

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Verkkokauppa.com Oyj (“**Verkkokauppa.com**” or the “**Company**”) to the Annual General Meeting to be held on 25 March 2021 starting at 2:00 p.m. (EET) at the premises of Verkkokauppa.com Oyj at the address Tyynenmerenkatu 11, 6<sup>th</sup> floor, FI-00220 Helsinki, Finland.

The Company’s Board of Directors has resolved on exceptional meeting procedures based on the temporary legislative act to limit the spread of the Covid-19 pandemic (677/2020), which entered into force on 3 October 2020. In order to ensure the health and safety of the shareholders, employees and other stakeholders of the Company, the Annual General Meeting will be organized without shareholders’ and their proxy representatives’ presence at the Annual General Meeting venue. Shareholders can participate in the Annual General Meeting and use their shareholder rights in connection with the Annual General Meeting by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below. For further instructions, please refer to Section C. “Instructions for the Participants in the Annual General Meeting” of this notice.

The Chairperson of the Board of Directors, the members of the Board of Directors, the CEO and other management of the Company and the Auditor will not attend the Annual General Meeting and no webcast will be provided.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting, the following matters will be considered:

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

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

Attorney-at-law Sonja Siggberg will act as the Chairperson of the Annual General Meeting. If due to weighty reasons Sonja Siggberg is not able to act as the Chairperson, the Board of Directors shall appoint another person it deems most suitable to act as the Chairperson.

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

The Company’s Legal Counsel Robert Tallberg will scrutinize the minutes and supervise the counting of votes at the Annual General Meeting. Should Robert Tallberg for a weighty reason not be able to attend these tasks, the Company’s Board of Directors will appoint another person that it deems most suitable to scrutinize the minutes and 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**

Shareholders who have voted in advance in accordance with the instructions set out in this notice and who have the right to attend the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have attended the Annual General Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

#### **6. Presentation of the Annual Accounts, the report of the Board of Directors and the Auditor’s Report for the year 2020**

As shareholders can only participate in the Annual General Meeting by voting in advance, the Company’s annual report for the year 2020, published on 3 March 2021, which includes the Company’s annual accounts, the Report of the Board of Directors and the Auditor’s Report, and which has been

made available on the Company's website at <https://investors.verkkokauppa.com/en>, will be deemed to have been presented to the Annual General Meeting.

## **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 Annual General Meeting that the Annual General Meeting makes the following resolutions:

**8a.** The Board of Directors proposes that the Annual General Meeting resolves that a dividend of EUR 0.056 per share be paid for the 2020 financial period. In addition, the Board of Directors proposes that the Annual General Meeting resolves that an additional dividend of EUR 0.22 per share be paid (i.e. in total a dividend of EUR 0.276 per share for the 2020 financial period). The dividend will be paid to a shareholder who on the record date of the dividend payment, 29 March 2021, is registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 7 April 2021.

**8b.** The Board of Directors also proposes that the Annual 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 0.174 per share. The authorization is valid until the opening of the next Annual General Meeting. The total aggregate dividend for the 2020 financial period in items 8a and 8b would thus be a maximum of EUR 0.450 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 in three instalments during the period of validity of the authorization as follows:

- i. the first dividend instalment not exceeding EUR 0.057 per share with the payment date on 4 May 2021;
- ii. the second dividend instalment not exceeding EUR 0.058 per share with the payment date on 27 July 2021; and
- iii. the third dividend instalment not exceeding EUR 0.059 per share with the payment date on 2 November 2021.

The Board of Directors will make separate resolutions on the distribution of dividends based on this authorization and 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 Oy. 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 Remuneration Committee has proposed an amendment to the Company's remuneration policy. The proposed amendment consists of a specification that the short-term incentive rewards cannot exceed 100% of the CEO's annual fixed salary.

The Board of Director's Remuneration Committee proposes that the Annual General Meeting approves the Company's amended remuneration policy. The amended remuneration policy is available on the

Company's website at <https://investors.verkkokauppa.com/en/general-meetings> and has been published by way of a stock exchange release on 3 March 2021 as an appendix to this notice.

As shareholders can only participate in the Annual General Meeting by voting in advance, the Company's amended remuneration policy, which has been published by way of a stock exchange release and has also been made available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> as of 3 March 2021, will be deemed to have been presented to the Annual General Meeting.

#### **11. Advisory resolution on the approval of the remuneration report**

The Board of Director's Remuneration Committee proposes that the Annual General Meeting approves the Company's remuneration report. The remuneration report is available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> and has been published by way of a stock exchange release on 3 March 2021.

As shareholders can only participate in the Annual General Meeting by voting in advance, the Company's remuneration report for the 2020 financial period, which has been published by way of a stock exchange release and has also been made available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> as of 3 March 2021, will be deemed to have been presented to the Annual General Meeting.

