

ALMA MEDIA CORPORATION PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING

PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON MARCH 11, 2009

**1. Resolution on the 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.

**2. Resolution on the number 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 Board should consist of eight (8) members.

**3. 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, Matti Kavetvuo, Kai Seikku, Erkki Solja, Kari Stadigh and Harri Suutari be re-elected and CEO Catharina Stackelberg-Hammarén and Seppo Paatelainen be elected as new members for the term ending at the close of the following Annual General Meeting. The aforementioned persons have given their consent to the election.

**4. Resolution on the remuneration of the auditor**

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

**5. Election of auditor**

In accordance with the recommendation of the Audit Committee, the Board proposes that Authorized Public Accountant Ernst & Young Oy be elected as the company's auditors for the 2009 financial year.

Helsinki 18 January 2009

Board of Directors  
Alma Media Corporation