, parts of companies or participations in companies; and

v. to issue shares within the framework of share participation or other share-based programmes against cash and/or non-cash contributions to members of the administrative board of the Company, members of the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with the Company, whereby the employment relationship or executive body relationship with the Company or a company affiliated with the Company must exist at the time of the commitment to issue shares."

(9) Change of the New Articles of Association

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors on the transfer of the registered office of the Company from Finland to Germany under item (6) above, the Board of Directors proposes to clarify in the New Articles of Association that the German version of the New Articles of Association shall prevail and to therefore include the following new article 19 to the New Articles of Association:

"§ 19 Language

The English version is provided for information purposes only. In case of inconsistencies between the German version and the English translation, the German-language version of this articles of association shall prevail."

(10) Appointment of the Auditor

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors on the transfer of the registered office of the Company from Finland to Germany under item (6) above and subject to the condition precedent of the registration of the Company with the commercial register in Germany on or before 31 December 2021, the Board of Directors proposes - on recommendation of the Audit Committee - that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft is elected as the auditor of the Company and Multitude group for the financial year 2021.

For the avoidance of doubt, as set forth in the Report, the Company's current auditor PricewaterhouseCoopers Oy will audit the final accounts to be prepared after the Transfer.

(11) Closing of the Meeting

2 MEETING MATERIALS

The above proposals of the Board of Directors relating to the agenda of the General Meeting of Shareholders as well as this notice, the Transfer Proposal and the Report are available on Multitude SE's website at <https://www.multitude.com/investors/annual-general-meeting/egm2>.

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 Multitude SE's website no later than on 30 September 2021.

3 INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting only by voting in advance and by presenting counterproposals and questions in advance in accordance with the instructions provided below.

It will not be possible to participate in the meeting in person.

3.1 Shareholders Registered in Shareholders' Register

Each shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Oy on 6 September 2021, has the right to participate in the General Meeting of Shareholders. Shareholders whose shares are registered on his/her personal Finnish book-entry account are registered in the shareholders' register of the Company. Shareholders can participate in the General Meeting only by voting in advance and by presenting counterproposals and questions in advance as described below.

Shareholders, who are registered in the shareholders' register of the Company, and who wish to participate in the General Meeting, must register for the meeting by giving prior notice of participation and by delivering their votes in advance as instructed below. Both the notice of participation and votes have to be received by the Company no later than on 9 September 2021 at 3:00 p.m. (CEST / Frankfurt time).

In connection with the registration, shareholders are required to provide certain information such as their name, personal identification number/business ID, address and telephone number. Personal data disclosed by shareholders to Multitude SE will only be used in connection with the General Meeting and the processing of the related registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the period 31 August 2021 - 9 September 2021 at 3:00 p.m. (CEST / Frankfurt time) by delivering the advance voting form available on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2> or corresponding information to the Company either by email to ir@multitude.com or by post to Multitude SE, "EGM 2021", Ratamestarinkatu 11 A, 00520 Helsinki, Finland.

If a shareholder participates in the General Meeting by delivering votes in advance in the manner set forth above, the delivery of the votes before the end of registration and the advance voting shall constitute due registration for the General

Meeting, provided that the information required for registration has been given.

The advance voting form as well as further instructions concerning voting are available on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2> upon the start of the advance voting at the latest.

3.2 Holders of Nominee Registered Shares

Holders of nominee registered shares have the right to participate in the General Meeting by virtue of shares, based on which they would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the General Meeting, i.e. 6 September 2021. In addition, the right to participate in the General Meeting requires that the holders of nominee registered shares be temporarily entered into the shareholders' register held by Euroclear Finland Oy based on these shares by 13 September 2021 at 9:00 a.m. (CEST / Frankfurt time), at the latest. This registration constitutes due registration for holders of nominee registered shares wishing to participate in the Extraordinary General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of votes.

Holders of nominee registered shares are advised to ask their custodian bank without delay for the necessary instructions regarding registration in the Company's temporary shareholders' register, the issuing of proxy documents and registration for the General Meeting of Shareholders. The account management organisation of the custodian bank must register holders of nominee-registered shares in the Company's temporary shareholders' register at the latest by the time stated above and arrange advance voting on behalf of the holders of nominee registered shares.

Further information on these matters is also available on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2>.

3.3 Proxy Representatives and Power of Attorney

Shareholders may participate in the General Meeting of Shareholders and exercise their rights at the meeting by way of proxy representation. Proxy representatives of shareholders are also required to vote in advance in the manner instructed in this notice.

Proxy representatives must produce a dated proxy document or otherwise reliably demonstrate their right to represent the shareholder. If a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the General Meeting of Shareholders.

A form of proxy is provided on Multitude SE's website at <https://www.multitude.com/investors/annual-general-meeting/egm2>. The form of proxy is provided for the shareholders' convenience and it is not necessary to use the form provided on the website.

Any proxy documents are requested to be delivered to the Company either by email to ir@multitude.com or by post to Multitude SE, "EGM 2021", Ratamestarinkatu 11 A, 00520 Helsinki, Finland before the end of registration on 9 September 2021 at 3:00 p.m. (CEST / Frankfurt time) by which time the proxy documents must be received.

3.4 Other Instructions and Information

Shareholders who hold at least one one-hundredth of all the shares in the Company have the right to make a counterproposal concerning the proposed decisions on the agenda of the General Meeting to be placed for a vote. The counterproposals must be delivered to the Company to the e-mail address ir@multitude.com at the latest by 30 August 2021 at 3:00 p.m. (CEST / Frankfurt time). In connection with the counterproposal, the shareholders must present a statement of their shareholding in the Company. The counterproposal is admissible for consideration at the General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and represent at least one one-hundredth of all shares in the Company on the record date of the General Meeting. If a counterproposal is non-admissible, votes cast for such counterproposal will not be recorded at the meeting. The Company will publish the counterproposals eligible for voting on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2> on 31 August 2021 at the latest.

Shareholders have the right to pose questions and request information with respect to the matters to be considered at the meeting pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act by e-mail to the address ir@multitude.com at the latest by 2 September 2021 at 3:00 p.m. (CEST / Frankfurt time). The Company will publish the shareholders' questions along with the management's and the Board of Directors' responses as well as any counterproposals not eligible for voting on the Company's website at <https://www.multitude.com/investors/annual-general-meeting/egm2> on 7 September 2021 at the latest. Posing questions and counterproposals requires the shareholder to present an adequate statement of their shareholding in the Company.

On the date of this notice to the Extraordinary General Meeting of Shareholders, dated 25 August 2021, the total number of shares in Multitude SE is 21,723,960 and each of these shares carries one vote. Multitude SE 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.

In Helsinki on 25 August 2021

MULTITUDE SE

The Board of Directors

APPENDIX

Transfer Proposal and Report of the Board of Directors concerning the Transfer

Additional features:

File: [Appendix to EGM notice](#)

25.08.2021 Dissemination of a Corporate News, transmitted by DGAP - a service of EQS Group AG.

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