

## NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Verkkokauppa.com Oyj to the Annual General Meeting to be held on 31 March 2020 starting at 2:00 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 1:30 p.m. EET.

### A. MATTERS ON THE AGENDA OF THE ANNUAL 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. Presentation of the Annual Accounts, the report of the Board of Directors and the Auditor's Report for the year 2019
7. Adoption of the Annual Accounts
8. 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

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.

## **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

## **10. Advisory resolution on the approval of the remuneration policy**

The Board of Director's Nomination and Remuneration Committee proposes that the General Meeting approves the Company's remuneration policy. The remuneration policy is available on the company's website at <https://investors.verkkokauppa.com/en> and has been published by way of a company release on 4 March 2020.

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

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 2021 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 2020. 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 2021 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 Remuneration Committee
- EUR 4,000 for each member of the 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.

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

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.

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

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://investors.verkkokauppa.com/en>.

#### **14. Resolution on the remuneration of the auditor**

The Board of Directors' Audit Committee proposes that the remuneration of the auditor be paid according to the reasonable invoice approved by the Audit Committee of the Board of Directors.

#### **15. Election of auditor**

The Board of Directors' Audit Committee proposes that PricewaterhouseCoopers Oy, Authorized Public Accountants firm, be re-elected as the company's auditor for a term that will continue until the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has notified the company that Ylva Eriksson, Authorized Public Accountant would be the auditor-in-charge.

#### **16. Authorization of the Board of Directors to decide on the repurchase of the company's own shares**

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.

#### **17. Authorization of the Board of Directors to decide on the issuance of shares**

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.

## **18. Establishing the Shareholders' Nomination Board**

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.

## **19. Closing of the meeting**

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

The above-mentioned resolution proposals relating to the agenda of the Annual 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 no later than 4 March 2020. The proposals for decisions and other above-mentioned documents are also available at the Annual 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 14 April 2020 at the latest.

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

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

Each shareholder, who on the record date for the Annual General Meeting on 19 March 2020 is registered in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual 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 Annual General Meeting shall register for the meeting no later than 26 March 2020 at 4.00 p.m. EET

by giving a prior notice of participation. Such notice can be given by e-mail to [agm2020@verkkokauppa.com](mailto:agm2020@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 Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

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

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting on 19 March 2020, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual 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 26 March 2020 at 10:00 a.m. EET. As regards nominee registered shares, this constitutes due registration for the Annual 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 registration for the Annual 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 Annual 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 Annual 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 Annual General Meeting.

When a shareholder participates in the Annual 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 / Board secretary, Tyynenmerenkatu 11, 6<sup>th</sup> floor, 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 Annual 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 Annual General Meeting 4 March 2020, 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, 4 March 2020

VERKKOKAUPPA.COM OYJ  
Board of Directors