

PROPOSAL OF THE BOARD OF DIRECTORS VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 31 MARCH 2020

Resolution on the use of the profit shown on the balance sheet and the distribution of funds and authorization of the Board of Directors to decide on the distribution of funds

(Agenda item 8)

The Board of Directors proposes to the General Meeting that the General Meeting makes the following resolutions:

8a. The Board of Directors proposes that the General Meeting resolves that a dividend of EUR 0.052 per share be paid for the 2019 financial period. The dividend will be paid to a shareholder who on the record date of the dividend payment, 2 April 2020, is registered in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 9 April 2020.

8b. The Board of Directors also proposes that the General Meeting authorizes the Board of Directors, in addition to the resolution in item 8a, to further decide at its discretion on the distribution of dividends as follows:

The total amount of the dividend distribution based on this authorization shall not exceed EUR 0.162 per share (the instalments can differ from each other). The authorization is valid until the opening of the next Annual General Meeting. The total aggregate dividend for the 2019 financial period in items 8a and 8b would thus be a maximum of EUR 0.214 per share.

Unless the Board of Directors decides otherwise or the possible changes in the rules and regulations of the Finnish book-entry system require otherwise, the authorization will be used to distribute dividend three times during the period of validity of the authorization and the payment dates of the dividends will be 6 May 2020, 4 August 2020 and 3 November 2020. In this case, the Board of Directors will make separate resolutions on the distribution of dividends. The company will separately publish announcements of such Board resolutions.

The dividend payment based on a resolution of the Board of Directors will be paid to a shareholder who on the record date of the dividend payment is registered in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors will decide on the record date in connection with each dividend payment decision.

Authorization of the Board of Directors to decide on the repurchase of the company's own shares

(Agenda item 16)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase of a maximum of 4,506,513 shares in one or several instalments using the unrestricted equity of the company, however taking into account the provisions of the Finnish Companies Act on the maximum number of the treasury shares held by the company or its subsidiaries. The proposed number of shares represents a maximum of ten (10) per cent of the total number of the shares in the company.

The authorization includes the right of the Board of Directors to decide on all other terms and conditions of the repurchase of the shares, including the repurchase of shares in another proportion than that of the existing shareholdings of the shareholders (the directed repurchase). The shares can be repurchased on the trading venues where the company's shares are traded at the market price of the time of the repurchase, or at the price otherwise established on the market at the time of the repurchase.

Shares may be repurchased for the purposes of improving the company's capital structure, financing or carrying out corporate acquisitions or other arrangements, implementing prospective incentive and remuneration schemes, or to be otherwise transferred further, retained as treasury shares or cancelled.

It is proposed that the authorization be valid until the close of the following Annual General Meeting, however, no longer than until 30 June 2021. The authorization revokes previous unused authorizations for the repurchase of the company's own shares.

Authorization of the Board of Directors to decide on the issuance of shares

(Agenda item 17)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on a share issue by one or several decisions. A maximum of 4,506,513 shares may be issued on the basis of the authorization. The proposed maximum authorized number represents ten (10) per cent of the company's entire share capital. The Board of Directors may resolve to issue either new shares or transfer the treasury shares held by the company.

The Board of Directors decides on all the terms and conditions of the share issue, including the deviation from the shareholders' pre-emption rights for a weighty financial reason. The authorization may be used to improve the company's capital structure, to finance or carry out corporate acquisitions or other arrangements, to implement prospective incentive and remuneration schemes or to be used for other purposes decided by the Board of Directors.

It is proposed that the authorization be valid until the close of the following Annual General Meeting, however, no longer than until 30 June 2021. The authorization revokes previous unused share issue authorizations.

Establishing the Shareholders' Nomination Board

(Agenda item 18)

The Board of Directors proposes that the Annual General Meeting decides to establish a Shareholders' Nomination Board, to prepare proposals on the election and remuneration of the members of the Board of Directors for the Annual General Meeting, and that the Annual General Meeting confirms the proposal for the appended charter of the Shareholders' Nomination Board.

The Nomination Board consists of four members, three of which represent the Company's three largest shareholders, or the representatives nominated by such shareholders. The Chairperson of the Board of Directors shall be the fourth member of the Nomination Board.

The right to nominate members to represent shareholders rests with three shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd or another operator on the last business day of May in the year preceding the Annual General Meeting and who hold the largest number of votes conferred by shares according to the shareholder register.

In the event that a shareholder who has, for example, divided his/her ownership between two or more funds and who has an obligation to take such ownership into account when making notifications regarding changes in ownership under the Securities Market Act (shareholder subject to flagging notification) requests from the Chairperson of the Board of Directors thereof in writing by the last business day of May in the year preceding the Annual General Meeting, the holdings of such shareholder subscribed in several funds or registers are summed up when calculating the proportion of votes of the shareholder. If a holder of nominee registered shares wishes to use his/her right to nominate, they shall present a reliable account of the number of shares in their ownership by the last business day of May in the year preceding the Annual General Meeting.

