



**Remuneration Policy
and Remuneration
Report 2019**

ALMA MEDIA CORPORATION

In accordance with the EU Shareholder Rights Directive, Alma Media published its Remuneration Policy, which documents the principles of the remuneration of the Groups governing bodies and the key terms applicable to service contracts on 14 February 2020 and it is available on Alma Media's website www.almamedia.fi/en/investors/governance/remuneration

From the Chairman

Dear shareholders

In accordance with the EU Shareholder Rights Directive, the following Remuneration Policy and Remuneration Report cover Alma Media's remuneration policy, i.e. the remuneration principles of the governing bodies and the key terms applicable to service contracts including the Group Executive Team, and the Group's actual remuneration in 2019. The Remuneration Policy section complies with the Finnish Corporate Governance Code 2020, while the Remuneration Report section has been prepared pursuant to the Finnish Corporate Governance 2015, in accordance with the new Corporate Governance Code's provisions concerning its adoption and entry into force.

The objective of the Group's Remuneration Policy and remuneration systems is to ensure the effective execution and practical implementation of Alma Media's strategy. They play a key role in promoting the Group's long-term financial success, competitiveness and the development of shareholder value. Remuneration is a key factor in recruiting and engaging the commitment of highly competent employees and executives. With this in mind, in the implementation of the Group's strategy, we focus on measurable targets, the monitoring of targets and rewarding strong performance. Building an attractive corporate culture through day-to-day work is also important.

For several years now, building sustainable growth by utilising the opportunities of digitalisation has been at the core of Alma Media's strategy. At the end of the review period, the share of Group revenue represented by digital business was 51.6 per cent. The progress of the digital transformation has been reflected in improved profitability: Alma Media's adjusted operating profit has increased for five consecutive years and the operating profit margin was 18.0 per cent. Digital business growth slowed in 2019 to 3.7 per cent.

During the past few years, the key criteria for the short-term incentive bonuses of the President and CEO and the Group Executive Team have been the Group's profitability (EBIT %), the growth targets of digital business, the financial targets of each business unit and the implementation of strategy. Alma Media's development in 2019 did

not meet the growth target set for digital business, but 80 per cent of the profitability target was achieved. Short-term incentive bonuses were paid to the President and CEO in the amount of EUR 189,000 and the other members of the Group Executive Team in the amount of EUR 371,000 for the year 2019.

In total, Alma Media paid performance-based short-term incentive bonuses in spring 2020, based on the results achieved in the year 2019, in the amount of EUR 2.5 million to executives and employees (including pension insurance contributions and social security contributions). This total amount corresponds to approximately 4.0 of the adjusted operating profit for 2019.

Alma Media's long-term incentive scheme is based on the absolute total shareholder return (TSR) of the company's share over the past five years and the average growth of digital business over the past three years. The rewards are paid in Alma Media shares. The five-year TSR of the share for the performance period was 180 per cent and the average growth of digital business over the three-year period was 9.9 per cent. Accordingly, the long-term incentive schemes were realised at 75 per cent of the maximum amount of the long-term incentive scheme.

In 2019, we introduced a new performance-based and share-based incentive scheme for the company's management and key employees for the calendar years 2019–2022 as part of our overall remuneration system. The terms of the new share-based long-term incentive scheme for senior management (LTI 2019) largely correspond to those of the share-based incentive scheme that was launched in 2015 (LTI 2015).

Highly competent and committed executives and employees are the foundation for Alma Media's success. Our remuneration practices are aimed at ensuring that Alma Media will be a competitive and attractive employer now and in the future.

Peter Immonen
Chairman of the Nomination and Compensation Committee

Decision-making procedure concerning remuneration

The Remuneration Policy for Alma Media Corporation's governing bodies is prepared by the Shareholders' Nomination Committee where the remuneration of the Board of Directors is concerned and by the Board's Nomination and Compensation Committee where the remuneration of the President and CEO is concerned. The Board of Directors presents the Remuneration Policy for approval by the General Meeting of Shareholders in four-year intervals at most.

The Annual General Meeting of Alma Media Corporation decides on the remuneration and other financial benefits of the members of Alma Media Corporation's Board of Directors and the Board committees. Alma Media's Nomination Committee, which consists of representatives of the company's most significant shareholders, prepares proposals related to the election and remuneration of the members of the Board of Directors to the Annual General Meeting. In addition, the Nomination Committee evaluates and monitors the practical implementation of the Board of Directors' Remuneration Policy and the extent to which it supports the execution of Alma Media's strategy.

