

VERKKOKAUPPA.COM OYJ INTERIM REPORT

January–September 2022





INTERIM YEAR REPORT for 1 January – 30 September 2022

WEAK QUARTER IN A DECLINING MARKET

Verkkokauppa.com Oyj – Interim Report 27 October 2022, 8:00 a.m. EEST

Unless otherwise stated, the comparison figures in brackets refer to the corresponding period in the previous year (reference period). Figures are unaudited.

July – September 2022 in brief

- Revenue was EUR 137.8 million (141.0)
- Gross profit was EUR 20.1 million (20.9) or 14.6% of revenue (14.8%)
- Operating profit (EBIT) was EUR 1.7 million (4.7) or 1.3 % of revenue (3.3%)
- Comparable operating profit was EUR 2.1 million (4.7) or 1.5 % of revenue (3.3%)
- Net profit was EUR 0.7 million (3.5)
- Earnings per share were EUR 0.01 (0.08)
- Investments were EUR 1.0 million (0.8)
- Operating cash flow was EUR 2.6 million (7.6)
- The Board of Directors decided, according to authorization granted by the AGM, to distribute the third installment of a quarterly dividend of EUR 0.063 per share. Dividend payment date is 7 November 2022.

January – September 2022 in brief

- Revenue was EUR 388.2 million (405.6)
- Gross profit was EUR 58.7 million (65.0) or 15.1% of revenue (16.0%)
- Operating profit (EBIT) was EUR 1.5 million (15.0) or 0.4% of revenue (3.7%)
- Comparable operating profit was EUR 2.8 million (15.0) or 0.7% of revenue (3.7%)
- Net profit was EUR -0.2 million (11.1)
- Earnings per share were EUR 0.00 (0.25)
- Investments were EUR 6.7 million (3.0)
- Operating cash flow was EUR -14.0 million (2.0)

| KEY RATIOS | 7-9/2022 | 7-9/2021 | Change, % | 1-9/2022 | 1-9/2021 | Change, % | 1-12/2021 |
|--------------------------------|----------|----------|-----------|----------|----------|-----------|-----------|
| Eur million | | | | | | | |
| Revenue | 137.8 | 141.0 | -2.3 % | 388.2 | 405.6 | -4.3 % | 574.5 |
| Gross profit | 20.1 | 20.9 | -3.6 % | 58.7 | 65.0 | -9.7 % | 91.2 |
| Gross margin, % | 14.6 % | 14.8 % | | 15.1 % | 16.0 % | -5.6 % | 15.9 % |
| EBITDA | 3.2 | 5.9 | -46.6 % | 5.6 | 18.7 | -69.9 % | 25.3 |
| EBITDA, % | 2.3 % | 4.2 % | | 1.4 % | 4.6 % | -68.6 % | 4.4 % |
| Operating profit | 1.7 | 4.7 | -62.9 % | 1.5 | 15.0 | -90.1 % | 20.3 |
| Operating margin, % | 1.3 % | 3.3 % | | 0.4 % | 3.7 % | -89.7 % | 3.5 % |
| Comparable operating profit | 2.1 | 4.7 | -55.3 % | 2.8 | 15.0 | -81.5 % | 20.3 |
| Comparable operating margin, % | 1.5 % | 3.3 % | | 0.7 % | 3.7 % | -80.7 % | 3.5 % |
| Net profit | 0.7 | 3.5 | -80.9 % | -0.2 | 11.1 | -101.8 % | 15.1 |
| | | | | | | | |
| Investments | 1.0 | 0.8 | 14.8 % | 6.7 | 3.0 | 124.9 % | 4.9 |
| Operating cash flow | 2.6 | 7.6 | -66.1 % | -14.0 | 2.0 | 784.3 % | 6.7 |



FINANCIAL GUIDANCE FOR 2022 (given on 24 October 2022)

The company expects the revenue to be between EUR 530–560 million (in 2021: EUR 574.5 million) and comparable operating profit (comparable EBIT) to be between EUR 5–9 million (in 2021: EUR 20.4 million) in 2022.

CEO PANU PORKKA'S REVIEW



"In a continuously challenging market, we will focus on measures aimed at strengthening the core business and improving profitability." - Panu Porkka, CEO, Verkkokauppa.com Verkkokauppa.com's business developed below expectations in the third quarter, while operating in a more challenging market. Uncertainty in the operating environment, inflationary pressures, and rising interest rates weakened consumers' purchasing power. Their confidence sank to a new low in September.

Verkkokauppa.com's July-September revenue declined by -2.3 percent and was EUR 137.8 million. The consumer market, which continued to be soft, played a central role in the overall sales development. Corporate customer sales growth slowed down compared to the beginning of the year, especially in the segment of small and medium-sized companies, and grew by 5.0 percent. Demand in several evolving categories continued on a positive note, e.g. in toys, bags, and home lighting products. In core categories, strong demand was seen in e.g. large household appliances and home entertainment devices such as tv's and audio devices. The export business grew by 35.1 percent and returned to previous year level, and was 9% of total sales.

The sales margin declined due to the growth of low-margin sales, e.g. in wholesale and export. The cost level was too high given the lower volumes in the business. Higher inventory led to increased logistics and warehouse costs. In addition, talent investments related to strategic growth projects made during the year contributed to increasing personnel costs. Comparable operating profit (EBIT) for the third quarter was EUR 2.1 million.

In August, we carried out an extensive customer survey on the sustainability of electronics and online stores, to which we received more than 18,000 responses. We asked our customers e.g. about their electronics consumption habits and what kind of sustainability actions they expect from electronics manufacturers and online stores. The answers showed readiness to acquire used electronics and to recycle electrical and electronic waste. The results are now used to develop services and sustainability work.

In September, in Jätkäsaari store click & collect lockers were launched and a packaging automation system was introduced as a continuation of the automated small item warehouse. These investments significantly improve the customer experience by better availability and speeding up deliveries. In a continuously challenging market, we will focus on measures aimed at strengthening the core business and improving profitability. At the same time, we are determined to continue to implement strategic growth projects. Our full focus is to benefit the challenging times and to maintain our long-term competitiveness in key areas of expertise.



FINANCIAL DEVELOPMENT

REVENUE AND PROFITABILITY

| EUR million | 7-9/2022 | 7-9/2021 | Change, % | 1-9/2022 | 1-9/2021 | Change, % | 1-12/2021 |
|---|----------|----------|-----------|----------|----------|-----------|-----------|
| Revenue | 137.8 | 141.0 | -2.3% | 388.2 | 405.6 | -4.3% | 574.5 |
| Operating profit | 1.7 | 4.7 | -62.9% | 1.5 | 15.0 | -90.1% | 20.3 |
| Operating margin, % of revenue | 1.3% | 3.3% | | 0.4% | 3.7% | | 3.5% |
| - Costs related to business acquisition | 0.4 | | | 1.3 | | | |
| Comparable operating profit | 2.1 | 4.7 | -55.3% | 2.8 | 15.0 | -81.5% | 20.3 |
| Comparable operating margin, % of revenue | 1.5% | 3.3% | | 0.7% | 3.7% | | 3.5% |

| Share of sales% | | | | | |
|-------------------------|----------|----------|----------|----------|-----------|
| | 7-9/2022 | 7-9/2021 | 1-9/2022 | 1-9/2021 | 1-12/2021 |
| Customer segments | | | | | |
| Consumer | 70% | 72% | 69% | 72% | 72% |
| B2B | 21% | 22% | 24% | 21% | 21% |
| Export | 9% | 6% | 7% | 7% | 7% |
| | | | | | |
| Sales channels | | | | | |
| On-line | 58% | 59% | 61% | 60% | 61% |
| Off-line | 33% | 35% | 32% | 33% | 32% |
| | | | | | |
| Product categories | | | | | |
| Core categories (CE) | 86% | 87% | 85% | 87% | 86% |
| Evolving categories | 14% | 13% | 15% | 13% | 14% |
| | | | | | |
| Website visits, million | 19.3 | 17.6 | 58.0 | 54.4 | 79.6 |

Sales include orders and deliveries in transit. On-line and off-line sales exclude export sales.

Core categories includes IT (with sub product groups like computers, peripherals, components), Entertainment (TV and video, Audio and hifi, gaming and musical instruments), Mobile devices (telecom, cameras and watches), and small & major domestic appliances. Evolving categories are new and growing in our assortment, and include sports, home and lightning, food and drink, toys, baby and family, BBQ and cooking, pets and luggage and travel.



