

Remuneration Statement 2017

This Remuneration Statement by Verkkokauppa.com Oyj (the “Company”) has been prepared in accordance with the Finnish Corporate Governance Code.

Decision-Making Procedure and Main Principles of Remuneration

Board of Directors

The General Meeting resolves annually on the remuneration payable to the Board of Directors as well as the basis for its determination. The Board of Directors prepares the proposals to the General Meeting relating to the composition of the Board of Directors and the remuneration of the Board of Directors. The remuneration of the members of the Board of Directors is paid as monetary compensation. No annual remuneration shall, however, be paid to a member of the Board of Directors belonging to the executive management of the Company. The members of the Board of Directors do not have any equity-based remuneration schemes.

Chief Executive Officer and Management Team

The Board of Directors resolves on the framework for the remuneration and other benefits of the Company’s Chief Executive Officer (the “CEO”) and the chairperson of the Board of Directors approves the remuneration and other benefits of the management team operating under the CEO.

The remuneration of the CEO comprises a fixed basic salary and fringe benefits (such as rights for company car and phone). The terms of duty of the Chief Executive Officer have been agreed upon in writing. According to the agreement, the notice period for the CEO is twelve (12) months. The statutory pension age is applied to the CEO. A 12-month non-compete and non-recruiting obligation are applied to the CEO.

The remuneration of the management team (excluding the CEO) consists of either hourly wage or a combination of hourly wage and monthly wage. The management team is entitled to additional pay in accordance with the collective agreement for commercial sector (*FIN: kaupan alan työehtosopimus*) for work outside normal working hours.

If the employment relationship of a member of the management team is terminated for a reason not attributable to the Company, a non-compete period of six (6) months is observed as a rule. The member of the management team is entitled to a monthly compensation for such period, corresponding to the average monthly salary paid for normal working hours. The Company does not have any equity-based remuneration schemes and other than as set out above, the salaries of the management team are not divided into non-variable and variable components. The remuneration of the management team is not dependent on any performance or result criteria, except for customary one-off compensations (bonus) related to the performance of the members of the management team.

Neither the CEO nor the management team have any additional pension agreements with the Company. The Company pays the CEO’s statutory pension insurance premiums. There are no other agreements, based on which the members of the Board of Directors, the CEO or the members of the management team would be entitled to any additional benefits at the end of their employment relationship or service contract.

The Company does not apply long-term remuneration and no specific earning and restriction periods are applied in the remuneration. The Annual General Meeting the Company held on March 15, 2017 authorised the Board of Directors to decide on the repurchase of a maximum of 4 506 513 shares in one or more instalments, and further authorised the Board of Directors to resolve on a share issue of either new shares or own shares held by the Company to implement prospective incentive and remuneration schemes. During 2017, the Board of Directors or a General Meeting of the Company did not make any decision as part of remuneration based on the above authorizations.

Remuneration Report

Board of Directors

In accordance with the resolution of the Annual General Meeting of 2017, the remuneration payable to the Board of Directors is as follows:

- annual remuneration of EUR 40,000 for the chairman; and
- annual remuneration of EUR 20,000 for each member.

No annual remuneration shall be paid to a member of the Board of Directors belonging to the executive management of the Company. In addition, reasonable travelling expenses of the members of the Board of Directors are reimbursed against invoices.

The remuneration paid to the Board of Directors for board work and other tasks during 2017 was as follows:

Name	Position	Board work	Other benefits from the Company	Total (EUR)
Christoffer Häggblom	Chairman	40,000	0	40,000
Robert Burén ¹⁾	Member	18,333	0	18,333
Mikael Hagman	Member	20,000	64 789 ²⁾	84,789
Minna Kurunsaari	Member	20,000	0	20,000
Panu Porkka ¹⁾	Member	18,333	0	18,333
Kai Seikku	Member	20,000	0	20,000
Samuli Seppälä ³⁾	Member	0	2,270	2,270
Henrik Weckström ³⁾	Member	0	156,462	156,462
In total		136 666	223,521	360,187

1) The person was elected as member of the Board of Directors at the Extraordinary General Meeting held on April 28, 2017.

2) Remuneration as an advisor of the Company.

3) The person belongs to the executive management of the Company, which is why no separate remuneration is payable for the Board work.

Chief Executive Officer and Management Team

The CEO forewent his salary for the period of January 1 – December 31, 2017, and the sum corresponding to the CEO's salary from the period of January 1 – September 30, 2017 was distributed to the personnel in equal amounts. In 2017, the total annual salary with fringe benefits of the CEO amounted to EUR 2,270. The CEO has not received any other benefits from the Company during 2017.

In 2017, the remuneration, including fringe benefits of the members of the management team (excluding the CEO) was EUR 907,597. The members of the management team (excluding the CEO) have not received any other benefits from the Company during 2017.