

ANNUAL GENERAL MEETING OF ALMA MEDIA CORPORATION

Date and time: 9 April 2026, from 12 noon to 1:24 p.m.

Venue: Scandic Grand Central Helsinki, Grand Ballroom conference room, Vilhonkatu 13, 00100 Helsinki

Present: Shareholders present or represented at the meeting as indicated in the voting list confirmed at the meeting ([Appendix 1](#)).

In addition, all members of the Board of Directors were present, with the exception of Marika Auramo, as well as the President and CEO, the auditor in charge of the audit, the sustainability reporting assurer, members of the company's executive management and technical personnel.

1. Opening of the Meeting

The Chair of the Board of Directors, Catharina Stackelberg-Hammarén, opened the meeting and presented an overview of the activities of the Board of Directors.

2. Organization of the Meeting

Attorney-at-law Carl-Henrik Wallin was elected as Chair of the meeting. He appointed the company's General Counsel, Mikko Korttila, as Secretary of the meeting.

The Chair explained the procedures for handling the matters on the agenda.

The Chair noted that shareholders recorded in the shareholders' register on the record date of the Annual General Meeting had had the opportunity to vote in advance on agenda items 7–23. In accordance with the Finnish Companies Act, any proposal that was subject to advance voting is deemed to have been presented unchanged at the Annual General Meeting. Certain asset managers representing nominee-registered shareholders had also participated in the advance voting on behalf of the shareholders they represent.

Summary lists of shareholders' voting instructions and advance votes were appended to the minutes ([Appendix 2](#)).

3. Election of Inspectors of the Minutes and Supervisors of the Counting of Votes

Annika Lindholm was elected as inspector of the minutes.

Antti Karlqvist and Sirpa Jyräsalo were elected as supervisors of the counting of votes.

4. Recording the Legality of the Meeting

It was stated that the notice of the meeting had been published on the company's website on 25 February 2026. In addition, an announcement regarding the notice of the meeting had been published in *Kauppa-lehti* and *Ilta-lehti* on 26 February 2026.

It was recorded that the documents required to be kept available under the Limited Liability Companies Act had been available on the company's website for at least three weeks prior to the meeting.

It was confirmed that the Annual General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act and was therefore legally convened.

The notice of the meeting was appended to the minutes ([Appendix 3](#)).

5. Confirmation of the Presence of Shareholders and Approval of the Voting List

The voting list was presented, according to which a total of 121 shareholders were represented at the Annual General Meeting, either by advance voting, in person at the meeting venue, or by a statutory representative or authorized proxy. It was recorded that at the beginning of the meeting, a total of 66,408,378 shares and votes were represented, corresponding to approximately 80.61% of all shares and votes in the company.

The voting list was appended to the minutes ([Appendix 1](#)).

The voting list was approved.

6. Presentation of the Financial Statements 2025, the Report of the Board of Directors, the Sustainability Statement Included in the Report, and the Auditor's Report

It was noted that the company's financial statements for 2025, the report of the Board of Directors, the sustainability statement included in the Report, and the auditor's report had been available on the company's website as of 19 March 2026 and were also available at the meeting venue.

The President and CEO, Kai Telanne, presented the CEO's review ([Appendix 4](#)) and presented the financial statements, the report of the Board of Directors, and the sustainability statement included therein.

The company's auditor, Authorized Public Accountant (APA) Terhi Mäkinen, presented the auditor's report.

The financial statements, the report of the Board of Directors, the sustainability statement included therein, and the auditor's report were deemed presented. The financial statement documents and the auditor's report were appended to the minutes (Appendix 5).

7. Adoption of the Financial Statements

The Annual General Meeting adopted the company's financial statements for the financial period 1 January–31 December 2025.

8. Resolution on the Use of the Profit Shown on the Balance Sheet and on the Distribution of Dividends

It was noted that the Board of Directors had proposed that a dividend of EUR 0.48 per share be distributed for the financial year 2025. According to the proposal, the dividend would be paid to shareholders registered in the shareholders' register of Alma Media Corporation maintained by Euroclear Finland Oy on the dividend record date, 13 April 2026. The dividend would be paid on 20 April 2026.

The proposal of the Board of Directors was appended to the minutes (Appendix 6).

The Annual General Meeting resolved to distribute a dividend in accordance with the proposal of the Board of Directors.

