

## **NOTICE TO THE GENERAL MEETING**

Notice is given to the shareholders of Verkkokauppa.com Oyj to the Extraordinary General Meeting to be held on August 19, 2015 starting at 2:00 p.m. 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.

### **A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY 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. Resolution on the number of members of the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the number of members of the Board of Directors be seven (7) and that no deputy members be elected.

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

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that Minna Kurunsaari be elected as a new member of the Board of Directors in addition to the current members of the Board of Directors for a term beginning at the close of the Extraordinary General Meeting and ending at the close of the next Annual General Meeting. Minna Kurunsaari has given her consent to the election.

Detailed introduction of first time member of the Board of Directors nominee Minna Kurunsaari is available on Verkkokauppa.com Oyj's website at [www.verkkokauppa.com](http://www.verkkokauppa.com).

The other current members of the Board of Directors shall continue in their positions until the close of the next Annual General Meeting.

The remuneration of the Board of Directors is not proposed to be amended. For the sake of clarity, the new member of the Board of Directors shall be paid annual fees in proportion to the length of her term of office.

#### **8. Share split, i.e. increasing the number of shares through a share issue without payment**

The Board of Directors proposes that the number of shares in the company be increased by issuing new shares to the shareholders without payment in proportion to their holdings so that five (5) new shares will be given for each currently existing share. Based on the 7,510,855 shares on the date of this notice, a total of 37,554,275 new shares will be issued, so that after the share issue, there will be a total of 45,065,130 shares.

The share issue will be implemented in the book-entry system and does not require measures by the shareholders. The shareholders who are registered in the company's shareholder register on the record date of the share issue, August 21, 2015, are entitled to shares. The new shares will produce shareholder rights as of the registration of the share issue. The new shares are planned to be admitted to trading and entered into the book-entry system on or about August 24, 2015.

## 9. Closing of the meeting

### B. DOCUMENTS OF THE GENERAL MEETING

The above mentioned resolution proposals relating to the agenda of the General Meeting, this notice as well as Verkkokauppa.com Oyj's annual report, including the company's annual accounts, the report of the Board of Directors and the auditor's report, are available on Verkkokauppa.com Oyj's website at [www.verkkokauppa.com](http://www.verkkokauppa.com) on August 12, 2015 at the latest. The resolution proposals and the annual report are also available at the meeting. Copies of the resolution proposals 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 of September 2, 2015.

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

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

Each shareholder, who is on the record date for the General Meeting on August 7, 2015 registered in the shareholders' register of the company kept by Euroclear Finland Ltd, has the right to participate in the 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 wants to participate in the General Meeting, shall register for the meeting no later than August 14, 2015 at 4:00 p.m. by giving a prior notice of participation. Such notice can be given by e-mail to [jussi.tallgren@verkkokauppa.com](mailto:jussi.tallgren@verkkokauppa.com).

In connection with the registration, a shareholder shall notify his/her name, address, telephone number and the name of a possible assistant. The personal data given to Verkkokauppa.com Oyj is used only in connection with the General Meeting and with the processing of related registrations.

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

#### 2. Proxy representative and powers of attorney

A shareholder may participate in the 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 General Meeting.

Possible proxy documents should be delivered in originals to the address Verkkokauppa.com Oyj / Jussi Tallgren, Tyynenmerenkatu 11, 00220 Helsinki, Finland by the end of the registration period.

#### 3. Holders of nominee registered shares

If a holder of nominee registered shares is entitled to be recorded in the company's shareholders' register on the record date of the General Meeting, i.e. August 7, 2015, the shareholder may, in accordance with the instructions of his/her custodian bank, request that he/she is notified for temporary registration in the company's shareholders' register for participation in the General Meeting at the latest on August 14, 2015 at 10:00 a.m. A holder of nominee registered shares is considered to be registered for the General Meeting, when he/she is notified for temporary registration in the shareholders' register as described above. A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank well in advance.

#### 4. Other information



On the date of this notice to the General Meeting July 27, 2015, the total number of shares in Verkkokauppa.com Oyj is 7,510,855 and the total number of votes in Verkkokauppa.com Oyj is 7,510,855.

Helsinki, Finland, July 27, 2015

VERKKOKAUPPA.COM OYJ

The Board of Directors