



## **PROPOSALS BY THE BOARD OF DIRECTORS AND ITS COMMITTEES TO THE ANNUAL GENERAL MEETING ON MARCH 14, 2013**

### **1. Resolution on the use of the profit shown on the balance sheet, the payment of dividend, as well as a reduction of the share premium fund and transferring funds to the invested non-restricted equity fund**

#### **1.1 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 0.10 per share be paid for the financial year 2012. Dividends are paid to shareholders who are entered in Alma Media Corporation's shareholder register maintained by Euroclear Finland Oy on the record date, March 19, 2013. The Board of Directors proposes that the dividend payment date is March 26, 2013.

#### **1.2 Resolution on a reduction of the share premium fund and transferring funds to the invested non-restricted equity fund**

The Board of Directors proposes that the Annual General Meeting decide to reduce the share premium fund shown on the balance sheet December 31, 2012, EUR 419,295,759, by a total of EUR 100,000,000, which would be transferred to the company's invested non-restricted equity fund.

The share premium fund constitutes part of the company's restricted equity, which is why reducing the fund requires a public notice to creditors in accordance with the Limited Liability Companies Act prior to the registration of the reduction of the share premium fund.

The Board of Directors will decide upon all practicalities relating to the reduction of the share premium fund.

### **2. 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 would be paid an annual fee of EUR 33,000, the vice chairman EUR 27,000 and ordinary members EUR 22,000. Additionally, the Chairmen of the Board and the Committees would be paid a fee of EUR 1,000, the vice chairmen 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.

The members of the Board shall, as decided by the Annual General Meeting, acquire a number of shares corresponding to approximately 40% of the full amount of the annual remuneration at the public trading price in the market. Members of the Board are obliged to acquire the said shares within two weeks of the publication of the Interim Report for January–March 2013, or, in case this is not possible because of insider transaction regulations, on the first possible date thereafter. In case shares cannot have been acquired until the end of 2013, for example because of pending insider transactions, the full annual remuneration is paid in money. Shares thus acquired may not be transferred until the recipient's membership in the Board has ended.

### **3. 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.

### **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 Timo Aukia, Petri Niemisvirta, 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 present members of the Board as well as information on their positions of trust are available on the company's website at [www.almamedia.fi/board\\_members](http://www.almamedia.fi/board_members). Board member Seppo Paatelainen has notified that he will not be available for election to the Board of Directors of Alma Media Corporation.

In addition, the Committee proposes that Mr Perttu Rinta, Managing Director of Suur-Savon Sähkö Oy, and Niklas Herlin, publisher, be elected as new members of the Board for the said term. The personal details of

the candidates as well as information on their positions of trust are available on the company's website at <http://www.almamedia.com/investors/corporate-governance/general-meeting/2013/>. All proposed candidates have given their consent to the election.

Shareholders representing more than half of Alma Media shares and voting rights have notified that they support the proposal by the Nomination and Compensation Committee.



#### **5. Resolution on the remuneration of the auditor**

In accordance with the recommendation of its Audit Committee, the Board of Directors proposes that the auditors' fee is paid according to the invoice.

#### **6. Election of auditor**

In accordance with the recommendation of its Audit Committee, the Board of Directors proposes that Authorised Public Accountants Ernst & Young Oy be elected as the company's auditors for the 2013 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 proposed authorisation would entitle the Board to issue a maximum of 15,000,000 shares. This proposed maximum amount of shares corresponds to approximately 20 per cent of the total number of shares of the company. The share issue may be implemented by issuing new shares or transferring shares now in possession of the company. The authorisation would entitle the Board to decide on a directed share issue, which would entail deviating from the pre-emption rights of shareholders. The Board could use the authorisation in one or more parts.

The Board may 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 may not, however, be used to implement incentive programmes for the management or key personnel of the company.

It is proposed that the authorisation be valid until the following ordinary Annual General Meeting, however no longer than until June 30, 2014. This authorisation would override the authorisations for share issues resolved in the Annual General Meetings held on March 17, 2011 and March 14, 2012.

Helsinki, February 14, 2013

Alma Media Corporation  
Board of Directors