



# Supplement

Dated 24 March 2022



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to the base prospectus dated 3 March 2022 (the “**Base Prospectus**”), with reference also to the final terms dated 3 March 2022 (the “**Final Terms**”) issued in respect of

## UNSECURED SUBORDINATED BOND ISSUANCE PROGRAMME BY



**FERRATUM BANK P.L.C.**

**(a public limited liability company registered under the Laws of Malta  
with company registration number C 56251)**

This supplement (the “**Supplement**”) constitutes a supplement for the purposes of Article 23 of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement has been approved by the MFSA, as competent authority under the Prospectus Regulation. The MFSA only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Bonds and investors should make their own assessment as to the suitability of investing in the Bonds.

The Issuer has taken all reasonable care to ensure that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus and the Final Terms capable of affecting the assessment of Bonds has arisen or has been noted, as the case may be, since the publication of the Base Prospectus and Final Terms (as supplemented at the date hereof) by the Issuer.

### **PURPOSE**

The Company has prepared this Supplement pursuant to Article 23 of the Prospectus Regulation for the purposes of:

1. Adding a new clause to the Terms and Conditions (section 14 of the Base Prospectus) to be inserted immediately after clause 14.21 (Ancillary Conditions), which is to be numbered clause 14.22, which shall read as follows:

#### **14.22 UPDATES TO FINAL TERMS**

*Once Final Terms are issued and filed with the MFSA, the Final Terms may be updated following issuance in order to:*

- change the expected timetable, the Maturity Date, the Interest Payment Dates and any other dates in the Final Terms which may be affected by a revision of timetable;*
- make such other amendments which are not significant within the meaning of the Prospectus Regulation and which would not otherwise require the publication of a supplement in terms of the Prospectus Regulation.*

*Any such revision and/or other amendments of the nature set out above shall be communicated by the Issuer by means of company announcement and/or its website, without any requirement to amend the Final Terms.*

2. The Final Terms dated 3 March 2022 issued in respect of Series No: 1/2022, Tranche No: 1, shall be replaced in their entirety with the final terms appended hereto in Annex A.

## **RIGHT OF WITHDRAWAL**

In accordance with Article 23(2a) of the Prospectus Regulation, Applicants who applied to subscribe for the Bonds before 24 March 2022 are entitled to withdraw their application within three (3) Business Days following the publication of this Supplement.

The final date of such right of withdrawal is 30 March 2022. No withdrawals will be accepted after such date.

Applicants who wish to avail themselves of the right to withdraw their application, need to contact their respective Authorised Financial Intermediary with which the Application Form has been lodged within the timelines stipulated above.

APPROVED BY THE DIRECTORS

A handwritten signature in black ink, appearing to be 'Carmel Borg', written in a cursive style.

Carmel Borg

# Annex A



## **Final Terms**

**Dated 24 March 2022**

replacing the previous version  
dated 3 March 2022



# Final Terms

Dated 24 March 2022

replacing the previous version dated 3 March 2022



## UNSECURED SUBORDINATED DEBT ISSUANCE PROGRAMME OF A MAXIMUM OF €40,000,000

ISIN: MT0000911215

Series No: 1/2022

Tranche No: 1

€20,000,000 unsecured subordinated Bonds  
Issued by: Ferratum Bank p.l.c. (the "Issuer")

### PART A – CONTRACTUAL TERMS

Capitalised terms used herein which are not defined shall have the definitions assigned to them in the Base Prospectus dated 3 March 2022 which was approved by the MFSA in Malta on 3 March 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Bonds described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing at the office of the Issuer and on the websites of: (a) the MFSA during a period of twelve months from the date of approval of the Base Prospectus; and (b) the Issuer (<https://www.ferratumbank.com/investors.html>) and copies may be obtained free of charge from the registered office of the Issuer (ST Business Centre, 120, The Strand, Gzira GZR 1027, Malta). A summary of this individual issue is annexed to these Final Terms.

#### THE BONDS ARE COMPLEX FINANCIAL INSTRUMENTS.

1.	Issuer	Ferratum Bank p.l.c.
2.	Series Number	1
3.	Tranche Number	1
4.	Specified Currency	Euro (€)
5.	Aggregate nominal amount:	
	i. Series	i. Up to €40,000,000, which may be issued solely in Tranches forming part of this Series 1 or in combination with Tranche/s forming part of one or more separate Series.
	ii. Tranche	ii. €20,000,000.
6.	i. Issue Price of Tranche	i. €1,000.
	ii. Net proceeds	ii. A maximum of €20,000,000 which will emanate from the Bonds to be issued under these Final Terms.
7.	Specified Denomination	€1,000

8.	Number of Bonds offered for subscription	Up to a maximum of 20,000.
9.	i. Issue Date ii. Interest Commencement Date	i. 27 April 2022 ii. 27 April 2022
10.	Maturity Date	27 April 2032
11.	Early Redemption Date/s	Not applicable
12.	Redemption Value	Redemption at par.
13.	Register Cut-Off Date	15 days prior to the Interest Payment Date.
14.	Dates of the corporate authorisations for issuance of the Bonds	Resolution of the Board of Directors dated 24 February 2022.

