

**EXTRAORDINARY GENERAL MEETING OF VERKKOKAUPPA.COM OYJ**

**Time:** August 19, 2015 2:00 p.m.

**Place:** Company headquarters, Tyynenmerenkatu 11, Helsinki, Finland

**Present:** The General Meeting was attended by shareholders, proxy representatives and assistants listed in the list of votes attached hereto ([Appendix 5.2](#)).

In addition, members of the Board of Directors, the company's auditor and technical personnel were present at the General Meeting.

**1. Opening of the meeting**

The Chairman of the Board of Directors Christoffer Häggblom opened the General Meeting and welcomed the shareholders to the General Meeting.

**2. Calling the meeting to order**

Attorney at Law Klaus Ilmonen was elected as Chairman of the General Meeting and he called Jussi Tallgren, the CFO of the Company to act as secretary.

The Chairman explained certain matters of order and procedure relating to the course of the General Meeting.

It was noted that the General Meeting be conducted in Finnish.

**3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

Antti Miettunen and Sanna Vesa were elected to scrutinize the minutes and to supervise the counting of the votes.

**4. Recording the legality of the meeting**

In accordance with § 7 of the Articles of Association, the notice of the General Meeting shall be submitted no earlier than three months before and at least nine days before the record date of the General Meeting. The General Meeting is convened by publishing the notice of the General Meeting on the Company's website. In addition, the information of a submitted notice of the General Meeting can be published in a newspaper.

It was noted that the notice of the General Meeting had been published on July 27, 2015 as a stock exchange release and on the Company's website. The notice of the General Meeting was attached to the minutes ([Appendix 4](#)).

It was noted that the notice of the General Meeting and the proposals made for the General Meeting had been available on the Company's website as of July 27, 2015.

It was noted that the General Meeting had been convened in accordance with the articles of association and the Companies Act and that it was legal and constituted a quorum.

**5. Recording the attendance at the meeting and adoption of the list of votes**

It was noted that the shareholder who, on the record date of the General Meeting August 7, 2015 is recorded in the shareholders' register held by Euroclear Finland Oy has the right participate in the General Meeting.

The Chairman noted that Nordea Bank Finland Plc and Skandinaviska Enskilda Banken AB (publ) had prior to the General Meeting submitted voting instructions given by nominee-registered shareholders represented by them. According to the voting instructions, the said shareholders were in favor of all

agenda items of the General Meeting. The voting instructions were attached to the minutes (Appendix 5.1).

It was noted that 17 shareholders, representing in total 5,822,181 votes, were present at the beginning of the General Meeting.

The list of votes as at the beginning of the General Meeting was enclosed to the minutes (Appendix 5.2). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

#### **6. Resolution on the number of members of the Board of Directors**

It was noted that shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes had proposed to the General Meeting that the number of members of the Board of Directors be seven (7) and that no deputy members be elected.

The General Meeting resolved to accept the proposal by the shareholders in question.

#### **7. Election of members of the Board of Directors**

It was noted that shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes had proposed to the General Meeting that Minna Kurunsaari be elected as a new member of the Board of Directors in addition to the current members of the Board of Directors for a term beginning at the close of the Extraordinary General Meeting and ending at the close of the next Annual General Meeting.

It was noted that Minna Kurunsaari had given her consent to the election.

It was noted that the other current members of the Board of Directors shall continue in their positions until the close of the next Annual General Meeting.

It was noted that the remuneration of the Board of Directors was not proposed to be amended. For the sake of clarity, the new member of the Board of Directors shall be paid annual fees in proportion to the length of her term of office.

The General Meeting resolved to accept the proposal by the shareholders in question.

#### **8. Share split, i.e. increasing the number of shares through a share issue without payment**

It was noted that the Board of Directors had proposed that the number of shares in the company be increased by issuing new shares to the shareholders without payment in proportion to their holdings so that five (5) new shares will be given for each currently existing share. Based on the 7,510,855 shares on the date of the notice, a total of 37,554,275 new shares will be issued, so that after the share issue, there will be a total of 45,065,130 shares.

The share issue will be implemented in the book-entry system and does not require measures by the shareholders. The shareholders who are registered in the company's shareholder register on the record date of the share issue, August 21, 2015, are entitled to shares. The new shares will produce shareholder rights as of the registration of the share issue. The new shares are planned to be admitted to trading and entered into the book-entry system on or about August 24, 2015.

The General Meeting resolved to accept the proposal by the Board of Directors.

#### **9. Closing of the meeting**

It was noted that all decisions of the General Meeting were made unanimously.

The Chairman noted that the items on the agenda had been attended to and that the minutes of the General Meeting will be available on the company's website at the latest from September 2, 2015.

The Chairman thanked the shareholders as well as the Company's management and declared the General Meeting closed at 2:11 p.m.

Chairman of the General Meeting:

KLAUS ILMONEN

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Klaus Ilmonen

In fidem:

JUSSI TALLGREN

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Jussi Tallgren

Minutes reviewed and confirmed by:

ANTTI MIETTUNEN

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Antti Miettunen

SANNA VESA

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Sanna Vesa

**APPENDICES**

Appendix 4	Notice of the General Meeting
Appendix 5.1	Voting instructions of nominee-registered shareholders
Appendix 5.2	List of votes