

FELLOW FINANCE PLC PRESS RELEASE 26 SEPTEMBER 2018 1.30 p.m.

**Fellow Finance Plc announces a fixed subscription price for its contemplated initial public offering and further information on the listing of its shares on the First North Finland marketplace**

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Fellow Finance Plc ("Fellow Finance" or the "Company") announces the subscription price for the share issue and share sale in connection with its contemplated initial public offering (the "IPO"). Fellow Finance announced on 21 September 2018 that it is contemplating the listing of its shares on the First North Finland marketplace of Nasdaq Helsinki Ltd. The Company has submitted a Prospectus ("Prospectus") for the IPO for approval by the Finnish Financial Supervisory Authority. The Prospectus is expected to be approved on or about 26 September 2018.

**The contemplated IPO in brief:**

- The Company has set a fixed subscription price of EUR 7.73 per share (the "Subscription Price") for the IPO.
- The Company offers a maximum of 1,300,000 new shares in the Company for subscription (the "New Shares") (the "Share Issue"), and certain existing shareholders of the Company (the "Selling Shareholders") offer a maximum of 1,293,658 existing shares in the Company for sale (the "Sale Shares") (the "Share Sale") (the New Shares and Sale Shares together the "Offer Shares") to institutional investors in Finland and internationally in accordance with applicable legislation (the "Institutional Offering"), to private individuals and entities in Finland (the "Public Offering"), and to the members of the Board of Directors and employees of the group (the "Personnel Offering"). The subscription price in the Personnel Offering is lower than the Subscription Price, EUR 6.96 per share.
- The value of the IPO is approximately EUR 20.0 million assuming that the maximum number of the Offer Shares are offered and subscribed for in the IPO. The value of the Company's share capital, valued at the subscription price of the Institutional Offering, is approximately EUR 45.0 million (before any proceeds from the IPO).
- Certain funds managed by OP Fund Management Company Ltd and Sp-Fund Management Company Ltd as well as Prior&Nilsson Fund and Asset Management Ltd have given their pre-commitments to subscribe for Offer Shares in the Institutional Offering. Additionally, the Company's chairman of the board Kai Myllyneva and member of the board Esa Laurila, as well as Alanne Capital Oy (a company fully owned by member of the Board Jorma Alanne) have given their pre-commitments to subscribe for Offer Shares in the Personnel Offering. The total pre-commitments are approximately EUR 4.6 million and the number of shares corresponding to this amount represent approximately 23.1 percent of the Offer Shares. Assuming that the maximum number of Offer Shares are offered and subscribed for in the IPO, the number of shares corresponding to the total pre-commitments represent approximately 8.4 percent of the Company's total amount of shares and votes after the IPO.
- The Offer Shares represent approximately 36.4 percent of the Company's shares (the "Shares") and votes after the IPO assuming that the maximum number of Offer Shares are offered and subscribed for in the IPO.
- In connection with the IPO, the Company and Taaleri Plc will be subject to a 180-day lock up and the other Selling Shareholders to a 360-day lock up in respect of Shares held.
- In the Public Offering, preliminarily a maximum of 775,000 Offer Shares would be offered and in the Institutional Offering, preliminarily a maximum of 1,718,658 Offer Shares would be offered. In the Personnel Offering, preliminarily a maximum of 100,000 Offer Shares would be offered.
- The subscription period for the Public Offering is expected to commence on 27 September 2018 at 9.30 am (Finnish time) and to end at the latest on 5 October 2018 at 4.30 pm (Finnish time).
- The subscription period for the Institutional Offering is expected to commence on 27 September 2018 at 9.30 am (Finnish time) and to end at the latest on 9 October 2018 at 12 noon (Finnish time).

- The subscription period for the Personnel Offering is expected to commence on 27 September 2018 at 9.30 am (Finnish time) and to end at the latest on 5 October 2018 at 4.30 pm (Finnish time).
- The subscription periods may be discontinued independently of each other earliest on 4 October 2018 at 4.30 pm (Finnish time).
- Trading in the shares of the Company is expected to commence on the First North Finland marketplace of Nasdaq Helsinki Ltd on or about 11 October 2018 under the share trading code "FELLOW".
- The Company has appointed Evli Bank Plc to act as the lead manager in the contemplated IPO. Borenus Attorneys Ltd acts as the legal adviser to the Company.
- Evli Bank Plc and Nordnet Bank AB Finnish Branch act as subscription places.

## Background and reasons for the IPO, and use of proceeds

The objective of the planned Share Issue and Listing is to finance international growth and expansion of operations. Further objectives for the Listing are to increase the number of shareholders, give the Company access to capital markets, and increase the liquidity of the Company share and awareness of the Company. The Listing will also allow the more efficient use of shares as e.g. means of payment in eventual corporate acquisitions and in the remuneration of employees.

The proceeds from the Share Issue will primarily be used to finance international growth and expansion of operations.