9. Resolution on the Discharge from Liability of the Members of the Board of Directors and the President and CEO for the Financial Period 1 January–31 December 2025

It was noted that the granting of discharge from liability for the financial year 2025 concerned all persons who had acted as members of the Board of Directors or as President and CEO during the financial period 1 January–31 December 2025. These persons are:

Catharina Stackelberg-Hammarén, Chair of the Board

Eero Broman, Vice Chair of the Board

Marika Auramo, Member of the Board (as of 10 April 2025)

Heikki Herlin, Member of the Board

Peter Immonen, Member of the Board (until 10 April 2025)

Ari Kaperi, Member of the Board

Hanna Kivelä, Member of the Board (as of 10 April 2025)

Esa Lager, Member of the Board (until 10 April 2025)

Alexander Lindholm, Member of the Board

Kaisa Salakka, Member of the Board (until 10 April 2025)

Kai Telanne, President and CEO

The Annual General Meeting resolved to grant discharge from liability to the above-mentioned persons.

10. Consideration of the Remuneration Report of the Governing Bodies

It was noted that the remuneration report of the company's governing bodies had been available on the company's website as of 19 March 2026 and was also available at the meeting venue.

The remuneration report was appended to the minutes ([Appendix 7](#)).

The Annual General Meeting resolved to approve the remuneration report. The resolution was advisory in nature.

It was recorded that, under this agenda item, 750 blank votes had been cast by shareholders who had voted in advance and by nominee-registered shareholders who had provided voting instructions.

11. Consideration of the Remuneration Policy of the Governing Bodies

It was noted that the remuneration policy of the governing bodies must be presented to the Annual General Meeting at least once every four years. The updated remuneration policy of the company's governing bodies had been available on the company's website as of 19 March 2026 and was also available at the meeting venue.

The remuneration policy was appended to the minutes ([Appendix 8](#)).

The Annual General Meeting resolved to approve the updated remuneration policy. The resolution was advisory in nature.

It was recorded that, under this agenda item, shareholders who had voted in advance and nominee-registered shareholders who had provided voting instructions had cast 517,689 votes against the proposal and 750 blank votes.

12. Resolution on the Remuneration of the Members of the Board of Directors and Reimbursement of Travel Expenses

It was noted that the Shareholders' Nomination Committee had proposed that the annual remuneration of the members of the Board of Directors remain unchanged and that the following annual remuneration be paid for the term ending at the close of the 2027 Annual General Meeting: EUR 75,700 per year for the Chair of the Board, EUR 48,400 per year for the Vice Chair of the Board, and EUR 39,400 per year for the other members of the Board.

In addition, a meeting fee of EUR 1,500 would be paid to the Chairs of the Board of Directors and the Audit Committee, EUR 1,000 to the Chair of the Nomination and Remuneration Committee, EUR 700 to the Vice Chairs of the committees, and EUR 500 to committee members for each meeting of the Board of Directors or its committees they attend. The travel expenses of the members of the Board of Directors were proposed to be reimbursed in accordance with the company's travel policy.

The above meeting fees were proposed to be paid at double rate (i) to persons residing outside Finland but within Europe or (ii) for meetings held outside Finland but within Europe; and at triple rate (i) to persons residing outside Europe or (ii) for meetings held outside Europe.

On the basis of the resolution of the Annual General Meeting, a member of the Board of Directors shall acquire Alma Media Oyj shares in trading on a regulated market at the market price formed on Nasdaq OMX Helsinki corresponding to approximately 40% of the annual remuneration paid to the Board member, after withholding tax. The acquisition of the shares shall be carried out within two weeks of the publication of the interim report for January–March 2026 or, if this is not possible due to insider regulations, at the first possible time thereafter. If the shares cannot be acquired by the end of 2026, for example due to ongoing insider projects, the annual remuneration shall be paid in cash. The shares so acquired may not be transferred before the end of the Board membership. The company shall bear any transfer tax incurred in connection with the acquisition of the shares.

The proposal of the Shareholders' Nomination Committee was appended to the minutes ([Appendix 9](#)).

The General Meeting resolved to approve the proposal of the Shareholders' Nomination Board concerning the remuneration of the members of the Board of Directors and the reimbursement of travel expenses.

It was noted that, in respect of this item, 112 votes against and 368,026 blank votes were cast by shareholders who had voted in advance and by nominee-registered shareholders who had submitted voting instructions.

13. Resolution on the Number of Members of the Board of Directors

It was noted that, according to the Articles of Association, the Board of Directors shall consist of a minimum of three (3) and a maximum of nine (9) members.

It was noted that the Shareholders' Nomination Committee had proposed that the number of members of the Board of Directors be set at seven (7).

The proposal of the Shareholders' Nomination Committee was appended to the minutes ([Appendix 10](#)).

The Annual General Meeting resolved to set the number of members of the Board of Directors at seven (7).

