

Remuneration Statement

Alma Media Corporation applies the currently valid Finnish Corporate Governance Code 2015 for listed companies, issued by the Securities Market Association in 2015, in its unaltered form.

This Remuneration Statement has been prepared in accordance with the Corporate Governance Code recommendations concerning the reporting of remuneration. The Finnish Corporate Governance Code for listed companies can be reviewed on the website of the Securities Market Association at www.cgfinland.fi and on Alma Media's website.

Remuneration of the Members of the Board of Directors

The Annual General Meeting of Alma Media Corporation decides on the remuneration of the Board members. Alma Media's Nomination Committee's duties include preparing proposals related to the election and remuneration of the members of the Board of Directors to the Annual General Meeting.

In accordance with the proposal of the Board of Directors, the Annual General Meeting held on 14 March 2018 decided that the remuneration be kept unchanged, and that the following annual remuneration be paid to the members of the Board of Directors for the term of office ending at the close of the Annual General Meeting 2019: to the Chairman of the Board of Directors, EUR 40,000 per year; to the Vice Chairman, EUR 32,000 per year, and to members EUR 27,000 per year.

Additionally, and in accordance with the resolution of the 2018 Annual General Meeting, the Chairmen of the Board and its Committees are paid a fee of EUR 1,000, Vice Chairmen a fee of EUR 700 and members a fee of EUR 500 for each Board and Committee meeting that they attend. The Board members' travel expenses will be compensated in accordance with the company's travel policy.

The 2018 Annual General Meeting further resolved that the above-mentioned attendance fees for each meeting be

- 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 shall, as decided by the Annual General Meeting, acquire a number of Alma Media Corporation shares corresponding to approximately 40% 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. Members of the Board are required to arrange the acquisition of the shares within two weeks of the release of the first quarter 2018 interim report or, if this is not possible due to insider trading regulations, as soon as possible thereafter. If it was not possible to acquire the shares by the end of 2018 for a reason such as pending insider transactions, the remuneration shall be paid in cash. Shares acquired in this way cannot be transferred until the recipient's membership in the Board has expired. The company is liable to pay any asset transfer taxes that may arise from the acquisition of shares.

The members of the Board of Directors were paid the following fees (EUR) for their work on the Board and its committees in 2018, with comparison data from 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 | | | |
| 2018 | Petri Niemisvirta | Chairman ¹ | 40,000 | 2,182 | 11,400 | - | 5,000 | 56,400 |
| 2017 | Petri Niemisvirta | Deputy Chairman | 32,000 | 2,273 | 9,800 | - | 4,000 | 45,800 |
| 2018 | Harri Suutari | Chairman ² | - | - | 2,000 | - | 1,000 | 3,000 |
| 2017 | Harri Suutari | Chairman | 40,000 | 2,841 | 13,000 | - | 2,000 | 55,000 |
| 2018 | Catharina Stackelberg-Hammarén | Deputy Chairman ³ | 32,000 | 1,745 | 8,000 | 500 | 3,000 | 43,500 |
| 2017 | Catharina Stackelberg-Hammarén | Member | 27,000 | 1,918 | 7,000 | 2,500 | - | 36,500 |
| 2018 | Peter Immonen | Member ⁴ | 27,000 | 1,473 | 5,000 | - | 6,000 | 38,000 |
| 2018 | Matti Korkiatupa | Member | 27,000 | 1,473 | 6,000 | 500 | 3,000 | 36,500 |
| 2017 | Matti Korkiatupa | Member | 27,000 | 1,918 | 7,000 | 2,500 | - | 36,500 |
| 2018 | Esa Lager | Member | 27,000 | 1,473 | 6,000 | 5,000 | - | 38,000 |
| 2017 | Esa Lager | Member | 27,000 | 1,918 | 6,500 | 5,000 | - | 38,500 |
| 2018 | Alexander Lindholm | Member ⁴ | 27,000 | 1,473 | 5,000 | 2,000 | - | 34,000 |
| 2018 | Päivi Rekonen | Member ⁴ | 27,000 | 1,473 | 9,000 | 4,000 | - | 40,000 |
| 2018 | Mitti Storckovius | Member ⁵ | - | - | 1,000 | - | 1,000 | 2,000 |
| 2017 | Mitti Storckovius | Member | 27,000 | 1,918 | 7,000 | - | 2,000 | 36,000 |
| 2018 | Heike Tyler | Member ⁴ | 27,000 | 1,473 | 8,000 | 2,000 | - | 37,000 |

*The number of shares corresponds to approximately 40% of the full amount of the annual fee after taxation

¹ Chairman since 14 March 2018, Deputy Chairman until 14 March 20¹⁸

² Chairman until 14 March 2018

³ Deputy Chairman since 14 March 2018, member until 14 March 2018

⁴ Member since 14 March 2018

⁵ Member until 14 March 2018

In the financial year 2018, the fees paid on an accrual basis to the Board members totalled EUR 328,400.