## INTEREST

15.	Rate of Interest	6 per cent (6%) per annum payable annually in arrears.
16.	Interest Payment Date/s	27 April of each year between and including each of the years 2023 and the year 2032, provided that if any such day is not a Business Day, such interest payment date will be carried over to the next following day that is a Business Day. The term 'Business Day' shall bear the meaning assigned thereto in section 14.3 of the Base Prospectus

## GENERAL PROVISIONS

17.	Taxation	As per "Taxation" section of the Base Prospectus.
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## PURPOSE OF FINAL TERMS

These Final Terms comprise the Final Terms required for the offer for subscription, issue and admission to trading on the Official List of the Bonds described herein pursuant to the Programme of the Issuer dated 3 March 2022.

These Final Terms dated 24 March 2022 replace the previous final terms dated 3 March 2022, in their entirety.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Ferratum Bank p.l.c.

Duly represented by:



**Carmel Borg**  
Director



## PART B – OTHER INFORMATION

### 1. ADMISSION TO TRADING AND LISTING

i. Listing	MSE
ii. Admission to trading	Application has been made for the Bonds to be admitted to trading on or around 27 April 2022.
iii. Previous admission to trading	Not applicable.
iv. Estimate of total expenses related to admission to trading	Approximately €45,000. Such expenses shall be borne by the Issuer.

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Except for the fees payable to the advisers of the Issuer in connection with the offer of the Bonds, so far as the Issuer is aware, no person involved in the offer of the Bonds has any other interest that is material to the offer.

### 3. THIRD PARTY INFORMATION

Not applicable.

### 4. REASONS FOR THE OFFER AND USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

i. Reasons for the offer and use of proceeds	The Bonds to be issued under these Final Terms constitute an integral part of the Issuer's capital plan, aimed at further strengthening the Issuer's tier 2 capital requirements.
ii. Estimated net proceeds	A maximum of €20,000,000.
iii. Estimated total expenses	Approximately €650,000, with approximately €300,000 being attributed to selling commission fees and approximately €350,000 to professional, MSE, regulatory and ancillary fees. There is no particular order of priority with respect to such expenses. These expenses shall be borne by the Issuer.
iv. Conditions to which the offer is subject	<p>The offer of the Bonds is conditional upon: (i) the Bonds being admitted to the Official List; and (ii) the proceeds raised under this Tranche amounting to at least €5,000,000.</p> <p>In the event that any of these conditions is not satisfied, the subscription for the Bonds shall be deemed not to have been accepted by the Issuer, any application monies will be returned without interest by direct credit into the Applicant's bank account, and the issue of Bonds shall be cancelled forthwith.</p>

### 5. YIELD

i. Indication of Yield	6%
ii. Method of calculating the yield	Yield will be calculated on the basis of the interest per annum, the Issue Price and the Redemption Value of the Bonds at Maturity Date.

### 6. OPERATIONAL INFORMATION

i. ISIN code	MT0000911215
ii. Delivery	Delivery against payment.
iii. Names and addresses of paying agent(s) (if any)	Not applicable.

## 7. DISTRIBUTION

i. Categories of potential investors to which the Bonds are offered	The Bonds are available for subscription by the general public through any of the Authorised Financial Intermediaries from 0830 hours (CET) on 10 March 2022 to 1200 hours (CET) on 13 April 2022.	
ii. Conditions for use of the Base Prospectus by the Authorised Financial Intermediary/ies	Not applicable.	
iii. Coordinator/s of global offer	Not applicable.	
iv. Coordinator/s of single parts of the offer	Not applicable.	
v. Placing agent/s	Not applicable.	
vi. Depository agent/s	Not applicable.	
vii. Underwriting details	Not applicable.	
viii. Intermediaries giving firm commitment to act as intermediaries in secondary market providing liquidity through bid and offer rates	Not applicable.	
ix. Selling commission	1.5%	
x. Reservation of Tranche in the event that the offer is made in the markets of two or more countries	Not applicable.	
xi. Expected timetable	Opening of offer period	0830 hours (CET) on 10 March 2022
	Closing of offer period	1200 hours (CET) on 13 April 2022
	Announcement of basis of acceptance	21 April 2022
	Commencement of interest	27 April 2022
	Expected date of admission of the Bonds to listing	27 April 2022
	Issue date of the Bonds	27 April 2022
	Expected date of commencement of trading in the Bonds	28 April 2022

The Issuer reserves the right to shorten or extend the closing of the offer period, in which case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above. In the event that the timetable is revised as aforesaid, the Interest Payment Dates and the Maturity Date may change, in which case the revised dates will be communicated by the Issuer by company announcement and/or on its website, without the requirement to amend these Final Terms.

