

## **PROPOSALS OF THE BOARD OF DIRECTORS TO FERRATUM PLC'S ANNUAL GENERAL MEETING 2020**

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

The result for the financial year 2019 of Ferratum Plc amounted to EUR 21,619,607. Unrestricted equity of the Company at the end of the financial year stood at EUR 69,321,994. The result for the financial year 2019 of Ferratum group amounted to EUR 23,648,402 .

The Board of Directors proposes to the Annual General Meeting that, for the financial year ended 31 December 2019, no dividends be distributed based on the balance sheet to be adopted for 2019 by a resolution of the General Meeting but that the Board of Directors be authorised to decide on the distribution of dividends at their discretion as follows:

Based on the authorisation, the Board of Directors could decide to distribute dividends from the Company's unrestricted equity in one or more tranches so that the amount of dividends to be distributed does not exceed a total of EUR 0.21 per share. Based on the authorisation, the Board of Directors would be entitled to decide on the amount of dividends within the limits of the above maximum amount, on the dividend record date, on the dividend payment date as well as for other measures required by the matter. The Company will publish each possible dividend distribution decision separately and in the same connection confirm the final record and payment dates.

The dividends to be possibly distributed based on the Board of Director's decision would be paid to shareholders who are registered in the Company's shareholders' register held by Euroclear Finland Oy on the dividend record date.

The authorisation would be in force until the start of the next Annual General Meeting.

As the Board of Directors has proposed that no dividends be distributed by a resolution of the General Meeting, the shareholders have the right to demand minority dividend in the amount to be determined pursuant to chapter 13, section 7 of the Finnish Limited Liability Companies Act. The minority dividend must be distributed if shareholders with at least one tenth of all the shares in the Company make a demand to that effect. The demand for minority dividend will be considered as having been made if a shareholder votes for the minority dividend in the advance voting. No separate demand or counterproposal will be required to be made.

### **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 eight.

### **Election of the Members of the Board of Directors**

The Board of Directors proposes that Goutam Challagalla, Michael A. Cusumano, Jorma Jokela, Lea Liigus, Frederik Strange, Juhani Vanhala and Christopher Wang be re-

elected as members and that Clemens Krause be elected as a new member, each one for a term ending at the end of the next Annual General Meeting.

The Chairman and the Vice Chairman will be elected by the board of directors from amongst its members.

The curricula vitae of the proposed members of the Board of Directors are available on the Company's website at [www.ferratumgroup.com](http://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 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 2021.

### **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 2021.