14. Election of Members of the Board of Directors

It was noted that the Shareholders' Nomination Committee had proposed that the current members of the Board of Directors be re-elected as members of the Board for a term that continues until the close of the next Annual General Meeting: Marika Auramo, Eero Broman, Heikki Herlin, Ari Kaperi, Hanna Kivelä, Alexander Lindholm and Catharina Stackelberg-Hammarén.

It was further noted that the Shareholders' Nomination Committee had proposed that Catharina Stackelberg-Hammarén serve as Chair of the Board and that Eero Broman serve as Vice Chair of the Board. All candidates had given their consent to the election.

It was further noted that shareholders representing more than one half of all shares and votes in the company had announced their support for the proposal of the Shareholders' Nomination Committee.

The proposal of the Shareholders' Nomination Committee was appended to the minutes ([Appendix 11](#)).

The Annual General Meeting resolved to elect the above-mentioned persons as members of the Board of Directors.

15. Resolution on the Auditor's Remuneration

It was noted that the Board of Directors, on the recommendation of the Audit Committee, had proposed that the remuneration of the auditor be paid according to invoices approved by the company.

The proposal of the Board of Directors was appended to the minutes ([Appendix 12](#)).

The Annual General Meeting resolved to approve the proposal.

16. Resolution on the Number of Auditors

It was noted that the Board of Directors, on the recommendation of the Audit Committee, had proposed that the Annual General Meeting elect one (1) auditor for the financial year 2026.

The proposal of the Board of Directors was appended to the minutes ([Appendix 13](#)).

The Annual General Meeting resolved that the company shall have one (1) auditor.

17. Election of the Auditor

It was noted that the Board of Directors, on the recommendation of the Audit Committee, had proposed that the auditing firm Ernst & Young Oy be elected as the company's auditor for the financial year 2026.

The proposal of the Board of Directors was appended to the minutes ([Appendix 14](#)).

The Annual General Meeting resolved to elect Ernst & Young Oy as the auditor for the financial year 2026, with the term ending at the close of the next Annual General Meeting. It was noted that Ernst & Young Oy had announced that Authorized Public Accountant Terhi Mäkinen acts as the principal auditor.

18. Resolution on the Remuneration of the Sustainability Reporting Assurer

It was noted that the Board of Directors, on the recommendation of the Audit Committee, had proposed that the remuneration of the sustainability reporting assurer be paid according to invoices approved by the company.

The proposal of the Board of Directors was appended to the minutes ([Appendix 15](#)).

The Annual General Meeting resolved to approve the proposal.

19. Election of the Sustainability Reporting Assurer

It was noted that the Board of Directors, on the recommendation of the Audit Committee, had proposed that the sustainability assurance firm Ernst & Young Oy be elected as the company's sustainability reporting assurer for the financial year 2026.

It was noted that the election of the sustainability reporting assurer is conditional and that the assurer shall act in its duties only if the company is obligated to prepare, or voluntarily decides to prepare, a sustainability report for the financial year 2026 in accordance with the applicable sustainability reporting regulation.

The proposal of the Board of Directors was appended to the minutes ([Appendix 16](#)).

The Annual General Meeting resolved to elect Ernst & Young Oy as the sustainability reporting assurer for the financial year 2026, with the term ending at the close of the next Annual General Meeting. It was noted that Ernst & Young Oy had announced that Authorized Sustainability Auditor Terhi Mäkinen acts as the principal sustainability reporting assurer.

20. Authorization of the Board of Directors to Decide on the Acquisition of the Company's Own Shares

It was noted that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on the acquisition of a maximum of 824,000 of the company's own shares in one or more tranches.

The proposed maximum number of shares corresponds to approximately one (1) per cent of the total number of shares in the company. The shares shall be acquired using the company's unrestricted equity in trading on a regulated market arranged by Nasdaq OMX Helsinki, in accordance with its rules and instructions, which means that the acquisition shall be carried out through directed acquisition, i.e. otherwise than in proportion to the shareholdings of shareholders. The consideration paid for the shares shall be based on the market price of the company's share on the regulated market, such that the minimum price payable for the shares to be acquired shall be the lowest market price quoted on the regulated market during the validity of the authorization and the maximum price shall correspondingly be the highest market price quoted on the regulated market during the validity of the authorization. The shares may be acquired in order to develop the company's capital structure, finance or carry out acquisitions or other arrangements, or implement incentive programs for management or key employees, or otherwise to be transferred further or cancelled.

The authorization was proposed to be valid until the next Annual General Meeting, however no later than 30 June 2027.

The proposal of the Board of Directors was appended to the minutes ([Appendix 17](#)).

The Annual General Meeting resolved to authorize the Board of Directors in accordance with the proposal.

21. Authorization of the Board of Directors to Decide on the Issue of Shares by Transferring Treasury Shares

It was noted that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on a share issue by transferring treasury shares. Based on the authorization, a maximum of 824,000 shares may be issued.

