

**MULTITUDE SE (SE 21)**  
ST Business Centre, 120, The Strand  
Gzira, GZR 1027  
Malta

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**NOTICE OF EXTRAORDINARY GENERAL MEETING OF MULTITUDE SE**

Notice is given to the shareholders of Multitude SE (“**Company**” and/or “**Multitude**”) that an Extraordinary General Meeting of the Company is to be held on 21 August 2024 at 08:00 a.m. UTC (10:00 a.m. CEST) (the “**Meeting**”).

The Meeting will be held at ST Business Centre, 120, The Strand, Gzira, GZR 1027, Malta. Instructions for participation are provided in section 3 of this notice.

The Meeting will be conducted in the English language and will be held in person.

**1 MATTERS ON THE AGENDA OF THE MEETING**

At the Meeting, the following matters will be considered:

*General:*

**(1) Opening of the Meeting and appointment of chairman**

The appointment of the chairman shall be carried out in terms of article 59 of the Company’s articles of association (the “**Articles**”).

**(2) Quorum**

In terms of article 56 of the Articles at least one (1) shareholder, present in person or by proxy, entitled to attend and vote at the Meeting shall constitute a quorum.

*Special business (extraordinary resolutions):*

**(3) Approval of the Conversion of the Company into a Public Limited Liability Company and Corresponding Change in the Name of the Company and Amendments to the Company’s Memorandum and Articles of Association**

The Company’s board of directors (“**Board**”) proposes that the shareholders approve by means of an extraordinary resolution the conversion of the Company from a *societas europaea* to a public limited liability company (“**p.l.c.**”) as defined under article 2 of the Companies Act, Chapter 386 of the laws of Malta (the “**Companies Act**”) in accordance with the provisions of article 66 of Council Regulation (EC) No. 2571/2011, as amended (the “**SE Regulation**”) (the “**Conversion**”).

In this regard, the Board has, pursuant to article 66 of the SE Regulation produced draft terms of conversion (the “**Draft Terms of Conversion**”) and a report (“**Directors’ Report**”) to (a) explain and justify the economic and legal aspects of the Conversion, and (b) define the implications of the Conversion for the Company’s shareholders and employees.

Prior to the Meeting the Board will also be procuring a report by PricewaterhouseCoopers Malta (as independent experts) confirming that the Company has assets at least equivalent to its capital (the “**Expert Report**”).

Shareholders are informed that the Draft Terms of Conversion are in the process of being reviewed for publication by the Malta Business Registry (“**MBR**”) in terms of article 66 of the SE Regulation.

Furthermore, and in connection with the Conversion, the Board proposes to (1) change the name of the Company from 'Multitude SE' to 'Multitude p.l.c.' and (2) substitute the Company's current memorandum and articles of association ("**M&A**") in their entirety in order to, amongst other things, reflect the change in the Company's name and bring the M&A in line with the requirements of the Companies Act relating to public limited liability companies (the "**Revised M&A**").

The Board therefore proposes that the Meeting adopts the following extraordinary resolution:

*"(1) That the conversion of the Company from a *societas europaea* to a public limited liability company ("**Conversion**") in accordance with Council Regulation (EC) No. 2571/2011, as amended (the "**SE Regulation**") be hereby approved;*

*(2) That the draft terms of conversion explaining and justifying the legal and economic aspects of the Conversion and indicating the implications of the Conversion for the Company's shareholders and employees be hereby approved;*

*(3) That all amendments proposed to be made to the Company's current memorandum and articles of association ("**Current M&A**") be approved and that the Current M&A be substituted in their entirety by the updated memorandum and articles of association in the form, or in substantially the same form, as circulated to shareholders together with the notice of the Extraordinary General Meeting ("**Revised M&A**"); and*

*(4) To authorise the company secretary and/or any one director of the Company, acting singly, to:*