July-September 2022

In July-September 2022, Verkkokauppa.com's revenue declined -2.3 percent compared to the previous year, totaling EUR 137.8 million (141.0). Revenue declined mainly due to weak consumer demand. Corporate customer sales slowed down from the first half and its revenue grew by 5.0 percent, while the customer segment was 21 percent of the company's total sales.

E-ville.com acquisition that was finalized in April increased Verkkokauppa.com's revenue for the quarter by EUR 2.4 million, e-ville.com had EUR 0.6 million negative impact on the operating profit.

Core categories (CE) sales declined -5,2 percent and their share of total sales was 86 percent. Within the core categories, computers and components sales declined, and sales of cameras, tv's, and especially major home appliances increased from the comparison period. During the quarter, sales of the evolving categories improved +3.1 percent from the previous year, and its share of total sales was 14 percent. The product groups under the evolving category that sold better for consumer customers than in the comparison year, were travel & luggage, toys, and home & lightning.

During the third quarter, Verkkokauppa.com's online sales declined -3.5 percent following lower total sales, and the share of online sales represented 58 percent of the total sales (59%).

During the third quarter, export sales increased 35.1 percent, and its share of total sales was 9 percent (6%). The increase in sales was mainly from the new sales channels and customers that came with e-ville.com acquisition. The export sales returned to the level before the beginning Ukrainian crisis in March (when we ended all business to Russia). Revenue excluding export declined -5,1percent.

The proceeds from consumer financing services were EUR 1.1 million (1.1) including both interest income and fee income.

Personnel costs increased in July-September +7.8 percent to EUR 9.1 million (8.5). During the reporting period, other operating expenses increased to EUR 7.7 million (6.8). The increase in other operating expenses was mainly due to the acquisition of e-ville.com and the increase in logistics and warehouse costs compared to the comparison period.

Operating profit (EBIT) in July-September declined EUR 2.9 million, totaling EUR 1.7 million (4.7), representing 1.3 percent of revenue (3.3%). The decrease in profitability was mainly due to the increased share of sales of low-margin product and customer segments (wholesale and export) in total sales. In addition, logistics costs were higher than in the comparison period, and general cost inflation weakened results. Comparable operating profit was EUR 2.1 million (4.7) and profit for the period EUR 0.7 million (3.5). Items impacting comparability relate to acquisition.

For the third quarter, earnings per share were EUR 0.01 euros (0.08).

January–September 2022

In January–September, Verkkokauppa.com's revenue declined 4.3 percent year on year, totaling EUR 388.2 million (405.6).

The company-financed customer financing proceeds were EUR 3.5 million (3.1) including both interest income and fee income. The credit loss allowance decreased from the comparison period to EUR 0.6 million (0.7) at the end of September.

Personnel costs increased in January–September 8.2 percent to EUR 29.0 million (26.9). The increase resulted mainly due to talent investments in the IT and purchasing organizations in relation to enhancing long-term strategic growth projects. During the reporting period, other operating expenses increased to EUR 24.6 million (20.2). Increase in other operating expenses was mainly due to higher costs related to warehouse and logistics as well as technology development.



In January-September, operating profit declined by EUR 13.5 million, totaling EUR 1.5 million (15.0), representing 0.4 percent of revenue (3.7%). Comparable operating profit was EUR 2.8 million euros (15.0) and profit for the period EUR -0.2 million (11.1).

Earnings per share totaled EUR 0.00 (0.25) in January–September.

FINANCE AND INVESTMENTS

Operating cash flow was -14.0 million euros (2.0) in January–September 2022. Cash flow before the change in working capital was EUR 6.2 million (18.9). Operating cash flow was mainly affected by high inventories and development of EBITDA.

Ordinary seasonal fluctuations are reflected in cash and cash equivalents, cash flow, and accounts payable, which usually reach their highest points at the end of the fourth quarter and their lowest points at the end of the second quarter.

Investments totaled EUR 6.7 million (3.0) in January–September. The majority of investments were directed to the Jätkäsaari warehouse automation project and business acquisition. During the reporting period, the company capitalized 0.2 million euros (0.3) in salary costs.

At the end of September, Verkkokauppa.com group had a total of EUR 24.5 million (0.0) of interest bearing debt. The company has revolving credit facilities totaling EUR 25 million, which have not been utilized and are valid until 2025.

PERSONNEL

During the reporting period, the number of employees increased, and the total number of employees was 761 (736) at the end of September 2022. The increase in personnel mainly resulted from the acquisition. This includes both fulland part-time employees.

SUSTAINABILITY

In August 2022, Verkkokauppa.com carried out an extensive customer survey on the sustainability of electronics and online stores, with more than 18,000 respondents. The results of the study showed consumers' broad interest in consumer electronics sustainability issues, such as thoughtful consumption, product longevity and durability, maintenance and repair services, and energy efficiency. In addition, the answers showed readiness to acquire used electronics and to recycle electrical and electronic waste. Only a few respondents felt that they had enough information to identify sustainable products, and information about sustainability was needed more prominently in online stores. The results of the study will be used for the development of Verkkokauppa.com's offering and responsibility work.

Verkkokauppa.com has included used computers in its selection. These desktops and laptops have previously been in business use, then cleared, checked and serviced, and given the same warranty as new products. The company is actively expanding the selection of used products, with the aim of supporting its customers in making responsible choices and offering products and services that support the circular economy.



SHARE AND SHAREHOLDERS

Trading of Verkkokauppa.com shares on Nasdaq Helsinki Ltd began on 5 June 2020.

Verkkokauppa.com share (VERK) in Nasdaq Helsinki stock exchange in January–September 2022:

| No. of shares traded | Share of no. of total shares, % | Total value, EUR million | Last, EUR | High, EUR | Low, EUR | Average, EUR |
|-------------------------|---------------------------------|-----------------------------|-----------|--------------|-------------|-----------------|
| 6 973 692 | 15,4 % | 35,4 | 3,05 | 7,43 | 3,04 | 5,08 |

Verkkokauppa.com Market Capitalization and Shareholders

| | 30 September 2022 |
|--|-------------------|
| Market capitalization (excl. own shares), EUR million | 137.5 |
| Number of shareholders | 20 141 |
| Nominee registrations and direct foreign shareholders, % | 10.6 |
| Households, % | 55.3 |
| Financial and insurance corporations, % | 14.5 |
| Other Finnish investors, % | 18.6 |

According to Euroclear Finland shareholder register at the end of September, the company's largest shareholders were Samuli Seppälä (35.2%), Varma Mutual Pension Insurance Company (8.5%), Mandatum Life Insurance Company Limited (5.1%), Ilmarinen Mutual Pension Insurance Company (4.8%) and Nordea Small Cap Fund (3.1%).

On 30 September 2022, the share capital was EUR 100,000 and the total number of shares in the company was 45,354,532 including 281,805 treasury shares held by the company. The treasury shares have no voting rights, and no dividend is paid to them. The treasury shares accounted for 0.62% of all shares. In January–September 2022, the company transferred a total of 41,592 treasury shares as part of the remuneration of Board members and key employees.

On 1 April 2022, the company announced a directed share issue of EUR 2 million as part of the financing of the acquisition. The number of new issued shares is 289,402 representing approximately 0.64 percent of the shares and votes in Verkkokauppa.com after the share issue. Trading in the new shares started on Nasdaq Helsinki Ltd's official list on 8 April 2022.

Authorizations related to shares

On 30 September 2022, the Board of Directors had valid authorization to decide on the issuance of a maximum of 4,535,453 shares by one or more decisions (Share Issue Authorization 2022). The number of shares corresponds to a maximum of ten percent of the total number of shares in the company.

More information about verkkokauppa.com's shares and shareholders and management holdings can be found on the company's investor website https://investors.verkkokauppa.com/fi

FLAGGING NOTIFICATIONS

Verkkokauppa.com Oyj received on 15 March 2022, a notification in accordance with Chapter 9, Section 5 of the Finnish Securities Market Act according to which Mandatum Life Insurance Company Ltd's direct holding of Verkkokauppa.com shares and votes exceeds the five percent threshold. According to the notification, Mandatum Life Insurance Company directly held a total of 2,255,206 shares in Verkkokauppa.com on 15 March 2022, an amount that corresponds to 5.0 percent of all shares in the company.



LONG-TERM INCENTIVE PLANS

Verkkokauppa.com has one share-based incentive plan for the CEO and members of the Management Team, the Performance Matching Share Plan 2020–2022. For more detailed information on the share-based incentive plan, see Note 1.11.