Alma Media Corporation's Board of Directors monitors and evaluates the practical implementation of Alma Media Group's remuneration schemes, including the Remuneration Policy concerning the President and CEO, as well as the competitiveness of the remuneration schemes and the extent to which the actual remuneration supports the implementation of Alma Media's strategy and the company's long-term financial success. The Board of Directors of Alma Media Corporation decides on the salaries, short-term incentive schemes and benefits of the Group's President and CEO and the President and CEO's direct subordinates on the basis of the proposal of the Board's Nomination and Compensation Committee. In addition, the Board of Directors decides on the content, target group and allocation of long-term incentive schemes based on a proposal prepared by the Nomination and Compensation Committee. The Board of Directors' currently valid remuneration-related authorisations and their use is described on page 134.

The terms of the service contracts of the members of the Group Executive Team are decided on by the Board of Directors based on the proposal of the Nomination and Compensation Committee.

In accordance with the principles of Alma Media's decision-making procedures concerning remuneration, no governing body or individual shall participate in making remuneration decisions concerning themselves or decisions in which there is a conflict between their interest and the company's interest. In the event that the Board of Directors or its Nomination and Compensation Committee uses an external

advisor in the preparation of decisions or decision proposals, they shall ensure that the advisor in question is not under such an assignment by the company's operative management that would result in a conflict of interest. The aforementioned decision-making procedure ensures that decisions concerning remuneration are made in a fair and impartial manner.

Key remuneration principles

The remuneration of the members of the Board of Directors at Alma Media must be competitive to ensure that the Board of Directors consists of members with sufficient expertise to carry out the duties of the Board of Directors, which include, among other things, deciding on the company's strategy and monitoring its implementation.

In accordance with its strategy, Alma Media builds sustainable growth by taking advantage of the opportunities presented by the digital transformation. The objective is to increase shareholder value through revenue growth and improved profitability. Alma Media is developing and expanding its current business operations and seeking growth opportunities in new businesses and markets. The company's Remuneration Policy and remuneration systems are aimed at promoting the Group's long-term financial success, competitiveness and the development of shareholder value.

The remuneration schemes concerning the company's President and CEO and other executives are based on the principle of achieving the Group's strategic objectives defined and confirmed by the Board of Directors as well as the principle of improving the company's result. The incentive schemes emphasise the reconciliation of the interests of the executives and the interests of Alma Media's shareholders, engaging the commitment of the executives through long-term share ownership and thereby increasing the company's shareholder value in the long term.

The remuneration principles include the promotion of a performance-based operating culture, offering competitive compensation for development that promotes the implementation of strategy and the achievement of targets. Alma Media's remuneration principles and processes are transparent, clear and consistent.

At Alma Media, the remuneration of employees is based on the company's strategic objectives. Remuneration consists of several different elements. An employee's monetary salary is based on the following factors: the demands of the job, performance and the capacity for renewal. In addition to monetary salary, an individual can be included in Alma Media's short-term remuneration scheme or various sales incentive or bonus schemes. The proportion of variable remuneration elements in total remuneration is determined based on the demands of the employee's job. As jobs get more demanding, the proportion of variable remuneration elements increases.

Individuals in executive positions in the Group and its business units and employees in key positions can also be included in the long-term remuneration scheme. In addition, there are various fringe benefits for employees.

Remuneration of the Board of Directors

The members of the Board of Directors of Alma Media Corporation are not in an employment relationship with the company. The compensation received by the members of the Board of Directors from the company is limited to compensation related to membership of the Board of Directors and its committees and their work on the Board of directors. The members of the Board of Directors are not included in Alma Media's share-based incentive schemes or the company's other incentive schemes.

The members of the Board shall, as decided by the Annual General Meeting, acquire a number of Alma Media Corporation shares corresponding to approximately 40 per cent of the full amount of the annual remuneration for Board members, taking into account tax deduction at source, at the trading price on the regulated market arranged by the Helsinki Stock Exchange. The acquired shares cannot be transferred until the recipient's membership on the Board has ended.

The meeting fees of the members of the Board of Directors are paid in cash. The Board members' compensation for travel costs are paid in accordance with Alma Media's travel policy.

Remuneration of the President and CEO

The fixed components of the remuneration of the President and CEO, such as the basic salary, fringe benefits and pension benefits, are based on the President and CEO's service contract. The variable components, the short-term incentive bonus scheme and the long-term share-based incentive scheme are based on pre-defined and measurable performance and result criteria. Maximum limits have been set for the variable remuneration components.

