



## **PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 17 MARCH 2016**

### **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that no dividend be paid for the financial year 2015. The company has no retained earnings.

### **Resolution on the use of the invested non-restricted equity fund**

The Board of Directors proposes that the AGM decide to use EUR 70,092,000 from the invested non-restricted equity fund, complying with the company's balance sheet of 31 December 2015, to cover losses. The covering of losses improves the preconditions for the distribution of profit in future financial periods.

### **Resolution on the repayment of capital**

The Board of Directors proposes that the AGM decide to distribute EUR 0.12 per share as capital repayments from the invested non-restricted equity fund. At the time of the publication of this notice to the AGM, the company has 82,383,182 shares, translating into a repayment amount of EUR 9,885,981.84. Capital repayments are paid to shareholders who are registered in Alma Media Corporation's shareholder register, maintained by Euroclear Finland Ltd, on the record date, 21 March 2016. The Board of Directors proposes that capital repayments be paid on 30 March 2016.

### **Resolution on the remuneration of the auditor**

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the auditor's fees be paid according to the invoice approved by the company.

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### **Election of the auditor**

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes that Authorised Public Accountants PricewaterhouseCoopers Oy be elected as the company's auditor for the 2016 financial year.

### **Authorisation to the Board of Directors to repurchase own shares**

The Board of Directors proposes that the AGM authorise it to decide on the repurchase of a maximum of 824,000 shares in one or more lots. The proposed maximum authorised quantity represents approximately one (1) per cent of the company's entire share capital. The shares shall be acquired using the company's non-restricted shareholders' equity through trading in a regulated market arranged by Nasdaq Helsinki Oy and in accordance with its rules and instructions, which is why the acquisition is directed, that is, the shares

are purchased otherwise than in proportion to shareholders' current holdings. The price paid for the shares shall be based on the price of the company share in the regulated market, so that the minimum price of purchased shares is the lowest market price of the share quoted in the regulated market during the term of validity of the authorisation and the maximum price, correspondingly, the highest market price quoted in the regulated market during the term of validity of the authorisation. Shares may be purchased for the purpose of improving the company's capital structure, financing or carrying out corporate acquisitions or other arrangements, implementing incentive schemes for the management or key employees, or to be otherwise transferred or cancelled. It is proposed that the authorisation be valid until the following AGM; however, no longer than until 30 June 2017.

#### **Authorisation to the Board of Directors to decide on the transfer of own shares**

The Board of Directors proposes that the Annual General Meeting authorise it to decide on a share issue by transferring shares in possession of the company. A maximum of 824,000 shares may be issued on the basis of the authorisation. The proposed maximum authorised quantity represents approximately one (1) per cent of the company's entire share capital. The authorisation entitles the Board to decide on a directed share issue, which entails deviating from the pre-emption rights of shareholders. The Board can use the authorisation in one or more parts. The Board of Directors may use the authorisation to implement incentive programmes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following AGM; however, no longer than until 30 June 2017. This authorisation would override the corresponding share issue authorisation granted at the AGM of 17 March 2015.

#### **Authorisation to the Board of Directors to decide on a share issue**

The Board of Directors proposes that the AGM authorise it to decide on a share issue. The authorisation would entitle the Board to issue a maximum of 16,500,000 shares. The proposed maximum amount of shares corresponds to approximately 20 per cent of the total number of shares in the company. The share issue may be implemented by issuing new shares or transferring shares now in possession of the company. The authorisation entitles the Board to decide on a directed share issue, which entails deviating from the pre-emption rights of shareholders. The Board can use the authorisation in one or more parts.

The Board may use the authorisation for developing the capital structure of the company, widening the ownership base, financing or realising acquisitions or other arrangements, or for other purposes decided on by the Board. The authorisation may not, however, be used to implement incentive programmes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following AGM; however, no longer than until 30 June 2017. This authorisation would override the corresponding share issue authorisation granted at the AGM of 17 March 2015, but not the share issue authorisation proposed above.

#### **Charitable donations**

The Board of Directors proposes that the AGM authorise it to decide on donations amounting to no more than EUR 50,000 to universities in 2016–2017, with the more detailed conditions of the donations to be decided by the Board of Directors.