COMPANY UPDATED ITS FINANCIAL GUIDANCE FOR 2022

On 13 July 2022, Verkkokauppa.com published a profit warning and lowered its financial guidance for 2022. Weak consumer confidence and high inflation undermine outlook for the second half of the year. In light of development in the operating environment, demand and costs, the company estimated that its revenue and operating profit will fall short of its previous estimates. According to new financial guidance for 2022, the company expects the revenue to be between EUR 530–570 million (in 2021: EUR 574.5 million) and adjusted operating profit (adjusted EBIT) to be between EUR 8–14 million (in 2021: EUR 20.4 million).

CHANGES IN THE COMPANY MANAGEMENT TEAM

In 22 August 2022, Verkkokauppa.com announced that it strengthens its management team and appoints Nina Anttila (M.Sc. Econ) as a new Chief Supply Chain Officer and Perttu Meldo (M.Sc. IEM) as Chief Strategy and Innovation Officer. Nina started in her position on 19 September, and Perttu started on 1 September.

Miika Heinonen, Verkkokauppa.com's Logistics Director and a member of the management team since 2011, took up a new role within the company. Kalle Koutajoki, Verkkokauppa.com's Chief Strategy and Development Officer did not continue in the service of the company.

ACQUISITIONS

On 1 April 2022, Verkkokauppa.com Oyj completed the acquisition of e-ville.com online store. The purchase price amounts to approximately EUR 5.3 million, and an additional purchase price installments of up to approx. EUR 6.7 million. The total aggregate purchase price can amount to EUR 12.0 million at the maximum. The acquired business is estimated to have a positive impact of EUR 5–8 million on Verkkokauppa.com's revenue in 2022. For more information on the acquisition, see Note 1.9.

ANNUAL GENERAL MEETING 2022

The Annual General Meeting of Verkkokauppa.com Oyj was held in Helsinki on 24 March 2022.The AGM adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2021 and approved the company's remuneration report for governing bodies as well as authorized the board of Directors to decide on a repurchase of the company's own shares and the issuance of shares. In addition, the AGM approved shareholders nomination board's proposals concerning Board and auditor selection and remuneration.

Board composition in 2022

The AGM confirmed as the amount of board members to be seven. The following members were re-elected to the Board of Directors: Christoffer Häggblom, Mikko Kärkkäinen, Frida Ridderstolpe, Johan Ryding, Kai Seikku, Samuli Seppälä and Arja Talma.

At the Board of Directors' constitutive meeting held after the Annual General Meeting, Arja Talma was elected as Chairperson of the Board of Directors and Christoffer Häggblom as Vice Chairperson. The compositions of the Board committees were decided to be as follows: the Remuneration Committee consists of Arja Talma (Chairperson), Christoffer Häggblom, Johan Ryding, and Kai Seikku. The Audit Committee consists of Kai Seikku (Chairperson), Arja Talma (Vice Chairperson), and Christoffer Häggblom.



Verkkokauppa.com published a stock exchange release on the decisions of the Annual General Meeting on 24 March 2022. The stock exchange release is available on the company's investor pages.

DIVIDEND

On 27 October 2022, the Board of Directors of Verkkokauppa.com Oyj resolved to pay the third quarterly dividend installment of EUR 0.063 per share. Dividend payment date is 7 November 2022.

Verkkokauppa.com Oyj's Annual General Meeting resolved to distribute a dividend of EUR 0.060 per share to be paid for the financial year 2021 on 4 April 2022. In addition, the Board of Directors resolved to pay the first dividend installment of EUR 0.061 per share on 9 May 2022; and the second dividend installment of EUR 0.062 per share on 25 July 2022.

The Board has now used its authorization.

COMPOSITION OF THE SHAREHOLDERS' NOMINATION BOARD

At its organizational meeting on 27 June 2022, the following members of the Nomination Board were appointed: Samuli Seppälä, Founder of Verkkokauppa.com, representing himself; Erkka Kohonen (Chairperson), Senior Portfolio Manager, appointed by Varma Mutual Pension Insurance Company; Jukka Järvelä, Senior Portfolio Manager, Mandatum Asset Management, nominated by Mandatum Life Insurance Company Limited, and Arja Talma, Chairperson of the Board of Verkkokauppa.com Oyj.

OTHER EVENTS AFTER THE REPORTING PERIOD

Profit warning: Verkkokauppa.com lowers its financial guidance for 2022 and provides preliminary information on the financial development of the third quarter of 2022

On 24 October 2022, Verkkokauppa.com published a profit warning and lowered its financial guidance for 2022. At the same time, company provided preliminary information on the financial development of the third quarter of 2022. Weaker than expected consumer demand undermines outlook for the last quarter of 2022. New guidance for FY 2022 is as follows; the company expects the revenue to be between EUR 530–560 million and adjusted operating profit (adjusted EBIT) to be between EUR 5–9 million in 2022.

SHORT-TERM RISKS AND BUSINESS UNCERTAINTIES

Verkkokauppa.com's risks and uncertainties reflect the operating environment and general consumer behavior, such as demand for consumer electronics, circumstances impacting export trade, the availability of products, and the competitive environment. In addition, the company's business operations involve risks and uncertainties, such as risks related to the business strategy, the execution of corporate transactions and investments, risks related to the sourcing operation and logistics, and risks related to information systems and other operational factors of the company's business. The risks and uncertainties described above may have a negative or positive impact on the company's business, financial position or performance.

Geopolitical conflicts and economic sanctions, general economic uncertainty, and consequent uncertainty about the behavior of financial markets can have a detrimental impact on Verkkokauppa.com's business and growth potential. Inflation and tightening monetary policy have an increasing negative impact on consumers' purchasing power, the confidence of their own economy and, consequently, on consumer behavior. Potential impacts on Verkkokauppa.com's business may be visible throughout the product supply chain, logistics, product and service prices, and the consumption behavior of our customers.

The effects of the COVID-19 pandemic and the restrictions on people's lives have eased. New virus variants or reintensification of the pandemic could have an impact on the company's business in the short term.



BUSINESS OUTLOOK

There is uncertainty about the future outlook in relation to geopolitical conflicts in the world, the crisis in Ukraine and the macroeconomics. The company's growth prospects for the current year are considered challenging due to changes in the operating environment. The strong acceleration of inflation and rise in the interest rates have further undermined consumers' purchasing power and household confidence in their own economy. Due to these factors, we estimate consumer demand and business to continues to be challenging and we see it difficult to predict the development of our business environment for the remaining of the year.

The company believes that it will succeed in taking advantage of the online consumer transition and increasing its market share in its chosen product categories. The company estimates that the shift of customers to online is permanent.

FINANCIAL GUIDANCE FOR 2022 (published on 24 October 2022)

The company expects the revenue to be between EUR 530–560 million (in 2021: EUR 574.5 million) and comparable operating profit (comparable EBIT) to be between EUR 5–9 million (in 2021: EUR 20.4 million) in 2022.

Helsinki, Finland, 27 October 2022

Verkkokauppa.com Oyj Board of Directors



NEWS CONFERENCES

A press conference for analysts, investors, and media will be held in Finnish over the Livestream webcast on Thursday, 27 October 2022 at 10:00 a.m. (EEST), in which Verkkokauppa.com's CEO Panu Porkka will present the developments in the reporting period.

A press conference in English will be held over the Livestream webcast on Thursday, 27 October 2022 at 11:00 a.m. (EEST). Questions can be sent beforehand or during the presentation via e-mail to investors@verkkokauppa.com.

COMPANY RELEASES AND EVENTS

Verkkokauppa.com Oyj published its upcoming financial reporting and Annual General Meeting date for 2023 as follows:

- Financial statements bulletin for the year 2022 will be published on Thursday 9 February 2023
- The Financial Statements for 2022 during the week starting on 27 February (week 9) in 2023
- Annual general meeting is planned to be held on Thursday 30 March 2023 in Helsinki.
- Interim report for January–March 2023 will be published on Thursday 27 April 2023
- Half-year financial report for January–June 2023 on Thursday 20 July 2023
- Interim report for January–September 2023 on Thursday 26 October 2023
- Financial statements bulleting for the year 2023 on Thursday 8 February 2024.

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Verkkokauppa.com empowers its customers to follow their passion by providing a wide product assortment of around 90,000 products. Verkkokauppa.com Oyj serves its retail and corporate customers through its webstore, megastores, kiosk and network of collection points as well as fast deliveries and various services. As Finland's most popular and most visited domestic online retailer, its deliveries cover around 75 percent of the Finnish population within the next day. The Company has four megastores: in Oulu, Pirkkala, Raisio, and Helsinki, where its headquarters is also located. Verkkokauppa.com employs more than 750 people and its shares are listed on the Nasdaq Helsinki stock exchange with the ticker VERK.