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

The Shareholders' Nomination Board proposes that the annual fees to be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term of office ending at the close of the Annual General Meeting in 2022 are the following:

- EUR 70,000 for the Chairperson of the Board of Directors,
- EUR 55,000 for the Vice Chairperson of the Board of Directors, and
- EUR 35,000 for each member of the Board of Directors.

The Shareholders' Nomination Board proposes that 50 per cent of the annual fee be paid in Verkkokauppa.com Oyj 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 is proposed to 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 2021. It is proposed that 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 is proposed to 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 is proposed to be paid fully in cash.

The annual fees payable to members of the committees of the Board of Directors for the term of office ending at the close of the Annual General Meeting in 2022 are proposed to be the following:

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

The fees of the committees are proposed to be paid in cash. It is additionally proposed 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.

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

The Shareholders' Nomination Board proposes that the Board of Directors consists of seven (7) members.

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

The Shareholders' Nomination Board proposes that the following persons be re-elected as members of the Board of Directors for a term ending at the close of the Annual General Meeting 2022: Christoffer Häggblom, Kai Seikku, Samuli Seppälä and Arja Talma. Additionally, Mikko Kärkkäinen, Frida Ridderstolpe and Johan Ryding are proposed to be elected as new members of the Board of Directors for a term ending at the close of the Annual General Meeting 2022. All nominees have given their consent to the election. All nominees are deemed independent of the company and its major shareholders with the exception of Samuli Seppälä.

It is further proposed that the Board of Directors elects a Vice Chairperson in addition to the Chairperson of the Board. The Chairperson and Vice Chairperson of the Board will be elected by the members of the Board of Directors from amongst themselves. The nominees to the Board of Directors have indicated to the Shareholders' Nomination Board that if elected, they will elect Arja Talma as the Chairperson of the Board of Directors and Christoffer Häggblom as the Vice Chairperson of the Board of Directors.

The nominees' biographical details are available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings>.

### **15. 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.

### **16. 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.

### **17. Resolution on the approval of the amended Charter of the Shareholders' Nomination Board**

The Shareholders' Nomination Board proposes that the Annual General Meeting resolves to approve the amended Charter of the Shareholders' Nomination Board. The Shareholders' Nomination Board proposes that the Charter of the Shareholders' Nomination Board be amended as follows:

The first paragraph of section 2 "Appointment and Composition of the Nomination Board" be amended to read as follows:

*"The Nomination Board consists of three members which represent the Company's three largest shareholders, or the representatives nominated by such shareholders. The Chairperson of the Board acts as an expert member of the Nomination Board (for the avoidance of doubt, the Chairperson of the Board is not an official member of the Nomination Board and does not have any voting right)."*

The first paragraph of section 2.1 "Convening the Nomination Board" be amended to read as follows:

*"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 (i.e. not including the Chairperson of the Board). Thereafter, the Chairperson of the Nomination Board will convene the meetings.”

Fourth paragraph of section 2.1 “Convening the Nomination Board” be amended to read as follows:

*“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 two 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 proposed amended Charter of the Shareholders’ Nomination Board is attached to this notice, and it is available on the Company’s website at <https://investors.verkkokauppa.com/en/general-meetings>.

#### **18. 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 2022. The authorization revokes previous unused authorizations for the repurchase of the Company’s own shares.

#### **19. 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 total number of the shares in the Company. 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 2022. The authorization revokes previous unused share issue authorizations.

## **20. 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 <https://investors.verkkokauppa.com/en/general-meetings>. The Annual Report, the Report of the Board of Directors, the Auditor's Report, the amended remuneration policy and the remuneration report of Verkkokauppa.com Oyj, are available on the above-mentioned website no later than on 3 March 2021. The minutes of the meeting will be available on the above-mentioned website as from 8 April 2021 at the latest.

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

In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be organized without the shareholders' and their proxy representatives' presence at the Annual General Meeting venue. Participation over real-time telecommunications or a recording of the Annual General Meeting will not be available. Shareholders can participate in the meeting and use their shareholder rights only by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

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

Each shareholder, who on the record date for the Annual General Meeting on 15 March 2021 is registered in the shareholders' register of the Company held by Euroclear Finland Oy, 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.

Instructions for holders of nominee-registered shares are set out below under Section C4 "Holders of nominee-registered shares".

