

## **EXTRAORDINARY GENERAL MEETING OF VERKKOKAUPPA.COM OYJ**

**Time:** April 28, 2017 3:00 p.m. EET

**Place:** Company headquarters, Tyynenmerenkatu 11, Helsinki, Finland

**Present:** The General Meeting was attended by shareholders, proxy representatives and assistants listed in the list of votes attached hereto ([Appendix 5.2](#)).

In addition, members of the Board of Directors, the CEO and technical personnel were present at the General Meeting.

### **1. Opening of the meeting**

The Chairman of the Board of Directors, Christoffer Häggblom, opened the General Meeting and welcomed the shareholders to the General Meeting.

### **2. Calling the meeting to order**

Klaus Ilmonen, Attorney-at-law, was elected as the Chairman of the General Meeting, and he called Jussi Tallgren, the CFO of the Company, to act as the secretary for the meeting.

The Chairman explained certain matters of order and procedure relating to the course of the General Meeting.

It was noted that the General Meeting be conducted in Finnish.

### **3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

Markus Pätilä and Esa Hjerppe were elected to scrutinize the minutes and to supervise the counting of the votes.

### **4. Recording the legality of the meeting**

In accordance with § 7 of the Articles of Association, the notice of the General Meeting shall be submitted no earlier than three months before and at least nine days before the record date of the General Meeting. The General Meeting is convened by publishing the notice of the General Meeting on the Company's website. In addition, the information of a submitted notice of the General Meeting can be published in a newspaper.

It was noted that the notice of the General Meeting had been published on April 5, 2017 as a company release and on the Company's website. The notice of the General Meeting was attached to the minutes ([Appendix 4](#)).

It was noted that the notice of the General Meeting and the proposals made for the General Meeting had been available on the Company's website as of April 5, 2017. The Annual Report, which includes the Annual Accounts, Report by the Board of Directors and the Auditor's Report, has also been available on the said website as of February 22, 2017. Other documents, which according to the Finnish Companies Act shall be kept available for the shareholders have been available on the said website at the latest as of April 21, 2017.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act and that the General Meeting was legal and constituted a quorum.

## 5. Recording the attendance at the meeting and adoption of the list of votes

It was noted that a shareholder who, on the record date of the 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 General Meeting.

The Chairman noted that Skandinaviska Enskilda Banken AB (publ) (SEB), represented by Tanja Doktor, had prior to the Extraordinary General Meeting provided voting instructions given by the nominee-registered shareholders represented by SEB. Nordea Bank AB (publ) Finnish Branch (Nordea), represented by Antti Lehtovirta, delivered voting instructions given by the nominee-registered shareholders represented by Nordea. According to the voting instructions, the said shareholders were in favour of all agenda items of the Extraordinary General Meeting. The voting instructions were attached to the minutes (Appendix 5.1).

It was noted that 29 shareholders, representing in total 34 679 023 shares and votes, were present at the beginning of the General Meeting.

The list of votes as at the beginning of the General Meeting was enclosed to the minutes (Appendix 5.2). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

It was noted that of the members of the Board of Directors Christoffer Häggblom, Samuli Seppälä and Henrik Weckström were in attendance.

## 6. Distribution of an Extra Dividend

President and CEO Samuli Seppälä gave a presentation on the Company's operations during the period of January 1, 2017 – March 31, 2017.

It was recorded that the Board of Directors had proposed to the Extraordinary General Meeting for the distribution of an extra dividend of EUR 0.02 per share, EUR 901,302.60 in total, be paid from the company's distributable equity, based on the financial statement January 1, 2016 – December 31, 2016 adopted by the Annual General Meeting on March 15, 2017. It was further recorded that, in accordance with the company's balance sheet as of December 31, 2016 adopted by the Annual General Meeting on March 15, 2017, the company's distributable equity amounted to EUR 37,448,304.95. The Annual General Meeting held on March 15, 2017 resolved on the distribution of dividend of EUR 0.04 per share, EUR 1,802,605.20 in total, which was paid on March 24, 2017. In addition, the Annual General Meeting resolved to authorize the Board of Directors to decide on the distribution of dividend totalling a maximum of EUR 5,678,206.38. The Board of Directors has decided on April 28, 2017, based on the authorization granted to it by the Annual General Meeting 2017, to distribute a dividend of EUR 0.041 per share, EUR 1,847,670.33 in total, after which the remaining authorization is EUR 0.085 per share. The authorization is valid until the opening of the Annual General Meeting 2018.

In accordance with the Board's proposal to the Extraordinary General Meeting, the extra dividend is to be paid to the shareholders who are recorded in the shareholders' register maintained by Euroclear Finland Oy on the record date of May 3, 2017 and the dividend will be paid on May 10, 2017.

The Extraordinary General Meeting of Shareholders resolved in accordance with the proposal by the Board of Directors that a dividend of EUR 0.02 per share, EUR 901,302.60 in total, be paid from the company's distributable equity to the shareholders recorded in the shareholders' register maintained by Euroclear Finland Oy on the record date of May 3, 2017 and the dividend will be paid on May 10, 2017.

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

It was noted that shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes, had proposed to the Extraordinary General Meeting that the number of members of the Board of Directors be eight (8) and that no deputy members be elected.

The General Meeting resolved to accept the proposal by the shareholders in question.

## 8. Complementing the Board of Directors

It was noted that shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes, have proposed to the Extraordinary General Meeting that the Board of Directors be complemented with two members and that the following persons be elected new members of the Board of Directors for the term beginning at the close of the Extraordinary General Meeting and ending at the close of the next Annual General Meeting: Robert Burén and Panu Porkka. Both candidates have given their consent for election. It was further recorded that current member of the Board of Directors, Christoffer Häggblom, Mikael Hagman, Minna Kurunsaari, Kai Seikku, Samuli Seppälä and Henrik Weckström, will continue in their positions until the close of the next Annual General Meeting.

It was noted that the remuneration of the Board of Directors was not proposed to be amended. For the good order's sake, it was noted that the new members of the Board of Directors shall be paid annual fees in proportion to the length of their term of office.

The General Meeting resolved to accept the proposal by the shareholders in question.

## 9. Closing of the meeting

It was noted that all decisions of the General Meeting were made unanimously.

The Chairman noted that the items on the agenda had been attended to and that the minutes of the General Meeting will be available on the Company's website at the latest on May 12, 2017.

The Chairman thanked the shareholders as well as the Company's management and declared the General Meeting closed at 3:22 p.m. EET.

Chairman of the General Meeting:

KLAUS ILMONEN

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Klaus Ilmonen

In fidem:

JUSSI TALLGREN

\_\_\_\_\_  
Jussi Tallgren

Minutes reviewed and confirmed by:

MARKUS PÄTILÄ

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Markus Pätilä

ESA HJERPPE

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Esa Hjerppe

## **APPENDICES**

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| Appendix 4   | Notice of the General Meeting                          |
| Appendix 5.1 | Voting instructions of nominee registered shareholders |
| Appendix 5.2 | List of votes  |