VERKKOKAUPPA.COM OYJ INTERIM FINANCIAL INFORMATION 1 Jan – 30 Sep 2022

Group consolidated statement of comprehensive income

| | | 7-9/ | 7-9/ | 1-9/ | 1-9/ | 1-12/ |
|--|------|----------|----------|----------|----------|----------|
| EUR thousand | Note | 2022 | 2021 | 2022 | 2021 | 2021 |
| | | | | | | |
| Revenue | 1.3 | 137,764 | 141,039 | 388,200 | 405,576 | 574,514 |
| | | | | | | |
| Other operating income | | 215 | 265 | 572 | 774 | 922 |
| Materials and services | | -117,669 | -120,184 | -329,479 | -340,565 | -483,323 |
| Employee benefit expenses | | -9,126 | -8,468 | -29,117 | -26,902 | -36,570 |
| Depreciation and amortization | | -1,426 | -1,244 | -4,137 | -3,719 | -4,983 |
| Other operating expenses | | -8,033 | -6,756 | -24,559 | -20,203 | -30,263 |
| | | | | | | |
| Operating profit | | 1,725 | 4,652 | 1,481 | 14,961 | 20,296 |
| | | | | | | |
| Finance income | | 4 | 2 | 6 | 5 | 6 |
| Finance costs | | -370 | -321 | -1,269 | -1,012 | -1,352 |
| | | | | | | |
| Profit before income taxes | | 1,359 | 4,333 | 218 | 13,953 | 18,949 |
| | | | | | | |
| Income taxes | | -697 | -868 | -415 | -2,851 | -3,856 |
| | | | | | | |
| Profit for the period | | 662 | 3,464 | -197 | 11,103 | 15,093 |
| | | | | | | |
| Profit for the period attributable to | | | | | | |
| Equity holders of the company | | 662 | 3,464 | -197 | 11,103 | 15,093 |
| | | | | | | |
| Earnings per share calculated from the profit attributable to equity holders | | | | | | |
| Earnings per share, basic (EUR) | | 0.01 | 0.08 | 0.00 | 0.25 | 0.34 |
| Earnings per share, diluted (EUR) | | 0.01 | 0.08 | 0.00 | 0.25 | 0.33 |

Other comprehensive income

| | 7-9/ | 7-9/ | 1-9/ | 1-9/ | 1-12/ |
|---|------|-------|------|--------|--------|
| EUR thousand | 2022 | 2021 | 2022 | 2021 | 2021 |
| Profit for the period | 662 | 3,464 | -197 | 11,103 | 15,093 |
| Items that may be reclassified to profit or loss | | | | | |
| Translation differences | 118 | - | 142 | - | - |
| Items that will not be reclassified to profit or loss | | | | | |
| Realized changes in fair values of equity investments | - | - | 72 | - | - |
| Taxes | - | - | -14 | - | - |
| Other comprehensive income after taxes, total | 00 | - | 58 | - | - |
| Comprehensive income for the period | 779 | 3,464 | 2 | 11,103 | 15,093 |
| | | | | | |
| Comprehensive income for the period | | | | | |
| Equity holders of the company | 779 | 3,464 | 2 | 11,103 | 15,093 |

| EUR thousand | Note | 30 Sep 2022 | 31 Dec 2021 |
|------------------------------------|---------|-------------|-------------|
| Non-current assets | | 2.755 | 1.264 |
| Intangible assets Goodwill | | 2,755 | 1,364 |
| Property, plant and equipment | | 6,728 | 5,214 |
| Right-of-use assets | 1.5 | 13,752 | 15,776 |
| Equity investments | 1.5 | 15,752 | 266 |
| Deferred tax assets | | 1,256 | 1,289 |
| Trade receivables | 1.6/1.7 | 4,170 | 3,817 |
| Other non-current receivables | , | 382 | 425 |
| Non-current assets, total | | 32,548 | 28,151 |
| Current assets | _ | | |
| Inventories | | 94,785 | 87,803 |
| Trade receivables | 1.6/1.7 | 24,676 | 23,124 |
| Loans receivable | | 427 | , |
| Other receivables | | 4,199 | 3,699 |
| ncome tax receivables | | 1,699 | |
| Accrued income | | 10,674 | 8,627 |
| Cash and cash equivalents | 1.7 | 13,116 | 20,917 |
| Current assets, total | | 149,577 | 144,170 |
| Total assets | | 182,124 | 172,321 |
| | | | |
| Equity | | | |
| Share capital | | 100 | 100 |
| Treasury shares | | -1,452 | -1,611 |
| Invested unrestricted equity fund | | 27,441 | 25,938 |
| Translation differences | | 146 | |
| Retained earnings | | 2,829 | -3,838 |
| Profit for the period | | -197 | 15,093 |
| Total equity | | 28,866 | 35,683 |
| Non-current liabilities | | | |
| Lease liabilities | 1.7 | 13,418 | 16,105 |
| Liabilities to credit institutions | | 24,500 | |
| Deferred tax liabilities | | 114 | |
| Provisions | | 773 | |
| Other long-term liabilities | | 30 | 896 |
| Non-current liabilities, total | | 38,835 | 17,001 |
| Current liabilities | | | |
| Lease liabilities | 1.7 | 4,402 | 4,034 |
| Liabilities to credit institutions | | 584 | |
| Advance payments received | | 4,845 | 5,761 |
| Trade payables | 1.7 | 76,589 | 77,609 |
| Other current liabilities | | 6,015 | 10,718 |
| Accrued liabilities | | 21,988 | 19,778 |

| Income tax liabilities | - | 1,738 |
|------------------------------|---------|---------|
| Current liabilities, total | 114,423 | 119,638 |
| | | |
| Total liabilities | 153,259 | 136,639 |
| | | |
| Total equity and liabilities | 182,124 | 172,321 |

Group consolidated cash flow statement

| | 1-9/ | 1-12/ |
|--|---------|---------|
| EUR thousand | 2022 | 2021 |
| Cash flow from operating activities | | |
| Profit before income taxes | 218 | 18,949 |
| Depreciation and impairment | 4,137 | 4,983 |
| Finance income and costs | 1,263 | 1,347 |
| Other adjustments | 583 | 299 |
| Cash flow before change in working capital | 6,201 | 25,578 |
| Change in working capital | | |
| | | |
| Increase (-) / decrease(+) in non-current non-interest-bearing trade receivables | -300 | -615 |
| Increase (–) / decrease (+) in trade and other receivables | 1,304 | -5,892 |
| Increase (–) / decrease (+) in inventories | -5.928 | -12,419 |
| Increase (+) / decrease (–) in current liabilities | -7.643 | 4,885 |
| Cash flow before financial items and taxes | -8.975 | 11,537 |
| Interest paid | -446 | -155 |
| Interest received | 6 | 5 |
| Interest of lease liabilities | -823 | -1,198 |
| Income tax paid | -3,736 | -3,521 |
| Cash flow from operating activities | -13,973 | 6,668 |
| | | |
| Cash flow from investing activities | | |
| Acquisition of subsidiaries | -3,483 | |
| Purchases of property, plant and equipment | -2,421 | -3,951 |
| Purchases of intangible assets | -1,097 | -903 |
| Proceeds from equity investments | 339 | |
| Cash flow from investing activities | -6,662 | -4,854 |
| | | |
| Cash flow from financing activities | | |
| Decrease (-) in lease liabilities | -3,151 | -3,868 |
| Dividends paid | -8,229 | -20,129 |
| Proceeds from long-term loans | 25,000 | |
| Repayments of long-term loans | -500 | - |
| Proceeds from short-term loans | 5,030 | |
| Payments to short-term loans | -5,340 | |
| Cash flow from financing activities | 12,809 | -23,996 |
| | | |
| Increase (+) / decrease (–) in cash and cash equivalents | -7,826 | -22,182 |
| Cash and cash equivalents at beginning of reporting period | 20,917 | 43,099 |
| Translation differences | 25 | 10,000 |
| Cash and cash equivalents at end of reporting period | 13,117 | 20,917 |
| כמשו מווע כמשו פעמועמוכוונש מג כווע טו ופאטו נווצ אפווטע | 13,117 | 20,917 |

- A Share capital
- **B** Treasury shares
- **C** Invested unrestricted equity fund

