

PROPOSAL OF THE BOARD OF DIRECTORS VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING MARCH 15, 2017

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

(Agenda item 8)

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.04 per share, in total not exceeding EUR 1,802,605.20 shall be paid for the financial period 2016. The dividend will be paid to a shareholder who on the record date of the dividend payment, March 17, 2017, is registered in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on March 24, 2017.

The Board of Directors also proposes that the Board of Directors be further authorized to decide in its discretion on the distribution of dividends as follows:

The total amount of the dividend distribution based on this authorization shall not exceed EUR 0.126 per share (the instalments can differ from each other), in total not exceeding EUR 5,678,206.38. The authorization is valid until the opening of the next Annual General Meeting. The aggregate dividend for the financial period 2016 including the amount of the authorization would thus be a maximum of EUR 0.166 per share, in total not exceeding EUR 7,480,811.58.

Unless the Board of Directors decides 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 on May 10, 2017, August 28, 2017 and October 31, 2017. In this case the Board of Directors will make separate resolution on the distribution of dividends. The company shall make separate 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.

Resolution on the remuneration of the auditor

(Agenda item 13)

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

Election of auditor

(Agenda item 14)

The Board of Directors 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 Authorised Public Accountant Ylva Eriksson would be the auditor-in-charge.

Proposal by the Board of Directors to amend article 5 of the Articles of Association

(Agenda item 15)

The Board of Directors proposes that the article regarding the auditor in the Articles of Association be amended due to an amendment in the Auditor Act as follows:

Article 5: Auditors

The auditor of the company shall be an Authorized Public Accountants firm approved by the Patent and Registration Office.

Authorisation of the Board of Directors to decide on the repurchase of own shares

(Agenda item 16)

The Board of Directors proposes that the Annual General Meeting authorise 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 amount of own shares in the possession of the company or its subsidiaries. The proposed quantity of shares represents maximum ten (10) per cent of the company's entire share capital.

The authorisation 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 existing shareholdings of the shareholders (directed repurchase). The shares shall be acquired through trading of the securities on First North market at the market price of the time of the repurchase or otherwise established on the market at the time of the repurchase.

Shares may be purchased for the purpose 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 authorisation be valid until the following Annual General Meeting, however, no longer than 18 months from the resolution of the General Meeting.

Authorisation of the Board of Directors to decide on the share issue

(Agenda item 17)

The Board of Directors proposes that the Annual General Meeting authorise 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 authorisation. The proposed maximum authorised quantity represents ten (10) per cent of the company's entire share capital. The Board of Directors may resolve to issue either new shares or own shares held by the company.

The Board of Directors decides on all the terms and conditions of the share issue, including making the disposal in deviation from the shareholders' pre-emption rights for a weighty financial reason. The authorisation 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 authorisation be valid until the following Annual General Meeting, however, no longer than 18 months from the resolution of the General Meeting.

Helsinki, Finland, February 21, 2017

VERKKOKAUPPA.COM OYJ

The Board of Directors