

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FERRATUM PLC 2021

- Time** 10 June 2021 at 10:00 a.m. (EEST / Finnish time)
- Place** The offices of Castrén & Snellman Attorneys Ltd, Eteläesplanadi 14, Helsinki, Finland
- Present** The Board of Directors of Ferratum Plc had decided under section 2, subsection 3 of act 375/2021 (the temporary act) that shareholders and their proxy representatives can only participate in the general meeting and exercise shareholder rights by voting in advance and by presenting counterproposals and questions in advance.
- Shareholders were represented as shown on the list of votes adopted at the meeting.
- In addition, Attorney Janne Lauha and Attorney Teresa Kauppila were present.

1 Opening of the Meeting

Attorney Janne Lauha opened the meeting.

2 Calling the Meeting to Order

As proposed in the notice convening the General Meeting, Attorney Janne Lauha served as the Chairman of the General Meeting and also kept the minutes.

It was noted that the Board of Directors' proposals to the General Meeting had been published on the Company's website and as a stock exchange release on 12 May 2021. No counterproposals or questions from shareholders had been received by the deadlines set forth in the notice.

The Chairman noted that shareholders or proxy representatives of shareholders could only participate in the General Meeting by voting in advance, and thus, voting had been carried out on all of the resolution items on the agenda. The Chairman further noted that, in accordance with the temporary act, it was possible to oppose the proposed resolutions in every item without a counterproposal. A summary of the votes cast in advance was attached to the minutes ([Appendix 1](#)).

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

As proposed in the notice convening the General Meeting, Attorney Teresa Kauppila served as the person to scrutinise the minutes and 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 10 March 2021 and no later than 20 May 2021.

It was noted that, pursuant to the decision of the Company's Board of Directors, the notice convening the Extraordinary General Meeting had been served on the shareholders by publishing it on the Company's website on 12 May 2021, 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 the same date.

It was noted that the resolution proposals had been available for viewing as of 12 May 2021 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 Extraordinary General Meeting had been convened in accordance with the Finnish Limited Liability Companies Act, the temporary 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

The list provided by Computershare AB of shareholders who had voted in advance within the advance voting period either in person or through a proxy and who were entitled to participate in the General Meeting in accordance with chapter 5, sections 6 and 6 a of the Finnish Limited Liability Companies Act was presented.

It was recorded that a total of 17 shareholders representing 13,321,033 shares and an equal number of votes had participated in the advance voting. The list of participants and the list of votes represented at the meeting were attached to the minutes ([Appendix 3](#)).

6 Conversion of the Company from a Finnish Public Limited Liability Company into a European Public Limited Liability Company

It was noted that Ferratum Plc has on 16 December 2020 announced that the Board of Directors had on that date resolved to approve the Draft Terms of Conversion of Ferratum Plc into a European Company (SE) (**Terms of Conversion**) and a related report (**Report**) concerning the contemplated conversion of the Company from a Finnish public limited liability company (Plc) into a European public limited liability company (*Societas Europaea, SE*) (**Conversion**). The proposed resolutions under this item 6 relate to the Conversion.

The Terms of Conversion were enclosed to the minutes as [Appendix 4](#) and the Report as [Appendix 5](#). It was noted that both had also been available for viewing on the Company's website as of 16 December 2020. The Terms of Conversion had been registered in the Finnish Trade Register on 18 December 2020. It was noted that the Terms of Conversion had therefore been publicised at least one month before the General Meeting called upon to decide thereon as required under Article 37 paragraph 5 of the Council Regulation (EC) 2157/2001 on the Statute for a European company (SE) (**SE Regulation**).

(a) Conversion of the Company into an SE

It was noted that the Board of Directors had proposed that the Extraordinary General Meeting approves the Terms of Conversion and resolves on the Conversion in accordance with the Terms of Conversion.

The reasons for converting the Company into an SE are strategic. While the Company was incorporated in Finland, its operations have since expanded across Europe and the world, and currently the Company is a multinational company having operative actions in several countries. The conversion into an SE, which currently is the only supranational corporate form available in Europe, is expected to emphasise the international reach of the Company's operations and strengthen its European identity. The aim is to make the group structure more transparent and leaner from governance perspective.

