

Minutes 1/2022

Business ID: 2568782-2

SHAREHOLDERS' MEETING OF MERGED FELLOW FINANCE PLC

Time	25 May 2022 at 9:30 a.m. EEST
Place	Krogerus Attorneys Ltd, Fabianinkatu 9, Helsinki, Finland
Present	<p>Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting. The list of votes has been appended to the minutes (Appendix 2).</p> <p>In addition to the shareholders listed in the list of votes, Paul Raade, Olli Silvennoinen, Kalle Lipsanen, Tiina Jääskeläinen and CEO Teemu Nyholm were present at the meeting.</p>

1 OPENING OF THE MEETING

The CEO of the company Teemu Nyholm opened the meeting.

2 CALLING THE MEETING TO ORDER

Attorney Paul Raade served as the Chairman of the Shareholders' Meeting. The Chairman called Associate Olli Silvennoinen to act as the secretary and to prepare the minutes of the meeting.

3 ELECTION OF THE PERSON TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Associate Kalle Lipsanen was elected to scrutinise the minutes and to verify the counting of votes.

4 RECORDING LEGALITY OF THE MEETING

It was recorded that the notice to the Shareholders' Meeting had been published on Fellow Bank Plc's website and through a stock exchange release of Fellow Bank Plc on 28 April 2022. The proposal of the Board of Directors to the Shareholders' Meeting had been published on Fellow Bank Plc's website on 18 May 2022. The notice to the meeting was appended to the minutes (**Appendix 1**).

It was further recorded that the documents required to be held available pursuant to chapter 5, section 21 of the Finnish Companies Act had been held on display on the company's website at least one week prior to the Shareholders' Meeting. In addition, the documents were being held on display at the meeting.

It was noted that the meeting had been convened in accordance with the articles of association and the Finnish Companies Act and that the meeting had, therefore, been legally convened and constituted a quorum.

5 RECORDING OF ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

It was noted that at as of the beginning of the meeting, in total 7 shareholders were present at the meeting, either in person or through a legal representative or a proxy. It was recorded that, at the beginning of the meeting, 2,852,259 shares and votes were represented.

Olli Silvennoinen stated that he represented numerous shareholders and that he had provided the Chairman of the meeting with the proxies and information on the number of shares and voting instructions of these shareholders.

The list of votes as of the beginning of the meeting was appended to the minutes (**Appendix 2**).

6 PRESENTATION OF THE FINANCIAL STATEMENTS AND THE REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021 AS WELL AS FOR THE PERIOD 1 JANUARY 2022–1 APRIL 2022 (FINAL ACCOUNTS) AND THE RELATED AUDITOR'S REPORTS

It was noted that the effective date of the merger between Fellow Finance Plc and Fellow Bank Plc (formerly Evli Bank Plc) was on 2 April 2022. The final accounts referred to in chapter 16, section 17 of the Finnish Companies Act consists of annual accounts and reports for the year 2021 and the financial period 1 January to 1 April 2022.

It was noted that the above-mentioned financial statements had been held on display on the website of Fellow Bank Plc from 18 May 2022. In addition, the documents were held on display at the meeting.

The financial statements were appended to the minutes (**Appendices 3 and 4**). Teemu Nyholm, who served as the CEO of Fellow Finance prior to the implementation of the merger, presented the financial statements for the financial year 2021 and for the period 1 January to 1 April 2022 (final accounts). The financial statements for the year 2021 comprised of the consolidated statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes, as well as the parent company's income statement, balance sheet, cash flow statement and notes. The final accounts for the period 1 January to 1 April 2022 comprised of both the consolidated and parent company's income statement, balance sheet, cash flow statement and notes.

The auditor's reports for the financial year 2021 and for the period 1 January to 1 April 2022 were presented and appended to the minutes (**Appendices 5 and 6**).

7 ADOPTION OF THE FINANCIAL STATEMENTS FOR THE YEAR 2021 AND FOR THE PERIOD 1 JANUARY 2022–1 APRIL 2022 (FINAL ACCOUNTS)

The Shareholders' Meeting adopted the financial statements for the financial year 2021 and for the financial period 1 January to 1 April 2022 (final accounts) in accordance with

the proposal of the Board of Directors. The Shareholders' Meeting therefore adopted the final accounts of the merger, comprising of the above-mentioned financial statements.

8 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was noted that the discharge from liability for the period of the final accounts (1 January 2021 to 1 April 2022) is applicable to the following persons: Kai Myllyneva (chair of the board), Harri Tilev (member of the board), Michael Schönach (member of the board), Karri Haaparinne (member of the board), Tero Weckroth (member of the board) and Teemu Nyholm (CEO).

It was recorded that the members of the Board of Directors and the CEO who are, either personally or through their investment companies, shareholders of the company, did not participate in the voting on discharging from liability and thus in the making of the resolution.

The Shareholders' Meeting resolved to grant discharge from liability for the financial year 2021 and the period 1 January to 1 April 2022 to the members of the Board of Directors and the CEO of the company.

9 CLOSING OF THE MEETING

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website on 8 June 2022 at the latest.

The Chairman announced the meeting closed at 9:40 a.m.

In fidem

(signed)

Paul Raade

Chairman

Minutes confirmed and approved

(signed)

Kalle Lipsanen

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APPENDICES

- Appendix 1** Notice to the Shareholders' Meeting
- Appendix 2** A list of votes cast in the Shareholders' Meeting
- Appendix 3** Annual accounts of Fellow Finance Plc for the year 2021
- Appendix 4** Final accounts of Fellow Finance Plc for the period 1 January to 1 April 2022
- Appendix 5** Auditor's report for the year 2021
- Appendix 6** Auditor's report for the period 1 January to 1 April 2022