- **D** Translation differences
- E Retained earnings
- F Total equity

| EUR thousand | А | В | С | D | E | F |
|---|-----|--------|--------|---|--------|--------|
| Equity 1 Jan 2022 | 100 | -1,611 | 25,938 | 0 | 11,255 | 35,683 |
| Profit for the period | - | - | - | - | -197 | -859 |
| Transaction differences | - | - | - | - | 142 | 142 |
| Changes in fair values of equity investments | - | - | - | | 58 | 58 |
| Comprehensive income for the period, total | - | - | - | - | 2 | 2 |
| Acquisition of treasury shares | - | - | - | - | - | |
| Dividend distribution | - | - | - | - | -8,228 | -8,228 |
| Share issue or gratuitous investment in unrestricted equity | | - | 1,403 | - | - | 1,403 |
| Disposal of treasury shares -Board fees | - | 50 | 66 | - | -83 | 100 |
| Share-based incentives | - | 75 | - | - | -170 | -95 |
| Transactions with owners, total | - | 125 | 1,469 | | -8,481 | -6,821 |
| Equity 30 Jun 2022 | 100 | -1,486 | 27,407 | | 2,776 | 28,866 |

| EUR thousand | А | В | с | D E | F |
|--|-----|--------|--------|---------|---------|
| Equity 1 Jan 2021 | 100 | -2,206 | 25,816 | 16,839 | 40,549 |
| Changes in fair values of equity investments | - | - | - | - | |
| Comprehensive income for the period, total | - | - | - | 15,093 | 15,093 |
| Acquisition of treasury shares | - | - | - | | |
| Dividend distribution | - | - | - | 20,129 | -20,129 |
| Disposal of treasury shares -Board fees | - | 535 | 122 | 535 | 122 |
| Share-based incentives | - | 60 | | -13 | 47 |
| Transactions with owners, total | - | 595 | 122 | -20,677 | -19,960 |
| Equity 31 Dec 2021 | 100 | -1,611 | 25,938 | 11,255 | 35,683 |

| EUR thousand | А | В | С | D | E | F |
|--|-----|--------|--------|---|---------|---------|
| Equity 1 Jan 2021 | 100 | -2,206 | 25,816 | | 16,839 | 40,549 |
| Changes in fair values of equity investments | - | - | - | | - | |
| Comprehensive income for the period, total | - | - | - | | 11,103 | 11,103 |
| Dividend distribution | - | - | - | - | -17,489 | -17,489 |
| Acquisition of treasury shares | - | - | - | - | - | |
| Disposal of treasury shares -Board fees | - | 518 | 88 | - | -518 | 88 |
| Share-based incentives | - | 90 | | | -38 | -23 |
| Transactions with owners, total | - | 90 | 50 | | -18,045 | -17,378 |
| Equity 30 Jun 2021 | 100 | -2,116 | 25,867 | | 9,897 | 34,274 |

Notes

1.1 Accounting principles applied in this Interim Financial Report

Verkkokauppa.com Oyj is a public limited company, the shares of which are quoted on the official list of Nasdaq Helsinki Ltd. The registered address of its head office is Tyynenmerenkatu 11, Helsinki.

Verkkokauppa.com Oyj's Interim Report for January–September 2022 has been prepared in line with IAS 34, 'Interim Financial Reporting' should be read in conjunction with Verkkokauppa.com Oyj's financial statements for 2021, published on 2 March 2022. Verkkokauppa.com Oyj has applied the same accounting principles in the preparation of this Interim Financial Report as in its Financial Statements for 2021. On 1 April 2022, Verkkokauppa.com Oyj completed the acquisition of the Finnish online store e-ville.com. With the acquisition, Verkkokauppa.com Oyj became group's parent company, and company preparer financial reviews as a group and consolidated financial statements. The group's structure is described in note 1.9.

In addition to above described, consolidation principles, Verkkokauppa.com Oyj has not adopted any other new accounting policies during 2022 that would have a material impact on this Interim Financial Report.

The information presented in this Financial Statements Release has not been audited. The figures are rounded, and therefore the sum of individual figures may deviate from the aggregate amount presented. All amounts in this report are presented in EUR thousands, unless otherwise stated.

The acquired subsidiaries have been combined in the consolidated financial statements from the moment the group has gained control. All subsidiaries are 100% owned and no minority owners exist. group companies' intra-group share ownership is eliminated using the acquisition method. The transferred consideration, including the conditional purchase price and the identifiable assets and liabilities of the acquired company, are valued at fair value at the time of acquisition. The costs related to the acquisition have been booked as expenses. All intra-group business transactions as well as receivables and liabilities, unrealized margins and internal profit distribution are eliminated in the consolidated financial statements.

Exchange rate differences are treated in the reporting as following:

- The group companies' results and financial position are reported in the local currency of each legal entity. The consolidated financial statements are prepared and presented in euros.
- Business transactions in a foreign currency are recorded in the local currency using the exchange rate on the day of the transaction. Receivables and liabilities are converted into euros according to the exchange rate on the balance sheet date. Applied exchange rates are based on official ECB exchange rates.
- The translation differences arising from the elimination of the acquisition cost of foreign entity and the translation differences of post-acquisition profits and losses are recorded in other items of comprehensive income and presented separately in equity. The goodwill generated with the acquisition and the fair value adjustments made to the assets and liabilities of the foreign entity are treated as assets and liabilities of the relevant foreign entity in the local currency, which are converted into euros using the exchange rates on the end of the reporting period. If the foreign entity is sold as a whole or partly, the reported exchange rate differences are booked as part of the capital gain or loss of the transaction.
- Exchange rate differences arising from normal business transaction related receivables and liabilities and related
 potential hedging are included in the operating profit. Exchange rate differences related to financial assets and
 liabilities and the result of the related hedging instruments are reported in the financial items on the income
 statement.

1.2 Segment reporting

Verkkokauppa.com Oyj has one reportable segment. The management of Verkkokauppa.com Oyj has exercised judgement when it has applied the aggregation criteria to aggregate the operating segments into one reportable segment. The customers are the same across all operating segments, which offer the same goods and services in uniform conditions in one main market i.e., Finland. At the core of the company's business model is a strong integration of webstore and retail stores, common support functions serving the entire business as well as the volume benefits enabled by centralized business.

1.3 Revenue from contracts with customers

The revenue streams of the company consist of the sale of goods and services. There are more than 80,000 products in 26 different main product categories that the company sells to consumers through its own webstore and four retail stores in Finland. The sale of services rendered by the company includes, for example, installation and maintenance services, subscription sales and visibility sales. Revenue is accumulated geographically mainly from Finland.

Revenue from sales of products is recognized at a point in time when the control has been transferred. The revenue from services is recognized mainly over time.

Disaggregation of revenue

Satisfaction of performance obligations

| | 7-9/ | 7-9/ | 1-9/ | 1-9/ | 1-12/ |
|--------------------|---------|---------|---------|---------|---------|
| EUR thousand | 2022 | 2021 | 2022 | 2021 | 2021 |
| At a point in time | 136,368 | 139,916 | 385,638 | 402,202 | 569,424 |
| Over time | 1,397 | 1,124 | 2,563 | 3,374 | 5,090 |
| Revenue, total | 137,764 | 141,039 | 388,200 | 405,576 | 574,514 |

Revenue by external customer location

| | 7-9/ | 7-9/ | 1-9/ | 1-9/ | 1-12/ |
|---------------------------------------|---------|---------|---------|---------|---------|
| EUR thousand | 2022 | 2021 | 2022 | 2021 | 2021 |
| Finland | 125,071 | 131,642 | 360,847 | 378,340 | 534,954 |
| Rest of the world | 12,693 | 9,397 | 27,354 | 27,236 | 39,560 |
| Revenue by external customer location | 137,764 | 141,039 | 388,200 | 405,576 | 574,514 |

Income recognized from customer financing

The company presents all income from customer financing as part of revenue in the primary financial statements.

The table hereafter presents the income recognized from company financed Apuraha customer financing and payment service divided into income recognized using the effective interest rate method and other income. Other income consists of other fees.

| 18 | (29) |
|----|------|
|----|------|

| EUR thousand | 7-9/ 2022 | 7-9/ 2021 | 1-9/ 2022 | 1-9/ 2021 | 1-12/ 2021 |
|---|--------------|--------------|--------------|--------------|---------------|
| Interest income recognized using effective interest rate method | 747 | 697 | 2,323 | 2,021 | 2,778 |
| Other income from company-financed customer | | | | | |
| financing | 378 | 382 | 1,167 | 1,124 | 1,540 |
| Income from company-financed Apuraha, total | 1,125 | 1,079 | 3,490 | 3,145 | 4,318 |

1.4 Seasonality of business

The nature of the business of the company includes seasonality. Ordinary seasonal fluctuations are reflected in cash and cash equivalents, cash flow and accounts payable, which usually reach the highest point at year-end and the lowest point at the end of the second quarter.

