

## **CHARTER OF THE NOMINATION AND COMPENSATION COMMITTEE OF ALMA MEDIA CORPORATION**

The Nomination and Compensation Committee prepares issues concerning appointments, employment, compensation, self-evaluation of the Board, and the development of good corporate governance for the Board.

### **1 TASKS**

The tasks of the Nomination and Compensation Committee are:

1 monitor and assess the competitiveness of Alma Media Corporation's reward and incentive systems;

2 prepare matters concerning appointments, salaries and rewards included in the tasks of the Board of directors by law and the charter of the Board for decision or confirmation by the Board of directors, such as

- appointment of the CEO and the executives belonging to the Group Executive Team, as well as the executive Editors of Aamulehti, Iltalehti, Kauppalehti, Lapin Kansa, Pohjolan Sanomat and Satakunnan Kansa,
- the salaries and other benefits of the CEO and employees reporting to the CEO, as well as incentive systems,
- the rewarding principles for Alma Media Corporation's employees

3 prepare the procedure for the annual assessment of the activities and working methods of the Board of Directors

4 follow and prepare suggestions on the development of corporate governance of Alma Media Group

### **2 COMPOSITION AND MEETINGS**

In the constitutive meeting to be held after the ordinary annual meeting of shareholders, the Board elects the members of the Nomination and Compensation Committee from among its members. The Nomination and Compensation Committee consists of four members, who elect the Chairman for the Committee.

The majority of the members of the Nomination and Compensation Committee must be independent of the company. The CEO or any other member of the company management cannot be a member of the committee.

The Nomination and Compensation Committee convenes as necessary, summoned by its Chairman.

The meetings of the Nomination and Compensation Committee are attended by the President and CEO and, when necessary, also by General Counsel.

Matters pertaining to salaries, rewards and the nomination of other management than the President and CEO are presented by the President and CEO. The meeting minutes are kept by President and CEO or General Counsel, when attending.

The Nomination and Compensation Committee reports to the Board of Directors.

### **3 APPROVAL OF THE CHARTER**

This charter was approved in the Board meeting of March 30, 2016.

The charter is reviewed annually in the first meeting of the Board of Directors held after the constitutive meeting subsequent to the Annual General Meeting.

The charter is published on the company's website, and its main points are provided in the company's Corporate Governance Statement and the Annual Report.

### **4 DUTIES OF THE COMPANY**

The company must publish the number of committee meetings held during a financial period, as well as the participation of its members in meetings.

Alma Media Corporation applies the Finnish Corporate Governance Code 2015 for listed companies in its unaltered form from 1 January 2016 onwards and also notifies to the Corporate Governance Code any exceptions concerning the Nomination and Compensation Committee.