

REPORT OF THE OPERATIONS OF THE SHAREHOLDERS' NOMINATION COMMITTEE OF ALMA MEDIA CORPORATION IN THE PERIOD 2023–2024

The General Meeting of Shareholders of Alma Media Corporation, held on 17 March 2015, decided, by 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 be submitted to the Annual General Meeting.

The Nomination Committee for the spring 2024 Annual General Meeting was appointed in October 2023. Based on the ownership situation on 30 September, the following representatives of the four largest shareholders were appointed as members of the Nomination Committee: Timo Aukia, Chairman of the Board of Directors, Ilkka Group; Peter Immonen, Member of the Board, Mariatorp; Henrik Ehrnrooth, Chairman of the Board of Directors, Otava; 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, Catharina Stackelberg-Hammarén, has acted as an expert member in the Nomination Committee. The Nomination Committee elected Henrik Ehrnrooth as its Chair, and General Counsel Mikko Korttila as Secretary.

Meetings

The Nomination Committee convened on 19 October 2023, 13 December 2023 and 26 January 2024.

All members of the Nomination Committee attended all of the meetings.

Proposals by the Nomination Committee

Number of members of the Board of Directors and proposal for the composition of the Board

The Nomination Committee endeavours to recruit to the Board of Directors diverse and extensive competence that supports the relevant strategic goals and also meets the defined principles concerning the diversity of the Board of Directors.

The Nomination Committee proposes to the Annual General Meeting of Alma Media Corporation, scheduled to be held on 5 April 2024, that the number of the members of the Board be confirmed to be eight (8).

The Shareholders' Nomination Committee proposes that the current Board Members be re-elected for the new term of office, extending until the end of the next Annual General Meeting: Eero Broman, Heikki Herlin, Peter

Immonen, Esa Lager, Alexander Lindholm, Kaisa Salakka and Catharina Stackelberg-Hammarén. The Committee also proposes that Ari Kaperi be elected as a new Member of the Board for the same term of office. The Nomination Committee further proposes that Catharina Stackelberg-Hammarén serve as the Chair of the Board of Directors and Eero Broman serve as the Vice Chair.

Ari Kaperi (b. 1960, M.Sc. (Econ.)) held various positions in Nordea Group until 2022 and is a member of the Board of Directors of organisations such as the Varma Mutual Pension Insurance Company, Tampereen Energia Oy, the financing companies of Nordea Group and the Cancer Foundation Finland.

The personal details of the current Members of the Board and information on their positions of trust can be found at <http://www.almamedia.fi/en/investors/governance/board-of-directors>. All the proposed Members of the Board of Directors have given their permission for their election.

All the proposed Board Members are assessed to be independent of the company. All the proposed Board Members, with the exception of Eero Broman, Heikki Herlin, Peter Immonen, Esa Lager and Alexander Lindholm, are also assessed to be independent of the company's significant shareholders.

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

Proposal for the remuneration of the Board of Directors

The Shareholders' Nomination Committee proposes that the remuneration of the Board of Directors remain unchanged and that the following annual remuneration 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 2025: to the Chair of the Board of Directors EUR 68,800 per year, to the Vice Chair EUR 44,000 per year, and to Members EUR 35,800 per year.

In addition, the Chair of the Board of Directors and the Chair of the Audit Committee would be paid a fee of EUR 1,500, the Chair of the Nomination and Compensation Committee a fee of EUR 1,000, the Deputy Chairs of the committees a fee of EUR 700 and Members a fee of EUR 500 for the Board and Committee meetings they attend. It is proposed that the travel expenses of the Members of the Board be compensated in accordance with the company travel regulations.

It is proposed that the aforementioned attendance fee for each meeting be

- doubled for (i) Members living outside Finland in Europe or (ii) meetings held outside Finland in Europe; and
- tripled for (i) Members residing outside Europe or (ii) meetings held outside Europe.

The Members of the Board will, as decided by the Annual General Meeting, acquire a number of Alma Media Corporation shares corresponding to approximately 40 per cent of the full amount of the annual remuneration for Members of the Board, taking into account tax deduction at source, at the trading price on the regulated market of the Helsinki Stock Exchange. Members of the Board are required to arrange the acquisition of the shares within two weeks of the release of the first quarter 2024 interim report or, if this is not possible due to insider trading regulations, as soon as possible thereafter. If it is not possible to acquire the shares by the end of 2024 for a reason such as pending insider transactions, the annual remuneration shall be paid in cash. Shares acquired in this way cannot be transferred until the recipient's membership on the Board has ended. The company is liable to pay any asset transfer taxes which may arise from the acquisition of shares.

Expenses of the Nomination Committee

The members of the Nomination Committee are not entitled to receive remuneration from the Company for their participation in the Nomination Committee. The Board members' travel expenses will be compensated in accordance with the company's travel policy. The members of the Nomination Committee have not accrued any travel expenses to be reimbursed.

The Nomination Committee has not employed an external expert in its work.

Helsinki, 26 January 2024

Henrik Ehrnrooth
Chair of the Nomination Committee