

PROPOSALS OF THE BOARD OF DIRECTORS TO FERRATUM OYJ'S ANNUAL GENERAL MEETING 2017

Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend

The profit for the financial year 2016 of Ferratum Oyj amounted to EUR 17,877,502. Distributable equity of the parent company at the end of the financial year stood at EUR 37,258,895.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2016, the Company will distribute a per-share dividend of EUR 0.12 to a total of EUR 2,589,331 after which distributable equity would stand at EUR 34,669,564. No dividend is paid to the own shares held by the parent company.

Compared with year-end 2016 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, 8 May 2017. The dividend will be paid on 15 May 2017.

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.

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, Juhani Vanhala and Jouni Hakanen 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.

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 authorise the Board of Directors to decide to issue at maximum 500,000 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 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 646,200 shares, which corresponds to approximately 3.0 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 pre-emptive rights of shareholders subject to the conditions mentioned in the 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 2018.