

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 18 March 2015 starting at 2:00 pm at the premises of Verkkokauppa.com Oyj at the address Tyynenmerenkatu 11, 6th floor. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 1:30 pm.

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 2014**
- 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 0.85 per share, in total EUR 6,384,226.75 shall be paid for the financial period 2014. The dividend will be paid to shareholders registered in the company's shareholders register kept by Euroclear Finland Ltd on the record date for the dividend distribution being 20 March 2015. The Board of Directors proposes that the dividend be paid on 27 March 2015.

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 share 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 share and votes have proposed that the number of members of the Board of Directors be six 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 share and votes have proposed that the following persons be elected members of the Board of Directors for the term until the close of the next Annual General Meeting: Christoffer Häggblom, Henrik Weckström, Kai Seikku, Mikael Hagman, Antti Tiitola and Samuli Seppälä.

The current member of the Board of Directors Peter Lindell has informed the Board of Directors that he will no longer be available for the Board of Directors of Verkkokauppa.com Oyj after the 2015 Annual General Meeting.

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 KPMG Oy Ab, Authorized Public Accountants firm, who has nominated Authorized Public Accountant Mauri Eskelinen as the auditor in charge, be re-elected as the company's auditor for the term until the close of the next Annual General Meeting.

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, this notice as well as Verkkokauppa.com Oyj's annual report, including the company's annual accounts, the report of the Board of Directors and the auditor's report, are available on Verkkokauppa.com Oyj's website at www.verkkokauppa.com on 11 March 2015 at the latest. The resolution proposals and the annual report are also available at the meeting. Copies of the resolution proposals 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 of 1 April 2015.

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 6 March 2015 registered in the shareholders register of the company kept 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 wants to participate in the Annual General Meeting, shall register for the meeting no later than 13 March 2015 at 4:00 pm 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, address, telephone number and the name of a possible assistant. 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.

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.

2. 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. Possible proxy documents should be delivered in originals to the address

Verkkokauppa.com Oyj / Jussi Tallgren, Tyynenmerenkatu 11, 00220 Helsinki, Finland by the end of the registration period.

3. Holders of nominee registered shares

If a holder of nominee registered shares is entitled to be recorded in the company's shareholder register on the record date of the Annual General Meeting, i.e. 6 March 2015, the shareholder may, in accordance with the instructions of his/her custodian bank, request that he/she is notified for temporary registration in the company's shareholders register for participation in the Annual General Meeting at the latest on 13 March 2015 at 10:00 am. A holder of nominee registered shares is considered to be registered for the Annual General Meeting, when he/she is notified for temporary registration in the shareholders register as described above. A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the shareholders register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank well in advance.

4. Other information

On the date of this notice to the Annual General Meeting 25 February 2015, the total number of shares in Verkkokauppa.com Oyj is 7 510 855 and the total number of votes in Verkkokauppa.com Oyj is 7 510 855.

Helsinki, 25 February 2015

VERKKOKAUPPA.COM OYJ

The Board of Directors