

## **PROPOSAL OF THE BOARD OF DIRECTORS' NOMINATION AND REMUNERATION COMMITTEE VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 28 MARCH 2019**

### **Resolution on the remuneration of the members of the Board of Directors**

(Agenda item 10)

The Board of Directors' Nomination and Remuneration Committee proposes that the annual fees payable to the members of the Board of Directors elected at the same meeting for a term until the close of the Annual General Meeting of Shareholders in 2020 are the following:

- EUR 70,000 for the Chairman of the Board of Directors
- EUR 35,000 for each member of the Board of Directors

The Nomination and Remuneration Committee proposes that 50 per cent of the annual fee of the Chairman and the members of the Board of Directors be paid in Verkkokauppa.com shares either purchased from the market or alternatively by using treasury shares held by the company. The purchase of shares or transfer of treasury shares shall be carried out in four equal instalments, each instalment being purchased or transferred within the two-week period beginning on the date following the announcement of each of the company's interim reports and the Company's financial statements bulletin for 2019. The company will pay the transaction costs and transfer tax in connection with the purchase or transfer of remuneration shares. The rest of the annual fee would be paid in cash, which is used to cover taxes arising from the fees.

If the shares due in any such instalment cannot be purchased or transferred within the time period indicated above due to legal or other regulatory restrictions or due to reasons related to a Board member, the amount of annual remuneration due for payment in such instalment will be paid fully in cash.

The Nomination and Remuneration Committee proposes that the annual fees payable to the members of the committees of the Board of Directors for the term until the close of the Annual General Meeting of Shareholders in 2020 are the following:

- EUR 12,000 for the Chairman of the Audit Committee
- EUR 10,000 for the Vice Chairman of the Audit Committee
- EUR 6,000 for each member of the Audit Committee
- EUR 8,000 for the Chairman of the Nomination and Remuneration Committee
- EUR 4,000 for each member of the Nomination and Remuneration Committee.

The fees of the committees would be paid in cash.

The Nomination and Remuneration Committee proposes that the members of the Board of Directors shall be compensated for reasonable accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

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

(Agenda item 11)

The Board of Directors' Nomination and Remuneration Committee proposes that the number of members of the Board of Directors be six (6) and that no deputy members be elected.

### **Election of members of the Board of Directors**

(Agenda item 12)

The Board of Directors' Nomination and Remuneration Committee proposes that the following persons be re-elected members of the Board of Directors for the term until the close of the next Annual General Meeting: Christoffer Häggblom, Robert Burén, Mikael Hagman, Kai Seikku, Samuli Seppälä and Arja Talma. The nominees' biographical details are available on the company's website at <https://www.verkkokauppa.com/en/investors>.



Helsinki, 6 March 2019

VERKKOKAUPPA.COM OYJ

The Board of Directors' Nomination and Remuneration Committee