## 8. ADDITIONAL INFORMATION

i. Reservation of a Tranche, or part thereof, in favour of specific retail and/or non-retail investors or categories of either	Not applicable.	
ii. Time period, including any possible amendments, during which the offer will be open	Between 0830 hours (CET) on 10 March 2022 and 1200 hours (CET) on 13 April 2022.	

iii. Arrangements for publication of final size of issue/offer	Not applicable.
iv. Description of the application process	Please refer to section 7(i) above. The Bonds are available for subscription by the general public through any of the Authorised Financial Intermediaries from 0830 hours (CET) on 10 March 2022 to 1200 hours (CET) on 13 April 2022.
v. Details of the minimum/maximum amount of application (whether in numbers of securities or aggregate amount to invest)	The minimum subscription amount shall be €1,000 per Applicant. Notwithstanding the aforesaid, where an Applicant is a Retail Client whose financial instrument portfolio (calculated in accordance with article 44A of the R&R Regulations) does not, at the time of the purchase, exceed €500,000, the Authorised Financial Intermediary is to ensure, on the basis of the information provided by the Retail Client, that, at the time of purchase, the initial investment amount invested by the Applicant in the Bonds is at least €10,000.
vi. Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants	<p>The Issuer may refuse or reduce subscriptions in any of the following events:</p> <p>a) In the event of over-subscription of the offer; and/or</p> <p>b) In the event that the allocation policy of the Issuer so determines,</p> <p>provided that, the minimum initial subscription amount in respect of Retail Clients which meet the criteria set out in section 8(v) shall not be reduced below €10,000.</p> <p>If an application is not accepted or is accepted for a lesser amount than is applied for, the full amount or the excess amount (as applicable) will be returned by the Registrar without interest by direct credit to the Applicant's bank account as indicated in the application form. The Issuer shall not be responsible for any loss or delay in transmission.</p>
vii. Method and time limits for paying up the securities and for delivery of the securities	Payment must be made in Euro in cleared funds, in full, to the respective Authorised Financial Intermediary in accordance with payment method accepted thereby. The Bonds will be issued on the Issue Date.
viii. Full description of the manner and date in which results of the offer are to be made to public	The results of the offer shall be communicated by the Issuer on its website.
ix. Procedure for the exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised	Not applicable.
x. Indication of the expected price at which the securities will be offered or the method of determining the price and the process for its disclosure	Not applicable.
xi. Amount of any expenses and taxes specifically charged to the subscriber	Not applicable.
xii. Process for notification to applicants of the amount of Bonds allotted and indication whether dealing may begin before notification is made	<p>Applicants shall be notified of the amount of Bonds allotted to them by way of a letter from the Registrar, on behalf of the Issuer, expected to be mailed on 27 April 2022.</p> <p>Dealing may not commence: (i) before the notification is dispatched by the Registrar; and (ii) before the Bonds are admitted to the Official List.</p>
xiii. Credit rating	Not applicable.

# ANNEX I

## Issue Specific Summary

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This summary (the “**Summary**”) is prepared in accordance with the requirements of the Prospectus Regulation. This Summary contains key information which investors require in order to understand the nature and the risks of the Issuer and the Bonds to be issued pursuant to these Final Terms. Except where the context otherwise requires, the capitalised words and expressions used in this Summary shall bear the meanings assigned to them in the Base Prospectus and these Final Terms, as the case may be.

### 1. INTRODUCTION AND WARNINGS

This Summary contains key information on the Issuer and the Bonds to be issued pursuant to these Final Terms, summarised details of which are set out below:

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<b>Full legal and commercial name of the Issuer</b>	Ferratum Bank p.l.c.
<b>Registered address</b>	ST Business Centre, 120, the Strand, Gzira GZR 1027, Malta
<b>Registration number</b>	C 56251
<b>Legal Entity Identification (LEI) Number</b>	213800SGT5S6EKUW2987
<b>Date of Registration</b>	9 May 2012
<b>Telephone number</b>	+356 2034 1533
<b>Email</b>	info@ferratumbank.com
<b>Website</b>	<a href="https://www.ferratumbank.com/">https://www.ferratumbank.com/</a>
<b>Nature of the securities</b>	The Bonds issued pursuant to these Final Terms are unsecured subordinated bonds of an aggregate principal amount of up to twenty million Euro (€20,000,000), of a nominal value of €1,000 per bond, issued at par and redeemable at their nominal value on 27 April 2032, and bearing interest at the rate of 6% per annum.
<b>ISIN number of the Bonds</b>	MT0000911215
<b>Competent authority approving the Base Prospectus</b>	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta).
<b>Address, telephone number and official website of the competent authority approving the Base Prospectus</b>	Address: Malta Financial Services Authority, Triq I-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta; Telephone number: +356 21 441 155; Official website: <a href="http://www.mfsa.mt">www.mfsa.mt</a>
<b>Base Prospectus approval date</b>	3 March 2022

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Prospective investors are hereby warned that:

- i. this Summary should be read as an introduction to the Base Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Bonds being offered pursuant to the Base Prospectus and these Final Terms. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this Summary in making a decision as to whether to invest in the securities described in this document;

- ii. any decision of the investor to invest in the securities should be based on consideration of the Base Prospectus and these Final Terms as a whole by the investor;
- iii. an investor could lose all or part of the capital invested in subscribing for the Bonds;
- iv. where a claim relating to the information contained in the Base Prospectus and these Final Terms is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Base Prospectus and these Final Terms before the legal proceedings are initiated; and
- v. civil liability attaches only to those persons who have tabled the Summary including any translation thereof but only if the Summary, when read together with the other parts of the Base Prospectus and these Final Terms, is misleading, inaccurate or inconsistent or does not provide key information in order to aid investors when considering whether to invest in such securities.