The President and CEO's earning opportunity based on incentive schemes is set at a competitive level in accordance with the market. Remuneration is closely aligned with the principle of performance-based remuneration. If performance relative to the indicators used in the incentive schemes is good or excellent, the incentive bonuses may represent a significant proportion of the President and CEO's overall remuneration. The President and CEO's variable remuneration consists of a short-term incentive (STI) bonus scheme related to the achievement of short-term financial and operational targets and long-term remuneration schemes (LTI). The earning opportunity

based on the STI scheme is limited to 66 per cent of the President and CEO's fixed annual salary. The measurement period is five years for the LTI 2015 scheme and three years for the LTI 2019 scheme. Dividing the maximum incentive reward over the remuneration periods on average, the maximum incentive reward based on the LTI scheme is limited to 95 per cent of the President and CEO's fixed annual salary.

The President and CEO's remuneration consists of the following components:

Remuneration of the President and CEO	
Basic salary	<p>Fixed monetary salary (monthly salary), fringe benefits (company car, mobile telephone benefit and housing benefit).</p> <p>In the overall remuneration package, the purpose of the fixed salary is to establish a competitive level of basic remuneration that allows the President and CEO to focus on performing his duties and the long-term implementation of the company's strategy.</p> <p>In the overall remuneration package, the purpose of the fringe benefits is to provide benefits that are in line with the company's current practices as well as market practices.</p>
Insurance	Life and health insurance.
Pension	<p>In addition to statutory employment pension security, the President and CEO has a defined contribution group pension benefit. His pension accumulates by 37% of the annual earnings. The CEO has the opportunity to retire upon reaching 60 years of age. The payment of insurance contributions ends at the termination of employment. The pension is determined on the basis of the insurance savings accrued by the time of retirement. Retirement can be postponed up to 70 years of age. At this time, the pension is determined on the basis of insurance savings adjusted according to the value development of the investment objects.</p> <p>It is included in the terms and conditions of Alma Media President and CEO's group pension insurance that when the insured has been within the scope of the agreement for three years, he has the right to a paid-up policy corresponding to the insurance savings accumulated by the termination of the employment relationship. The paid-up policy includes old-age pension after retirement age, coverage for incapacity for work and coverage in the event of death.</p> <p>In the overall remuneration package, the purpose of the supplementary pension is to provide a reward for the long-term fulfilment of tasks and obligations.</p>

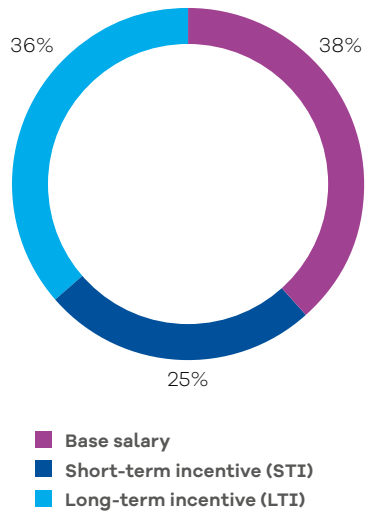
Remuneration of the President and CEO

Short-term remuneration scheme	<p>A short-term incentive (STI) bonus scheme related to the achievement of short-term financial and operational targets.</p> <p>The structure, performance indicators and target levels of the incentive bonus scheme are determined, and may vary, according to the decisions of Alma Media's Board of Directors. The targets of the President and CEO's incentive bonus scheme are primarily Group-level result and operational targets.</p> <p>The incentive bonus of Alma Media's President and CEO may be up to 66% of his annual salary.</p> <p>.More information is provided on pages 129–130.</p> <p>In addition to the afore-mentioned earning opportunity based on the incentive bonus scheme the President and CEO may be eligible for one-off project bonuses for example based on key development projects, projects relating to significant changes in the group structure or to M&A transactions and based on other one-off projects or arrangements as in each case determined by the Board of Directors.</p> <p>In the overall remuneration package, the purpose of the scheme is to incentivise the achievement of Alma Media's key financial targets and other key performance targets that support the Group's strategy at the annual level.</p>
Long-term remuneration scheme	<p>Alma Media's long-term remuneration scheme consists of a share-based incentive scheme but, subject to the Board of Directors' decision, it may also be cash-based. When the scheme is share-based, the rewards under it may also be paid in cash subject to the Board of Directors' decision.</p> <p>The structure, performance indicators and target levels of the long-term remuneration scheme are determined, and may vary, according to the decisions of Alma Media's Board of Directors. Depending on the decision of the Board of Directors, there may be one or several structures in effect. The targets under the scheme may be linked to the Group's strategic objectives, long-term financial targets, the development of shareholder value, the environment, social responsibility and corporate governance, or they may be other performance indicators as decided by the Board of Directors. The performance indicators may measure either absolute or relative performance.</p> <p>More information is provided on pages 129–130.</p> <p>The measurement period is five years for the LTI 2015 scheme and three years for the LTI 2019 scheme. Dividing the maximum incentive reward over the measurement period on average, the maximum incentive reward based on the LTI scheme is limited to 95 per cent of the President and CEO's fixed annual salary.</p> <p>In the overall remuneration package, the purpose of the scheme is to incentivise the long-term achievement of Alma Media's key financial targets and other key performance targets that support the Group's strategy as well as to increase shareholder value over the long term by aligning the President and CEO's interests with the interests of the shareholders.</p>