- (i) carry out all such acts and execute any and all such documents that may be required in order to give effect to these resolutions;*
- (ii) make any amendments to the Revised M&A as directed by the Malta Business Registry;*
- (iii) sign the Revised M&A on behalf of the Company;*
- (iv) to issue a certified extract of these resolutions; and*
- (v) file the Revised M&A and the aforementioned extract with the MBR, and/or any other competent authority, as may be required in terms of law."*

(4) **Approval of the Redomiciliation of the Company to Switzerland after completion of the Conversion**

As part of the Company's wider relocation project, the Board proposes that, subject to the successful implementation of the Conversion (i.e. the conversion of Multitude from a *societas europaea* to a Maltese public limited liability company), the Company proceeds to commence the process of redomiciling out of Malta and into Switzerland in accordance with the provisions of the Continuation of Companies Regulations (Subsidiary Legislation 386.05 of the laws of Malta) and Swiss law (more specifically the relevant provisions of the Swiss International Private Law Act). The Board also notes that the redomiciliation to Switzerland is subject to (a) the receipt by the Company of a favourable ruling from FINMA, and (b) the rulings issued by the Finnish Tax Administration becoming legally enforceable (meaning that no appeals against the decisions have been submitted to the Helsinki Administrative Court within the time limit specified in the notice of appeal for each decision, and in case of an appeal process, the legal enforceability of the decisions is obtained in case (i) the decisions of the Helsinki Administrative Court have not been appealed or (ii) if the Supreme Administrative Court does not grant the right to appeal to the decisions and, finally, (iii) in case of positive rulings from the Supreme Administrative Court).

The Company has received advice that, under the laws of Switzerland, the Company's registration in the Commercial Register of the Canton Zug, Switzerland as a company continuing in Switzerland shall not operate to prejudice or affect the continuity of the Company nor shall it affect the property of the Company and the Company shall retain all its assets, rights, liabilities and obligations.

In this regard, the Board has prepared, for the benefit of the shareholders, a table comparing the rights enjoyed by minority shareholders under Maltese law to those enjoyed by minority shareholders under Swiss law (the “**Comparative Table**”).

The Board therefore proposes that the Meeting adopts the following extraordinary resolution, which includes an approval of the revised articles of association in accordance with Swiss corporate law which will begin to apply when the redomiciliation from Malta to Switzerland takes effect (the “**Swiss Articles of Association**”):

**“(1) Change of domicile from Malta to Zug (Canton Zug), Switzerland**

*To approve the redomiciliation of the Company from Malta to Zug, Switzerland in accordance with the provisions of the Continuation of Companies Regulations (Subsidiary Legislation 386.05 of the laws of Malta) and Swiss law, upon and subject to (a) the Conversion (i.e. the conversion of Multitude from a *societas europaea* to a Maltese public limited liability company) becoming effective (i.e. once the Company’s Revised M&A is registered by the Malta Business Registry) (the “**Redomiciliation**”), (b) the rulings issued by the Finnish Tax Administration becoming legally enforceable (meaning that no appeals against the decisions have been submitted to the Helsinki Administrative Court within the time limit specified in the notice of appeal for each decision, and in case of an appeal process, the legal enforceability of the decisions is obtained in case (i) the decisions of the Helsinki Administrative Court have not been appealed or (ii) if the Supreme Administrative Court does not grant the right to appeal to the decisions and, finally, (iii) in case of positive rulings from the Supreme Administrative Court) and (c) receipt of a favourable ruling from FINMA ;*

**(2) Change of registered seat**

*That following the Redomiciliation, the Company's new registered office will be located in the City of Zug (Canton Zug, Switzerland);*

**(3) Change of the name of the Company**

*To approve the change to the Company name from Multitude p.l.c. to Multitude AG (with translations: "Multitude Ltd" and "Multitude SA"), upon and subject to the Redomiciliation becoming effective.*

*As a result, and taking into account the transfer of the registered office under resolution (2) above, article 1 of the Swiss Articles of Association (as defined in resolution (5) below) will therefore read as follows:*

**1. Firma und Sitz**

Unter der Firma

**Multitude AG  
(Multitude Ltd)  
(Multitude SA)**

besteht mit Sitz in Zug auf unbestimmte Dauer eine Aktiengesellschaft gemäss Art. 620 ff. des Schweizerischen Obligationenrechts (OR) (die "**Gesellschaft**").