## **2. KEY INFORMATION ON THE ISSUER**

### **2.1. WHO IS THE ISSUER OF THE SECURITIES?**

#### **2.1.1. Domicile and legal form, its LEI and country of incorporation**

The Issuer is Ferratum Bank p.l.c., a public limited liability company registered in Malta in terms of the Companies Act (Cap. 386 of the laws of Malta) with company registration number C 56251. The legal entity identifier (LEI) number of the Issuer is 213800SGT5S6EKUW2987.

#### **2.1.2. Principal Activities of the Issuer**

The Issuer is licensed by the MFSA to carry on the activities of a credit institution in terms of the Banking Act and is also licensed to provide certain payment and other services as defined in the Financial Institutions Act (Cap. 376 of the laws of Malta), as well as being authorised to deal on own account. The Issuer is lawfully authorised to passport its services in a number of European jurisdictions.

The principal activities of the Issuer primarily consist of: (A) the provision of consumer loans; and (B) deposit-taking services. The aforementioned services are offered and distributed through online digital and mobile financial services technology. The products mentioned in (A) above are primarily offered in Finland, Denmark, Croatia, Norway, Romania, Spain, Poland, Sweden, Germany, Czech Republic, Latvia and Estonia, with the intention to extend the provision of consumer loans to Slovenia. Deposit taking activities mentioned in (B) above are provided in Germany, Finland and Latvia.

#### **2.1.3. Major Shareholders of the Issuer**

Ferratum (Malta) Holding Limited, a company registered under the laws of Malta having company registration number C 56250 holds 99.99% of the issued share capital of the Issuer and, therefore, owns and controls the Issuer.

#### **2.1.4. Board of Directors of the Issuer**

The Board of Directors of the Issuer is composed of the following persons: (a) Carmel Borg (independent, non-executive Director and Chairman); (b) Jorma Olavi Jokela (non-executive Director); (c) Lea Liigus (non-executive Director); (d) Clemens-Matthias Fritz Krause (non-executive Director); (e) Esa Tapani Teravainen (non-executive and independent Director); (f) Erik Mikael Ferm (non-executive and independent Director); (g) Victor Alexander Denaro (non-executive and independent Director); (g) Jussi Matti Eevertti Mekkonen (non-executive Director); and (h) Klaus Oscar Schmidt (non-executive and independent Director).

#### **2.1.5. Statutory Auditors**

The auditors of the Issuer as of the date of this Summary and for the financial years ended 2018, 2019 and 2020 are PricewaterhouseCoopers of 78, Mill Street, Zone 5, Central Business District, Qormi CBD 5090, Malta. The Accountancy Board registration number of PricewaterhouseCoopers is AB/26/84/38.

## 2.2. WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

The key financial information regarding the Issuer is set out below:

<i>Income Statement</i>	<i>FY2020</i> €'000	<i>FY2019</i> €'000	<i>FY2018</i> €'000	<i>HY2021</i> €'000	<i>HY2020</i> €'000
Net interest income	129,690	124,305	105,708	62,705	66,388
Net fee and commission expense	(5,763)	(5,433)	(4,748)	(4,152)	(2,638)
Net impairment losses on financial assets	52,512	50,393	37,188	20,657	30,914
Net trading income	-	-	-	-	-
Operating Profit	123,927	118,872	100,960	58,553	63,750
Net Profit	18,949	14,761	12,997	3,092	3,941

<i>Balance Sheet</i>	<i>FY2020</i> €'000	<i>FY2019</i> €'000	<i>FY2018</i> €'000	<i>HY2021</i> €'000
Total assets	440,940	384,203	281,585	536,766
Senior debt	-	40,083	39,797	-
Subordinated debt	-	-	-	-
Loans and receivables from customers (net)	-	-	-	-
Deposits from customers	340,427	241,114	180,976	430,572
Total equity	88,315	66,366	51,605	91,407
Non-performing loans (based on net carrying amount)	13.58%	8.52%	12.18%	12.95%
Common Equity Tier 1 capital (CET1) ratio	19.38%	16.29%	17.64%	16.74%
Total Capital Ratio	19.38%	16.29%	17.64%	16.74%
Leverage Ratio calculated under applicable regulatory framework	19.95%	16.82%	18.42%	16.73%

## 2.3. WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

The most material risk factors specific to the Issuer, which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise, are as follows:

### 2.3.1. Credit risk

Credit risk is the possibility that a borrower or counterparty fail to meet their obligations in accordance with agreed terms, causing a financial loss to the Issuer. Credit risk may, in particular, arise due to fluctuating quality of the customers' creditworthiness which can result in a growing rate of irregular receivables resulting from the customers' inability to fulfil their liabilities. In addition, changes in the credit quality of the Issuer's customers and counterparties, arising from systemic risks and macroeconomic factors in the Maltese and global financial system, can negatively affect the Issuer.

### 2.3.2. Liquidity risk

Liquidity risk is the risk that the Issuer will be unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. In the event that liquidity risks arise

and/or the Issuer's liquidity management processes are insufficient to mitigate and/or eliminate unexpected liquidity situations, this could result in the Issuer failing to meet obligations, repay creditors and/or fulfil commitments, which could negatively impact the Issuer's business, financial condition, prospects and/or results of operations.