The Nomination Board is established to serve until further notice. The term of the members of the Nomination Board shall end upon the nomination of the following Nomination Board in accordance with the Charter of the Shareholders' Nomination Board.



Helsinki, 4 March 2020

VERKKOKAUPPA.COM OYJ

The Board of Directors

VERKKOKAUPPA.COM OYJ

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD

This charter (the “**Charter**”) has been adopted by the Annual General Meeting of Verkkokauppa.com Oyj (“**Verkkokauppa.com**” or the “**Company**”) on 31 March 2020.

1 **General**

The Shareholders' Nomination Board (the “**Nomination Board**”) is a body comprised of the Company's shareholders or their representatives, the duty of which is to prepare proposals on the election and remuneration of the members of the Board of Directors (the “**Board**”) for the Annual General Meeting and, where necessary, for the Extraordinary General Meeting.

The primary purpose of the Nomination Board is to ensure that the Board and its members have sufficient expertise, competence and experience in view of the Company's needs, and to prepare proposals, with justifications, on the election and remuneration of members of the Board to the General Meeting for this purpose.

The Nomination Board shall comply with the applicable legislation in its operations, and apply other regulations, such as the currently effective stock exchange rules and the Finnish Corporate Governance Code.

This Charter regulates the appointment and composition of the Nomination Board and defines the responsibilities of the Nomination Board.

2 **Appointment and Composition of the Nomination Board**

The Nomination Board consists of four members, three of which represent the Company's three largest shareholders, or the representatives nominated by such shareholders. The Chairperson of the Board shall be the fourth member of the Nomination Board.

The right to nominate members to represent shareholders rests with three shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd or another operator on the last business day of May in the year preceding the Annual General Meeting and who hold the largest number of votes conferred by shares according to the shareholder register. If two or more shareholders have the same number of shares and votes and cannot all have the right to nominate one of the members of the Nomination Board, the decision is made by drawing lots among such shareholders by the Chairperson of the Board.

In the event that a shareholder who has, for example, divided his/her ownership between two or more funds and who has an obligation to take such ownership into account when making notifications regarding changes in ownership under the Securities Market Act (shareholder subject to flagging notification) requests from the Chairperson of the Board thereof in writing by the last business day of May in the year preceding the Annual General Meeting, the holdings of such shareholder subscribed in several funds or registers are summed up when calculating the proportion of votes of the shareholder.

If a holder of nominee registered shares wishes to use his/her right to nominate, they shall present a reliable account of the number of shares in their ownership by the last business day of May in the year preceding the Annual General Meeting. The account shall be submitted to the Chairperson of the Board on the fourth business day of June, at the latest.

If a group of shareholders has agreed to appoint a representative to the Nomination Board together, their holdings are summed up when calculating the proportion of votes that gives shareholders the right to nominate members. However, this requires that the shareholders in question present a written request thereof and a copy of the agreement made between them to the Chairperson of the Board by the last business day of May in the year preceding the Annual General Meeting.

Should one of the three largest shareholders relinquish their right to appoint a member of the Nomination Board, the next largest shareholder in size (who would not otherwise have the right to nominate) shall be given the opportunity to appoint a member, and in such case shall state within five (5) business days from the written request whether they wish to nominate a member or not. Should several shareholders renounce their rights to appoint members of the Nomination Board, it shall not be necessary to ask more than the ten (10) largest shareholders, unless required in order for the Nomination Board to consist of not less than three members.

The Chairperson of the Board shall request the three shareholders who have the most shares on the last business day of May to nominate one member each for the Nomination Board. Each shareholder entitled to nominate a member to the Nomination Board shall endeavour to elect a person who has the qualifications and experience necessary to meet the responsibilities and duties of the Nomination Board.

2.1 Convening the Nomination Board

The Chairperson of the Board convenes the first meeting of the Nomination Board and acts as the Chairperson of the Nomination Board until the Nomination Board selects a Chairperson from among its members who cannot be the Chairperson of the Board. Thereafter, the Chairperson of the Nomination Board will convene the meetings.

The Company issues a release on the composition of the Nomination Board when the members have been appointed and the Chairperson selected.

A member nominated by a shareholder must resign from the Nomination Board, if the shareholder transfers more than half of his/her shares that gave him/her the right to nominate members on the basis of shareholding on the last business day of May, and if the shareholder as a result is no longer one of the ten largest shareholders of the Company.