#### **2. Registration and voting in advance**

Registration for the Annual General Meeting and advance voting will begin on 9 March 2021 at 9:00 a.m. (EET). A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting and vote in advance no later than by 22 March 2021 at 4:00 p.m. (EET), by which time the votes must have been received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the Annual General Meeting from 9 March 2021 at 9:00 a.m. (EET) until 22 March 2021 at 4:00 p.m. (EET) by sending the advance voting form available on the Company's website or corresponding information to Verkkokauppa.com Oyj / Board secretary, Tyynenmerenkatu 11, 6<sup>th</sup> floor, FI-00220 Helsinki, Finland by letter or by email to [agm2021@verkkokauppa.com](mailto:agm2021@verkkokauppa.com).

The advance voting form and instructions relating to the advance voting will be available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> no later than on 9 March 2021 at 9:00 a.m. (EET).

If a shareholder participates in the Annual General Meeting by voting in advance in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the Annual General Meeting, provided that all information required for registration and advance voting is duly provided. No other notification of participation is required for the Annual General Meeting.

In connection with the registration, a shareholder or a proxy representative is required to provide the requested personal information. The personal data given to Verkkokauppa.com by shareholders and proxy representatives is only used in connection with the Annual General Meeting and with the processing of related necessary registrations. Further information on how the Company processes personal data is available in the privacy notice regarding the Annual General Meeting, which is available at <https://investors.verkkokauppa.com/en/general-meetings>.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting by proxy. Proxy representatives must also vote in advance in the manner described in this notice. Shareholders, who do not vote in advance, are requested, due to the Covid-19 pandemic, to exercise shareholders' rights through a centralized proxy representative designated by the Company by authorizing attorney-at-law Henrik Hautamäki from Hannes Snellman Attorneys Ltd, or a person appointed by them, to represent them at the Annual General Meeting in accordance with the shareholder's voting instructions. Authorizing the designated proxy representative will not accrue any costs for the shareholder, excluding possible postal fees for proxy documents. Further information on the designated proxy representative is available at the following website: <https://www.hannessnellman.com/people/all/henrik-hautamaeki/>.

A proxy representative must produce a dated proxy document or otherwise, in a reliable manner, demonstrate his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares, by which each proxy representative represents the shareholder, shall be identified in connection with the registration for the Annual General Meeting.

Proxy and voting instruction templates will be available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> as from 9 March 2021 onwards. Possible proxy documents shall be delivered primarily by email to [agm2021@verkkokauppa.com](mailto:agm2021@verkkokauppa.com) or as originals by regular mail to the address Verkkokauppa.com Oyj / Board secretary, Tyynenmerenkatu 11, 6<sup>th</sup> floor, FI-00220 Helsinki, Finland before the end of the registration and advance voting period, by which time the proxy documents must have been received.

If a shareholder delivers a proxy to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the Annual General Meeting, provided that all required information is included in the proxy documents. In addition, proxy representatives must also vote in advance in the manner described in this notice.

Further information will also be available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings>.

### **4. Holders 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 the shareholder on the record date of the Annual General Meeting on 15 March 2021, would be entitled to be registered in the Company's shareholders' register held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 22 March 2021 at 10:00 a.m. (EET). With regard to nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request necessary instructions regarding the registration in the Company's temporary shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank without delay. The account management organization of the custodian bank must register a holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, in the Company's temporary shareholders' register within the registration period applicable to nominee-registered shares. The account management organization of the custodian bank shall also take care of the voting in advance on behalf

of the holders of nominee-registered shares within the registration period applicable to nominee-registered shares.

Further information will also be available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings>.

## **5. Counterproposals, right to ask questions and other information**

Shareholders representing at least one hundredth (1/100) of all the shares in the Company have the right to pose counterproposals concerning the matters on the agenda of the Annual General Meeting to be placed for a vote. Such counterproposals shall be delivered to the Company by email to [agm2021@verkkokauppa.com](mailto:agm2021@verkkokauppa.com) at the latest by 8 March 2021 at 4:00 p.m. (EET), by which time the counterproposals must be received by the Company.

In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. A counterproposal is eligible for voting at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the Annual General Meeting represent at least one hundredth (1/100) of all shares in the Company. If a counterproposal is not eligible for voting at the Annual General Meeting, the votes given in favour of such a counterproposal will not be taken into account. The Company will publish potential counterproposals eligible for voting on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> on 9 March 2021 at the latest.

A shareholder has the right to ask questions with respect to the matters to be considered at the Annual General Meeting pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Such questions must be sent by email to [agm2021@verkkokauppa.com](mailto:agm2021@verkkokauppa.com) at the latest by 11 March 2021 at 4:00 p.m. (EET), by which time the questions must be received by the Company.

Such questions by shareholders, responses to such questions by the Company as well as other counterproposals than those eligible for voting will be available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings> on 16 March 2021 at the latest. In connection with asking questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the Annual General Meeting, 3 March 2021, 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, 3 March 2021

VERKKOKAUPPA.COM OYJ

Board of Directors