

## **Corporate Governance in 2013**

### **General Meeting**

The Annual General Meeting was held on 22 March 2013.

### **Board of Directors**

On 22 March 2013, the Annual General Meeting elected 5 members to the Board of Directors, one of whom was elected Chairman of the Board and one Deputy Chairman.

The Chairman of the Board is Kai Telanne, the Deputy Chairman is Merja Strengell, and the other members of the Board are Joachim Berner, Atte Palomäki and Henri Österlund.

The majority of the aforementioned members of the Board, namely Merja Strengell, Joachim Berner and Atte Palomäki, are independent of both the company and its major shareholders. Kai Telanne, Chairman of the Board, and Henri Österlund, member of the Board, are not independent. As the CEO of Alma Media Oyj, Talentum Oyj's largest shareholding company, Kai Telanne is not independent of major shareholders. As the CEO of Accendo Capital Partners Oy, Talentum Oyj's second-largest shareholder, Henri Österlund is not independent of major shareholders.

In 2013, the Board of Directors convened 10 times with an average attendance rate of 92%.

### **Chief Executive Officer**

The company's CEO in 2013 was Aarne Aktan.

### **Group Executive Management**

The Executive Management consisted of Aarne Aktan (Chairman), CEO; Johan Ehrström, Director responsible for the Event Business, until 31 December 2013; Niclas Köhler, CFO; Lasse Rosengren, Deputy CEO, General Counsel and Director responsible for the Book and Legal Training Business; Tuomas Hämäläinen, Director responsible for Magazine Business Finland, as of 30 August 2013; and Roger Thorén, CEO responsible for Magazine Business Sweden, until 30 August 2013.

CEO Aarne Aktan was responsible for Magazine Business Finland until 30 August 2013 and has been responsible for Magazine Business Sweden since then.

### **Auditing**

On 22 March 2013, the Annual General Meeting elected Authorised Public Accountants PricewaterhouseCoopers Oy as auditor, with APA Samuli Perälä (born 1974) acting as the accountable auditor.

### **Shareholding of management and governing bodies**

On 31 December 2013, the number of Talentum Oyj shares and options owned by members of the Board of Directors and the CEO, personally or through companies in which they have a controlling interest, was 141,213, representing 0.3% of the company's total shares and votes.

A total of 48,633 Talentum Oyj shares were held by the Executive Management on 31 December 2013.

Talentum's Corporate Governance Code is available in its entirety at [www.talentum.com](http://www.talentum.com).