The Nomination Board may appoint a new member to replace the resigned member prematurely. If the number of the Nomination Board members is less than three during the term of office of the Nomination Board, the Nomination Board shall decide on the appointment of new members. The Nomination Board shall offer the positions to be filled in the order of the number of votes conferred by shares to those shareholders of the Company who have not nominated a member to the Nomination Board. In such case, such shareholder shall state within five (5) business days from the written request whether they wish to nominate a member or not. The number of votes is determined by the holding information in the Company's shareholder register on the day preceding the offer to nominate.

The Nomination Board is established to serve until further notice. The term of the members of the Nomination Board shall end upon the nomination of the following Nomination Board in accordance with this Charter.

3 Duties of the Nomination Board

The responsibilities of the Nomination Board shall include:

- to prepare and present to the General Meeting a proposal on the remuneration of the members of the Board as well as a proposal on the remuneration of the Board committees, in accordance with the remuneration policy;
- to prepare and present to the General Meeting a proposal on the number of the members of the Board;
- to prepare and present to the General Meeting, in consideration of the Company's diversity policy, a proposal on the members of the Board; and
- to seek for prospective successors for the members of the Board.

3.1 Preparation of the Proposal on the Board Composition

The Nomination Board prepares a proposal for the composition of the Board to the Company's Annual General Meeting and, if necessary, to the Extraordinary General Meeting. Each shareholder may, however, make their own proposals directly to the General Meeting, in accordance with the Finnish Companies Act.

In addition, the Nomination Board shall take into consideration the independence requirements and other requirements under applicable laws and regulations (including the Finnish Corporate Governance Code and the rules of Nasdaq Helsinki Ltd) as well as the results of the annual assessment of the operations of the Board carried out on the basis of the Finnish Corporate Governance Code. The results of the annual assessment as well as the assessment of each Director's independence of the Company and of significant shareholders of the Company are reported to the Nomination Board. The Nomination Board may also use external specialists in order to find and evaluate suitable candidates, within the cost framework approved by the Company beforehand.

The Board of the Company shall have sufficient expertise, knowledge of and competence in the Company's field of business. In particular, the Board shall collectively have sufficient skills and competence in:

- the Company's business activities and industry;
- the management of a public company of corresponding size;
- corporate and financial administration;
- strategy work as well as mergers and acquisitions;
- internal control and risk management; and
- corporate governance.

3.2 Proposals to the General Meeting

The Nomination Board shall submit its proposal to the Board every year, by the last business day of February preceding the next Annual General Meeting. The proposals of the Nomination Board are published through a release and included in the notice of meeting. Furthermore, the Nomination Board shall present and justify their proposal and give an account of its operations to the Annual General Meeting.

Should a matter that is to be prepared by the Nomination Board come up for decision-making in an Extraordinary General Meeting, the Nomination Board shall strive to submit its proposal to the Board of the Company in sufficient time for it to be included in the notice to the General Meeting.

4 Decision-making

4.1 The Nomination Board Meetings

The Nomination Board shall constitute a quorum when more than half of its members are present. No decision shall be made unless all members have been reserved the possibility to consider the matter and to participate in the meeting.

Decisions of the Nomination Board shall be unanimous. If consensus cannot be reached, members of the Nomination Board may present their own proposals to the Annual General Meeting individually or jointly with other members of the Nomination Board.

All decisions of the Nomination Board shall be recorded in minutes. The minutes shall be signed by the Chairperson of the Nomination Board together with at least one Nomination Board member.

4.2 Duties of the Chairperson of the Nomination Board

The Chairperson of the Nomination Board shall direct the activities of the Nomination Board in order for the Nomination Board to achieve its objectives efficiently and take duly into account the expectations of the shareholders and the interests of the Company.

The Chairperson of the Nomination Board shall, among other:

- convene meetings of the Nomination Board, prepare the agenda and the material for the meetings as well as chair the meeting;
- supervise that the scheduled meetings of the Nomination Board are duly convened; and
- convene extraordinary meetings in case necessary and in any event, within 14 days from a request by a Nomination Board member to that effect.

5 Miscellaneous

5.1 Confidentiality

The Nomination Board members and the shareholders they represent shall keep all the information pertaining to the proposals presented to the General Meeting confidential until the Nomination Board has given its final proposals and the Company has made them public.

The obligation of confidentiality of the Nomination Board members and the shareholders they represent also covers other confidential information related to the operation of the Nomination Board, and it remains valid for each piece of information until the Company has made such information public.

The Chairperson of the Nomination Board may, at his/her discretion, propose the making of non-disclosure agreements between the Company and the shareholders or the representatives nominated by these to the Board.

5.1 Changes to the Charter

The Nomination Board shall review this Charter annually and propose changes to it, where necessary, to the next Annual General Meeting. Decisions on the Changes to the number or selection

process and grounds of Nomination Board members shall always be made at the General Meeting. The Nomination Board is authorised to make updates and changes of a technical nature to this Charter, where necessary.

This Charter has been prepared both in Finnish and English. In the event of any discrepancies, the Finnish version shall be decisive.