

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 26 April 2016, commencing at 10.30 a.m. (CEST, 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. (CEST, Frankfurt 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 2015
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 2015 of Ferratum Oyj amounted to EUR 3,270,709. Distributable equity of the parent company at the end of the financial year stood at EUR 51,539,170.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2015, the Company will distribute a per-share dividend of EUR 0.10 to a total of EUR 2,157,776 after which distributable equity would stand at EUR 49,381,394. No dividend is paid to the own shares held by the parent company.

Compared with year-end 2015 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, 28 April 2016. The dividend will be paid on 6 May 2016.

- (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 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 Director of the Company or a 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 six (6) ordinary members.
- (13) Election of the Members, Chairman and Deputy Chairman of the Board of Directors
- The Board of Directors proposes that, in accordance with their consents, the current members of the Board of Directors be re-elected all to serve 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 and Juhani Vanhala as ordinary members and that Jouni Hakanen be elected as new ordinary member of the Board of Directors.
- The curricula vitae of the proposed members of the Board of Directors are available on the Company's website at www.ferratumgroup.com.
- (14) Election of the Auditor
- The Audit Committee of the Board of Directors proposes 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) Increase of Share Capital
- The Board of Directors proposes that Ferratum Oyj's share capital will be increased by EUR 30,000,000 from EUR 10,133,560 to EUR 40,133,560 by transferring assets from the Reserves of Invested Unrestricted Equity into the share capital (*increase from reserves*).
- The increase of share capital will optimize the equity structure of Ferratum Oyj and strengthen the Company's restricted capital base.
- (16) Authorisation to the Board of Directors to Decide on the Transfer of Own Shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on a share issue by transferring own shares. A maximum of 146,200 own shares may be issued on the basis of the authorisation. The proposed maximum authorised quantity represents approximately 0.7 per cent of the Company's total amount of shares. The authorisation entitles the Board to decide on a directed share issue in deviation from the pre-emptive rights of shareholders. 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 2017.

(17) 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.

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 10 May 2016.

3 INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS

3.1 Shareholders Registered in Shareholders' Register

Each shareholder who is registered on 14 April 2016 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 21 April 2016 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;
- (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;
- (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 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 14 April 2016 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 21 April 2016 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 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. 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 31 March 2016, 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.

In Helsinki on 31 March 2016

FERRATUM OYJ
The Board of Directors