

# Proposals by the Board of Directors to the Annual General Meeting on 10 April 2025

## **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 0.46 per share be paid for the financial year 2024. 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, 14 April 2025. The Board of Directors proposes that the dividend be paid on 23 April 2025.

## **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 2025 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 2025, the Annual General Meeting appoint Ernst & Young Oy as the company's auditor. Ernst & Young Oy has confirmed that the principal auditor would be Terhi Mäkinen, APA.

## **Decision on the remuneration of the verifier of sustainability reporting**

In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the remuneration of the verifier of sustainability reporting be paid according to the invoice approved by the company.

## **Election of a verifier for sustainability reporting**

In accordance with the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes that the Annual General Meeting elect Ernst & Young Oy as the verifier of the company's sustainability reporting

for the financial year 2025. Ernst & Young Oy has announced that Terhi Mäkinen, Authorised Public Accountant, will act as the verifier of the sustainability reporting.

### **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 own shares, in one or more lots. 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 shares are to 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 must 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 2026.

### **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 treasury shares. 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, no later than 30 June 2026. This authorisation overrides the share issue authorisation granted at the Annual General Meeting of 5 April 2024.

### **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 2026.

This authorisation overrides the corresponding share issue authorisation granted at the AGM of 5 April 2024, but not the share issue authorisation proposed above in section "Authorisation to the Board of Directors to decide on the transfer of own shares".

### **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.