

## **PROPOSAL BY THE NOMINATION COMMITTEE OF ALMA MEDIA'S SHAREHOLDERS FOR THE COMPOSITION AND REMUNERATION OF THE BOARD OF DIRECTORS**

The General Meeting of Shareholders of Alma Media Corporation, held on 17 March 2015, decided, on proposal of the Board of Directors of Alma Media Corporation, to set up a Nomination Committee composed of Alma Media's Shareholders. The 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.

The Nomination Committee for the spring 2017 Annual General Meeting was appointed in November 2016. Based on the ownership situation on 30 September, the following representatives of the four largest shareholders were appointed to be members of the Nomination Committee: Timo Aukia, Chairman of the Board of Directors, Ilkka Group; Niklas Herlin, Chairman of the Board of Directors, Mariatorp; Carita Antell, Member of the Board of Directors, Kaleva; and Timo Sallinen, Head of Listed Securities, Varma Mutual Pension Insurance Company. In addition, the Chairman of the Board of Directors of Alma Media Corporation, Harri Suutari, has acted as an expert member in the Nomination Committee. The Nomination Committee elected Timo Aukia as its Chair, and as Secretary, General Counsel Mikko Korttila.

Following Kaleva Oy's divestment of its stake in the company, Carita Antell announced on 15 December 2016 that she will resign from the Nomination Committee pursuant to the Charter of the Nomination Committee. This was not followed by the appointment of a new member as the Nomination Committee still has three members, which is the minimum number of members stipulated by its Charter.

### **Proposals by the Nomination Committee**

The Nomination Committee has submitted its proposals to Alma Media's Board of Directors, to be presented to the Annual General Meeting of 2017.

#### The number of members and composition of the Board of Directors

The Nomination Committee proposes to the Annual General Meeting of Alma Media Corporation, scheduled to be held on 22 March 2017, that the number of the members of the Board be confirmed to be seven.

The current members of the Board have all declared themselves available as members of the Board of Alma Media Corporation.

The Nomination Committee proposes that the current Board members be re-elected for the new term of office, extending until the end of the subsequent Annual General Meeting: Niklas Herlin, Matti Korkiatupa, Esa Lager, Petri

Niemisvirta, Catharina Stackelberg-Hammarén, Mitti Storckovius and Harri Suutari.

All proposed members of the Board of Directors have given their permission for their election. The Board members' personal information and information on their positions of trust can be found on the company website at [www.almamedia.fi/en/investors/governance/board-of-directors](http://www.almamedia.fi/en/investors/governance/board-of-directors).

Shareholders representing more than half of Alma Media shares and voting rights have declared that they support the Nomination Committee's proposal.

#### Proposal for the remuneration of the Board of Directors

The Nomination Committee proposes that the remuneration of the Board of Directors be kept unchanged, and that the following annual fees be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term of office ending at the close of the Annual General Meeting 2018: to the Chair of the Board of Directors, 40,000 euros per year; to the Vice Chair, 32,000 euros per year; and to the members, 27,000 euros per year.

The Chair of the Board of Directors, as well as the Chairs of the various Committees, will also be paid 1,000 euros; to the Vice Chairs, 700 euros; and to the members, 500 euros for those meetings of the Board or the Committees which they attend, in accordance with the decision taken at the 2015 Annual General Meeting. Travel expenses of the members of the Board are proposed to be compensated in accordance with Alma Media's travel regulations.

In accordance with a decision of the Annual General Meeting, Board members acquire a number of Alma Media Corporation shares in the regulated market, at a price determined by the Helsinki Stock Exchange, corresponding to approximately 40 per cent of the full amount of the annual remuneration for Board members, taking into account tax withheld in advance. Members of the Board are obligated to arrange the acquisition of the shares within two weeks of the release of the first quarter 2017 interim report or, if this is not possible because of insider trading regulations, at the earliest possible time thereafter. If it was not possible to acquire the shares by the end of 2016 for a reason such as pending insider transactions, the remuneration shall be paid in cash. Shares thus acquired may not be transferred until the recipient's membership in the Board has ended. The company is liable to pay any asset transfer taxes potentially ensuing from the acquisition of shares.