

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FERRATUM PLC

Time 17 April 2019 at 10.05 a.m. – 10.27 a.m. (EEST, Finnish time)

Place Restaurant Savoy, Eteläesplanadi 14, Helsinki, Finland

Present Shareholders were present at the meeting, in person or represented by a proxy, as set out in the list of participants and list of votes adopted at the meeting.

Members of the Board of Directors, the Company's CEO, the Company's upper management and meeting officials were also present as set out in the list of participants.

1 Opening of the Meeting

The Chairman of the Board of Directors, Pieter van Groos, opened the meeting and welcomed those present.

2 Calling the Meeting to Order

Pieter van Groos was elected as the Chairman of the meeting.

The Chairman invited attorney Janne Lauha to act as the Secretary of the meeting.

The Chairman described meeting arrangements. It was noted that the agenda (Appendix 1) had been provided to the meeting participants and that the matters would be dealt with in the order they were presented in the agenda.

3 Election of the Persons to Scrutinise the Minutes and to Supervise the Counting of Votes

Sylvi Kuikka was elected to scrutinise the minutes. Paul Wasastjerna was elected to supervise the counting of votes.

4 Recording the Legality of the Meeting

It was noted that, pursuant to Article 7 of the Company's Articles of Association, the notice convening a general meeting must be delivered as follows:

The notice of the meeting of shareholders shall be served on the shareholders by publishing it on the Company's website or in some other documented manner no earlier than three (3) months and no later than three (3) weeks before the general meeting of shareholders, and in any case no later than nine (9) days prior to the record date defined in the Finnish Limited Liability Companies Act.

It was noted that pursuant to the Finnish Limited Liability Companies Act and Article 7 of the Articles of Association, the notice convening the meeting had to be published no earlier than 17 January 2019 and no later than 27 March 2019.



It was noted that, pursuant to the decision of the Company's Board of Directors, the notice convening the Annual General Meeting had been served on the shareholders by publishing it on the Company's website on 27 March 2019, from which date the notice had been available on the Company's website (Appendix 2). The notice convening the meeting had also been published as a stock exchange release on 27 March 2019.

It was noted that the decision proposals had been available for viewing as of 27 March 2019 and the annual report as of 27 March 2019 on the Company's website, and therefore, had been available for at least three weeks prior to the general meeting as required by the Finnish Limited Liability Companies Act.

It was noted that the Annual General Meeting had been convened in accordance with the Finnish Limited Liability Companies Act and the Company's Articles of Association.

It was noted that the meeting was legal.

5 Recording the Attendance at the Meeting and Adoption of the List of Votes

It was noted that in accordance with the enclosed list of votes (including powers of attorney), five shareholders representing a total of 12,132,874 shares and votes were present or represented at the meeting.

The list of participants and the list of votes represented at the meeting were adopted and enclosed to the minutes (Appendix 3).

It was noted that members of the Board of Directors, the Company's CEO, the Company's upper management and meeting officials were also present as set out in Appendix 4.

It was noted that the list of votes would be confirmed to correspond with the attendance at the beginning of any voting.

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 2018

The Company's CEO, Jorma Jokela, gave his company update.

The Company's CFO, Clemens Krause, gave his review regarding the annual accounts for the year 2018.

The Company's auditor-in-charge APA Mikko Nieminen presented the auditor's report.

It was noted that the Company's annual accounts including the consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2018 were presented and enclosed to the minutes (Appendix 5).

7 Adoption of the Annual Accounts

The annual accounts including the consolidated annual accounts for the 2018 financial period were adopted.

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

It was noted that 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.

It was noted that the Board of Directors had proposed 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.

It was noted that compared with year-end 2018, no significant changes in the Company's financial position had 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.

According to the proposal, 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.

It was resolved in accordance with the proposal of the Board of Directors that a per-share dividend of EUR 0.18 will be distributed for the financial year 2018 to the shareholders who on the dividend record date 23 April 2019 are registered in the Company's shareholders' register. The payment date for the dividend will be 30 April 2019.

9 Resolution on Discharging the Members of the Board of Directors and the CEO from Liability

For this item, attorney Janne Lauha was elected as the Chairman of the meeting owing to the requirements of the Finnish Limited Liability Companies Act.

