

## **PROPOSAL OF THE BOARD OF DIRECTORS VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 21 MARCH 2018**

### **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 0.044 per share be paid for the financial period 2017. The dividend will be paid to a shareholder who on the record date of the dividend payment, 23 March 2018, is registered in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 3 April 2018.

The Board of Directors also proposes that the Board of Directors be further authorized to 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 0.138 per share (the instalments can differ from each other). The authorization is valid until the opening of the next Annual General Meeting. The aggregate dividend for the financial period 2017 including the amount of the authorization would thus be a maximum of EUR 0.182 per share.

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 16 May 2018, 21 August 2018 and 6 November 2018. In this case, the Board of Directors will make separate resolutions on the distribution of dividends. The company shall publish 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.

### **Authorization of the Board of Directors to decide on the repurchase of own shares**

(Agenda item 15)

The Board of Directors proposes that the Annual General Meeting authorize 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 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 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 authorization be valid until the close of the following Annual General Meeting, however, no longer than until 30 June 2019. The authorization revokes previous unused authorizations for the repurchase of own shares.

**Authorization of the Board of Directors to decide on the share issue**

(Agenda item 16)

The Board of Directors proposes that the Annual General Meeting authorize 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 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 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 following Annual General Meeting, however, no longer than until 30 June 2019. The authorization revokes previous unused share issue authorizations.

Helsinki, 19 February 2018

VERKKOKAUPPA.COM OYJ

The Board of Directors