Remuneration of the President and CEO

Severance package	<p>The notice period is six months. An additional contractual compensation equal to 12 months' salary is paid if the employer terminates his contract without the President and CEO being in breach of contract. This compensation corresponding to the 12-month salary is not paid if the President and CEO resigns on his own initiative. Alma Media's Board of Directors decides on the dismissal of the President and CEO.</p> <p>In the event of the service contract being terminated, the potential rewards payable under the remuneration schemes in effect at the time shall be determined according to the criterion that was the basis for the termination of the service contract. As a rule, if the service contract is terminated due to resignation or dismissal, rewards under the remuneration schemes in effect at the time are not paid.</p> <p>If the service contract is terminated on certain separately defined grounds, such as retirement or permanent disability, part of the rewards based on the remuneration schemes in effect at the time may be paid subject to the terms of the scheme in question.</p>
Clawback	<p>Under the long-term and short-term incentive schemes, the Board of Directors may reduce, cancel or claw back previously paid rewards in the event of misconduct.</p>
Guidelines concerning share ownership	<p>In accordance with the Board of Directors' recommendation concerning share ownership, the President and CEO is expected to retain ownership of at least half of the net shares received through the company's share-based incentive schemes until the total value of the Alma Media shares held corresponds to at least one year's fixed gross annual salary.</p> <p>If the service contract with Alma Media is terminated before the share-based reward is due to be paid, the participant is not, as a rule, entitled to the reward under the scheme.</p> <p>The objective of the recommendation concerning share ownership is, alongside the share-based incentive scheme, to align the President and CEO's interest with the interests of the shareholders in order to increase shareholder value in the long term.</p>

Total earning potential of Alma Media’s President and CEO and the relative proportions of the various remuneration components (in maximum amounts):



Remuneration of the other members of the Group Executive Team

The fixed components of the remuneration of the other members of the Group Executive Team, such as the basic salary, fringe benefits and pension benefits, are based on their service contracts. The variable components, the short-term incentive bonus scheme and the long-term share-based incentive scheme are based on pre-defined and measurable performance and result criteria. Maximum limits have been set for the variable remuneration components.

Remuneration of the other members of the Group Executive Team

Basic salary	Fixed monetary salary (monthly salary), fringe benefits (company car, mobile telephone benefit).
Insurance	Life insurance and the opportunity to take out health insurance
Pension	<p>The members of the Group Executive Team have a defined contribution group pension plan. Pension accumulates at a rate of 15–34% of annual earnings depending on when the person in question became a member of the Group Executive Team. Members of the Group Executive Team have the opportunity to retire upon reaching 60 years of age. The payment of insurance contributions ends at the termination of employment. The pension is determined on the basis of the insurance savings accrued by the time of retirement. Retirement can be postponed up to 70 years of age. In this case, the pension is determined on the basis of insurance savings adjusted according to the value development of the investment objects.</p> <p>The terms and conditions of the group pension plan for the members of Alma Media’s Group Executive Team give the insured persons, after three-year insurance coverage, the right to receive a premium-free policy corresponding to the savings accrued until the termination of employment (paid-up policy). The paid-up policy includes old-age pension after retirement age, coverage for incapacity for work and coverage in the event of death.</p>
Short-term remuneration scheme	<p>A short-term incentive (STI) bonus scheme related to the achievement of short-term financial and operational targets. Eligibility for remuneration schemes is determined by the job.</p> <p>The incentive bonus for members of the Group Executive Team and the heads of business units may not exceed 44% of their respective annual salaries.</p> <p>More information is provided on pages 129–130.</p> <p>In addition to the afore-mentioned earning opportunity based on the incentive bonus scheme the members of the Group Executive Team may be eligible for one-off project bonuses for example based on key development projects, projects relating to significant changes in the group structure or to M&A transactions and based on other one-off projects or arrangements as in each case resolved determined by the Board of Directors.</p>
Long-term remuneration scheme	<p>Alma Media’s long-term remuneration scheme consists of a share-based incentive scheme but, subject to the Board of Directors’ decision, it may also be cash-based. When the scheme is share-based, the rewards under it may also be paid in cash subject to the Board of Directors’ decision.</p> <p>Eligibility for remuneration schemes is determined by the job.</p> <p>More information is provided on pages 129–130.</p>