1.5 Right-of-use assets

| EUR thousand | 30 Sep 2022 | 31 Dec 2021 |
|--|-------------|-------------|
| Carrying amount 1.1. | 15,776 | 17,347 |
| Increases | 130 | 1,202 |
| Increase/decrease due to remeasurement | 731 | 1,019 |
| Disposals | -32 | -141 |
| Depreciation | -2,852 | -3,650 |
| Carrying amount at the end of period | 13,752 | 15,776 |

The additions for the financial year includes the amount of 130 teur that came with the business acquisition on 1st April 2022.

The remeasurements made during 2022 and 2021 relate to index adjustments and renegotiated rental agreements.

1.6 Trade receivables

| | 30 Sep 2 | 2022 | 30 Sep | 2021 | 31 Dec | 2021 |
|------------------------|----------------------|-------------------|----------------------|-------------------|----------------------|-------------------|
| EUR thousand | Trade receivables | Loss allowance | Trade receivables | Loss allowance | Trade receivables | Loss allowance |
| Not due | 24,941 | 201 | 20,555 | 193 | 22,771 | 229 |
| Past due 1-60 days | 4,221 | 235 | 3,977 | 226 | 4,629 | 280 |
| Past due 61-120 days | 123 | 9 | 106 | 70 | 135 | 87 |
| Past due over 121 days | 136 | 129 | 221 | 221 | 233 | 233 |
| Total | 29,421 | 574 | 24,859 | 710 | 27,769 | 829 |

1.7 Financial assets and liabilities by measurement category

| 30 Sep 2022 | Recognized at fair value through other | | | |
|--|--|----------------------|----------------------|--------------------|
| EUR thousand | comprehensive income | At amortized cost | Lease liabilities | Carrying amount |
| Non-current financial assets | | | | |
| Trade receivables and other financial receivables | - | 4,552 | - | 4,552 |
| Non-current financial assets, total | | 4,552 | - | 4,552 |
| Current financial assets | | | | |
| Trade receivables | - | 24,676 | - | 22,456 |
| Loans receivable | | 427 | | 427 |
| Cash and cash equivalents | - | 13,116 | - | 13,116 |
| Current financial assets, total | - | 38,219 | - | 38,219 |
| Financial assets by measurement category, total | | 42,771 | | 42,771 |
| Non-current financial liabilities | | | | |
| Lease liabilities (level 2) | - | - | 13,418 | 13,418 |
| Liabilities to credit institutions | | 24,500 | - | 24,500 |
| Non-current financial liabilities, total | | 24,500 | 13,418 | 37,918 |
| Current financial liabilities | | | | |
| Lease liabilities (level 2) | - | - | 4,402 | 4,402 |
| Liabilities to credit institutions | | 584 | - | 584 |
| Trade payables | - | 76,589 | | 76,589 |
| Current financial liabilities, total | - | 77,173 | 4,402 | 81,575 |
| Financial liabilities by measurement category, total | - | 101,673 | 17,820 | 119,494 |

| 31 Dec 2021 | Recognized at fair value | | | |
|--|--|----------------------|----------------------|--------------------|
| EUR thousand | through other comprehensive income | At amortized cost | Lease liabilities | Carrying amount |
| Non-current financial assets | | | | |
| Equity investments (level 3) | 266 | - | - | 266 |
| Trade receivables and other financial receivables | - | 4,241 | - | 4,241 |
| Non-current financial assets, total | 266 | 4,241 | - | 4,508 |
| Current financial assets | | | | |
| Trade receivables | - | 23,124 | - | 23,124 |
| Cash and cash equivalents | - | 20,917 | - | 20,917 |
| Current financial assets, total | - | 44,041 | - | 44,041 |
| Financial liabilities by measurement category, total | 266 | 48,282 | - | 48,549 |
| Non-current financial liabilities | | | | |
| Lease liabilities (level 2) | - | - | 16,105 | 16,105 |
| Non-current financial liabilities, total | - | - | 16,105 | 16,105 |
| Current financial liabilities | | | | |
| Lease liabilities (level 2) | - | - | 4,034 | 4,034 |
| Trade payables | - | 77,609 | - | 77,609 |
| Current financial liabilities, total | - | 77,609 | 4,034 | 81,644 |
| Financial liabilities by measurement category, total | - | 77,609 | 20,139 | 97,749 |

Level 2 includes interest-bearing liabilities and derivatives and Level 3 investments in unlisted shares and funds.

1.8 Dividends

Dividends paid after the reporting period and year-on-year.

2022

| For the previous year | Date of payment | Dividend per share, EUR |
|-------------------------------|-----------------|-------------------------|
| | 4.4.2022 | 0.060 |
| | 9.5.2022 | 0.061 |
| | 25.7.2022 | 0,062 |
| Total dividends, EUR thousand | | 8.228 |
| | | |

2021

| For the previous year | Date of payment | Dividend per share, EUR |
|-------------------------------|-----------------|-------------------------|
| | 7.4.2021 | 0.276 |
| | 4.5.2021 | 0.057 |
| | 27.7.2021 | 0.058 |
| | 2.11.2021 | 0.059 |
| Total dividends, EUR thousand | | 20,129 |

1.9 Disclosure of acquisitions and company structure

Parent company, Verkkokauppa.com Oyj acquired 100% of eVille Distribution Oy shares on 1st of April 2022. Verkkokauppa.com Oyj's fully owned Finnish subsidiary, Arc Distribution Oy (established on February 2022), acquired 100% ownership and shares of Digi Electronics Ltd (Hong Kong) ja Digital Trading (Shenzhen) Co. Ltd (China) on 1 April 2022.

The acquisition supports Verkkokauppa.com's strategy to strengthen and expand its assortment in own brands. With the acquisition, Verkkokauppa.com gains access to an experienced sourcing organization established in Shenzhen and Hong Kong, China.

The purchase price amounts to approximately EUR 4.0 million, of which 1.4 million in new shares (when calculated using Verkkokauppa.com Oyj's share price as of 1 April 2022) issued in a directed share issue to the seller at closing and the rest in cash corrected with the net debt adjustment. The shares will be subject to a lock-up undertaking. The parties have also agreed to additional purchase price installments of up to approximately EUR 6.7 million, including deferred purchase price of EUR 1 million and earn-out of EUR 5.7 million, payable solely if the combined sales of own brand products exceed set target levels during 2022, 2023 and/or 2024. The total aggregate purchase price can amount to EUR 10.7 million at the maximum.

The seller has the option to receive 50% of the achieved earn-out in Verkkokauppa.com's shares for calendar years 2023 and/or 2024 if the earn-out metrics are to be achieved. The number of shares received by the seller are to be determined based on the volume weighted average share price of the Verkkokauppa.com's share for a 30-day period preceding of the date when the relevant metrics are confirmed.

Purchase price

| EUR thousand | Purchase price |
|-----------------------|----------------|
| Paid in cash | 3,250 |
| Directed issue shares | 1,403 |
| Adjustments | -677 |
| Total | 3,976 |

As part of financing the transaction, the Board of Directors of Verkkokauppa.com resolved on a EUR 1.4 million directed share issue. The number of new shares issued was 289,402 and their subscription price, based on the volume weighted average price of Verkkokauppa.com's shares in Nasdaq Helsinki Ltd on 30-day period preceding 9 February 2022, is EUR 6.91 per share.

The assets and liabilities recognised as a result of the acquisition are as follows:

| EUR thousand | Total acquired assets |
|----------------------------------|-----------------------|
| Cash and cash equivalents | 293,3 |
| Trade receivables | 462,0 |
| Inventory | 1 232,2 |
| Other receivables | 29,5 |
| Prepaid expenses | 826,0 |
| Machinery and equipment | 20,6 |
| Total assets | 2 863,5 |
| Prepayments | 139,7 |
| Trade payables | 330,0 |
| Other payables/liabilities | 717,9 |
| Accrued income | 38,5 |
| Short term liabilities | 1 644,2 |
| Other long term liabilities | 0,9 |
| Total liabilities | 2 871,2 |
| Acquired identifiable net assets | -7,6 |
| Customer related intangibles | 426,0 |
| Marketing related intangibles | 225,0 |
| Goodwill | 3 455,2 |
| Deferred tax liability | -130,2 |
| Acquired net assets | 3 976,0 |

Acquired assets and liabilities are valued on the balance sheet on fair value on the acquisition date. EUR 0.7 million of acquired intangible assets were valued for customer relationships and trademarks. These assets will be depreciated over their useful lifetime. Goodwill is the portion of purchase price that is higher than the sum of net fair value of assets and liabilities acquired. Goodwill amounted to EUR 3.5 million and it is non-deductible in taxation.

