



PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING MARCH 17, 2011

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 0.70 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 22, 2011. Dividend payment date is March 29, 2011.

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 will be increased since the remuneration has remained unchanged since 2005. The Board proposes that the Chairman of the Board be paid an annual fee of EUR 33,000 (currently 30,000), the Deputy Chairman EUR 27,000 (24,000) and ordinary members EUR 22,000 (20,000). Instead, the meeting fees would remain unchanged. The Chairman would be paid a fee of EUR 1,000, the Deputy 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 2011, for example because of pending insider transactions, the full annual remuneration is paid in money.

3. 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 seven (7) members.

4. Election of members of the Board of Directors

Mr Lauri Helve and Mr Kari Stadigh, both members of the Board, have notified that they will not be available for election to the Board of Directors of Alma Media Corporation.

The Nomination and Compensation Committee of the Board of Directors proposes to the Annual General Meeting that the current Board members Seppo Paatelainen, Kai Seikku, Erkki Solja, Catharina Stackelberg-Hammarén 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. The personal details of the current Board members as well as information on their positions of trust are available on the Alma Media website at www.almamedia.fi/board_members.

In addition, the Nomination and Compensation Committee proposes that Mr Timo Aukia, Managing Director of Timo Aukia Oy, and Mr Petri Niemisvirta, Managing Director of Mandatum Life Insurance Company Limited, be elected as new members of the Board for the same term. The aforementioned candidates have given their consent to the election. The personal details of the new candidates as well as information on their positions of trust are available on the Alma Media website at www.almamedia.fi/agm_2011.

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, the Board proposes that the auditors' fee is paid according to the invoice which is based on the agreed charging criteria.

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 2011 financial year.

7. Authorisation to the Board of Directors to decide on a share issue

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on a share issue. The authorisation would entitle the Board to issue a maximum of 7,500,000 shares. This proposed maximum amount of shares corresponds to approximately 10 per cent of the total number of shares of the company. The share issue could be implemented by issuing new shares or transferring shares presently in possession of the company. The authorisation would entitle the Board to decide on a directed share issue, which would entail deviating from the preemption rights of shareholders.

The Board could use the authorisation in one or more parts. The Board could use the authorisation for developing the capital structure of the company, widening the ownership base, financing or realising acquisitions or other similar arrangements, or for other purposes decided upon by the Board. The authorisation could not, however, be used for incentive programmes for the management or key personnel of the company.

It is proposed that the authorisation be effective until March 17, 2016.

8. Authorisation to the Board of Directors to decide upon donations to good causes

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on a donation of no more than 150,000 euro to universities for supporting sciences and art. The authorisation would entitle the Board to make a more detailed decision on whether the sum is donated to one or more universities, as well as on other terms and conditions of the donation. It is proposed that this authorisation be effective until the next Annual General Meeting, however no longer than June 30, 2012.

Helsinki, February 15, 2011
Alma Media Corporation
Board of Directors