Members of the Board of Directors of Alma Media Corporation do not have an employment relationship with the company. They are not included in the share-based incentive plans or other incentive programmes of Alma Media and have not received any other financial benefits.

Remuneration of the President and CEO and the Top Management

The Board of Directors of Alma Media Corporation decides on the salary and reward scheme of the parent company's President and CEO and the CEO's direct subordinates, on the basis of the proposal of the Nomination and Compensation Committee.

The reward scheme of the President and CEO of Alma Media Corporation and other senior management consists of a fixed monetary salary (monthly salary), fringe benefits (company car and mobile telephone benefit, and housing benefit for the President & CEO), an incentive bonus related to the achievement of financial and operational targets (short-term reward scheme) and a share-based incentive scheme for key employees of the Group (long-term reward scheme), as well as a pension benefit for management. Eligibility for remuneration programmes is determined by the job.

The principles of Alma Media's management incentive programme follow the terms and conditions of Alma Media's incentive programme. The programme is based on the principle of improved profitability and digital business revenue growth. The incentive bonus for members of the Group Executive Team and heads of business units may be no more than 44% of their respective annual salaries. The incentive bonus of Alma Media Corporation's President and CEO may be up to 66% of his annual salary.

The incentive bonus is defined for each calendar year based on three criteria: Meeting Alma Media Group's financial targets (weight 40%), meeting the business unit's financial targets (weight 40%) and meeting personal performance targets (weight 20%).

In 2018, the President and CEO of Alma Media Corporation received a total of EUR 1,128,356 in salary, rewards and benefits, of which EUR 260,755 was based on the incentive bonus scheme and EUR 393,866 on the share-based incentive scheme. The total amount of salaries, rewards and benefits paid to other members of the Group Executive Team was EUR 3,047,501, of which EUR 503,173 was based on the incentive bonus scheme and EUR 787,732 on the share-based incentive scheme.

| | Annual salary | Performance-based bonuses | Fringe benefits | Option benefits | Share-based payments |
|-----------------------------|---------------|---------------------------|-----------------|-----------------|----------------------|
| President & CEO | | | | | |
| 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 | | |
| 2014 | 429,475 | 20,000 | 47,478 | 830 | |
| Group Executive Team | | | | | |
| 2018 | 1,676,001 | 503,172 | 80,595 | | 787,732 |
| 2017 | 1,590,915 | 417,832 | | | 334,530 |
| 2016 | 1,349,769 | 206,914 | 86,467 | | |
| 2015 | 1,297,042 | 136,732 | 82,093 | | |
| 2014 | 1,264,934 | 41,000 | 82,026 | 583 | |

Incentive Schemes

Share-Based Incentive Scheme (LTI 2015)

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 objective of LTI 2015 is to align the interests of the participants with those of Alma Media's shareholders by creating a long-term equity interest for the participants and, thus, to increase the company value in the long term as well as to drive performance culture, to retain participants and to offer them competitive compensation for excellent performance in the company.

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 by the terms of the plan for the receipt of the share-based incentive are still satisfied at the time.

Share-based incentive schemes LTI 2015 II (2016), LTI 2015 III (2017) and LTI 2015 IV (2018)

The Board of Directors of Alma Media Corporation has decided on the following share-based incentive schemes for the next three years based on the LTI 2015 scheme: LTI 2015 II (2016), LTI 2015 III (2017) and LTI 2015 IV (2018). The main terms of the incentive schemes correspond to those of the share-based incentive scheme that was launched in 2015.

The Board of Directors has estimated that no new shares will be issued in connection with LTI 2015. Therefore, the plan will have no dilutive effect on the number of the company's registered shares.

The Annual General Meeting of Alma Media Corporation held on 14 March 2018 authorised the Board of Directors to decide on the repurchase of a maximum of 824,000 shares in one or more lots, and further authorised the Board of Directors to decide on a share issue by transferring shares in possession of the company to implement incentive programmes.

