

## **Invitation to the Annual General Meeting 2021 of Fellow Finance**

### **FELLOW FINANCE PLC COMPANY ANNOUNCEMENT 5.3.2021 AT 3:00 PM**

Fellow Finance Plc's shareholders are hereby invited to the Annual General Meeting of Shareholders (AGM) to be held at Pursimiehenkatu 4 A, 00150 Helsinki, Finland on 31 March 2021 at 2.00 pm.

Instructions for registration will be available on the company's website [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting)

Based on the Act on temporary deviation from the Limited Liability Companies Act to restrict the spread of the Covid-19 epidemic; 677/2020 (the "Temporary Act"), Section 2 paragraph 2, the AGM 2021 of Fellow Finance is organized so that shareholders or their proxy holders may not participate in the AGM in person at the meeting venue. The company's shareholders and their proxy holders may participate in the AGM and exercise their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. The AGM is not videotaped or recorded, and shareholders cannot take part to the event via an information technology connection. Instructions for shareholders can be found in Part C "instructions for attendees" of this invitation.

### **A. Matters to be handled in the AGM**

The following matters will be discussed at the AGM:

1. Opening of the meeting

2. Calling the meeting to order

Antti Hannula, lawyer, will act as the Chairman. If Antti Hannula is not able to act as Chairman due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as a Chairman.

3. Election of the examiner of the minutes and the supervisor for counting of votes

Markus Laitinen, company's controller, will act as the examiner of the minutes and the supervisor for counting of votes. If Markus Laitinen is not able to act as the examiner of the minutes and the supervisor for counting of votes due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as an examiner of the minutes and the supervisor for counting of votes.

Annamari Männikkö will act as the secretary. If Annamari Männikkö is not able to act as secretary due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as a secretary.

4. Establishing the legality of the meeting

5. Recording the attendance at the meeting and confirming the voting list

Shareholders who have voted in advance within the advance voting period and have the right to attend the AGM under Chapter 5, Sections 6 and 6a of the Finnish Companies Act will be deemed to have participated at the AGM.

The voting list will be confirmed based on the information provided by Euroclear Finland Oy and Innovatics Oy.

6. Presentation of the Financial Statements for 2020, Report by the Board of Directors and the Auditor's Report

As a shareholder can only attend to the AGM by voting advance, company's Financial Statements, Report by the Board of Directors and the Auditor's report, available on the company's web site no later than March 9, 2021, are deemed to have been presented to the AGM here.

7. Deciding on adopting the parent company's and Group's Financial Statements and Report by the Board of Directors

8. Resolution on the use of the profit shown on the Balance Sheet and the payment of dividend

At the end of the financial period 2020, the parent company's distributable assets were 14 164 014.15 euros of which the financial period's 2020 profit was 94 359.97 euros. The Board of Directors proposes to the AMG, which will be held on 31 March, 2021 that no dividend shall be paid for the financial period of 2020.

Resolution on whether the company will pay a minority dividend for the financial year 2020.

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

10. Presentation of the Remuneration Policy

The Remuneration Report of the company's will be addressed at the AGM. The report is attached to this invitation and can be found at [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting). As a shareholder can only attend to the AGM by voting advance, the Remuneration Report, available on the company's website no later than March 9, 2021, is deemed to have been presented to the AGM here.

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

The Nomination Board proposes that the Board of Directors shall have five members. The term for elected members ends at the closing of the AGM 2022.

The Nomination Board proposes that an annual remuneration of EUR 15 000 shall be paid to each member of the company's Board of Directors and EUR 20 000 to the Chairman of the Board of Directors.

12. Election of the Board of Directors

The Nomination Board proposes that the present members of the Board of Directors Kai Myllyneva and Harri Tilev shall be re-elected to the Board. The Nomination Board also proposes that Michael Schönach, Karri Haaparinne and Tero Weckroth shall be elected to the Board as new members. In addition, the Nomination Board proposes that Kai Myllyneva serves as the Chairman of the Board.

The term for elected members ends at the closing of the AGM 2022. All persons nominated as members of the Board have given their consent to the election.

All proposed Board members have been assessed to be independent of the company. In addition, all proposed Board members, except for Karri Haaparinne, are estimated to be independent of the company's significant shareholders. Regarding Karri Haaparinte, it has been estimated that he is dependent on the company's significant shareholder Taaleri Plc.

Introductions and holdings of Fellow Finance's shares of all proposed Board members can be found on [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting).

13. Deciding the remuneration of the Auditor

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

#### 14. Election of the Auditor

The Board proposes that the AGM would re-elect Timo Helle, APA, from Advico Finland Oy as the company's Auditor. The Auditor's term of office shall end at the closure of the next AGM.

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

The Board proposes that the AGM authorises 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, 2022. The authorisation concerning the previous conveyance of treasury shares (100 000 shares) of the company shall end at the closure of the AGM on 31 March, 2021.

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.

#### 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 400 000 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 5.6% 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, 2022. The previous authorisation of the Board of Directors shall end at the closure of the AGM on 31 March, 2021.

#### 17. Closing of the meeting

## B. AMG Documents

The proposals included in the agenda of the AGM, this invitation, the Financial Statements, the Report by the Board of Directors and Auditor's Report are available on [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) no later than 9 March, 2021.

The minutes of the AGM will be available to shareholders on [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) no later than April 14, 2021.

## C. Instructions for attendees

Based on the Act on temporary deviation from the Limited Liability Companies Act to restrict the spread of the Covid-19 epidemic; 677/2020 (the "Temporary Act"), Section 2 paragraph 2, the AGM 2021 of Fellow Finance is organized so that shareholders or their proxy holders may not participate in the AGM in person at the meeting venue. The company's shareholders and their proxy holders may participate in the AGM and exercise their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. The AGM is not videotaped or recorded, and shareholders cannot take part to the event via an information technology connection.