### **2.3.3. Market risk**

The Issuer's exposure to market risk is mainly in the form of foreign exchange risk and interest rate risk. Any significant fluctuations in interest rates and foreign exchange rates could have a material adverse effect on the Issuer's financial position.

### **2.3.4. Information Technology and cyber security risk**

The proper functioning of the Issuer's core systems, risk management tools, credit analysis and reporting, accounting, customer service and other information technology systems, as well as its communication networks to, from and within the main data processing centres, are critical to the Issuer's business and ability to compete effectively. The Issuer's business activities would be materially disrupted if there were to be a partial or complete failure of any of these information technology systems or communication networks.

### **2.3.5. Regulatory risk**

The Issuer is subject to a number of prudential and regulatory requirements, designed, amongst others, to safeguard consumers, maintain the safety and soundness of banks, ensure banks' compliance with economic and other objectives and limit banks' exposure to risk. The substance and scope of any applicable laws and regulations (including new and amended ones) as well as the manner in which laws and regulations are (or will be) adopted, enforced or interpreted could result in significant loss of revenue, limit the ability to pursue business opportunities in which the Issuer might otherwise consider engaging or limit the Issuer's ability to provide certain products and services, affect the value of assets held, impose additional compliance and other costs or otherwise adversely affect the Issuer's business and/or its financial position.

### **2.3.6. Financial crime compliance risk**

Financial crime compliance risk could arise should the Issuer fail to comply with anti-money laundering and prevention of financing of terrorism rules, laws and regulatory procedures and/or otherwise fail to identify suspicious transactions, activities or connections and/or protect customers from financial crime. The materialisation of such risks could have a detrimental impact on customers and expose the Issuer to financial sanctions and regulatory reprimands and censure which could have a material adverse impact on the financial performance and condition of the Issuer.

## **3. KEY INFORMATION ON THE SECURITIES**

### **3.1. WHAT ARE THE MAIN FEATURES OF THE SECURITIES?**

Pursuant to these Final Terms up to 20,000 bonds are being issued in an aggregate amount of up to €20,000,000, with a nominal value of €1,000 per Bond issued and redeemable at par and redeemable on 27 April 2032. The Bonds bear interest at the rate of 6% per annum on the nominal value of the Bonds. The Bonds shall be issued in fully registered and dematerialised form and shall be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading the Bonds shall have the following ISIN: MT0000911215. The Bonds shall be freely transferable.

The only rights attached to the Bonds are the right to: (i) attend and vote at meetings of Bondholders in accordance with the Terms and Conditions; and (ii) receive payment of capital and interest subject to and in accordance with the ranking as specified in the Terms and Conditions.

The Bonds are unsecured and subordinated to the claims of all holders of senior indebtedness. The Bonds constitute the subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and with other subordinated debt. Thus, the Bonds rank after other outstanding, unsubordinated and unsecured obligations of the Issuer, present and future. In the event of a resolution of the Issuer or in any other instances under applicable law, the Bonds are subject to conversion or write down by the applicable resolution authorities as provided by law.

## 3.2. WHERE WILL THE SECURITIES BE TRADED?

Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List.

## 3.3. WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?

### 3.3.1 Subordinated status and ranking of the Bonds

The Bonds constitute subordinated and unsecured obligations of the Issuer. In the event of the dissolution and winding up of the Issuer, the claims of Bondholders in respect of the payment of capital and interest on the Bonds will be subordinated to the claims of all depositors and other unsubordinated secured and unsecured creditors of the Issuer. If, on a dissolution and winding-up of the Issuer, the assets of the Issuer are insufficient to enable the Issuer to repay the claims of more senior ranking creditors in full, the Bondholders will lose their entire investment in the Bonds. If there are sufficient assets to enable the Issuer to pay the claims of senior-ranking creditors in full but insufficient assets to enable it to pay claims in respect of the Bonds and all other claims that rank *pari passu* with the Bonds, Bondholders may lose all or part (which may be a substantial portion of) of their investment in the Bonds. The same principles could apply to the Issuer where the relevant resolution authority applies the appropriate powers of write-down or conversion of the Bonds (whether in the event of a resolution of the Issuer or in any other instances under applicable law), in which case it must respect the *pari passu* treatment of creditors and the statutory ranking of claims under the applicable insolvency law.

### 3.3.2 Risks associated with recovery and resolution regulations

Under the R&R Regulations, the Resolution Committee has a very broad range of resolution tools, actions and/or powers in respect of the Issuer and the Bonds, including, amongst others, the power to write-down or convert the Bonds and to further employ a broad suite of other tools. Prospective investors should consider the risk that, in the event that the Issuer becomes subject to a resolution action, the principal amount of the Bonds including any accrued but unpaid interest, may be written down or converted into equity and a broad range of other resolution actions may be taken in respect of the Issuer.

