



CHARTER OF THE SHAREHOLDERS' NOMINATION COMMITTEE OF ALMA MEDIA CORPORATION

1. Purpose and duties of the Nomination Committee

Alma Media Corporation's ("the Company") Shareholders' Nomination Committee ("the Committee") is a body comprised of representatives of the Company's shareholders, and its duty shall be to prepare proposals to the Annual General Meeting concerning the election and remuneration of the members of the Board of Directors.

The Committee's primary task shall be to ensure that the Board of Directors and its members have sufficient competence and experience to satisfy the Company's requirements, and, to this end, prepare justified proposals to the Annual General Meeting concerning the election and remuneration of the members of the Board of Directors.

In its operations, the Committee shall comply with current legislation, the rules of the stock exchange applicable to the Company, and the Finnish Corporate Governance Code for listed companies. The Committee shall act as a committee comprised of shareholder representatives as referred to in the Corporate Governance Code, and it shall not be considered a deviation from the Corporate Governance Code.

2. Nomination and composition of the Committee

The Committee shall consist of four (4) members nominated by shareholders. In addition, the Chairman of the Company's Board of Directors shall participate in the Committee's work as an expert member. The four shareholders whose share of the votes produced by all shares in the Company according to the shareholder register maintained by Euroclear Finland Ltd on 30 September annually shall have the right to nominate members to represent shareholders. The Chairman of the Board shall request the four largest shareholders thus determined to each nominate one member to the Committee. In the event that two shareholders have an equal amount of shares and votes, and it is not possible to nominate both of their nominated members to the Committee, the matter shall be resolved by drawing lots. In the event that a shareholder declines the right to nominate a member, the right shall be passed on to the next-largest shareholder who otherwise would not have the right to nominate a member.



The Chairman of the Board shall convene the Committee's first meeting. The Committee shall elect a Chairman from among its members.

The Committee shall operate until further notice, until the Annual General Meeting resolves otherwise. The members of the Committee shall be nominated annually and their term of office shall end when a new Committee has been nominated.

The Company shall announce the composition of the Committee by means of a stock exchange release after the members of the Committee have been nominated and the Chairman has been elected.

In the event that a shareholder transfers more than half of the shareholding that determined the right to nominate a member to the Committee on 30 September and, following the transfer of shares, is no longer among the Company's ten largest shareholders, the member nominated by the shareholder shall resign from the Committee. In the event that a member nominated by a shareholder resigns from the Committee, the Committee may decide to request a shareholder that is not represented in the Committee to nominate a new member to the Committee. Such requests shall be made to shareholders in the order determined by the size of their shareholding in the Company based on share ownership on the day preceding the request. In the event that the number of the Committee's members declines to less than three, the Committee shall be required to request a shareholder to nominate a new member in the aforementioned manner.

The members of the Committee shall be independent of the Company, and members of the Company's management shall not be eligible for membership in the Committee.

A report on the Committee's activities shall be presented at the Annual General Meeting and published on the Company's website.

Committee members shall not be entitled to remuneration for their membership in the Committee, but their travel expenses shall be compensated in accordance with the Company's travel regulations.



3. Decision-making

The Committee shall have quorum when more than half of its members are present. The Committee shall not have the right to make a decision unless all of its members have been provided with the opportunity to participate in the meeting and the discussion of the matter.

The Committee shall make its decisions unanimously.

Minutes of the meeting shall be prepared concerning all Committee decisions. The minutes of the meeting shall be dated, numbered and archived in a reliable manner. The minutes of the meeting shall be signed by the Chairman of the Committee and at least one Committee member.

4. Duties of the Committee

4.1. Duties of the Committee:

The duties of the Committee shall include:

- a) Preparing and presenting a proposal to the Annual General Meeting on the number of members to serve on the Board of Directors,
- b) Preparing and presenting a proposal to the Annual General Meeting on the members of the Board of Directors,
- c) Preparing and presenting a proposal to the Annual General Meeting on the remuneration of the members of the Board of Directors,
- d) To identify successors to the members of the Board of Directors.

4.2. Qualifications of the members of the Board of Directors

The Company's Board of Directors shall have sufficient expertise, as well as sufficient knowledge of and experience in matters related to the Company's industry and business operations.

As a group, the Board of Directors shall have sufficient knowledge of and competence in:

- a) Matters related to the Company's industry and business operations;
- b) The management of a public limited company of corresponding size;
- c) Financial statements and financial reporting;



- d) Internal control and risk management;
- e) Strategy;
- f) Corporate acquisitions and divestments; and
- g) Corporate Governance.

The operations of the Board of Directors shall be evaluated annually and the results shall be reported to the Committee. The results of the evaluation shall be appropriately taken into consideration in the work of the Committee. The Committee shall have the option of hearing other shareholders in matters relating to the preparation of proposals, and the Committee shall have the right to use external experts, at a cost approved by the Company, to identify and assess potential successors to Board members.

In addition to the aforementioned, the Committee shall take into consideration current legislation, the rules of the stock exchange applicable to the Company, the recommendations of the Finnish Corporate Governance Code for listed companies, and particularly the requirements concerning independence stipulated by the Corporate Governance Code.

4.3. Chairman of the Committee

The task of the Chairman of the Committee shall be to direct the Committee's work to ensure that the Committee achieves the goals set for it, taking into consideration the expectations of shareholders and the best interests of the Company.

The Chairman shall convene the Committee's meetings and chair them. In addition, the Chairman shall convene an unscheduled Committee meeting within 14 days of being requested to do so by a member of the Committee.

4.4. Proposals to the Annual General Meeting

The Committee shall submit its proposals to the Company's Board of Directors by 30 January preceding the Annual General Meeting. The proposals shall be included in the notice to the Notice to the Annual General Meeting.

The Committee shall present its proposals and report on its operations to the Annual General Meeting. The aforementioned information shall also be published on the Company's website.



In the event that a matter subject to preparation by the Committee will be resolved by an Extraordinary General Meeting, the Committee shall submit its proposal to the Company's Board of Directors in a timely manner to allow the inclusion of the proposal in the notice to the General Meeting.

5. Confidentiality

The members of the Committee and the shareholders they represent shall maintain confidentiality of information pertaining to the Committee's proposals until the Company has published the Committee's decisions. The Chairman of the Committee may, if deemed necessary, propose to the Company's Board of Directors that the Company signs a non-disclosure agreement with a shareholder or the shareholder's representative.

6. Amendments to this Charter and authorisation

The Committee shall review this Charter annually and propose any changes to the Annual General Meeting. Amendments concerning the number of members on the Committee and their selection criteria shall always be resolved by the Annual General Meeting. The Committee is authorised to make any necessary technical updates and amendments to this Charter.

7. Other provisions

In the event that a date specified in this Charter is not a business day, the Charter shall be interpreted as referring to the business day immediately preceding the date in question.