### 1. A registered shareholder in the shareholder's register

Each shareholder, who is registered on 19 March, 2021 (AGM record date) in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the AGM. 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 may attend to the AGM and exercise his or her rights only by voting as described below.

### 2. Registration and voting in advance

Registration for the AGM and advance voting will begin at 4.00 pm on 11 March, 2021, when the deadline for delivering counterproposals has expired and the Company has published the possible counterproposals to be put to a vote on the Company's web site. A shareholder entered in the Company's shareholder register, who wishes to participate in the AGM, must register for the AGM and deliver his/her votes in advance by 4.00 pm on 24 March 2021 at the latest, by which time the notice of participation and the votes must be received.

A shareholder must in connection with the registration submit the requested information, such as the shareholder's identification and contact details. Personal data disclosed in connection with the shareholders' registration will be used only in connection with the AGM and the thereto related necessary handling of registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items on the agenda of the AGM during the period 4.00 pm on 11 March 2021 – 4.00 pm on 24 March 2021 by the following manners:

(a) Electronic registration and voting in advance require strong identification of the shareholder or his or her legal representative or agent with Finnish or Swedish bank IDs or a mobile certificate.

(b) A shareholder voting in advance by regular mail or e-mail must deliver an advance voting form available on the Company's web site [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) or similar information to Innovatics Oy by regular mail to Innovatics Oy, Annual General Meeting / Fellow Finance, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi).

If a shareholder participates in the AGM by delivering votes in advance by regular mail or e-mail to Innovatics Oy, the delivery of the votes before the deadline for delivering the notice of participation and the votes has expired shall constitute a registration for the AGM provided that information required for registration set out in the advance voting form is provided.

Further information regarding registration and advance voting is available by telephone during the registration period of the AGM on 010 2818 909 on weekdays from 9.00 to 12.00 and from 13.00 to 16.00. Advance voting instructions will also be available on the company's website at [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting).

### 3. Proxy representative and powers of attorney

A shareholder is entitled to participate and make use of his or her rights as a shareholder at the AGM by proxy. A proxy authorized by a shareholder may also attend the meeting only by voting in advance on behalf of the shareholder as described in this invitation. The proxy must identify to the electronic Registration Service and advance voting in person with strong identification, after which he or she will be able to register and vote in advance on behalf of a shareholder he or she represents. A person holding a shareholder's proxy should be in possession of a dated proxy document 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. The right of legal representation can be demonstrated by utilizing the suomi.fi authorizations service available in the electronic registration service.

A template for a proxy document is available on the company's website at [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) no later than 11 March, 2021.

Any proxies are requested to be saved as attachments in connection with electronic registration or delivered by e-mail to [sijoittajapalvelu@fellowfinance.fi](mailto:sijoittajapalvelu@fellowfinance.fi) or by post to "AGM", Fellow Finance, Pursimiehenkatu 4 A, 00150 Helsinki before the end of the registration and advance voting period on 24 March 2021 at 4.00 pm, by which time the documents must be received. Delivery of a proxy document before the expiration of the registration period constitutes due registration for the AGM.

A shareholder's proxy must vote in advance as described in this invitation.

### 4. Shareholders with nominee-registered holdings

Shareholders with nominee registered holdings are entitled to attend the AGM by voting in advance on the basis of their shares held on the record date, 19 March 2021, that would entitle them to be included in the shareholders' register maintained by Euroclear Finland Ltd. Attendance also requires that these shareholders are temporarily registered into the shareholders' register held by Euroclear Finland Ltd by 10:00 on 26 March 2021. This is deemed to be the registration of a shareholder with nominee registered holdings to attend the AGM. Any changes in the ownership of shares after the record date of the AGM do not affect the right to participate in the meeting by voting in advance nor the number of votes of the shareholder.

Shareholders with nominee registered holdings are advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of a letter of proxy and how to register to attend the AGM from their custodian bank. The account management organization of the custodian bank must register a shareholder with nominee registered holdings, who wants to attend the AGM by voting in advance, temporarily into the shareholders' register of the company no later than the deadline given above and to carry out the advance voting on behalf of the shareholder with nominee registered holding.

## Other information

### Counterproposals

Shareholders who hold at least one hundredth of all the shares in the company have a right to make counterproposals on the agenda items, to be placed for a vote. Such counterproposals are required to be sent to the company by email [sijoittajapalvelu@fellowfinance.fi](mailto:sijoittajapalvelu@fellowfinance.fi) no later than by 10 March 2021 at 4.00 pm. In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the AGM and that the shareholder holds at least one hundredth of all shares in the company on the record date of the AGM. Should the counterproposal not be placed for a vote at the meeting, advance votes in favor of the proposal will not be taken into account. The company will publish on [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) the counterproposals that may be voted on no later than 11 March, 2021.

### Questions

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act with respect to the matters to be considered at the AGM. Such questions may be delivered by email to [sijoittajapalvelu@fellowfinance.fi](mailto:sijoittajapalvelu@fellowfinance.fi) or by mail to the address "AGM" Fellow Finance, Pursimiehenkatu 4 A, 00150 Helsinki, Finland. Such questions from shareholders and the company's management's answers to them, and any counterproposals that have not been placed for a vote will be available on [www.fellowfinance.com/annual-general-meeting](http://www.fellowfinance.com/annual-general-meeting) no later than 22 March, 2021. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of their shareholding. Submitting questions does not require registration to the meeting or voting in advance.

The total number of shares in Fellow Finance Plc on the date of this invitation is 7 173 625 representing an equivalent number of votes.

Helsinki, 5 March 2021

Fellow Finance Plc

Board of Directors