## The contemplated IPO and publication of the Prospectus

The Shares have not been subject to public trading prior to the contemplated IPO. The Company intends to submit an application to Nasdaq Helsinki Ltd to list the Shares on the First North Finland marketplace. Trading in the Shares is expected to commence on First North Finland marketplace on or about 11 October 2018.

Fellow Finance has submitted a Prospectus for approval by the Finnish Financial Supervisory Authority. The Company expects the Prospectus to be approved on 26 September 2018. The Prospectus will be available in electronic form after the approval of the Prospectus on or about 26 September 2018 on the Company's website at [www.fellowfinance.fi/yrittys/listautumisanti](http://www.fellowfinance.fi/yrittys/listautumisanti), at the website of Evli Bank Plc at [www.evli.com/fellowfinance](http://www.evli.com/fellowfinance) and at the website of Nordnet Bank AB Finnish Branch at [www.nordnet.fi/fellowfinance](http://www.nordnet.fi/fellowfinance). The printed version of the Prospectus will be available on or about 27 September 2018 at the registered office of the Company at Ratakatu 1 b A 10, FI-00120 Helsinki, at Evli Bank Plc's office located at Aleksanterinkatu 19 A, 4th floor, FI-00100 Helsinki and at the Nasdaq Helsinki Ltd (Fabianinkatu 14, 00100 Helsinki).

Further information on the IPO, including places of subscription, can be obtained after the approval of the Prospectus on or about 26 September 2018 from the Company's website at [www.fellowfinance.fi/yrittys/listautumisanti](http://www.fellowfinance.fi/yrittys/listautumisanti), at the website of Evli Bank Plc at [www.evli.com/fellowfinance](http://www.evli.com/fellowfinance) and at the website of Nordnet Bank AB Finnish Branch at [www.nordnet.fi/fellowfinance](http://www.nordnet.fi/fellowfinance).

## Important dates

Prospectus available in electronic form	26 September 2018
Subscription period commences	27 September 2018 at 9:30 a.m. Finnish time
The Offering may be discontinued at the earliest	4 October 2018 at 4.30 p.m. Finnish time
Subscription periods for the Public Offering and the Personnel Offering end	5 October 2018 at 4:30 p.m. Finnish time
Subscription period for the Institutional Offering ends	9 October 2018 at 12:00 p.m. Finnish time
Announcement of the final results of the Offering (at the latest)	10 October 2018
Issue Shares entered into Trade Register (on or about)	10 October 2018
Issue Shares entered into book-entry accounts (on or about)	10 October 2018
Trading in the Offer Shares commences in First North (on or about)	11 October 2018
Sale Shares entered into the book-entry accounts (on or about)	15 October 2018

## Further enquiries

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## Fellow Finance

*Established in 2013 and launching operations in 2014, Fellow Finance is an internationally active and growth-oriented FinTech group that provides crowdfunding services. The group consists of parent company Fellow Finance Plc and its wholly owned subsidiaries Lainaamo Oy, P2P Sverige AB and Fellow Finance Sp. z o.o.*

*The Company specialises in offering, to private individuals and businesses and on its crowd-funding platform, financing and investing solutions that are an alternative to traditional bank financing. The service most central to the Company's business is the leading<sup>1</sup> Nordic loan-based crowdfunding and peer-to-peer lending platform maintained by the Company.*

<sup>1</sup>Measured by amount of financing facilitated at 4 September 2018. Source: Altfi Data (data accessed on 4 September 2018)

## NOTE

The information contained herein is not for publication or distribution, directly or indirectly, in or into the United States, Canada, New Zealand, Australia, Hong Kong, South Africa, Singapore or Japan.

This release does not constitute an offer of securities for sale in the United States, nor may the securities be offered or sold in the United States absent registration or an exemption from registration as provided in the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The issue, exercise and/or sale of securities in the initial public offering are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company and Evli Bank Plc assume no responsibility in the event there is a violation by any person of such restrictions.

This release contains forward-looking statements including statements concerning the Company's strategy, financial position, profitability, result of operation and market data as well as other statements that are not historical facts. Statements which include the words "will", "estimate", "predict", "continue", "anticipate", "presume", "may", "plan", "seek", "become", "aim", "believe", "could" and other similar expressions or their negative forms indicate forward-looking statements, but forward-looking statements are not limited to these expressions. By nature, forward-looking statements involve risks, uncertainties and numerous factors that could result in the actual consequences or results of operations differing materially from projections. Readers should not place undue reliance on these forward-looking statements.

The information contained herein shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the applicable prospectus published or offering circular distributed by the Company.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area other than Finland. With respect to each Member State of the European Economic Area other than Finland and which has implemented the Prospectus Directive (each, a “Relevant Member State”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (b) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purposes of this paragraph, the expression an “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to exercise, purchase or subscribe the securities, as the same may be varied by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as “relevant persons”). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.