Remuneration of the other members of the Group Executive Team

Severance packages	<p>The period of notice for the members of the Group Executive Team is six months. In addition, members of the Executive Team will receive a compensation corresponding to their respective basic salaries for six months in the event that the dismissal is initiated by the employer without the members' own fault or negligence. If necessary, the President and CEO decides on the dismissal of the members of the Executive Team.</p> <p>This compensation corresponding to six months' salary is not paid if the Group Executive Team member resigns on their own initiative.</p>
Clawback	<p>Under the long-term and short-term incentive schemes, the Board of Directors may reduce, cancel or claw back previously paid rewards in the event of misconduct.</p>
Guidelines concerning share ownership	<p>In accordance with the Board of Directors' recommendation concerning share ownership, each member of the Group Executive Team is expected to retain ownership of at least half of the net shares received through the company's share-based incentive schemes until the total value of the Alma Media shares held corresponds to at least one year's fixed gross annual salary.</p> <p>If the service contract with Alma Media is terminated before the share-based reward is due to be paid, the participant is not, as a rule, entitled to the reward under the scheme.</p>

Remuneration components agreed upon prior to the presentation of this Remuneration Policy

Alma Media's Board of Directors reserves the right, without being restricted by this Remuneration Policy, to pay out all rewards, benefits and severance packages (including the use of discretion regarding their payment and the amounts paid) that the company has decided or agreed on, or to which it has made a commitment prior to this Remuneration Policy being presented to the General Meeting of Shareholders.

Deviation from the Remuneration Policy of the governing bodies

Temporary deviations from this Remuneration Policy may be made if such a deviation is necessary to ensure the long-term interests of Alma Media. The assessment may take into account, among other things, the company's long-term financial success, competitiveness, ensuring the uninterrupted continuation of business and the development of shareholder value.

Temporary deviation is possible in the event of Alma Media's key operating conditions changing under the following scenarios:

- Change of President and CEO
- A significant change in Alma Media's strategy
- A significant corporate arrangement, such as a merger or a takeover bid

- Some other significant change in Group structure or business structure, or a significant change involving the business environment or competitive landscape
- Other significant external changes or significant changes in business conditions
- When required by law, or to adapt to a significant change caused by legislation
- In the event of a change in taxation that is substantially unfavourable to the payer/recipient of a reward, or to adapt to a change in tax regulations or practices

Deviations from the Remuneration Policy concerning the President and CEO shall be prepared by the Board's Nomination and Compensation Committee and decided on by the Board of Directors. If there are grounds for temporary deviation, the deviation may concern any component or aspect of remuneration.

Temporary deviations must be documented in the Remuneration Report to be presented to the next Annual General Meeting.

Comparison data

The overall remuneration of the President and CEO and the other members of the Group Executive Team are compared to other corresponding positions. The remuneration components are compared to the practices of peer companies to ensure the competitiveness and appropriateness of overall remuneration on a job-specific basis.

Incentive bonus scheme (short-term retention and incentive scheme)

Alma Media has annually determined incentive bonuses for the purpose of short-term remuneration. Alma Media's Board of Directors decides on the criteria for the management's incentive bonus scheme annually. The principles of Alma Media's management incentive scheme are in line with the terms of Alma Media's incentive scheme.

The incentive bonus is determined based on the achievement of Alma Media Group's financial targets, the business unit's financial targets, the successful implementation of the business unit's strategy and the achievement of departmental or individual targets linked to the implementation of the business unit's strategy for each calendar year.

Alma Media's Board of Directors monitors and evaluates the achievement of performance and result criteria and their impact on the company's long-term financial success.

SHARE-BASED RETENTION AND INCENTIVE SCHEME (LONG-TERM RETENTION AND INCENTIVE SCHEME)

Long-term retention and incentive scheme for senior management

In December 2018, Alma Media’s Board of Directors decided on the revised structure of the matching share plan for senior management. The matching share plan for Alma Media’s senior management consists of annually commencing individual plans, each subject to separate Board approval.

