



PROPOSAL BY THE BOARD OF DIRECTORS' NOMINATION AND COMPENSATION COMMITTEE TO THE ANNUAL GENERAL MEETING ON 17 MARCH 2015

Resolution on the remuneration and travel allowances of the members of the Board of Directors

The Board of Directors' Nomination and Compensation Committee proposes that remuneration for the Board of Directors remains unchanged, with the Chairman of the Board being paid EUR 33,000, the Vice Chairman EUR 27,000, and Board members EUR 22,000 in remuneration for the year. Additionally, the Chairmen of the Board and Committees would be paid a fee of EUR 1,000, Vice Chairmen a fee of EUR 700, and members a fee of EUR 500 for those Board and Committee meetings that they attend. It is proposed that Board members' travel expenses be compensated in accordance with company travel regulations.

In accordance with a decision of the AGM, Board members acquire a number of Alma Media Corporation shares corresponding to approximately 40 per cent of the full amount of the annual remuneration for Board members, taking into account tax deduction at source, at the public trading price. Members of the Board are obligated to arrange the acquisition of the shares within two weeks of the release of the January–March 2015 interim report or, if this is not possible because of insider trading regulations, at the earliest possible time thereafter. If it has not been possible to acquire the shares by the end of 2015 because of pending insider transactions, the remuneration will be paid in cash. Shares thus acquired may not be transferred until the recipient's membership in the Board has ended. The company is liable to pay any asset transfer taxes potentially ensuing from the acquisition of shares.

Resolution on the number of members of the Board of Directors

The Nomination and Compensation Committee proposes that seven (7) members serve on the Board of Directors.



Election of the members of the Board of Directors

The Nomination and Compensation Committee proposes that the current Board members Niklas Herlin, Esa Lager, Petri Niemisvirta, Perttu Rinta, Erkki Solja, Catharina Stackelberg-Hammarén and Harri Suutari be re-elected for the new term of office, extending until the end of the subsequent AGM. Current members' personal details and information on their positions of trust can be found on the company website at www.almamedia.com/investors/corporate-governance/board-of-directors/.

All proposed members of the Board of Directors have given their permission for their election.

Shareholders representing more than half of the company's share capital, and the votes conferred by those shares, have announced they support the Nomination and Compensation Committee's proposal.

Helsinki, 12 February 2015

Alma Media Corporation's Board of Directors'
Nomination and Compensation Committee