### 3.3.3 Limited recourse

The only remedy available to the Bondholders in the case of non-performance by the Issuer of any of its obligations or any other breach by the Issuer of the Terms and Conditions (including the non-payment of interest and principal) shall be the ability to petition for the winding-up of the Issuer insofar as this is possible in terms of the applicable provisions of the Act. The Bondholders are not entitled to any other remedy in such cases. In this regard, Bondholders are not able to call an event of default or otherwise bring any enforcement action in respect of the Issuer or its assets.

### 3.3.4 Complexity

The Bonds are complex financial instruments, including as a result of their subordination and the potential resolution action which can be taken in respect thereof. Although the Bonds may only be sold to Retail Clients which pass the Suitability Test, investors and potential investors should be aware that, even if they pass the Suitability Test and invest in the Bonds, said investment in the Bonds carries a high degree of risk.

## 4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

### 4.1. UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?

#### 4.1.1. Expected timetable

Opening of offer period	0830 hours (CET) on 10 March 2022
Closing of offer period	1200 hours (CET) on 13 April 2022
Announcement of basis of acceptance	21 April 2022
Commencement of interest	27 April 2022
Expected date of admission of the Bonds to listing	27 April 2022



Issue date of the Bonds	27 April 2022
Expected date of commencement of trading in the Bonds	28 April 2022

The Issuer reserves the right to shorten or extend the closing of the offer period, in which case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above. In the event that the timetable is revised as aforesaid, the Interest Payment Dates and the Maturity Date may change, in which case the revised dates will be communicated by the Issuer by company announcement and/or on its website, without the requirement to amend these Final Terms.

#### **4.1.2. General terms and conditions; admission to trading on a regulated market; and plan of distribution**

The Bonds are being issued with a minimum subscription amount of €1,000 per Applicant.

The Bonds are available for subscription by the general public through any of the Authorised Financial Intermediaries from 0830 hours (CET) on 10 March 2022 to 1200 hours (CET) on 13 April 2022. The Issuer may refuse or reduce subscriptions in any of the following events: (a) In the event of over-subscription of the offer; and/or (b) in the event that the allocation policy of the Issuer so determines, provided that, the minimum initial subscription amount shall not be reduced below €10,000 in respect of Retail Clients whose financial instrument portfolio (calculated in accordance with article 44A of the R&R Regulations) does not, at the time of the purchase, exceed €500,000.

Application has been made to the MSE for the Bonds to be listed and traded on the Official List. Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List. The offer of the Bonds under this Tranche is conditional upon: (i) the Bonds being admitted to the Official List; and (ii) the proceeds raised under this Tranche amounting to at least €5,000,000. In the event that any of these conditions is not satisfied, the subscription for the Bonds shall be deemed not to have been accepted by the Issuer, any application monies will be returned without interest by direct credit into the Applicant's bank account, and the issue of Bonds shall be cancelled forthwith.

#### **4.1.3. Total Estimated Expenses**

Approximately €650,000, with approximately €300,000 being attributed to selling commission fees and approximately €350,000 to professional, MSE, regulatory and ancillary fees. There is no particular order of priority with respect to such expenses. These expenses shall be borne by the Issuer. Furthermore, there will be no expenses specifically charged to the subscriber.

## **4.2. WHY IS THIS PROSPECTUS BEING PRODUCED?**

### **4.2.1. The use and estimated net amount of the proceeds**

The net proceeds from the Bonds to be issued under these Final Terms, which are expected to amount up to €20,000,000, will constitute an integral part of the Issuer's capital plan, aimed at further strengthening the Issuer's tier 2 capital requirements.

### **4.2.2. Underwriting agreement**

The Bond Issue is not underwritten.

### **4.2.3. Conflicts of Interest**

Except for the fees payable to the advisers of the Issuer in connection with the offer of the Bonds, so far as the Issuer is aware, no person involved in the offer of the Bonds has any other interest that is material to the offer.

# ANNEX II

## List of Authorised Financial Intermediaries

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<i>Name</i>	<i>Address</i>	<i>Telephone</i>
APS Bank p.l.c.	APS Centre, Tower Street, Birkirkara BKR 4012	21226644
Bank of Valletta p.l.c.	Premium Banking Centre, 475, Triq il-Kbira San Guzepp St Venera SVR 1011	22751732
Calamatta Cuschieri Investment Services Ltd	Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034	25688688
Curmi & Partners Ltd	Finance House, Princess Elizabeth Street, Ta' Xbiex XBX 1102	21347331
FINCO Treasury Management Ltd	The Bastions, Office No 2, Emvin Cremona Street, Floriana FRN 1281	21220002
Jesmond Mizzi Financial Advisors Ltd	67 Level 3, South Street, Valletta VLT 1105	21224410
Michael Grech Financial Investment Services Ltd	The Brokerage, Level 0A St Marta Street Victoria, Gozo VCT 2550	22587000
MZ Investment Services Ltd	61, St. Rita Street, Rabat RBT 1523	21453739
Rizzo, Farrugia & Co (Stockbrokers) Ltd	Airways House, Fourth Floor, High Street, Sliema SLM 1551	22583000

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# ANNEX III

## Specimen

### Application Form



Ferratum Bank p.l.c.  
€20,000,000 6% Unsecured Subordinated Bonds 2032  
Application Form – Tranche 1

Please read the notes overleaf before completing this Application Form. Mark 'X' where applicable.