Each individual plan has the following main elements:

- the participant’s own investment in Alma Media shares is a precondition for participation,
- matching shares based on the investment in shares, using a fixed multiplier, after a three-year restriction period,
- the opportunity to earn performance-based matching shares based on a three-year performance period, and
- a two-year transfer restriction applied to half of the shares received.

The share rewards will be paid in shares of Alma Media Corporation.

Share-based incentive scheme launched in 2019 (LTI 2019)

In the first matching share plan for the members of Alma Media’s Group Executive Team within the revised plan structure, MSP 2019, the participant will receive two matching shares for each invested share free of charge after a three-year holding period. If all the eligible individuals participate in MSP 2019 by making the required share investment, the maximum aggregate amount of matching shares to be delivered based on the fixed matching ratio is 125,000 shares (representing a gross reward from which the applicable payroll tax is withheld and the remaining net value is paid to the participants in shares). The fixed matching shares will be delivered in the spring of 2022.

In MSP 2019, the potential performance-based matching share rewards will be delivered to the participants after the three-year performance period in the spring of 2022 provided that the performance targets set by the Board of Directors for the plan are achieved.

The performance targets applied to MSP 2019 are based on:

- The absolute total shareholder return of Alma Media’s share (TSR)
- The growth of Alma Media’s digital business.

If the performance targets set by the Board of Directors are achieved in full, the participant will receive in total four performance-based matching shares for each

invested share free of charge. In that case, if all the eligible individuals participate in MSP 2019 by making the required share investment, the maximum aggregate amount of performance-based matching shares delivered based on MSP 2019 is 250,000 shares (representing a gross reward from which the applicable payroll tax is withheld and the remaining net value is paid to the participants in shares).

Share-based incentive scheme launched in 2015

In 2015, the Board of Directors of Alma Media Corporation approved the establishment of a long-term share-based incentive scheme for the key management of Alma Media (hereinafter referred to as “LTI 2015”).

The performance targets applied to LTI 2015 are based on the absolute total shareholder return of Alma Media’s share (TSR) and the company’s profitable growth.

LTI 2015 consists of annually commencing individual plans, each subject to separate Board approval. Each of the individual plans consists of three main elements: an investment in Alma Media shares as a precondition for participation in the scheme, matching shares based on the said share investment and the possibility of earning performance-based matching shares.

The Matching Share Plan

In the matching share plan, the participant receives a fixed amount of matching shares against an investment in Alma Media shares.

In the first matching share plan, which commenced in 2015 (LTI 2015 I), the participant receives two matching shares for each invested share free of charge after a two-year vesting period, provided that the other conditions stipulated by the terms of the plan for the receipt of the share-based incentive are still satisfied at the time.

The Performance Matching Plan

The performance matching plan comprises a five-year performance period in total. The potential share rewards will be delivered in tranches after three and five years if the performance targets set by the Board of Directors are attained.

The performance measures used in the first performance matching plan, which commenced in 2015, are based on the company’s profitable growth and share value. If the performance targets set by the Board of Directors are attained in full, the participant will receive in total four matching shares for each invested share free of charge, provided that the other conditions stipulated for the receipt of the share-based incentive by the terms of the plan are still satisfied at the time.

Remuneration report for 2019

BOARD OF DIRECTORS

The Annual General Meeting on 15 March 2019 resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that the remuneration of the Board of Directors be increased, as it has remained unchanged since 2016, and that the following annual fees be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term of office ending at the close of the Annual General Meeting of 2020:

- To the Chair of the Board of Directors, EUR 62,500 (previously 40,000) per year; to the Vice Chair, EUR 40,000 (previously 32,000) per year, and to the other members EUR 32,500 (previously 27,000) per year.
- In addition, the Chair of the Board of Directors and the Chair of the Audit Committee will be paid a fee of EUR 1,500 (previously EUR 1,000), the Chair of the Nomination and Compensation Committee a fee of EUR 1,000 (previously EUR 1,000), the Deputy Chairs of the committees a fee of EUR 700 (previously EUR 700) and members a fee of EUR 500 (previously EUR 500) for the Board and Committee meetings that they attend.
- It is proposed that the travel expenses of Board members be compensated in accordance with company travel regulations.

The above-mentioned attendance fees for each meeting are

- doubled for (i) members living outside Finland in Europe or (ii) meetings held outside Finland in Europe; and
- tripled for (i) members resident outside Europe or (ii) meetings held outside Europe.

