



INVITATION TO THE ANNUAL GENERAL MEETING OF FELLOW FINANCE PLC

FELLOW FINANCE PLC COMPANY ANNOUNCEMENT on 13 March 2019 at 5:18 p.m.

Fellow Finance Plc's shareholders are hereby invited to the Annual General Meeting of Shareholders (AGM) to be held on 3 April 2019 at 3 p.m. at address Kasarmikatu 21 (Jura hall), Helsinki, Finland. Registration and the distribution of voting papers will begin at 2 p.m.

A. MATTERS TO BE HANDLED IN THE ANNUAL GENERAL MEETING

The following matters will be discussed at the AGM:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the examiner of the minutes and the supervisor for counting of votes**
- 4. Establishing the legality of the meeting**
- 5. Recording the attendance at the meeting and confirming the voting list**
- 6. Presentation of the Financial Statements for 2018, Annual Report and the Auditor's Report - CEO's review**
- 7. Deciding on adopting the parent company's and Group's Financial Statements and Report by the Board of Directors**
- 8. Use of the profit shown in the Balance Sheet and deciding on the payment of dividend**

The Board of Directors proposes to the AGM that a total dividend of EUR 0.04 per share be paid for the financial year 1 January–31 December 2018. Undistributed profits shall remain in equity.

Dividends are paid to shareholders who have been registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on the record date for first dividend installment 5

April 2019. The Board of Directors proposes to the AGM that the first dividend installment be paid on 15 April 2019.

9. Discharging the members of the Board of Directors and the CEO from liability

10. Deciding the number and remuneration of the members of the Board of Directors

It is proposed to the AGM that the Board shall have five members.

It is proposed that an annual remuneration of EUR 10,000 be paid to each member of the company's Board of Directors and EUR 15,000 to the Chair of the Board of Directors who are elected for the term that ends at the closing of the AGM 2020 for their Board work. The remuneration is not paid to the members of the Board of Directors who are employed by the company.

11. Election of the Board of Directors

It is proposed that the current Board of Directors members Kai Myllyneva, Teemu Nyholm, Harri Tilevi, Esa Laurila and Jorma Alanne shall be re-elected for a further term of office. The members' term of office shall end at the closure of the next AGM. All of those concerned have given their consent to serving on the Board.

Introduction and holdings of shares of all those proposed for Board service can be found on the Fellow Finance Plc's website www.fellowfinance.com/company/corporate-governance.

12. Deciding the remuneration of the Auditor

The Board of Directors proposes to the AGM that the Auditor's fee shall be paid as reasonably invoiced and approved by the company.



13. Election of the Auditor

The Board proposes that the AGM would elect Timo Helle, APA, from Grant Thornton as the company's Auditor.

The Auditor's term of office shall end at the closure of the next AGM.

14. Authorising the Board of Directors to decide on the conveyance of treasury shares

The Board of Directors proposes that the AGM authorise the Board of Directors to decide on the procurement of a maximum of 100,000 of the company's own shares in one or several tranches using the company's unrestricted shareholders' equity. Except for the ratio of the shareholders' ownership, the shares are procured in Nasdaq Helsinki Ltd's public trading for the current market price of the time of trading.

The authorisation is proposed to remain in force until the closure of the company's next AGM, however no later than 30 June 2020. The authorisation concerning the previous conveyance of treasury shares (581,762 shares) of the company shall end at the closure of the AGM on 3 April 2019.

The authorisation may be used, for example, to implement potential company acquisitions or key employee incentive schemes or for other purposes decided by the Board of Directors. Shares procured on the basis of the authorisation may be transferred, retained by the company or voided. The Board of Directors can decide all of the other terms and conditions pertaining to the procurement of own shares.

15. Board of Directors proposal on establishing a Shareholders' Nomination Committee

The Board of Directors proposes that the AGM decide on establishing a permanent Shareholders' Nomination Committee. The tasks of the Nomination Committee include the annual preparation and presentation of proposals on the Board of Directors members, the number of members and their remuneration to the AGM and, if necessary, to the Extraordinary General Meeting.



Furthermore, the tasks of the Nomination Committee include searching for new Board of Directors member candidates.

The Board of Directors also proposes that the AGM approve the attached Rules of Procedure of the Shareholders' Nomination Committee.

