

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Verkkokauppa.com Oyj to the Annual General Meeting to be held on March 15, 2016 starting at 2:00 p.m. EET at the premises of Verkkokauppa.com Oyj at the address Tyynenmerenkatu 11, 6th floor, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 1:30 p.m. EET.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the general meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Annual Accounts, the report of the Board of Directors and the Auditor's Report for the year 2015**
- 7. Adoption of the Annual Accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.15 per share, in total EUR 6,759,769.50 shall be paid for the financial period 2015. The dividend will be paid to a shareholder who on the record date of the dividend payment, March 17, 2016, is registered in the company's shareholder's register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on March 24, 2016.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the remuneration payable to the members of the Board of Directors to be elected is as follows: the annual remuneration of EUR 40,000 for the chairman and EUR 20,000 for each member. No annual remuneration shall be paid to a member of the Board of Directors belonging to the executive management of the Company. In addition, reasonable travelling expenses of the members of the Board of Directors are reimbursed against invoices.

- 11. Resolution on the number of members of the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the number of members of the Board of Directors be seven (7) and that no deputy members be elected.

- 12. Election of members of the Board of Directors**

Shareholders, who in total hold more than 50% of all of Verkkokauppa.com Oyj's shares and votes have proposed that the following persons be re-elected members of the Board of Directors for the term until the close of the next Annual General Meeting: Christoffer Häggblom, Mikael Hagman, Minna Kurunsaari, Kai Seikku, Samuli Seppälä, Antti Tiitola and Henrik Weckström.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes that the remuneration of the auditor be paid according to the reasonable invoice approved by the Board of Directors.

14. Election of auditor

The Board of Directors proposes that PricewaterhouseCoopers Oy, Authorized Public Accountants firm, be elected as the Company's auditor for a term that will continue until the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has notified the Company that Authorised Public Accountant Ylva Eriksson would be the auditor-in-charge.

15. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above-mentioned resolution proposals relating to the agenda of the Annual General Meeting as well as this Notice are available on Verkkokauppa.com Oyj's website at www.verkkokauppa.com. The Annual Report, the Report of the Board of Directors and the Auditor's Report of Verkkokauppa.com Oyj, are available on the above-mentioned website no later than March 8, 2016. The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting. Copies of these documents and of this Notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from March 29, 2016 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. The right to participate and registration

Each shareholder, who is on the record date for the Annual General Meeting on March 3, 2016 registered in the shareholders register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder who is registered in the shareholders' register of the company and wants to participate in the Annual General Meeting shall register for the meeting no later than March 10, 2016 at 4.00 p.m. EET by giving a prior notice of participation. Such notice can be given by e-mail to jussi.tallgren@verkkokauppa.com.

In connection with the registration, a shareholder shall notify his/her name, personal identification number/business identification number, address, telephone number and the name of a possible proxy representative or assistant and the personal identification number of a proxy representative. The personal data given to Verkkokauppa.com Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

2. Holder of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting on March 3, 2016, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd. at the latest by 10 March 2016, 10:00 a.m. EET. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and preregistration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee registered shares, who wishes to participate in the Annual General Meeting, temporarily in the shareholders' register of the company by the time stated above at the latest.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting.

When a shareholder participates in the Annual General Meeting by means of several proxy representatives, which represent the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy documents should be delivered in originals to Verkkokauppa.com Oyj / Jussi Tallgren, Tyynenmerenkatu 11, FI-00220 Helsinki, Finland before the last date for registration.

4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting February 18, 2016, the total number of shares in Verkkokauppa.com Oyj is 45,065,130 and the total number of votes in Verkkokauppa.com Oyj is 45,065,130.

Helsinki, 18 February 2016

VERKKOKAUPPA.COM OYJ

The Board of Directors