The members of the Board of Directors were paid the following fees (EUR) for their work on the Board and its committees in 2019, with comparison figures for the previous financial period:

Year	Name	Position	Board meetings			Audit Committee	Nomination and Compensation Committee	Fees total
			Annual fee	Annual fee paid in shares, no. of shares	Meeting fees			
2019	Jorma Ollila	Chairman ¹⁾	62,500	-	25,500		2,000	90,000
2019	Petri Niemisvirta	Deputy Chairman ²⁾	40,000	-	14,900	2,000	500	57,400
2018	Petri Niemisvirta	Chair	40,000	2,182	11,400		5,000	56,400
2019	Catharina Stackelberg-Hammarén	Member ³⁾	32,500	-	10,600		2,500	45,600
2018	Catharina Stackelberg-Hammarén	Deputy Chairman	32,000	1,745	8,000	500	3,000	43,500
2019	Peter Immonen	Member	32,500	-	10,000		5,000	47,500
2018	Peter Immonen	Member	27,000	1,473	5,000		6,000	38,000
2019	Matti Korkiatupa	Member ⁴⁾	-	-	1,500		500	2,000
2018	Matti Korkiatupa	Member	27,000	1,473	6,000	500	3,000	36,500
2019	Esa Lager	Member	32,500	-	9,500	7,000		49,000
2018	Esa Lager	Member	27,000	1,473	6,000	5,000	-	38,000
2019	Alexander Lindholm	Member	32,500	-	10,000	2,500		45,000
2018	Alexander Lindholm	Member ⁴⁾	27,000	1,473	5,000	2,000	-	34,000
2019	Päivi Rekonen	Member	32,500	-	19,000	5,000		56,500
2018	Päivi Rekonen	Member	27,000	1,473	9,000	4,000	-	40,000
2019	Heike Tyler	Member ⁴⁾	-	-	2,000	1,000		3,000
2018	Heike Tyler	Member	27,000	1,473	8,000	2,000	-	37,000

¹⁾ Chair starting from 15 March 2019

²⁾ Chair until 15 March 2019, Deputy Chair starting from 15 March 2019

³⁾ Deputy Chair until 15 March 2019, member starting from 15 March 2019

⁴⁾ Member until 15 March 2019

In the financial year 2019, the fees paid on an accrual basis to the Board members totalled EUR 396,000.

The President and CEO and the Group Executive Team

In 2019, the main elements of the short-term incentive bonus scheme were based on three criteria: Achievement of Alma Media Group's financial targets (weight 20%), achievement of the business unit's financial targets (weight 40%) and achievement of departmental/personal performance targets (weight 40%) for each calendar year.

THE PRESIDENT AND CEO

In 2019, the President and CEO of Alma Media Corporation, Kai Telanne, received a total of EUR 1,111,781 in salary, rewards and benefits, of which incentive bonuses accounted for EUR 182,000 and the share-based incentive scheme accounted for 418,000. In addition, a total of EUR 239,895 was paid into the President and CEO's supplementary pension arrangement.

EUR 1,000	2019	2018
Salaries and other short-term employee benefits	717	723
Post-employment benefits	371	368
Granted stock options to be settled in shares	354	468
Total	1,442	1,559

The figures in the table are presented on an accrual basis. The post-employment benefits include the statutory TYEL pension insurance contributions as well as the contributions towards the President and CEO's supplementary pension arrangement.

Other members of the Group Executive Team

The total amount of salaries, rewards and benefits paid to other members of the Group Executive Team was EUR 2,874,768, of which EUR 333,000 was based on the incentive bonus scheme and EUR 862,000 on the share-based incentive scheme. In addition, a total of EUR 351,461 was paid into the supplementary pension arrangement for the Group Executive Team's members.

EUR 1,000	2019	2018
Salaries and other short-term employee benefits	2,054	2,227
Benefits paid in connection with dismissal	0	0
Post-employment benefits	713	774
Granted stock options to be settled in shares	673	928
Total	3,440	3,929

The figures in the table are presented on an accrual basis. The post-employment benefits include the statutory TYEL pension insurance contributions as well as the contributions towards the supplementary pension arrangement for the members of the Group Executive Team.

