

## **PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 15 MARCH 2019**

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

The Board of Directors proposes that a dividend of EUR 0,35 per share be paid for the financial year 2018. The dividend will be paid to shareholders who are registered in Alma Media Corporation's shareholder register maintained by Euroclear Finland Ltd on the record date, 19 March 2019. The Board of Directors proposes that the dividend be paid on 26 March 2019.

### **Resolution on the auditor's pay**

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.

### **Resolution on the number of auditors**

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Annual General Meeting elect one company auditor for the 2019 financial year.

### **Election of the auditor**

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor for the 2019 financial year. PricewaterhouseCoopers Oy has confirmed that Markku Launis, APA, would serve as the principal auditor.

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

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors 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 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. It is proposed that the authorisation be valid until the following AGM; however, until no later than 30 June 2020.

#### **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 treasury shares. Based on the authorisation, a maximum of 824,000 shares can be issued. 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 lots. The Board of Directors can 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, until no later than 30 June 2020. This authorisation overrides the corresponding share issue authorisation granted at the Annual General Meeting of 14 March 2018.

#### **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 number of shares issuable under the authorisation corresponds to approximately 20 per cent of the company's entire share capital. The share issue can be implemented by issuing new shares or by transferring treasury shares. 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 can use the authorisation for developing the capital structure of the company, widening the ownership base, financing or executing acquisitions or other arrangements, or for other purposes decided on by the Board. The authorisation cannot, however, be used to implement incentive schemes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following AGM; however, until no later than 30 June 2020. This authorisation overrides the corresponding share issue authorisation granted at the AGM of 14 March 2018, but not the share issue authorisation proposed in previous section.

#### **Charitable donations**

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on donations amounting to no more than a total of EUR 50,000 to universities in 2019–2020, with the more detailed conditions of the donations to be decided by the Board of Directors.