



## **PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 17 MARCH 2015**

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

The Board of Directors proposes that no dividend be paid for the financial year 2014. The company has no retained earnings.

### **Resolution on the use of the invested non-restricted equity fund**

The Board of Directors proposes that the AGM decides to use EUR 36,420,000 from the invested non-restricted equity fund, complying with the company's balance sheet of 31 December 2014, to cover losses. The covering of losses improves the preconditions for distribution of profit during future financial years.

### **Resolution on the repayment of capital**

The Board of Directors proposes that the AGM decides to distribute EUR 0.12 per share as capital repayments from the invested non-restricted equity fund. At the moment of the publication of this notice, the company has 75,486,853 shares, translating into a repayment amount of EUR 9,058,422.36. Capital repayments are paid to shareholders who are registered in Alma Media Corporation's shareholder register, maintained by Euroclear Finland Ltd, on the record date, 19 March 2015. The Board of Directors proposes that capital repayments be paid on 26 March 2015.

### **Resolution on the remuneration of the auditor**

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

### **Election of the auditor**

In accordance with the proposal of the Audit Committee, the Board suggests that Authorised Public Accountants PricewaterhouseCoopers Oy be elected as the company's auditor for the 2015 financial year.



### **Authorisation to the Board of Directors to repurchase own shares**

The Board of Directors proposes that the AGM authorises the Board of Directors to decide on the repurchase of a maximum of 754,000 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 OMX Helsinki Oy and in accordance with its rules and instructions, which is why the acquisition is directed, that is, the shares are purchased otherwise than in proportion to shareholders' current holdings. The price paid for the shares shall be based on the price of the company share in the regulated market, so that the minimum price of purchased shares is the lowest market price of the share quoted in the regulated market during the term of validity of the authorisation and the maximum price, correspondingly, the highest market price quoted in the regulated market during the term of validity of the authorisation. Shares may 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 Annual General Meeting; however, no longer than until 30 June 2016.

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

The Board of Directors proposes that the Annual General Meeting authorises it to decide on a share issue by transferring shares in possession of the company. A maximum of 754,000 shares may be issued on the basis of the authorisation. The proposed maximum authorised quantity represents 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 parts. The Board of Directors may use the authorisation to implement incentive programmes for the management or key employees of the company.

It is proposed that the authorisation be valid until the following Annual General Meeting; however, no longer than until 30 June 2016.



### **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 of Directors to decide on a share issue. A maximum of 15,000,000 shares may be issued on the basis of this authorisation. The proposed maximum authorised amount represents approximately 20 per cent of the company's entire share capital. The share issue may be implemented by issuing new shares or transferring shares now in possession of the company. 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 parts.

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

It is proposed that the authorisation be valid until the following Annual General Meeting; however, no longer than until 30 June 2016. This authorisation cancels the share issue authorisation granted at the AGM of 20 March 2014.

### **Proposal for establishing a permanent Nomination Committee**

The Board of Directors proposes to the AGM that the AGM decides to establish a Shareholders' Nomination Committee. The Nomination Committee's duties would include preparing proposals related to the election and remuneration of Board members to the AGM. At the same time, the Board of Directors proposes that the Charter of the Shareholders' Nomination Committee be approved.

The Shareholders' Nomination Committee would consist of four members appointed by shareholders, and the members would elect a chairman from among themselves. In addition, the Chairman of the Board would act as an expert member in the Nomination Committee.

On the basis of shareholding on 30 September in the calendar year preceding the AGM, the Chairman of the Board would request each of the four largest shareholders to appoint one member to the Shareholders' Nomination Committee.



The four shareholders who are registered in the shareholder register maintained by Euroclear Finland Ltd on 30 September in the year preceding the AGM and whose share of the votes produced by all shares in the company is the greatest according to this shareholder register would have the right to nominate members that represent shareholders. Should a shareholder choose not to exercise the right to appoint a member, the right is transferred to the next largest shareholder in the shareholder register, who would not otherwise have the right to appoint a member.

The Nomination Committee Charter as proposed by the Board of Directors is available on the Alma Media Corporation website at [www.almamedia.com/investors/corporate-governance/general-meeting/2015](http://www.almamedia.com/investors/corporate-governance/general-meeting/2015).

Helsinki, 12 February 2015

Alma Media Corporation  
Board of Directors