



## **PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON MARCH 14, 2012**

### **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 0.40 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 19, 2012. Dividend payment date is March 26, 2012.

### **2. Remuneration of the members of the Board of Directors and compensation for travel expenses**

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.

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 per cent 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 2012, for example due to pending insider projects, 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**

The Nomination and Compensation Committee of the Board of Directors proposes to the Annual General Meeting that the current Board members Seppo Paatelainen, Petri Niemisvirta, Timo Aukia, 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.

#### **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, which is based on the agreed charging criteria.

#### **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 2012 financial year.

#### **7. Authorisation to the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes that the Board be authorised to repurchase a maximum of 1,000,000 of the company's shares. The proposed number of shares represents approximately 1.4 per cent of the company's total number of shares. The shares would be repurchased at the market price in public trade on NASDAQ OMX Helsinki using the company's non-restricted equity, which will decrease the disposable funds of the company for the distribution of profit. The price paid for the shares shall be based on the price of the company's shares in public trade with the minimum price of the shares to be purchased being the lowest quoted market price in public trade during the validity of the authorisation and the maximum price the highest quoted market price during the validity of the authorisation. The shares can be repurchased for the purpose



of developing the capital structure of the company, or financing or implementing of corporate acquisitions or other arrangements, or implementing of the incentive programmes for the management or key personnel of the company, or to be otherwise disposed of or cancelled. It is proposed that the authorisation be valid until the following ordinary annual general meeting, however no longer than until June 30, 2013.

## **8. 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 by transferring shares presently in possession of the company. The authorisation would entitle the Board to issue a maximum of 1,000,000 shares. This proposed maximum amount of shares corresponds to approximately 1.4 per cent of the total number of shares 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 authorisation could 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, 2013. This authorisation would not override the authorisation for share issue resolved in the Annual General Meeting held on March 17, 2011.

Helsinki February 14, 2012

Alma Media Corporation  
Board of Directors