The proposed maximum number of shares corresponds to approximately one (1) per cent of the total number of shares in the company. Under the authorization, the Board of Directors may decide on a directed share issue, deviating from shareholders' pre-emptive rights. The Board of Directors may use the authorization in one or more tranches. The Board of Directors may

use the authorization to implement incentive programs for the company's management or key employees.

The authorization was proposed to be valid until the next Annual General Meeting, however no later than 30 June 2027. This authorization revokes the corresponding share issue authorization resolved by the Annual General Meeting on 10 April 2025.

The proposal of the Board of Directors was appended to the minutes (Appendix 18).

The Annual General Meeting resolved to authorize the Board of Directors in accordance with the proposal.

22. Authorization of the Board of Directors to Decide on a Share Issue

It was noted that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on a share issue. Based on the authorization, a maximum of 16,500,000 shares may be issued.

The proposed maximum number of shares corresponds to approximately twenty (20) per cent of the total number of shares in the company. The share issue may be implemented by issuing new shares or by transferring shares held by the company. Under the authorization, the Board of Directors may decide on a directed share issue, deviating from shareholders' pre-emptive rights. The Board of Directors may use the authorization in one or more tranches.

The Board of Directors may use the authorization to develop the company's capital structure, broaden the ownership base, finance or carry out acquisitions or other arrangements, or for other purposes determined by the Board of Directors. The authorization shall not be used to implement incentive programs for the company's management or key employees.

The authorization was proposed to be valid until the next Annual General Meeting, however no later than 30 June 2027. This authorization revokes the corresponding share issue authorization resolved by the Annual General Meeting on 10 April 2025, but does not affect the share issue authorization resolved under agenda item 21.

The proposal of the Board of Directors was appended to the minutes (Appendix 19).

The Annual General Meeting resolved to authorize the Board of Directors in accordance with the proposal.

It was recorded that, under this agenda item, shareholders who had voted in advance and nominee-registered shareholders who had provided voting instructions had cast 4,118,884 votes against the proposal.

23. Donations for Charitable Purposes

It was noted that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on donations for charitable or comparable purposes in a total amount of up to EUR 100,000, and to decide on the recipients, purposes and other terms of such donations.

The proposal of the Board of Directors was appended to the minutes (Appendix 20).

The Annual General Meeting resolved to authorize the Board of Directors in accordance with the proposal.

It was recorded that, under this agenda item, shareholders who had voted in advance and nominee-registered shareholders who had provided voting instructions had cast 3,016 blank votes.

24. Closing of the Meeting

The Chair noted that the matters stated in the notice of the meeting had been addressed.

It was noted that the minutes of the meeting would be available to shareholders on the company's website no later than two weeks from the meeting, i.e. as of 23 April 2026.

The Secretary of the meeting expressed his thanks to the company and the shareholders for the years of cooperation as he retires from the company in early 2027.

The Chair closed the meeting at 13:24.

In witness whereof,

Carl-Henrik Wallin
Chair of the Meeting

Mikko Korttila
Secretary

Minutes inspected and approved

Annika Lindholm
Inspector of the Minutes

APPENDICES

- Appendix 1 Voting list
- Appendix 2 Summary of shareholders' voting instructions and advance votes
- Appendix 3 Notice of the Annual General Meeting
- Appendix 4 CEO's review
- Appendix 5 Financial statement documents and auditor's report
- Appendix 6 Proposal of the Board of Directors on the use of the profit shown on the balance sheet and the distribution of dividends
- Appendix 7 Remuneration report of the company's governing bodies
- Appendix 8 Updated remuneration policy of the company's governing bodies
- Appendix 9 Proposal of the Shareholders' Nomination Committee on the remuneration of the members of the Board of Directors and reimbursement of travel expenses
- Appendix 10 Proposal of the Shareholders' Nomination Committee on the number of members of the Board of Directors

- Appendix 11 Proposal of the Shareholders' Nomination Committee on the election of members of the Board of Directors
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- Appendix 15 Proposal of the Board of Directors on the remuneration of the sustainability reporting assurer
- Appendix 16 Proposal of the Board of Directors on the election of the sustainability reporting assurer
- Appendix 17 Proposal of the Board of Directors on the authorization of the Board of Directors to decide on the acquisition of the company's own shares
- Appendix 18 Proposal of the Board of Directors on the authorization of the Board of Directors to decide on the transfer of the company's own shares
- Appendix 19 Proposal of the Board of Directors on the authorization of the Board of Directors to decide on a share issue
- Appendix 20 Proposal of the Board of Directors on the authorization of the Board of Directors to decide on donations for charitable purposes