According to the proposal, the Nomination Committee consists of five (5) members of which the four (4) largest shareholders each can appoint one (1). The Chair of the Board of Directors participates in the committee as a nonvoting expert member. The largest shareholders of the company are defined based on the ownership information that has been registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on the first weekday in September preceding the following AGM. The Chair of the Board of Directors requests the four largest shareholders, based on the determined ownership of shares, each to appoint one member to the Nomination Committee.

Should two shareholders have the same number of shares and votes, and it is not possible to nominate both members elected by the two shareholders to the Nomination Committee, the decision shall be made by drawing lots. If a shareholder does not want to exercise his or her appointing right, the right is transferred to the next largest shareholder who otherwise would not have an appointing right.

A person employed by or in the service of the company or a member of the Board of Directors, with the exception of the Chair of the Board of Directors who participates in the committee as a nonvoting expert member, cannot be appointed as a member of the Nomination Committee.

The Chair of the Board of Directors convenes the first meeting of the Nomination Committee. The Nomination Committee elects a Chair from among its members, who will convene the following meetings of the Nomination Committee.

The Nomination Committee sends its proposals to the Board of Directors of the company on the last weekday in January preceding the AGM, at the latest.



16. Authorising the Board to decide on issuing shares and option rights and other special rights entitling to shares

The Board of Directors proposes to the AGM that the AGM authorises the Board of Directors to decide on the issue of shares and other special rights entitling to shares pursuant to the Limited Liability Companies Act, section 10, subsection 1, in one or several tranches, either for a fee or free of charge.

The number of shares to be issued, including shares received based on special rights, shall be a total maximum of 300,000 shares. The Board of Directors may decide on issuing new shares or assign shares possibly held by the company. The proposed total maximum of shares of the authorisation is approximately 4.2% of all the company's shares based on the situation on the date of the Invitation to the Annual General Meeting.

The authorisation gives the Board of Directors the right to decide on all the terms and conditions of the share issue and granting of specific rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription right. It is proposed that the authorisation be used, for example, to pay company acquisitions, or incentive payments based on the key employees' incentive system, or for other purposes defined by the Board of Directors. It is also proposed that the authorisation would include the right to decide whether the subscription price of the share is subscribed in full or in part in the reserve for invested unrestricted equity or as an increase of the share capital.

The authorisation is proposed to remain in force until the closure of the company's next AGM, however no later than 30 June 2020. The previous authorisation of the Board of Directors shall end at the closure of the AGM on 3 April 2019.



17. Board of Directors proposal to the AGM on issuing option rights

The Board of Directors proposes to the AGM that the AGM decides on issuing option rights deviating from the shareholders' pre-emptive subscription right to Fellow Finance Group's key employees under the attached terms and conditions.

There is a weighty financial reason for the company to issue option rights and deviating from the pre-emptive subscription right because the option rights are intended as an integral part of the incentive and commitment scheme for the key employees. Option rights are intended to act as an incentive for the key employees in their long-term work towards increasing the ownership value. Option rights are also used to commit the key employees to the employer. The maximum total number of option rights issued is 200,000 and they are given free of charge. The option rights shall be marked with 2019.

The option rights entitle their holders to subscribe for a total maximum of 200,000 of the company's new shares or shares held by the company. The proportion of shares subscribed for with the option rights issued at this time is a maximum of 2.8% of all the shares and the votes of the shares of the company based on the situation at the date of the Invitation to the Annual General Meeting, if the share subscription concerns new shares.

The share subscription period for the shares subscribed for with option rights shall be between 1 March 2022 and 28 February 2023. The share subscription price of the option rights shall be determined based on the company's weighted average rate of the exchange of shares between 1 March and 1 April 2019. The share subscription price shall be credited to the reserve for invested unrestricted equity.

The Board will decide on offering the option rights 2019 by 30 August 2019. The Board of Directors may decide on special terms and conditions concerning the receiving of the option rights, which may concern, for example, the share ownership of a key employee or company's economic performance.



18. Closing of the meeting

B. AGM DOCUMENTS

The above-mentioned proposals for decisions included in the agenda of the AGM, this Invitation to the Annual General Meeting, Financial Statements, Report by the Board of Directors and Auditor's Report are available as of 13 March 2019 on Fellow Finance Plc's website at the address: www.fellowfinance.com.

