



PROPOSALS OF THE BOARD OF DIRECTORS OF VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 30 MARCH 2023

Resolution on the use of the profit shown on the balance sheet and the distribution of funds

(Agenda item 8)

The Board of Directors proposes to the Annual General Meeting that the Company deviates from its dividend distribution policy and that no dividend be distributed from the profit of the 2022 financial year. The Board of Directors proposes that the profit for the financial period be transferred to the account for retained earnings.

Authorization of the Board of Directors to resolve on the repurchase of the Company's own shares

(Agenda item 16)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the repurchase of a maximum of 4,535,453 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 approximately 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 resolve 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 2024. The authorization revokes previous unused authorizations for the repurchase of the Company's own shares.

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

(Agenda item 17)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on a share issue by one or several resolutions. A maximum of 4,535,453 shares may be issued on the basis of the authorization. The proposed maximum authorized number represents approximately 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 resolves 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 resolved 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 2024. The authorization revokes previous unused share issue authorizations.

Amendment of the Articles of Association

(Agenda item 18)

The Board of Directors proposes to the Annual General Meeting that Article 7 of the Articles of Association be amended such that, if the Board of Directors so resolve, the general meeting may be



held entirely without a meeting venue as a so-called remote meeting and that the reference in Article 7 to the publication of information about the delivered notice to the general meeting in a newspaper be removed.

Furthermore, the Board of Directors proposes to the Annual General Meeting that Article 8 be amended such that the Annual General Meeting shall also resolve, in addition to the items currently listed in Article 8, on the adoption of the remuneration policy, when necessary, and on the adoption of the remuneration report, and that the numbering of current sub-items 4–8 of Article 8 be changed accordingly due to the above-mentioned amendments.

In their amended forms, said provisions of the Articles of Association would read as follows:

“Article 7: Notice to convene a General Meeting of Shareholders

The notice to convene a General Meeting of Shareholders shall be delivered to shareholders no earlier than three months and no later than nine days prior to the record date of the General Meeting of Shareholders. The General Meeting of Shareholders is convened by publishing the notice on the Company's website.

In order to attend the General Meeting of Shareholders, the shareholder must register in advance with the Company at the latest by the date stated in the notice, which may be no earlier than ten (10) days prior to the General Meeting of Shareholders.

The Board of Directors may resolve on organising a General Meeting without a meeting venue whereby the shareholders have the right to exercise their resolution-making power in full in real time during the meeting using telecommunication connection and technical means.”

“Article 8: Annual General Meeting

The Annual General Meeting shall be held annually within six months from the end of the financial period.

The Annual General Meeting shall decide on:

- 1. the adoption of the financial statements and, if the Company is a parent company, the adoption of the consolidated financial statements;*
- 2. the measures called for by the profit shown on the balance sheet;*
- 3. discharging the members of the Board of Directors and any CEO from liability;*
- 4. the remuneration policy, when necessary;*
- 5. the remuneration report;*
- 6. the number of the members of the Board of Directors and the number of any deputy members;*
- 7. the remunerations of the members of the Board of Directors and the auditors and the reimbursement policy for travel expenses;*

elect:

- 8. members of the Board of Directors and any deputy members;*
- 9. the auditor;*

and handle:

- 10. other matters mentioned separately in the notice of the Annual General Meeting.”*

It is proposed that the Articles of Association remain unchanged in other respects.

Helsinki, 3 March 2023

VERKKOKAUPPA.COM OYJ
The Board of Directors