

Helsinki, March 4, 2021

Strictly private and confidential

Stockmann plc
The Board of Directors
Aleksanterinkatu 52
FIN - 00100 HELSINKI

Fairness Opinion

Stockmann plc (“Stockmann”) has two share series: series A and series B. The total number of shares issued and outstanding is 72,048,683 which is divided into 30,530,868 series A shares and 41,517,815 series B shares. Both series A and B shares are traded on Nasdaq Helsinki Stock Exchange. The trading code for series A share is STCAS and for series B share STCBV.

According to clause 3 of the articles of association of Stockmann, each series A share confers ten (10) votes at a general meeting and each series B share one (1) vote. Furthermore, a series A share can be converted to a series B share upon a written demand of a shareholder addressed to the Board of Directors of Stockmann provided that the conversion can take place within the limits of the minimum and maximum amounts of the share series of Stockmann. The minimum number of series A shares is 18,000,000 and the maximum number is 80,000,000 and the minimum number of series B shares is 18,000,000 and the maximum number is 100,000,000.

Stockmann filed for corporate restructuring on April 6, 2020. Stockmann published the draft restructuring programme on December 14, 2020 and the restructuring programme was approved by Helsinki District Court on February 9, 2021 (“Restructuring Programme”). Section 15.2 of the Restructuring Programme outlines the following:

“The Company’s A and B Shares will be combined in connection with the restructuring programme so that each series A Share will entitle to 1.1 series B Shares. The Company must decide to combine its share series at the same general meeting where the share issue set out in section 15.1 will be decided upon. This combination of the share series will support the Company’s liquidity and advance Company’s possibilities to acquire financing.”

The Board of Directors of Stockmann is preparing a proposal to the annual general meeting of Stockmann to be held on April 7, 2021 to combine the series A and the series B shares at the exchange ratio stated in the Restructuring Programme (“Proposal”). According to the Proposal, each one (1) series A share will be entitled to receive 1.1 series B shares without any additional consideration to be paid by holders of series A shares.

Stockmann’s Board of Directors has requested Aventum Partners Ltd (“Aventum”) to provide an opinion as to the fairness, from a financial point of view, of the Proposal to the holders of the series A shares and series B shares in Stockmann.

Aventum has, as a basis for our opinion, reviewed and considered, among other things,

- (i) certain publicly available business and historical financial information relating to Stockmann;
- (ii) certain internal information received in discussions with the management of Stockmann relating to the business and financial prospects of Stockmann;
- (iii) data on the share price development and trading activity of Stockmann’s series A shares and series B shares on Nasdaq Helsinki Stock Exchange for the last five years;
- (iv) data on the share price development and trading activity of other publicly traded companies with multiple publicly traded share series in Finland;
- (v) terms and conditions of similar previous share series combinations of publicly traded companies with multiple publicly traded share series in Finland;
- (vi) the shareholder structure of Stockmann;
- (vii) the content of the Administrator’s Draft Restructuring Programme dated December 14, 2020 and Administrator’s Amended Draft Restructuring Programme dated February 1, 2021; and
- (viii) such other documents, analyses and studies as we have deemed appropriate.

In rendering this opinion, Aventum has assumed and relied upon, without independent verification thereof, the accuracy and completeness of the information which was publicly available or furnished to Aventum by or on behalf of Stockmann for the purposes of this opinion. Aventum has not conducted any physical inspections of any assets or liabilities of Stockmann and has not made any independent evaluation, due diligence review or appraisal of the assets or liabilities of Stockmann or any of their subsidiaries or affiliates.

Aventum has assumed that Stockmann has fulfilled its disclosure requirements according to laws and regulations applicable to publicly listed companies on Nasdaq Helsinki Stock Exchange. Furthermore, Aventum has assumed that Stockmann complies with the commitments and obligations set forth in the Restructuring Programme.

Aventum’s opinion is essentially based on economic, regulatory, market and other conditions as in effect on the date hereof. It should be understood that the circumstances on which this opinion is based may be affected by subsequent events. Any subsequent developments may affect Aventum’s view but Aventum has no obligation to update, revise or reaffirm this opinion.

The volume weighted average price of a series A share was approximately 39.9 per cent higher than the volume weighted average price of a series B share (the "Premium") during six (6) months immediately preceding the date when Stockmann published the Proposal for Stockmann plc's restructuring programme, i.e. December 14, 2020. However, it should be noted that the Premium increased after Stockmann filed for corporate restructuring. The Premium was approximately 15.2 per cent during twelve (12) months preceding the date when Stockmann filed for corporate restructuring, i.e. April 6, 2020 and long term Premium was 9.5% between 4 January 2016 and 28 February 2021. Between December 14, 2020 and February 28, 2021 the Premium was 11.1 per cent.

Relatively low liquidity of series A share may have had an impact on share price development of series A share and thus Premium between the share series. Trading volume of series A share represented only 11.2 per cent of total trading volume during last three (3) years and 8.7 per cent during six (6) months immediately preceding the date when Stockmann published the Proposal for Stockmann plc's restructuring programme, i.e. December 14, 2020.

The Proposal represents a 10.0 per cent premium to the holders of the series A shares, approximately 89.0 per cent dilution of voting power to the holders of the series A shares and approximately 4.1 per cent dilution of share ownership to the holders of the series B shares.

The combination of share series is expected to improve liquidity of the share, Stockmann's ability to secure financing from the market and decision making as shareholders' voting power will be aligned with their financial interest in the company. However, this opinion does not express any view as to Stockmann's share price development or capital structure at any future time.

Aventum is paid a fee for its services in connection with furnishing this opinion. This opinion is provided solely for the benefit of the Board of Directors of Stockmann in connection with and for the purposes of their consideration of the Proposal. Aventum does not hereby express any recommendation as to whether or not the shareholders of Stockmann should vote for the Proposal in the annual general meeting.

This opinion is strictly private and confidential and has been prepared for the Board of Directors of Stockmann only for the purpose of evaluating the Proposal. The existence of this opinion, the opinion or any of its contents, analyses or outcomes may not be disclosed to any third party or published publicly without explicit written consent of Aventum.

Based on and subject to the forgoing, it is **Aventum's opinion, as of the date hereof, that the Proposal is fair, from a financial point of view, to the holders of series A shares and holders of series B shares in Stockmann.**

Yours sincerely,

AVENTUM PARTNERS LTD