

PROPOSALS OF THE BOARD OF DIRECTORS TO FERRATUM PLC'S ANNUAL GENERAL MEETING 2019

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

The result for the financial year 2018 of Ferratum Plc amounted to EUR -2,548,522. Distributable equity of the Company at the end of the financial year stood at EUR 46,701,246. The profit for the financial year 2018 of Ferratum group amounted to EUR 19,273,670.

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2018, 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 42,817,249. No dividend is paid to the own shares held by the Company.

Compared with year-end 2018, 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 Oy on the dividend record date, 23 April 2019. The dividend will be paid on 30 April 2019.

Proposal by the Board of Directors to Amend the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's Articles of Association in order to observe the changes in the Finnish Auditing Act, and to enable a composition of the Board of Directors, which reflects the Company's operations and the markets in which it operates in a more appropriate way, and also allows for sufficient diversity with respect to, for instance, expertise and geographical background.

The Board of Directors proposes that Article 3 (Board of Directors and CEO) be amended so as to (i) allow a maximum of nine members in the Board of Directors instead of seven, and (ii) enable the Board of Directors to appoint the Chairman and the Vice Chairman itself instead of them being appointed by the General Meeting of Shareholders. Also Article 8 (Annual General Meeting of Shareholders) must be amended accordingly.

The Board of Directors proposes that Article 6 (Auditor) be amended so as to be in line with the terminology used in the Finnish Auditing Act.

A comparison of the current and the proposed Articles has been enclosed under Schedule 1.

Resolution on the Number of Members of the Board of Directors

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out above, the Board of Directors proposes that the number of members of the Board of Directors be confirmed as nine.

Election of the Members of the Board of Directors

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out above, the Board of Directors proposes that Pieter van Groos, Jorma Jokela, Lea Liigus, Juhani Vanhala and Christopher Wang be re-elected as members, and Kati Hagros, Michael A. Cusumano, Goutam Challagalla and Frederik Strange be elected as new members, each one for a term ending at the end of the next Annual General Meeting.

Subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out above, the Chairman and the Vice Chairman will be elected by the board of directors from amongst its members, as allowed under the amended Articles of Association.

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 Repurchase of Company's Own Shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide to repurchase a maximum of 1,086,198 shares in the Company, which corresponds approximately to 5 per cent of all the shares in the Company.

By virtue of the authorisation, own shares may be repurchased by using the Company's unrestricted shareholders' equity. Consequently, any repurchase will reduce the Company's funds available for distribution of profits.

Own shares may be repurchased through public trading on the Frankfurt Stock Exchange at the prevailing market price on the date of repurchase.

The authorisation entitles the Board of Directors to decide to repurchase shares also otherwise than in proportion to the shareholders' holding in the Company by way of a directed repurchase subject to the requirements set out in the Finnish Limited Liability 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 2020.

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 a maximum of 3,258,594 shares, which corresponds approximately to 15 per cent of the Company's total amount of shares. The Board of Directors may issue either new shares or transfer existing 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 Limited Liability Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against

consideration. Shares that may be subscribed for 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 requirements set out in the Finnish Limited Liability Companies Act. The Board can use the authorisation in one or several tranches, and it may be used to all purposes decided by the Board of Directors, such as developing the Company's capital structure, financing or carrying out acquisitions or other arrangements, or as a part of the Company's incentive schemes.

The authorisation is proposed to be in force until the next Annual General Meeting, however, no longer than until 30 June 2020.