The accounting of the business combination is still provisional pending the finalization of the consideration transferred, valuation of the assets acquired, and liabilities assumed.

Acquisition contribution on group's Interim report

Revenue and profit/loss for the period for the acquired company

Since the acquisition date (1 April 2022), the acquisition has contributed EUR 4.2 million on the Group's revenue and EUR 0.6 million negative impact on Group's operating result. If the acquisition had been consolidated from the beginning of the financial year, it would have contributed 5.9 million to the Group's revenue and would not have a material impact on the Group's operating result.

The figures are based on consolidated group financial reports where all internal revenue, purchases and other expenses have been eliminated.

Earn out and deferred purchase price are recorded as a cost and not part of the purchase price as these are conditional to acquired assets management obligation to work. As of 30 June 2022, management estimated the additional purchase

price to amount to EUR 3.5 million of which EUR 0.35 million was reported as costs in Q3 2022. It is recognized as Item affecting the comparability.

Verkkokauppa.com company structure

| | | Ownership of shares % | Share of votes % | |
|------------------------------------|-----------|-----------------------|------------------|----------|
| | Country | 30.9.2022 | 30.9.2022 | Business |
| Parent company | | | | |
| Verkkokauppa.com Oyj | Finland | | | Retail |
| | | | | |
| Subsidiaries | | | | |
| e-ville.com Distribution Oy | Finland | 100% | 100% | Retail |
| Arc Distribution Oy | Finland | 100% | 100% | Retail |
| Digi Electronics Ltd | Hong Kong | 100% | 100% | Retail |
| Digital Trading (Shenzhen) Co. Ltd | China | 100% | 100% | Retail |

1.10 Transactions with related parties

Verkkokauppa.com Oyj's related parties comprise the Board of Directors, the CEO as well as the other members of the Management Team and the close members of the family of said persons as well as their controlled entities. Transactions with related parties have been carried out on usual commercial terms. One of the company's related parties is Board member Samuli Seppälä, who held 35.18% of all shares and votes in Verkkokauppa.com on 30 June 2022.

| EUR thousand | 30 Sep 2022 | 31 Dec 2021 |
|---|-------------|-------------|
| Sales of goods and services | | |
| To key management personnel and their related parties | 39 | 86 |
| | | |
| Purchases of goods and services | | |
| From key management personnel and their related parties | - | - |

| EUR thousand | 30 Sep 2022 | 31 Dec 2021 |
|---|-------------|-------------|
| Closing balances from purchases/sales of goods/services | | |
| Trade receivables from key management personnel and their related parties | 3 | |
| Trade payables to key management personnel and their related parties | - | |

1.11 Long-term incentive plans

At the end of the quarter, Verkkokauppa.com has one share-based incentive plan for the CEO and members of the Management Team, the Performance Matching Share Plan 2020–2022.

Matching Share Plan 2018-2020

In the Matching Share Plan 2018–2020, the participant may earn a number of matching shares, determined by the Board of Directors, based on their investment in Verkkokauppa.com Oyj's shares. The Matching Share Plan has two matching periods: 2018–2020 and 2019–2021. The rewards to be paid based on the matching period 2018–2020 correspond to the value of maximum total of 50,000 Verkkokauppa.com Oyj's shares, and on the basis of the matching period 2019–2021 to the value of maximum total of 45,000 Verkkokauppa.com Oyj's shares, including also the proportions to be paid in cash.

In March 2021, The Board of Directors of Verkkokauppa.com Oyj resolved on a directed share issue without consideration for the payment of share rewards in the first matching period 2018-2020 of the Matching Share Plan 2018-2020. On 2 March 2021, in the directed share issue without consideration, a total of 15,000 treasury shares held by the Company was transferred to five key employees according to the terms and conditions of the Matching Share Plan 2018-2020. Additionally, a part of the reward was paid in cash intended to cover taxes and tax-related costs arising from the reward to the participant. No new shares will be issued in connection with the payment of the share rewards and therefore the resolution will have no diluting effect.

In March 2022, Verkkokauppa.com transferred the fees under the second commitment period 2019-2021 of the Matching Share Plan 2018–2020 in a directed share issue without payment by authorization granted to the Board of Directors by the Annual General Meeting held on March 25, 2021. On 2 March 2022, a total of 20,000 of the company's own shares held by the company were transferred to seven key personnel in the share issue. No new shares were issued in connection with the payment of the share rewards and the decision, therefore, has no dilutive effect. This programme has now been paid in full and ended.

Performance Matching Share plan 2020-2022

Performance Matching Share Plan 2020–2022, a person may earn a number of matching shares based on their investment in Verkkokauppa.com Oyj's shares and the Total Shareholder Return (TSR) of the share. The Performance Matching Share Plan includes one performance period, calendar years 2020–2022. The reward to be paid to participants is based on the achievement of the required TSR levels set by the Board of Directors. A maximum of three performance-based matching shares is paid for each allocated share. The prerequisite for participation and receiving of reward is that a participant allocates freely transferable company shares, held by them, in the plan, or acquires the company's shares up to the number determined by the Board of Directors. Furthermore, payment of reward is based on the participant's valid employment or service upon reward payment. As a rule, no reward will be paid if a participant's employment or service ends before the reward payment.

The target group of the plan consists of seven persons, the CEO and six members of the Management Team. In accordance with the terms of the plan each participant is entitled to get a gross number of shares. However, a net number of shares will be paid to the participant after the company has withheld and paid the value of a part of the shares to cover the employee's tax obligation. The rewards to be paid based on the plan correspond to the value of approximately 440 thousand Verkkokauppa.com Oyj shares in total (gross amount).

1.12 Guarantees and commitments

| EUR thousand | 30 Sep 2022 | 31 Dec 2021 |
|--|-------------|-------------|
| Collateral given for own commitments | | |
| Guarantees | 3,463 | 3,463 |
| | | |
| Other commitments and contingent liabilities | 9 | 9 |

Guarantees are related to rent guarantees, the comprehensive guarantee for Finnish Customs and documentary credits. Other commitments are related to off-balance residual values.

1.13 IFRS Standards not yet effective

There are no IFRS, IFRIC interpretations, annual improvements, or amendments to IFRS that are not yet effective that would be expected to have a material impact on the company's interim reports.

1.14 Subsequent events

There are no other subsequent events that differ from usual business events, after the reporting period.

ADDITIONAL INFORMATION

Quarterly income statement

| | 7.0/ | A.C.I. | 1.2/ | 10 12/ | 7.0/ |
|--|--------------|--------------|--------------|----------------|--------------|
| EUR thousand | 7-9/ 2022 | 4-6/ 2022 | 1-3/ 2022 | 10-12/ 2021 | 7-9/ 2021 |
| EOR LIIOUSAIIU | 2022 | 2022 | 2022 | 2021 | 2021 |
| Revenue | 137 764 | 125 681 | 124 755 | 168 938 | 141 039 |
| Other operating income | 215 | 198 | 159 | 148 | 265 |
| Materials and services | -117 669 | -106 312 | -105 497 | -142 758 | -120 184 |
| Employee benefit expenses | -9 126 | -9 996 | -9 995 | -9 669 | -8 468 |
| Depreciation and amortization | -1 426 | -1 388 | -1 323 | -1 264 | -1 244 |
| Other operating expenses | -8 033 | -9 087 | -7 439 | -10 060 | -6 756 |
| Operating profit | 1 725 | -904 | 660 | 5 335 | 4 652 |
| Finance income | 4 | -0 | 2 | 1 | 2 |
| Finance costs | -370 | -538 | -361 | -340 | -321 |
| Profit before income taxes | 1 359 | -1 442 | 301 | 4 996 | 4 333 |
| Income taxes | -697 | 386 | -104 | -1 005 | -868 |
| Profit for the period | 662 | -1 056 | 197 | 3 990 | 3 464 |
| Profit for the period attributable to | | | | | |
| Equity holders | 662 | -1 056 | 197 | 3 990 | 3 464 |
| Earnings per share calculated from the profit attributable to equity holders | | | | | |
| Earnings per share, basic (EUR) | 0,01 | -0,02 | 0,00 | 0,09 | 0,08 |
| Earnings per share, diluted (EUR) | 0,01 | -0,02 | 0,00 | 0,09 | 0,08 |
| | 570- | -/ | -, | -, | - / |

Alternative performance measurement

In this Financial Statements Release, Verkkokauppa.com Oyj presents certain key figures that are not accounting measures defined under IFRS and therefore are considered as Alternative Performance Measures (APM). Verkkokauppa.com Oyj applies in the reporting of alternative performance measures the guidelines issued by the European Securities and Market Authority (ESMA).

