

## **NOTICE TO THE EXTRAORDINARY GENERAL MEETING**

Notice is given to the shareholders of Verkkokauppa.com Oyj to the Extraordinary General Meeting to be held on April 28, 2017 starting at 3:00 p.m. EET at the premises of Verkkokauppa.com Oyj at the address Tyynenmerenkatu 11, 6<sup>th</sup> floor, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2:30 p.m. EET.

### **A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

At the general meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Proposal to pay extra dividend**

The Board of Directors proposes that the Extraordinary General Meeting resolves to pay an extra dividend of EUR 0.02 per share based on the adopted balance sheet for the financial period ended on December 31, 2016. The dividend will be paid to a shareholder, who is registered as a shareholder in the company's shareholders' register held by Euroclear Finland Ltd on the dividend record date, which is May 3, 2017. The Board of Directors proposes that the dividend be paid on May 10, 2017.

### **7. Resolution on the number of members of the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the number of members of the Board of Directors be eight (8) and that no deputy members be elected.

### **8. Complementing the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the Board of Directors be complemented with two members and that the following persons be elected members of the Board of Directors for the term until the close of the next Annual General Meeting: Robert Burén and Panu Porkka. Both candidates have given their consent for election.

It is further noted that members of the Board of Directors, Christoffer Häggblom, Mikael Hagman, Minna Kurunsaari, Kai Seikku, Samuli Seppälä and Henrik Weckström, elected by the Annual General Meeting held on March 15, 2017, continue as members of the Board of Directors for the term until the close of the next Annual General Meeting.

### **9. Closing of the meeting**

## **B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING**

The above-mentioned resolution proposals relating to the agenda of the Extraordinary General Meeting as well as this Notice are available on Verkkokauppa.com Oyj's website at [www.verkkokauppa.com](http://www.verkkokauppa.com). The Annual Report, the Report of the Board of Directors and the Auditor's Report of Verkkokauppa.com Oyj, are available on the above-mentioned website. Other documents, which according to the Finnish Companies Act shall be kept available for the shareholders, will be available on the above-mentioned website no later than April 21, 2017. The proposals for decisions

and the other above-mentioned documents are also available at the Extraordinary General Meeting. Copies of these documents and of this Notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from May 12, 2017 at the latest.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING**

### **1. The right to participate and registration**

Each shareholder, who on the record date for the Extraordinary General Meeting on April 18, 2017, is registered in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Extraordinary General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder who is registered in the shareholders' register of the company and wants to participate in the Extraordinary General Meeting shall register for the meeting no later than April 25, 2017 at 4.00 p.m. EET by giving a prior notice of participation. Such notice can be given by e-mail to [jussi.tallgren@verkkokauppa.com](mailto:jussi.tallgren@verkkokauppa.com).

In connection with the registration, a shareholder shall notify his/her name, personal identification number/business identification number, address, telephone number and the name of a possible proxy representative or assistant and the personal identification number of a proxy representative. The personal data given to Verkkokauppa.com Oyj is used only in connection with the Extraordinary General Meeting and with the processing of related registrations.

### **2. Holder of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she on the record date of the Extraordinary General Meeting on April 18, 2017, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest by April 25, 2017, 10:00 a.m. EET. As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and preregistration for the Extraordinary General Meeting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee registered shares, who wishes to participate in the Extraordinary General Meeting, temporarily in the shareholders' register of the company by the time stated above at the latest.

### **3. Proxy representative and powers of attorney**

A shareholder may participate in the Extraordinary General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Extraordinary General Meeting.

When a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives, which represent the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy documents should be delivered in originals to Verkkokauppa.com Oyj / Jussi Tallgren, Tyynenmerenkatu 11, FI-00220 Helsinki, Finland before the last date for registration.

#### **4. Other information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Extraordinary General Meeting April 5, 2017, the total number of shares in Verkkokauppa.com Oyj is 45,065,130 and the total number of votes in Verkkokauppa.com Oyj is 45,065,130.

Helsinki, April 5, 2017

VERKKOKAUPPA.COM OYJ

The Board of Directors