

## **ARTICLES OF ASSOCIATION**

### **1 Trade name and registered office**

The trade name of the Company is Ferratum Oyj; Ferratum Plc in English. The registered office of the company is located in Helsinki, Finland.

### **2 Field of activity**

The objects of the Company are to provide financial services, such as consumer loans, micro-loans and other loans, and to provide funding. The Company may carry on its business either itself or through its subsidiaries or associated companies. When acting as the parent company of a group of companies, the Company may provide financial and administrative services to its subsidiaries and associated companies.

### **3 Board of Directors and Managing Director**

The Board of Directors shall be comprised of no fewer than three (3) and no more than seven (7) 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 of the Board and the Vice Chairman shall be appointed by the general meeting of shareholders.

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

### **4 Powers of representation**

The Company shall be represented severally by the Chairman of the Board of Directors and the Managing Director.

The Board of Directors shall decide on the powers of representation and the rights to sign for and on behalf of the Company per procurationem. Those entitled to represent the Company or those authorized to represent the Company per procurationem may do so severally.

### **5 Accounting period**

The Company's accounting period shall be one calendar year (1 January to 31 December).

### **6 Auditor**

The Company shall have one (1) Auditor that shall be an auditing firm approved by the Central Chamber of Commerce. The term of the auditor expires at the close of the Annual General Meeting following the meeting at which the appointment was made.

## **7 Notice of meeting**

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.

To attend the general meeting of shareholders, a shareholder shall register with the Company for this purpose. Shareholders shall notify the Company of their attendance by the date indicated in the notice of the meeting; such a date may not be earlier than ten (10) days prior to the meeting.

A general meeting of shareholders may be held in Helsinki, Finland, or in Frankfurt am Main, State of Hesse, Germany.

## **8 Annual General Meeting of Shareholders**

The Annual General Meeting of Shareholders shall be held annually within six (6) months of the end of the accounting period concerned.

The meeting shall:

receive:

1. the financial statements consisting of Consolidated Financial Statements and the report of the Board of Directors;
2. the Auditor's report;

decide on:

3. the adoption of the financial statements;
4. the disposal of the profit shown on the balance sheet;
5. the discharge from liability for the members of the Board of Directors and the Managing Director;
6. the remuneration of the members of the Board of Directors and the Auditors;
7. the number of members of the Board of Directors;

elect:

8. the Chairman and members of the Board of Directors; and
9. the auditor.

If a vote is required during a general meeting of shareholders, the method of voting shall be determined by the chairman of the meeting.

## **9 Book-entry system**

Company shares belong to the book-entry securities system after the closing date for registration