**1. Name and Registered Seat**

Under the corporate name of

**Multitude AG  
(Multitude Ltd)  
(Multitude SA)**

exists for an unlimited period of time a corporation limited by shares according to art. 620 et seq. of the Swiss Code of Obligations (CO) with registered seat in Zug (the "**Company**").

**(4) Change of the purpose of the Company**

*To approve to change the wording relating to the Company's purpose in article 2 of the*  
3 (9)

*Swiss Articles of Association (as defined in resolution (5) below), upon and subject to the Redomiciliation becoming effective, to read as follows:*

## **2. Zweck**

<sup>1</sup> Zweck der Gesellschaft ist der Erwerb, das Halten, die Verwaltung, die Verwertung und die Veräusserung von in- und ausländischen Beteiligungen, ob direkt oder indirekt, unter anderem an Unternehmen, die insbesondere in den Bereichen Finanzdienstleistungen wie Verbraucherkrediten, Mikrokrediten und anderen Krediten und Finanzierungen tätig sind, sowie die Erbringung von Dienstleistungen, intern oder für andere Tochtergesellschaften des Konzerns, zu dem die Gesellschaft gehört.

<sup>2</sup> Die Gesellschaft kann Beteiligungen an Gesellschaften aller Art in der Schweiz und im Ausland erwerben, halten, verwalten und veräussern.

<sup>3</sup> Die Gesellschaft kann ausserdem alle Geschäfte abschliessen und Vereinbarungen eingehen, die direkt oder indirekt dem Gesellschaftszweck dienen oder mit diesem in direktem Zusammenhang stehen.

<sup>4</sup> Die Gesellschaft kann ihren direkten oder indirekten Tochtergesellschaften (direkt oder indirekt) Darlehen oder andere Finanzierungen gewähren. Die Gesellschaft kann für Verbindlichkeiten von solchen Gesellschaften Garantien, Sicherheiten und andere Verpflichtungen jeglicher Art gewähren, einschliesslich durch fiduziarische Übereignungen oder Abtretungen von und Pfandrechten an Vermögenswerten der Gesellschaft. Die Gesellschaft

## **2. Purpose**

<sup>1</sup> The purpose of the Company is to acquire, hold, manage, exploit and sell, whether directly or indirectly, interests in participations in Switzerland and abroad, inter alia in companies active among other things in financial services, such as consumer credits, microcredits and other credits and financing, as well as to provide services internally or to other subsidiaries of the group to which the Company belongs.

<sup>2</sup> The Company may acquire, hold, manage and sell participations in companies of all kinds in Switzerland and abroad.

<sup>3</sup> The Company may also carry out any and all transactions and enter into any and all agreements which serve directly or indirectly its corporate purpose or are directly related thereto.

<sup>4</sup> The Company may (directly or indirectly) grant loans or provide other types of financing to its direct or indirect subsidiaries. The Company may grant guarantees, security interests and other undertakings of any kind in respect of obligations of such companies, including by means of fiduciary transfers or fiduciary assignments of, and pledges over, assets of the Company. The Company may further operate or participate in cash pooling arrangements of any kind. Any transaction referred to in this paragraph may be entered into irrespective of any concentration of

kann ferner ein Cash-Pooling (jeglicher Art) betreiben oder daran teilnehmen. Jede in diesem Absatz genannte Transaktion kann unabhängig von allfälligen Klumpenrisiken und mit oder ohne Gegenleistung erfolgen.

risk and with or without any compensation.

- (5) <sup>5</sup> Die Gesellschaft kann Zweigniederlassungen und Tochtergesellschaften in der Schweiz und im Ausland errichten und Grundstücke erwerben, halten, verwalten und veräussern.