A. APPLICANT (see notes 2 to 8)			
<input type="checkbox"/> Non-Resident	<input type="checkbox"/> Minor (under 18)	<input type="checkbox"/> Body Corporate/ Body of Persons	<input type="checkbox"/> CIS-Prescribed Fund
B. TITLE (Mr/Mrs/Ms/...)		FULL NAME AND SURNAME / REGISTERED NAME	
Address			
MSE A/C NO. (mandatory)			POST CODE
I.D. CARD/PASSPORT/COMPANY REG. NO.		DOCUMENT TYPE	COUNTRY OF ISSUE
LEI (Legal Entity Identifier) (if applicant if NOT an individual)		DATE OF BIRTH	NATIONALITY
			MOBILE NUMBER
<input type="checkbox"/> REGISTER FOR E-PORTFOLIO (mobile number is mandatory for e-portfolio registration)			
C. ADDITIONAL (JOINT) APPLICANTS (see note 3) (please use Addendum to Application Form if space is not sufficient)			
TITLE (Mr/Mrs/Ms/..)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.	
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY
D. DECISION MAKER/MINOR'S PARENTS/LEGAL GUARDIAN(S)/USUFRUCT (see notes 4 and 8) (to be completed ONLY if applicable)			
TITLE (Mr/Mrs/Ms/..)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.	
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY
TITLE (Mr/Mrs/Ms/..)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.	
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY
E. I/WE APPLY TO PURCHASE AND ACQUIRE (see note 9)			
AMOUNT IN FIGURES	AMOUNT IN WORDS		
€			
<p>Ferratum Bank p.l.c. 6% Unsecured Subordinated Bonds 2032 (the "Bonds") (minimum subscription of €1,000 and in multiples of €1,000 thereafter) at the Issue Price, as defined in the Base Prospectus dated 3 March 2022 (the "Base Prospectus"), payable in full upon application under the Terms and Conditions of the Bonds as set out in the Base Prospectus. (See note 9)</p>			
F. RESIDENT - WITHHOLDING TAX DECLARATION (see note 10) (to be completed ONLY if the Applicant is a resident of Malta)			
<input type="checkbox"/> I/We elect to receive interest NET of FWT		<input type="checkbox"/> I/We elect to receive interest GROSS (i.e. without FWT)	
G. NON-RESIDENT - DECLARATION FOR TAX PURPOSES (see note 11) (to be completed ONLY if the Applicant is a non-resident)			
TAX COUNTRY	CITY OF BIRTH		
T.I.N. (Tax Identification Number)	COUNTRY OF BIRTH		
<input type="checkbox"/> NOT resident in Malta but resident in the European Union	<input type="checkbox"/> NOT resident in Malta and NOT resident in the European Union		
H. INTEREST, REFUND AND REDEMPTION MANDATE (see notes 12 and 13) (completion of this panel is MANDATORY)			
BANK	IBAN		
<p>I/We have fully understood the instructions for completing this Application Form, and am/are making this Application solely on the basis of the Base Prospectus, and subject to its Terms and Conditions of the Bonds as contained therein which I/we fully accept.</p> <p>I/We hereby authorise the Company to forward the details to the Malta Stock Exchange for the purposes of registering the Bonds in my/our MSE account, to register for the e-portfolio (where applicable) and to enable the reporting of all necessary transaction and personal information provided in this Application Form in compliance with Article 26 of MiFIR (Markets in Financial Instruments Regulation) to the Malta Financial Services Authority as competent authority ("Transaction Reporting"). Furthermore, I/we understand and acknowledge that the Company may require additional information for Transaction Reporting purposes and agree that such information will be provided.</p>			
Signature/s of Applicant/s		Date	
(Parent/s or legal guardian/s are/is to sign if Applicant is a minor) (All parties are to sign in the case of a joint Application) (Bare owner/s and usufructuary/ies to sign in the case of holdings that are subject to usufruct)			
AUTHORISED INTERMEDIARY'S STAMP	AUTHORISED INTERMEDIARY'S CODE	APPLICATION NUMBER	

## Notes on how to complete this Application Form and other information

The following notes are to be read in conjunction with the Base Prospectus dated 3 March 2022 regulating the Bond Issue

1. This Application is governed by the Terms and Conditions of Application contained in section 14 of the Base Prospectus dated 3 March 2022. Capitalised terms not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Base Prospectus.

2. The Application Form is to be completed in BLOCK LETTERS. Applicants who are non-residents in Malta for tax purposes, must indicate their passport number in Panel B and complete Panel G. The relative box in Panel A must also be marked appropriately.

3. Applicants are to insert full personal details in Panel B. In the case of an Application by more than one person (including husband and wife) full details of all individuals must be given in Panels B and C but the person whose name appears in Panel B shall, for all intents and purposes, be deemed to be the registered holder of the Bonds (vide note 6 below). Applications by more than two persons are to use the Addendum to the Application Form.