Pursuant to Article 37 paragraph 6 of SE Regulation, one or more independent experts must before the general meeting deciding on the Conversion certify that the Company has net assets at least equivalent to its capital plus those reserves which must not be distributed under the law or the articles of association. The Company's auditor, PricewaterhouseCoopers Oy, has issued the said certificate on 24 March 2021. The certificate was enclosed to the minutes as Appendix 6.

It was recorded that 13,321,033 shares and votes, corresponding to 61.74% of all of the shares and votes in the Company, participated in the voting. A total of 13,321,033 votes and shares supported the Board of Directors' proposal, corresponding to 100.00% of all of the votes cast and shares represented in this item. No votes opposing the Board of Directors' proposal were casted. The number of shares that cast no votes, i.e. abstained, was 0.

Based on the result of voting, the General Meeting resolved approve the Terms of Conversion and resolved on the Conversion in accordance with the Board of Directors' proposal.

(b) Amending the Articles of Association

The above-mentioned Conversion requires that the Articles of Association of the Company be amended as set forth in the Terms of Conversion.

Provided that the Extraordinary General Meeting approves the proposal of the Board of Directors relating to the Conversion in item (a) above, the Board of Directors had proposed that the Extraordinary General Meeting resolves to amend the Company's Articles of Association as follows:

- (i) Article 1 of the Articles of Association had been proposed to be amended to feature a new indication of corporate form in the Company's trade name, and the Article reads as follows:

1 Trade Name and Registered Domicile

The trade name of the Company is Ferratum SE. The registered domicile of the company is Helsinki, Finland.

- (ii) Article 3 of the Articles of Association had been proposed to be changed to include a reference to appointed intervals at which the Board of Directors shall meet, and the amended Article reads as follows:

3 Board of Directors and Managing Director

The Board of Directors shall be comprised of no fewer than three (3) and no more than nine (9) members. The term of the members of the Board of Directors shall expire at the close of the first annual general meeting following the meeting at which the Board was elected.

The Chairman and the Vice Chairman shall be appointed by the Board of Directors from amongst its members.

The Board of Directors shall meet at least once every three months to discuss the progress and foreseeable development of the Company's business.

The Company shall have a Managing Director to be appointed by the Board of Directors.

It was noted that the Extraordinary General Meeting had approved the proposal of the Board of Directors relating to the Conversion in item (a) above.

It was recorded that 13,321,033 shares and votes, corresponding to 61.74% of all of the shares and votes in the Company, participated in the voting. A total of 13,321,033 votes and shares supported the Board of Directors' proposal, corresponding to 100.00% of all of the votes cast and shares represented in this item. No votes opposing the Board of Directors' proposal were casted. The number of shares that cast no votes, i.e. abstained, was 0.

Based on the result of voting, the General Meeting resolved to amend the Articles of Association in accordance with the Board of Directors' proposal.

7 Amending the Articles of Association

Provided that the Extraordinary General Meeting approves the proposals of the Board of Directors under item 6 above, the Board of Directors had proposed that Article 1 of the Articles of Association of the Company be amended to introduce a new trade name for the Company as follows:

1 Trade Name and Registered Domicile

The trade name of the Company is Multitude SE. The registered domicile of the company is Helsinki, Finland.

It was noted that the Extraordinary General Meeting had approved the proposals of the Board of Directors in item 6 above.

It was recorded that 13,321,033 shares and votes, corresponding to 61.74% of all of the shares and votes in the Company, participated in the voting. A total of 13,321,033 votes and shares supported the Board of Directors' proposal, corresponding to 100.00% of all of the votes cast and shares represented in this item. No votes opposing the Board of Directors' proposal were casted. The number of shares that cast no votes, i.e. abstained, was 0.

Based on the result of voting, the General Meeting resolved to amend the Articles of Association in accordance with the Board of Directors' proposal.

8 Closing of the Meeting

The Chairman noted that all matters specified in the notice convening the Extraordinary 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 24 June 2021 at the latest.

The Chairman noted that the meeting was closed at 10:15 a.m.

[signature page to follow]

In fidem

JANNE LAUHA

Janne Lauha
Chairman

Minutes scrutinised and approved:

TERESA KAUPPILA

Teresa Kauppila

APPENDICES

Appendix 1	Summary of votes cast in the advance voting
Appendix 2	Notice of the Extraordinary General Meeting
Appendix 3	List of participants and list of votes
Appendix 4	Terms of Conversion
Appendix 5	Report
Appendix 6	Auditor's certificate