<sup>5</sup>The Company may set up branch offices and subsidiaries in Switzerland and abroad and acquire, manage, hold and sell real estate.

**General revision of the Articles of Association and the adaptation of the Articles of Association to Swiss law**

*To dispense with article-by-article discussion and approve the revised articles of association entirely in accordance with Swiss corporate law (the “Swiss Articles of Association”), upon and subject to the Redomiciliation becoming effective. The draft of the Articles of Association is on hand;*

**(6) Ascertainment of Swiss law as the authoritative legislation**

*To accept and resolve Swiss law (in particular, Swiss stock corporation law) as the authoritative law for the Company, upon and subject to the Redomiciliation becoming effective;*

**(7) Ascertainment of the principal place of business**

*To resolve and ascertain that the principal place of business of the Company will be Zug, Switzerland, upon and subject to the Redomiciliation becoming effective;*

**(8) Confirmation of the election members of the Board and the chairman of the Board**

**(8.1) Confirmation of Ari Tiukkanen as a member of the Board**

*To confirm the election of Ari Tiukkanen as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.2) Confirmation of Goutam Challagalla as a member of the Board**

*To confirm the election of Goutam Challagalla as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.3) Confirmation of Jorma Jokela as a member of the Board**

*To confirm the election of Jorma Jokela as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.4) Confirmation of Kristiina Leppänen as a member of the Board**

*To confirm the election of Kristiina Leppänen as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.5) Confirmation of Lea Liigus as a member of the Board**

*To confirm the election of Lea Liigus as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.6) Confirmation of Marion Khüny as a member of the Board**

*To confirm the election of Marion Khüny as member of the Board for a term ending at the end of the next Annual General Meeting;*

**(8.7) Confirmation and election of the chairman of the Board**

To confirm the election of Ari Tiukkanen as chairman of the Board for a term ending at the end of the next Annual General Meeting;

**(9) Appointment of the People and Culture Committee**

That upon the Redomiciliation becoming effective, the People and Culture Committee shall assume the duties of the compensation committee in accordance with article 733 of the Swiss Code of Obligations.

**(9.1) Appointment of Ari Tiukkanen as a member of the People and Culture Committee**

To appoint Tiukkanen as member of the People and Culture Committee for a term ending at the end of the next Annual General Meeting;

**(9.2) Appointment of Goutam Challagalla as a member of the People and Culture Committee**

To appoint Goutam Challagalla as member of the People and Culture Committee for a term ending at the end of the next Annual General Meeting;

**(9.3) Appointment of Jorma Jokela as a member of the People and Culture Committee**

To appoint Jorma Jokela as member of the People and Culture Committee for a term ending at the end of the next Annual General Meeting;

**(10) Election of the auditors**

To elect PricewaterhouseCoopers AG, Birchstrasse 160, 8050 Zürich, CHE-106.839.438 as Auditors for the business years 2024 and 2025, upon and subject to the Redomiciliation becoming effective;

(11) That subject to, and conditional on, the successful implementation of the Conversion (i.e. the conversion of Multitude from a *societas europaea* to a Maltese public limited liability company), the Company be, and hereby is, authorised to:

- (i) apply to the Malta Business Registry (“**MBR**”) for the purpose of seeking authorisation for continuance in Switzerland;
- (ii) apply to the Commercial Register of the Canton Zug, for the purpose of being registered as a company continuing in Switzerland;
- (iii) notify the MBR of the Company’s decision to be registered as a company continuing in Switzerland; and
- (iv) take all such steps and issues such documents as may be necessary for it to obtain its registration as a company continuing in Switzerland and it will be known as Multitude AG (with translations: “Multitude Ltd” and “Multitude SA”) with registered address located in in the City of Zug (Canton Zug, Switzerland);

(12) That any one director of the Company be hereby authorised to make all declarations, applications and statements as may be required to register the Company as continued in Switzerland and to do all related and ancillary acts and sign and register any documents in connection with the registration of the Company in Switzerland, and generally to do all such things in the interest of the Company as is considered necessary and for it to cease to be registered in Malta and to do all ancillary acts thereto.”

