

PROPOSAL BY THE NOMINATION AND COMPENSATION COMMITTEE OF ALMA MEDIA CORPORATION'S BOARD OF DIRECTORS FOR THE COMPOSITION AND REMUNERATION OF THE BOARD OF DIRECTORS

Proposal for the composition of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors of Alma Media Corporation proposes to the annual general meeting scheduled for March 14, 2013, that the Board should consist of eight (8) members.

The Nomination and Compensation Committee proposes to the Annual General Meeting that the current Board members Timo Aukia, Petri Niemisvirta, Kai Seikku, Erkki Solja, Catharina Stackelberg-Hammarén and Harri Suutari be re-elected to the Board of Directors for the term ending at the close of the following ordinary Annual General Meeting. The personal details of the candidates as well as information on their positions of trust are available on the company's website at www.almamedia.com/investors/corporate-governance/board-of-directors/. Board member Seppo Paatelainen has notified that he will not be available for election to the Board of Directors of Alma Media Corporation.

In addition, the Nomination and Compensation Committee proposes that Perttu Rinta, CEO of Suur-Savon Sähkö Oy, and Niklas Herlin, publisher, be elected as new members of the Board for the said term. The personal details of the new candidates as well as information on their positions of trust are available on the company's website at www.almamedia.com/investors/corporate-governance/general-meeting/2013/. All the proposed candidates for Board membership have given their consent to the election.

Shareholders representing more than half of Alma Media shares and voting rights have notified that they support the proposal by the Nomination and Compensation Committee.

Remuneration of the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes that the annual remuneration of the members of the Board remain unchanged, and the chairman of the Board be paid an annual fee of EUR 33,000, the vice chairman EUR 27,000 and ordinary members EUR 22,000. Furthermore, the Committee proposes that the remuneration for meeting attendance be EUR 1,000 to the chairmen of the Board and the Committees, EUR 700 to the vice chairmen and EUR 500 to the ordinary members for each Board and Committee meeting they attend. Compensation for travel expenses is proposed to be paid in accordance with the company's travel policy.

The members of the Board shall, as decided by the Annual General Meeting, acquire a number of shares corresponding to approximately 40% of the full amount of the annual remuneration at the public trading price in the market. Members of the Board are obliged to acquire the said shares within two weeks of the publication of the Interim Report for January–March 2013, or, in case this is not possible because of insider transaction regulations, on the first possible date thereafter. In case shares cannot have been acquired until the end of 2013, for example because of pending insider transactions, the full annual remuneration is paid in money. Shares thus acquired may not be transferred until the recipient's membership in the Board has ended.