The allocation and maximum reward potential of the share-based incentive scheme for the President and CEO and the Group Executive Team: The information covers the LTI I, LTI II, and LTI III, LTI IV programmes:

| Share-based incentive scheme | Based on share investment | Performance matching | Maximum number of people entitled to participate |
|----------------------------------|---------------------------|----------------------|--------------------------------------------------|
| LTI 2015 | täs (shares max.) | (shares max.) | |
| Launched in 2015 LTI 2015 I | 159,000 | 318,000 | 35 |
| Launched in 2016 LTI 2015 II | 195,000 | 390,000 | 43 |
| Launched in 2017 LTI 2015 III | 195,000 | 390,000 | 44 |
| Launched in 2018 LTI 2015 IV | 203,000 | 406,000 | 54 |

| | Based on share investment (shares max.) | | Performance matching (shares max.) | | | |
|-----------------------------------|-----------------------------------------|--------|------------------------------------|--------|--------|--------|
| | 2017 | 2018 | 2015 | 2016 | 2017 | 2018 |
| Kai Telanne, President and CEO | 36,000 | 36,000 | 30,000 | 68,000 | 72,000 | 72,000 |
| Santtu Elsinen | 9,000 | 9,000 | - | 12,000 | 18,000 | 18,000 |
| Kari Juutilainen | - | - | - | - | - | - |
| Virpi Juvonen | 4,000 | 6,000 | 4,000 | 12,000 | 8,000 | 12,000 |
| Tiina Järvilehto | 6,000 | 9,000 | 4,000 | 8,000 | 12,000 | 18,000 |
| Kari Kivelä | 13,000 | 12,000 | 10,000 | 20,000 | 26,000 | 24,000 |
| Mikko Korttila | 9,000 | 9,000 | 6,000 | 16,000 | 18,000 | 18,000 |
| Elina Kukkonen | - | 5,000 | - | - | - | 10,000 |
| Juha-Petri Loimovuori | 13,000 | 12,000 | 10,000 | 26,000 | 26,000 | 24,000 |
| Raimo Mäkilä | 13,000 | - | 10,000 | 26,000 | 26,000 | - |
| Juha Nuutinen | 9,000 | 6,000 | 6,000 | 16,000 | 18,000 | 12,000 |

New share-based long-term incentive scheme LTI 2019:

Matching share plan and Performance share plan

In December 2018, the Board of Directors of Alma Media Corporation decided on changes to the share-based, long-term incentive scheme of the company's top management. At the same time, the Board of Directors decided to establish a new share-based long-term incentive scheme for the other key employees of Alma Media Corporation. The new incentive scheme, LTI 2019, entered into effect from the beginning of 2019.

Transfer to the company of shares entered in the joint book-entry account

Alma Media Corporation's Annual General Meeting decided on 14 March 2018 that the rights to the company's shares entered in the joint book-entry account and the rights attached to them shall be forfeited. The decision concerned the 198,658 shares of Alma Media Corporation that were entered in the joint account on the date of the Notice to the Annual General Meeting, 14 February 2018, and which were held as paper certificates by the shareholder. The shares that the shareholder would have validly requested to be registered to the book-entry account designated by the shareholder no later than at 12 noon EET on 14 March 2018 and regarding which the request for conversion after the conversion period would have been finalised by 30 September 2018, would have been deducted from the aforementioned number of shares. Alma Media received no requests for share registration by the specified deadline.

The AGM authorised the Board to take any and all measures required by such a resolution. The provisions on treasury shares shall apply to the forfeited shares in accordance with Chapter 3, Section 14 a, Subsection 3 of the Limited Liability Companies Act. The forfeited shares may be used to implement incentive programmes for the management or key employees, or the shares may be annulled.

On 31 December 2018, Alma Media Corporation owned a total of 236,314 of its own shares, representing 0.29% of the total number of the company's shares and related votes. The total registered number of Alma Media's shares is 82,383,182, which entitle to 82,383,182 votes.

Severance pay

The period of notice of the President and CEO of Alma Media Corporation, Mr Telanne, is six months.

In addition, he has a director contract under which he is entitled to a compensation corresponding to his base salary for 12 months if he is dismissed by the employer without 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 appointment and, as necessary, dismissal of the President and CEO.

The period of notice for the other members of Alma Media's 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. The terms of employment of the other members of the Group Executive Team are

decided on by the Board of Directors based on the proposal of the Nomination and Compensation Committee. The President and CEO appoints and, if necessary, dismisses the other members of the Executive Team.

Pension Agreements

The CEO of Alma Media Corporation and members of the Group Executive Team have a defined contribution group pension plan. Pension accumulates at a rate of 15–37% 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. At this time, the pension is determined on the basis of insurance savings adjusted according to the value development of the investment objects.

The terms and conditions of the group pension plan for Alma Media's President and CEO, and the other members of the 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. In 2018, the expenses related to the group pension plan for Alma Media's President and CEO totalled EUR 235,737 and for the other members of the Group Executive Team EUR 367,960. In total, the group pension plan expenses amounted to EUR 603,697.

Kai Telanne has held the position of President and CEO at Alma Media Corporation since 2005.