(5) **Closing of the Meeting**

**2 MEETING MATERIALS**

This notice (which includes the proposals of the Board of Directors relating to the agenda of the Meeting) as well as the Draft Terms of Conversion, the Directors’ Report, the Revised M&A, the Comparative Table and the Swiss Articles of Association are available on the Company’s website ([www.multitude.com](http://www.multitude.com)). The Expert Report will be available on the Company’s website by no later than 31 July 2024. The Draft Terms of Conversion, the Directors’ Report, the Revised M&A, the Comparative Table and the Swiss Articles of

Association are also appended to this notice. Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

The minutes of the Meeting will be made available on the Company's website no later than one week after the date of the Meeting.

### **3 PARTICIPATION INSTRUCTIONS**

***IMPORTANT NOTE: THESE INSTRUCTIONS ARE DIFFERENT TO THE INSTRUCTIONS GIVEN IN PREVIOUS GENERAL MEETINGS OF THE COMPANY WHICH WERE HELD WHILE THE COMPANY WAS STILL REGISTERED IN FINLAND. YOU ARE THEREFORE ADVISED TO READ THE INSTRUCTIONS CAREFULLY AND SEEK ADVICE WHERE NEEDED. YOU ARE ALSO ENCOURAGED TO CONTACT YOUR RESPECTIVE CUSTODIAN / NOMINEE AS SOON AS POSSIBLE. PLEASE SEND AN EMAIL TO [agm@multitude.com](mailto:agm@multitude.com) FOR ANY QUESTIONS YOU MAY HAVE.***

#### **3.1 Record date**

To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Clearstream Banking AG ("**Clearstream**") on 22 July 2024.

#### **3.2 Preliminary**

Shareholders are advised to ask their custodian bank / nominee without delay for the necessary information regarding registration for the Meeting, the issuing of proxy documents and voting instructions. In any case, shareholders should ensure that all relevant instructions are submitted by their custodian / nominee to Clearstream as soon as possible, within any applicable deadline. Clearstream will process all instructions received and will transmit them to the Malta Stock Exchange (as 'issuer CSD'). In turn the Malta Stock Exchange will transmit the aggregated instructions to the Company.

In terms of the Company's articles of association, the Company must receive all relevant shareholder instructions from the Malta Stock Exchange (as 'issuer CSD') no later than (10:00 a.m. CEST on 19 August 2024, and any instructions submitted to the Company after this deadline shall not be treated as valid. Accordingly, shareholders are encouraged to reach out to the respective custodians / nominees as soon as possible in order to ensure that their respective instructions are submitted to Clearstream within any applicable deadline.

The Meeting will be held in person at the address indicated above. Shareholders and proxy representatives who wish to attend the Meeting will therefore be required to follow the Meeting registration requirements and will be required to make their own arrangements to attend the Meeting.

#### **3.3 Participation in person**

Shareholders who wish to attend and vote at the Meeting in person must notify their intention to their respective custodians / nominees as soon as possible. Custodians / nominees will in turn be required to notify shareholders' intention to participate at the Meeting by electronic instruction to Clearstream as soon as possible and in line with any deadlines that may be imposed by Clearstream, which instructions must be delivered in terms of Clearstream's existing procedures.

Custodians/nominees may request shareholders' full names, passport numbers/company registration numbers (or similar), full addresses, date of birth and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. Information submitted in connection with the notification will be computerised and used exclusively for the Meeting.

### **3.4 Proxy representatives**

A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and (a) where the shareholder is an individual, be signed by him/her or (b) where the shareholder is a corporation, be signed by a duly authorised officer of the corporation. The proxy form to be used by shareholders is available on the Company's website: [www.multitude.com](http://www.multitude.com).

Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form. Shareholders are advised that by submitting voting instructions they will effectively be voting in advance.

