

PROPOSALS OF THE SHAREHOLDERS' NOMINATION BOARD OF VERKKOKAUPPA.COM OYJ TO THE ANNUAL GENERAL MEETING 24 MARCH 2022

Resolution on the remuneration of the members of the Board of Directors

(Agenda item 11)

The Shareholders' Nomination Board proposes that the annual fees to be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term of office ending at the close of the Annual General Meeting in 2023 are the following:

- EUR 70,000 for the Chairperson of the Board of Directors,
- EUR 55,000 for the Vice Chairperson of the Board of Directors, and
- EUR 35,000 for each member of the Board of Directors.

The Shareholders' Nomination Board proposes that 50 per cent of the annual fee be paid in Verkkokauppa.com Oyj shares either purchased from the market or alternatively by using treasury shares held by the Company. The purchase of shares or transfer of treasury shares is proposed to be carried out in four equal instalments, each instalment being purchased or transferred within the two-week period beginning on the date following the announcement of each of the Company's interim reports and the Company's financial statements bulletin for 2022. It is proposed that the Company will pay the transaction costs and transfer tax in connection with the purchase or transfer of remuneration shares. The rest of the annual fee is proposed to be paid in cash, which is used to cover taxes arising from the fees.

If the shares due in any such instalment cannot be purchased or transferred within the time period indicated above due to legal or other regulatory restrictions or due to reasons related to a Board member, the amount of annual remuneration due for payment in such instalment is proposed to be paid fully in cash.

The annual fees payable to members of the committees of the Board of Directors for the term of office ending at the close of the Annual General Meeting in 2023 are proposed to be the following:

- EUR 12,000 for the Chairperson of the Audit Committee,
- EUR 10,000 for the Vice Chairperson of the Audit Committee,
- EUR 6,000 for each member of the Audit Committee,
- EUR 8,000 for the Chairperson of the Remuneration Committee, and
- EUR 4,000 for each member of the Remuneration Committee.

The fees of the committees are proposed to be paid in cash. It is additionally proposed that the members of the Board of Directors shall be compensated for reasonable accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

Resolution on the number of members of the Board of Directors

(Agenda item 12)

The Shareholders' Nomination Board proposes that the Board of Directors consists of seven (7) members.

Election of members of the Board of Directors

(Agenda item 13)

The Shareholders' Nomination Board proposes that the following persons be re-elected as members of the Board of Directors for a term ending at the close of the Annual General Meeting 2023: Arja Talma, Christoffer Häggblom, Mikko Kärkkäinen, Frida Ridderstolpe, Johan Ryding, Kai Seikku and Samuli Seppälä. All nominees have given their consent to the election. All nominees are deemed independent of the company and its major shareholders with the exception of Samuli Seppälä.

It is further proposed that the Board of Directors elects a Vice Chairperson in addition to the Chairperson of the Board. The Chairperson and Vice Chairperson of the Board will be elected by the members of the Board of Directors from amongst themselves. The nominees to the Board of Directors have indicated to the Shareholders' Nomination Board that if elected, they will elect Arja Talma as the Chairperson of the Board of Directors and Christoffer Häggblom as the Vice Chairperson of the Board of Directors.

The nominees' biographical details are available on the Company's website at <https://investors.verkkokauppa.com/en/general-meetings>.

Helsinki, 17 February 2022

VERKKOKAUPPA.COM OYJ

Shareholders' Nomination Board