

Proposals by the Board of Directors to the Annual General Meeting on 5 April 2024

Resolution on the use of the profit shown on the balance sheet and the payment of a dividend

The Board of Directors proposes that a dividend of EUR 0.45 per share be paid for the financial year 2023. The dividend will be paid to shareholders who are registered in Alma Media Corporation's shareholder register maintained by Euroclear Finland Ltd on the record date, 9 April 2024. The Board of Directors proposes that the dividend be paid on 16 April 2024.

Resolution on the auditor's pay

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the auditor's fees be paid according to the invoice approved by the company.

Resolution on the number of auditors

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Annual General Meeting elect one company auditor for the 2024 financial year.

Election of the auditor

In accordance with the proposal of the Board of Directors' Audit Committee, the Board suggests that, for the financial year 2024, the Annual General Meeting appoint Ernst & Young Oy as the company's auditors. Ernst & Young Oy has confirmed that the principal auditor would be Terhi Mäkinen, APA.

The recommendation of the Board of Directors' Audit Committee is based on competitive tendering for the company's financial audit. As a result of the competitive bidding, the company received tenders from four auditing companies. According to the assessment of the Audit Committee, Ernst & Young Oy best meets the selection criteria defined in the invitation to tender.

Authorisation to the Board of Directors to repurchase own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the repurchase of a maximum of 824,000 shares, in one or more lots. The proposed maximum authorised quantity represents approximately one (1) per cent of the company's entire share capital. The shares shall be acquired using the company's non-restricted shareholders' equity through trading in a regulated market arranged by Nasdaq Helsinki Ltd and, in accordance with its rules and instructions, for which reason the acquisition is directed, in other words, the shares will be purchased other than in proportion to the shareholders' current holdings. The price paid for the shares shall be based on the price of the company share on the regulated market so that the minimum price of purchased shares is the lowest market price of the share quoted on the regulated market during the term of validity of the authorisation and the maximum price, correspondingly, the highest market price quoted on the regulated market during the term of validity of the authorisation. Shares can be purchased for the purpose of improving the company's capital structure, financing or carrying out corporate acquisitions or other arrangements, implementing incentive schemes for the management or key employees or to be otherwise transferred or cancelled. It is proposed that the authorisation be valid until the following AGM; however, until no later than 30 June 2025.

Authorisation to the Board of Directors to decide on the transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorise it to decide on a share issue by transferring shares in possession of the company. The authorisation would entitle the Board to issue a maximum of 824,000 shares. The proposed maximum number of shares issuable under the authorisation corresponds to approximately one (1) per cent of the company's entire share capital. The authorisation entitles the Board to decide on a directed share issue, which entails deviating from the pre-emption rights of shareholders. The Board can use the authorisation in one or more lots. The Board of Directors can use the authorisation to implement incentive schemes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following AGM; however, until no later than 30 June 2025. This authorisation overrides the share issue authorisation granted at the Annual General Meeting of 4 April 2023.

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 to decide on a share issue. A maximum of 16,500,000 shares may be issued on the basis of this authorisation. The proposed maximum number of shares issuable under the authorisation corresponds to approximately 20 per cent of the company's entire share capital. The share issue can be implemented by issuing new shares or by transferring treasury shares. The authorisation entitles the Board to decide on a directed share issue, which entails deviating from the pre-emption rights of shareholders. The Board can use the authorisation in one or more lots.

The Board can use the authorisation for developing the capital structure of the company, widening the ownership base, financing or executing acquisitions or other arrangements, or for other purposes decided on by the Board. The authorisation cannot, however, be used to implement incentive schemes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following AGM; however, until no later than 30 June 2025. This authorisation overrides the corresponding share issue authorisation granted at the AGM of 4 April 2023, but not the share issue authorisation proposed above in section 18.

Charitable donations

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on donations of a total maximum of EUR 100,000 for charitable or corresponding purposes, as well as to decide on the recipients of donations, their intended uses and other terms and conditions of donations.