Upon submission of an Application Form, Bondholders who opt to have an online e-portfolio facility (by marking the relative box in Panel B), will receive by mail at their registered address a handle code to activate the new e-portfolio login. Registration for the e-Portfolio facility requires a mobile number to be provided on the Application Form. The Bondholder's statement of holdings evidencing entitlement to Bonds held in the register kept by the CSD and registration advices evidencing movements in such register will be available through the said e-portfolio facility on <https://eportfolio.borzamalta.com.mt/>. Further detail on the e-portfolio may be found on <https://eportfolio.borzamalta.com.mt/help>.

4. Applications in the name and for the benefit of minors shall be allowed provided that the applicant already holds an account on the MSE. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption proceeds payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption proceeds shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years. Panel D must be inserted with full details of the parents/legal guardians.

5. In the case of a body corporate, the name of the entity exactly as registered and the registration number are to be inserted in Panel B. A valid Legal Entity Identifier ("LEI") needs to be inserted in Panel B. **Failure to include a valid LEI code, will result in the Application being cancelled by the Registrar.** Applications must be signed by duly authorised representatives indicating the capacity in which they are signing.

6. **APPLICANTS ARE TO INSERT AN MSE ACCOUNT NUMBER IN THE SPACE PROVIDED IN PANEL B, AND FAILURE TO DO SO WILL RESULT IN REJECTION OF THE APPLICATION FORM. APPLICANTS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MALTA STOCK EXCHANGE IN THE MSE ACCOUNT QUOTED ON THIS APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE CSD OF THE MALTA STOCK EXCHANGE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF. A SEPARATE REQUEST BY THE APPLICANT TO CHANGE THESE DETAILS AS RECORDED AT THE MSE, WILL HAVE TO BE EFFECTED.**

7. Where a decision to invest is taken by a third party authorised to transact on behalf of the Applicant (a "decision maker") such as an individual that holds a power of attorney to trade on the Applicant's account or applications under a discretionary account, details of the decision maker need to be included in Panel D.

8. Where an Applicant quotes an MSE account number which is held subject to usufruct, both the bare owner/s and the usufructuary/ies are to sign the Application Form.

9. Applications must be for a minimum subscription of €1,000 and thereafter in multiples of €1,000 and must be accompanied by the relevant subscription amount in Euro.

10. Only Applicants who hold a valid official Maltese Identity Card or companies registered in Malta will be treated as resident in Malta. In such a case the Applicant may elect to have final withholding tax, currently 15%, deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of final withholding tax), but will be obliged to declare interest so received in the tax return. The Issuer will render an account to the Maltese Commissioner for Revenue of all interest paid, all amounts of tax deducted by the payor in respect of the interest paid and of the identity of all such recipients. Interest received by non-resident Applicants is not taxable in Malta and non-residents will receive interest gross. Authorised entities applying in the name of a prescribed fund (having indicated their status in the appropriate box in Panel A) will have final withholding tax (currently 15%), deducted from interest payments.

In terms of section 16 of the Base Prospectus, unless the Issuer is otherwise instructed by a Bondholder, or if the Bondholder does not fall within the definition of "recipient" in terms of article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta), interest shall be paid to such person net of final withholding tax, (currently 15%) of the gross amount of interest, pursuant to article 33 of the Income Tax Act (Cap. 123 of the laws of Malta).

11. Non-residents of Malta should note that payment of interest to individuals and certain residual entities residing in another EU Member State is reported on an annual basis to the Director General Inland Revenue, Malta, who will in turn exchange the information with the competent tax authority of the Member State where the recipient of interest is resident. This exchange of information takes place in terms of the Council Directive 2014/107/EU, of 9 December 2014 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation.

*The contents of Notes 10 and 11 above do not constitute tax advice by the Issuer and Applicants are to consult their own independent tax advisors in case of doubt.*

12. Interest and redemption proceeds will be credited to the bank account indicated in Panel H or as otherwise amended by the Bondholder/s during the term of the Bond.

13. The Offer Period will open at 08:30 hours on 10 March 2022 and will close at 12:00 hours on 13 April 2022, or earlier in case of over-subscription. Completed Application Forms are to be delivered to Authorised Financial Intermediaries during regular office hours. **Remittances by post are made at the risk of the Applicant and the Company disclaims all responsibility for any such remittances not being received by the date of closing of the subscription lists.** If any Application is not accepted after the closure of the subscription lists or is accepted for fewer Bonds than those applied for, the monies equivalent to the number of Bonds not being accepted will be returned by direct credit into the IBAN specified in Panel H.

14. By completing and delivering an Application Form you (as the Applicant(s)) acknowledge that:

- the Issuer or its duly appointed agents including the CSD and the Registrar, may process the personal data that you provide in the Application Form in accordance with the Data Protection Act (Cap. 586 of the laws of Malta) and the General Data Protection Regulation (GDPR)(EU) 2016/679 as amended from time to time;
- the Issuer may process such personal data for all purposes necessary for and related to the Bonds applied for; and
- you, as the Applicant, have the right to request access to and rectification of the personal data relating to you, as processed by the Issuer.

Any such requests must be made in writing and addressed to the Issuer. The request must be signed by yourself as the Applicant to whom the personal data relates.

**The value of investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds on offer will be repayable in full upon redemption. An investor should consult an independent financial advisor, licensed under the Investment Services Act (Cap. 370 of the laws of Malta), for advice.**



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