	Annual salary	Performance based bonuses	Fringe benefits	Share-based payments
President & CEO				
2019	459,075	181,730	52,702	418,275
2018	420,038	260,755	53,697	393,866
2017	442,689	281,898	52,830	167,265
2016	445,783	195,043	49,601	
2015	402,210	102,509	48,166	
Group Executive Team				
2019	1,594,006	333,393	85,698	861,671
2018	1,676,001	503,172	80,595	787,732
2017	1,590,915	417,832	88,497	344,530
2016	1,349,769	206,914	86,467	
2015	1,297,042	136,732	82,093	

Long-term remuneration

SHARE-BASED INCENTIVE SCHEMES LTI 2015 II (2016), LTI 2015 III (2017) AND LTI 2015 IV (2018)

On 17 March 2016, the Board of Directors of Alma Media Corporation decided on a share-based incentive scheme to be launched in 2016 based on the LTI 2015 scheme (LTI 2015 II). On 22 March 2017, the Board made a corresponding decision on a share-based incentive scheme to be launched in 2017 (LTI 2015 III) and, on 14 February 2018, a corresponding decision on a share-based incentive scheme to be launched in 2018 (LTI 2015 IV). The main terms of the incentive schemes correspond to those of the share-based incentive scheme that was launched in 2015. See pages 129–130.

	Based on share investment (shares max.)	Performance matching (shares max.)				Matching share plan (LTI)
		2015	2016	2017	2018	
Kai Telanne, President and CEO	36,000	30,000	68,000	72,000	72,000	135,000
Santtu Elsinen	9,000	-	12,000	18,000	18,000	27,600
Virpi Juvonen	6,000	4,000	12,000	8,000	12,000	19,800
Tiina Järvillehto	9,000	4,000-	8,000	12,000	18,000	27,600
Kari Kivelä	12,000	10,000	20,000	26,000	24,000	45,000
Mikko Korttila	9,000	6,000	16,000	18,000	18,000	27,600
Elina Kukkonen	5,000	-			10,000	19,800
Juha-Petri Loimovuori	12,000	10,000	26,000	26,000	24,000	45,000
Juha Nuutinen	6,000	6,000	16,000	18,000	12,000	27,600

The individual holdings of Alma Media shares on 31 December 2019 were as follows*

pcs	Shares	Performance-based			
		Fixed matching share plan 2015 LTI IV	matching share plan 2015 LTI II, III, IV	matching share plan LTI I, II, III and IV	Matching share plan LTI 2019 (MSP)
Jorma Ollila, Chairman of the Board	0				
Petri Niemisvirta, Deputy Chairman of the Board	21,949				
Catharina Von Stackelberg-Hammarén	23,164				
Peter Immonen, member of the Board	1,473				
Esa Lager, member of the Board	15,298				
Alexander Lindholm, member of the Board	1,473				
Päivi Rekonen	1,473				
Kai Telanne, President and CEO	175,273	36,000	106,000	136,000	135,000
Santtu Elsinen, member of the Group Executive Team	31,736	9,000	24,000	24,000	27,600
Virpi Juvonen, member of the Group Executive Team	20,592	6,000	16,000	20,000	19,800
Tiina Järvilehto, member of the Group Executive Team	21,040	9,000	19,000	23,000	27,600
Kari Kivelä, member of the Group Executive Team	45,175	12,000	35,000	45,000	45,000
Mikko Korttila, member of the Group Executive Team	32,061	9,000	26,000	32,000	27,600
Elina Kukkonen, member of the Group Executive Team	2,500	5,000	5,000	5,000	19,800
Juha-Petri Loimovuori, member of the Group Executive Team	49,987	12,000	38,000	48,000	45,000
Vesa-Pekka Kirsi, member of the Group Executive Team	0				
Juha Nuutinen, member of the Group Executive Team	29,884	6,000	23,000	29,000	27,600
Total	473,078	104,000	292,000	362,000	375,000

* The figures include holdings of entities under their control as well as holdings of related parties.

The Board of Directors' currently valid authorisations related to remuneration and their use

The AGM authorised the Board of Directors to decide on the repurchase of a maximum of 824,000 shares in one or more lots. The 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 on a regulated market arranged by Nasdaq Helsinki Ltd and in accordance with its rules and instructions, for which reason the acquisition is directed, in other words, the shares will be purchased otherwise than in proportion to the shareholders' current holdings. The price paid for the shares shall be based on the price of the company share on the regulated market, so that the minimum price of purchased shares is the lowest market price of the share quoted on the regulated market during the term of validity of the authorisation and the maximum price, correspondingly, the highest market price quoted on the regulated market during the term of validity of the authorisation.

Shares can 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. The authorisation is valid until the following AGM, but not later than 30 June 2020.

The AGM authorised the Board of Directors 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 this authorisation. The 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 lots. The Board of Directors can use the authorisation to implement incentive programmes for the management or key employees of the company.

The authorisation is valid until the following AGM, but not later than 30 June 2020. This authorisation overrides the corresponding share issue authorisation granted at the Annual General Meeting of 14 March 2018.



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