It was resolved to grant discharge from liability to the members of the Board of Directors and the CEO for the 2018 financial period.

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

It was noted that the Board of Directors had proposed 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 had proposed 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 had further proposed that Article 6 (Auditor) be amended so as to be in line with the terminology used in the Finnish Auditing Act.

It was resolved to approve the proposal of the Board of Directors. The amended Articles of Association were enclosed to the minutes ([Appendix 6](#)).

11

Resolution on the Remuneration of the Members of the Board of Directors

It was noted that the Board of Directors had proposed on recommendation of the Remuneration Committee to the Annual General Meeting that the members of the Board of Directors to be elected by the Annual General Meeting for a term of office ending at the end of the Annual General Meeting of the year 2020 be paid the following remunerations:

- Chairman of the Board of Directors EUR 2,500 per month;
- Other members of the Board of Directors EUR 2,000 per month.

Furthermore, the Board of Directors had proposed on recommendation of the Remuneration Committee that no remuneration will be paid to the members who are employees or Managing Directors of the Company or a subsidiary of the Company.

It was resolved to approve the proposal of the Board of Directors.

12

Resolution on the Remuneration of the Auditor

It was noted that the Board of Directors had proposed on recommendation of the Audit Committee to the Annual General Meeting that the auditor be paid reasonable remuneration in accordance with the auditor's invoice, which shall be approved by the Company.

It was resolved to approve the proposal of the Board of Directors.

13

Resolution on the Number of Members of the Board of Directors

It was noted that the Board of Directors had proposed that, subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out in item 10 above, the number of members of the Board of Directors be confirmed as nine.

It was noted that the Annual General Meeting had approved the proposed amendment to Article 3 of the Articles of Association.

It was resolved to approve the proposal of the Board of Directors.

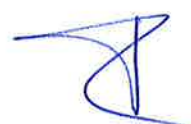
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Election of the Members of the Board of Directors

It was noted that the Board of Directors had proposed that, subject to the Annual General Meeting having approved the proposed amendment to Article 3 of the Articles of Association as set out in item 10 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 in item 10 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.

It was noted that the Annual General Meeting had approved the proposed amendment to Article 3 of the Articles of Association.



It was resolved to approve the proposal of the Board of Directors.

It was noted that the Chairman of the meeting thanked the outgoing Board Member, Erik Ferm, for his service in the Company's Board of Directors, and welcomed the newly elected members to the Board of Directors.

15

Election of the Auditor

It was noted that the Board of Directors had proposed on recommendation of the Audit Committee that Authorised Public Accountants PricewaterhouseCoopers Oy be re-elected as the Auditor for a term ending at the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has notified that, should they be re-elected, authorised public accountant (KHT) Mikko Nieminen will act as the auditor-in-charge.

It was resolved to approve the proposal of the Board of Directors.

16

Authorisation to the Board of Directors to Decide on the Repurchase of Company's Own Shares

It was noted that the Board of Directors had proposed 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.

It was resolved to approve the proposal of the Board of Directors.

17

Authorisation to the Board of Directors to Decide on the Issuance of Shares and Special Rights Entitling to Shares

It was noted that the Board of Directors had proposed 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.

It was resolved to approve the proposal of the Board of Directors.

18 Closing of the Meeting

The Chairman noted that all matters specified in the notice convening the Annual General Meeting had been dealt with.

The Chairman noted that the minutes of the meeting would be available on the Company's website www.ferratumgroup.com no later than within two weeks from the meeting, i.e. as of 1 May 2019 at the latest.

The Chairman thanked the meeting participants, and all the Company's employees who have contributed to the Company's development, and noted that the meeting was closed at 10.27 a.m.

In fidem


Pieter van Groos
Chairman
Janne Lauha
Secretary

Minutes scrutinised and approved:


Sylvi Kuikka

APPENDICES

Appendix 1	Agenda of the Annual General Meeting
Appendix 2	Notice of the Annual General Meeting
Appendix 3	List of participants (shareholders) and list of votes
Appendix 4	List of participants (management and meeting officials)
Appendix 5	Annual Accounts
Appendix 6	Amended Articles of Association