Verkkokauppa.com Oyj uses alternative performance measures to reflect the underlying business performance and to enhance comparability between financial periods. The company's management believes that these key figures provide supplementing information on the income statement and financial position.

Alternative performance measures do not substitute the IFRS key ratios.

| | | 202 | 22 | | | 2021 | | | | |
|---|---------|---------|---------|----|----------------|---------|---------|---------|---------|---------|
| | Q1 | Q2 | Q3 | Q4 | Q1-Q3/ 2022 | Q1 | Q2 | Q3 | Q4 | FY 2021 |
| Revenue, thousand | | | | | | | | | _ | |
| euros | 124 755 | 125 681 | 137 764 | | 388 200 | 134 034 | 130 503 | 141 039 | 168 938 | 574 514 |
| Gross profit, thousand euros | 19 257 | 19 369 | 20 095 | | 58 721 | 21 727 | 22 429 | 20 856 | 26 180 | 91 191 |
| Gross margin-% | 15,44 % | 15,41 % | 14,59 % | | 15,1 % | 16,2 % | 17,2 % | 14,8 % | 15,5 % | 15,9 % |
| EBITDA, thousand | | | | | | | | | | |
| euros | 1 983 | 484 | 3 151 | | 5 618 | 6 435 | 6 349 | 5 896 | 6 599 | 25 279 |
| EBITDA-% | 1,59 % | 0,38 % | 2,29 % | | 1,4 % | 4,8 % | 4,9 % | 4,2 % | 3,9 % | 4,4 % |
| Operating profit, thousand euros | 660 | -904 | 1 725 | | 1 481 | 5 201 | 5 108 | 4 652 | 5 335 | 20 296 |
| Operating profit-% | 0,53 % | -0,72 % | 1,25 % | | 0,4 % | 3,9 % | 3,9 % | 3,3 % | 3,2 % | 3,5 % |
| Comparable operating profit, | | | | | | | | | | |
| thousand euros | 876 | -192 | 2 078 | | 2 761 | 5 201 | 5 108 | 4 652 | 5 335 | 20 296 |
| Comparable operating profit-% | 0,70 % | -0,15 % | 1,51 % | | 0,7 % | 3,9 % | 3,9 % | 3,3 % | 3,2 % | 3,5 % |
| Profit for the period, thousand euros | 197 | -1 056 | 662 | | -197 | 3 851 | 3 788 | 3 464 | 3 990 | 15 093 |
| Interest-bearing net debt, thousand euros | 18 154 | 28 605 | 29 788 | | 29 788 | -10 710 | 2 385 | -682 | -778 | -778 |
| Investments, thousand euros | 1 412 | 4 276 | 974 | | 6 662 | 433 | 1 681 | 849 | 1 891 | 4 854 |
| Equity ratio, % | 20,2 % | 18,2 % | 16,3 % | | 16,3 % | 20,3 % | 23,3 % | 22,4 % | 21,4 % | 21,4 % |
| Gearing, % | 54,7 % | 92,4 % | 103,2 % | | 103,2 % | -33,5 % | 7,2 % | -2,0 % | -2,2 % | -2,2 % |
| Personnel at the end of period* | 753 | 815 | 761 | | 761 | 738 | 801 | 736 | 825 | 825 |
| Basic earnings per share, euros | 0,00 | -0,02 | 0,00 | | 0,00 | 0,09 | 0,08 | 0,08 | 0,09 | 0,34 |
| Diluted earnings per share, euros | 0,00 | -0,02 | 0,00 | | 0,00 | 0,09 | 0,08 | 0,08 | 0,09 | 0,33 |
| Number of issued shares, 1,000 pcs | 45 065 | 45 355 | 45 355 | | 45 355 | 45 065 | 45 065 | 45 065 | 45 065 | 45 065 |
| Number of treasury shares, 1,000 pcs | 298 | 290 | 282 | | 282 | 336 | 332 | 328 | 323 | 323 |
| Weighted average number of shares outstanding, 1,000 pcs | 44 747 | 45 047 | 45 073 | | 45 073 | 44 715 | 44 721 | 44 727 | 44 731 | 44 731 |
| Diluted weighted average number of shares outstanding, | | | 5015 | | -1013 | | 77721 | 121 | 11/11 | 731 |
| 1,000 pcs | 45 189 | 45 473 | 45 439 | | 45 439 | 45 221 | 45 227 | 45 232 | 45 205 | 45 205 |

*The number of personnel includes both full- and part-time employees.

** Q2 2022 Key figures are the key figures of the Verkkokauppa.com Oyj group, formed in April 2022.

Formulas for key ratios

| KEY RATIO | DEFINITIONS | | |
|---|---|-------|--|
| GROSS PROFIT | Revenue – materials and services | | Gross profit shows the profitability of the sales |
| GROSS MARGIN, % | (Revenue – materials and services) / Revenue | x 100 | Gross margin measures the profitability of the sales of Verkkokauppa.com |
| EBITDA | Operating profit + depreciation + amortization | | EBITDA shows the operational profitability |
| EBITDA, % | (Operating profit + depreciation + amortization) / Revenue | x 100 | EBITDA measures the operational profitability of Verkkokauppa.com |
| OPERATING PROFIT | Result for the period before income taxes and net finance income and costs | | Operating profit shows result generated by operating activities |
| OPERATING MARGIN, % | Operating profit / Revenue | x 100 | Operating margin measures operational efficiency of Verkkokauppa.com |
| ITEMS AFFECTING COMPARABILITY | Material items which are not part of normal operating activities such as expenses related to possible transfer to official list of Nasdaq Helsinki, restructuring costs including workforce redundancy and other restructuring costs, impairment losses of fixed assets, gain or losses recognized from disposals of fixed assets/businesses, transaction costs related to business acquisition, compensations for damages and legal proceedings | | |
| COMPARABLE OPERATING PROFIT | Comparable operating profit is profit adjusted | | Comparable operating profit allows comparison of operating profit in different periods without the impact of extraordinary items not related to normal business operations |
| COMPARABLE OPERATING PROFIT MARGIN % | Comparable operating profit / revenue | x 100 | Comparable operating margin measures comparable operational efficiency of Verkkokauppa.com |

| EQUITY RATIO, % | Total equity / RATIO, % Balance sheet total – advance payments received | | Equity ratio measures Verkkokauppa.com's solvency, ability to bear losses and ability to meet commitments in the long run |
|------------------------------|--|-------|--|
| INTEREST-BEARING NET BEDT | Lease liabilities -cash and cash equivalents | | Interest-bearing net debt measures Verkkokauppa.com's indebtedness |
| GEARING, % | Lease liabilities – cash and cash equivalents/ Total equity | x 100 | Gearing measures the relation of equity and interest-bearing net debt of Verkkokauppa.com and shows the indebtedness of the company |
| INVESTMENTS | Increases in intangible assets, property, plant and equipment during the financial period | | Investments provides additional information regarding operating cash flow demands |
| NET INVESTMENT | Investments in intangible and tangible assets - proceeds from the sale of fixed assets. Net investments do not include non-capitalized / work in progress | | |
| EARNINGS PER SHARE, BASIC | Profit for the period attributable to equity holders of the company / Weighted average number of shares outstanding | | Earnings per shares measures the profit for the period attributable to equity holders of the company |
| EARNINGS PER SHARE, DILUTED | Profit for the period attributable to equity holders of the company / Weighted average number of shares outstanding + dilutive potential shares | | |

Reconciliation of alternative key ratios

| EUR thousand | 7-9/ 2022 | 7-9/ 2021 | 1-9/ 2022 | 1-9/ 2021 | 1-12/ 2021 |
|--|--------------|--------------|--------------|--------------|---------------|
| Operating profit | 1 725 | 4 652 | 1 481 | 14 961 | 20 296 |
| - advisory costs related to business acquisition | 353 | - | 1 281 | - | - |
| Comparable operating profit | 2 078 | 4 652 | 2 761 | 14 961 | 20 296 |