

PROPOSAL OF THE BOARD OF DIRECTORS VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 28 MARCH 2019

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

(Agenda item 8)

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 0.048 per share be paid for the 2018 financial period. The dividend will be paid to a shareholder who on the record date of the dividend payment, 1 April 2019, is registered in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 8 April 2019.

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 0.150 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 2018 financial period in items 8a and 8b would thus be a maximum of EUR 0.198 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 21 May 2019, 20 August 2019 and 5 November 2019. 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.

Authorization of the Board of Directors to decide on the repurchase of the company's own shares

(Agenda item 15)

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 2020. The authorization revokes previous unused authorizations for the repurchase of the company's own shares.

Authorization of the Board of Directors to decide on the issuance of shares

(Agenda item 16)

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 2020. The authorization revokes previous unused share issue authorizations.

Helsinki, 6 March 2019

VERKKOKAUPPA.COM OYJ

The Board of Directors