



PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING MARCH 11, 2010

1. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that a dividend of EUR 0.40 per share be paid. Dividends are paid to shareholders who are entered in Alma Media Corporation's shareholder register maintained by Euroclear Finland Oy no later than the record date, March 16, 2010. Dividend payment date is March 25, 2010.

2. Remuneration of the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes that the remuneration of the members of the Board remains unchanged and the chairman of the Board be paid an annual fee of EUR 30,000, the vice chairman EUR 24,000 and ordinary members EUR 20,000. In addition, the chairman would be paid a fee of EUR 1,000, the vice chairman EUR 700 and ordinary members EUR 500 for each Board and committee meeting they attend. Compensation for travel expenses is proposed to be paid in accordance with the company's travel policy. It is proposed that the annual fees for the members of the Board be paid in Alma Media Corporation shares by acquiring for the members a number of shares corresponding to approximately 40 % of the full amount of the annual remuneration, and the remainder in money for taxation purposes. Shares thus acquired may not be transferred until the recipient's membership in the Board has ended. In case shares cannot have been acquired until the end of 2010, for example because of pending insider transactions, the full annual remuneration is paid in money.

3. Number of members of the Board of Directors

Mr Matti Kavetvuo, a member of the Board, has notified that he will not be available for election to the Board of Directors of Alma Media.

The Nomination and Compensation Committee of the Board of Directors proposes that the Board should consist of seven (7) members.

4. Election of members of the Board of Directors



The Nomination and Compensation Committee of the Board of Directors proposes to the Annual General Meeting that the current Board members Lauri Helve, Seppo Paatelainen, Kai Seikku, Erkki Solja, Catharina Stackelberg-Hammarén, Kari Stadigh and Harri Suutari be re-elected to the Board of Directors for the term ending at the close of the following ordinary Annual General Meeting.

Shareholders representing more than half of the shares and votes in Alma Media Corporation have notified their support for the proposal presented by the Nomination and Compensation Committee.

5. Resolution on the remuneration of the auditor

In accordance with the recommendation of the Audit Committee of the Board of Directors, the Board proposes that the auditors' fees are paid as invoiced.

6. Election of auditor

In accordance with the recommendation of the Audit Committee, the Board proposes that Authorised Public Accountants Ernst & Young Oy be elected as the company's auditors for the 2010 financial year.

7. Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes that the article in the Articles of Association regarding the invitation to a general meeting of shareholders be amended due to an amendment to the Limited Liability Companies Act now in effect as follows:

Article 8 Invitation to General Meeting

General Meetings shall be announced in at least three newspapers published by the company or its subsidiary or else in writing to shareholders by registered letter not earlier than three (3) months and not later than three (3) weeks prior to the meeting date. The invitation to a General Meeting shall, however, be delivered no later than nine (9) days before the record date for the meeting.

To be entitled to attend a General Meeting, a shareholder shall notify the company of his or her attendance by the date specified by the Board of



Directors in the invitation to the General Meeting. The date so indicated shall not be earlier than ten (10) days prior to the meeting.

8. Authorisation to the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Board be authorised to repurchase a maximum of 3,730,600 of the company's shares. The proposed number of shares represents approximately five (5) per cent of the company's total number of shares. The shares would be repurchased at the market price in public trade on NASDAQ OMX Helsinki using the company's non-restricted equity, which will decrease the disposable funds of the company for the distribution of profit. The price paid for the shares shall be based on the price of the company's shares in public trade with the minimum price of the shares to be purchased being the lowest quoted market price in public trade during the validity of the authorisation and the maximum price the highest quoted market price during the validity of the authorisation. The shares can be repurchased for the purpose of developing the capital structure of the company or financing corporate acquisitions or other arrangements, or to be otherwise disposed of or cancelled. It is proposed that the authorisation be valid until the following ordinary annual general meeting, however no longer than until June 30, 2011.

Helsinki, February 16, 2010

Alma Media Corporation
Board of Directors