The signed proxy form and, where the shareholder is a corporation, a certified copy of a certificate of registration, constitutive documents or similar document evidencing the signatory right of the officer signing the proxy form, must be submitted to each shareholder's respective custodian / nominee as soon as possible. Custodians / nominees will in turn be required to deliver shareholders' proxy data to Clearstream as soon as possible, within any applicable deadline, which data must be delivered in terms of Clearstream's existing procedures.

Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable certified copies of certificates of registration or similar) as soon as possible.

*Notice for the Malta Stock Exchange (as issuer CSD): Aggregated attendance notifications and proxy data processed by and received from Clearstream must be sent by the Malta Stock Exchange to the Company by email at [agm@multitude.com](mailto:agm@multitude.com) not less than 48 hours before the time appointed for the Meeting and in default shall not be treated as valid.*

### **3.5 Right to put items on the agenda**

In accordance with article 48 of the Articles a shareholder holding not less than five (5) per cent of the voting issued share capital of the Company may: (a) request the Company to include items on the agenda of the Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the Meeting; and/or (b) table draft resolutions for items included in the agenda of the Meeting.

In accordance with article 49 of the Articles, the request to put items on the agenda of the Meeting and the tabling of the draft resolutions are to be submitted to and received by the Company in hard copy form or in electronic form (at [agm@multitude.com](mailto:agm@multitude.com)) by not later than 6 July 2024 by 21:59 (UTC) (23:59 (CEST)) and are to be authenticated by the person/s making it. The Company shall not be obliged to entertain any requests by shareholders made after such date.

The Company will have the sole discretion of determining whether any proposals submitted by shareholders have been properly submitted and, should any proposal require a modification to the agenda of the Meeting (as set out above), the Company shall make available a revised agenda on its website, together with updated proxy forms and



voting instructions (if any), as soon as possible. Shareholders are therefore encouraged to check the Company's website after the above-mentioned deadline to check whether there have been any changes to the agenda and to ensure that they will be submitting the latest proxy forms and voting instructions.

### 3.6 Right to ask questions

Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the agenda of the Meeting to the Company by e-mail to [agm@multitude.com](mailto:agm@multitude.com) by not later than 14 August 2024 by 21:59 (UTC) (23:59 (CEST)).

An answer to a question will not be given in those cases specified in article 70 of the Articles (a copy of which is available on the Company's website).

### 3.7 Other information

As at the date of this notice the total number of shares in Multitude SE is 21,723,960 and each of these shares carries one vote. Multitude SE holds 74,993 of its own shares as treasury shares. Pursuant to article 109 of the Maltese Companies Act, those shares which the Company holds in itself do not carry voting rights. Accordingly, the number of voting rights carried by the outstanding shares is 21,648,967.

Please refer to the document titled 'Privacy Notice – Extraordinary General Meeting 2024' available at [www.multitude.com](http://www.multitude.com) for additional information on the processing of personal data. Kindly also refer to Clearstream's Notice of European Union Data Protection Terms which sets out how personal data is used, stored, transferred or otherwise processed by Clearstream (<https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection>).

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In Malta on 2 July 2024

**MULTITUDE SE**  
The Board of Directors

## APPENDICES

- (1) Draft Terms of Conversion
- (2) Directors' Report
- (3) Revised M&A (Maltese law)
- (4) Comparative Table
- (5) Swiss Articles of Association (Swiss law)

### **About Multitude SE :**

*Multitude is a listed European FinTech company, offering digital lending and online banking services consumers, small and medium-sized businesses, and other FinTechs overlooked by traditional banks. The services are provided through three independent business units, which are served by our internal Banking-as-a-Service Growth Platform. Multitude's business units are consumer banking (Ferratum), SME banking (CapitalBox) and wholesale banking (Multitude Bank). Multitude Group employs over 700 people in 25 countries and offers services in 16 countries, achieving a combined turnover of 230 million euros in 2023. Multitude was founded in Finland in 2005 and is listed on the Prime Standard segment of the Frankfurt Stock Exchange under the symbol 'E4I'. [www.multitude.com](http://www.multitude.com)*