Proposals included in the agenda and other above-mentioned documents are also available in the AGM and can be downloaded and printed from the company's website.

C. INSTRUCTIONS FOR THOSE ATTENDING THE AGM

Shareholders registered in the shareholders' register

Shareholders registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. on 22 March 2019 (AGM record date) shall be entitled to attend the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder registered in the shareholders' register of the company and wishing to attend the AGM shall make a notice of participation by 10.00 am on 29 March 2019 at the latest, this being the deadline within which the notice of participation must have arrived to the company.

Shareholders may make a notice of participation for the AGM:

- Via email sijoittajapalvelu@fellowfinance.fi
- By phone: +358 757 568 603, from Monday–Friday from 9.00 am to 5.00 pm

When registering, shareholders should provide their name, personal identification number/business identity code, address, telephone number, and the name of a possible assistant



or proxy representative and the personal identification number of a proxy representative. All personal data provided will only be used for the purposes of the AGM and in connection with processing the necessary registrations relating to the meeting.

Shareholders, their representatives, or proxy representatives present at the meeting should, where required, be able to prove their identity and/or authorisation to represent a shareholder.

Shareholders with nominee-registered holdings

Shareholders with nominee-registered holdings are entitled to attend the AGM on the basis of shares held on the record date, i.e. 22 March 2019, that would entitle them to be included in the shareholders' register maintained by Euroclear Finland Ltd. (AGM record date). Attendance also requires that these shareholders are included temporarily in the shareholders' register maintained by Euroclear Finland Ltd. by 10.00 am on 29 March 2019, at the latest. This is considered as registering a shareholder with nominee-registered holdings to attend the AGM.

Shareholders with nominee-registered holdings are encouraged to request their trustee, in sufficient time, for the necessary instructions concerning temporary registration with the shareholders' register, issuing letters of proxy, and registering for the meeting in good time. The account operator of the trustee should register shareholders with nominee-registered holdings, who wish to attend the AGM, in the shareholders' register on a temporary basis by the date and time referred to above, 10.00 am on 29 March 2019, at the latest.

Use of a proxy and authorisations

A shareholder is entitled to participate and make use of his or her rights as a shareholder at the Annual General Meeting by proxy. A person holding a shareholder's proxy should be in possession of a dated letter of proxy or otherwise be able to show in a reliable manner that he or she is entitled to act in this capacity on behalf of a shareholder. In the event that a shareholder is represented by more than one proxy representative representing shares held in different



securities accounts, each proxy representative should state which shares he or she represents when registering to attend the AGM.

Possible shareholders' letters of proxy should be sent as a scanned copy via email (sijoittajapalvelu@fellowfinance.fi) and as originals to Fellow Finance Plc, Annual General Meeting, Pursimiehenkatu 4 A, 00150 Helsinki, Finland to reach the company before the last date for registration 29 March 2019 at 4.00 pm.

OTHER INFORMATION

Shareholders attending the Annual General Meeting shall be entitled under Chapter 5, Section 25 of the Finnish Companies Act to request information with respect to the matters to be considered at the Annual General Meeting.

Fellow Finance Plc has, on the date of the Invitation to the Annual General Meeting, a total of 7,128,625 shares and votes.

In Helsinki, 7 March 2019

FELLOW FINANCE PLC

BOARD OF DIRECTORS

Further information

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Fellow Finance in brief

Fellow Finance Plc started its operations in 2014. The company is an expansive global FinTech group that provides crowdfunding services. A key role in the company's business services is played by the leading Nordic¹ loan-based crowdfunding and peer-to-peer platform maintained by the company which has already been used by more than 550,000 customer in approximately 60 countries. Fellow Finance Plc is an Authorized Payment Institution supervised by the Finnish Financial Supervisory Authority of Finland and the shares of Fellow Finance Plc are listed on the Nasdaq First North Finland marketplace. The company has approximately 2,800 shareholders.

¹Measured in terms of mediated financing volumes. Source: Brismo Market Data (retrieved on 4 March 2019)

[Download the Charter of the Shareholders nomination board](#)

[Download the Option rights](#)