



PROPOSALS BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 20 MARCH 2014

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 2013. 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 76,100,000 from the invested non-restricted equity fund, complying with the company's balance sheet of 31 December 2013, 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 0.10 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 7,548,685. 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, 25 March 2014. The Board of Directors proposes that capital repayments be paid on 1 April 2014.

Authorising the Board of Directors to resolve capital repayment

The Board of Directors proposes that the AGM authorise the Board, at its discretion, to resolve the distribution of funds to shareholders as capital repayments from the invested non-restricted equity fund. The maximum amount of capital repayment performed on the basis of such an authorisation is EUR 0.10 per share. At the moment of the publication of this notice, the company has 75,486,853 shares, translating into a maximum repayment amount of EUR 7,548,685.

It is proposed that this authorisation remain valid until the start of the subsequent AGM, but not past 30 June 2015.

Resolution on the reduction of the share premium reserve

The Board of Directors proposes that the AGM decides to reduce the share premium fund, complying with the company balance sheet of 31 December 2013 and amounting to EUR 319,295,759, by EUR 200,000,000, and transfer the reduced amount to the company's invested non-restricted equity fund. The equity of the company consists almost entirely of restricted equity, and it is expedient for the equity structure and distribution of profits to change the structure in a way that reduces the proportion of restricted equity in total equity.



The share premium fund constitutes part of the company's restricted equity, which is why reducing the fund requires a public notice to creditors in accordance with the Limited Liability Companies Act prior to the registration of the reduction of the share premium fund.

The Board makes the decisions on all practical measures related to the reduction of the share premium fund.

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 PricewaterhouseCoopers Oy be elected as company auditor for the 2014 financial year.

Authorising the Board of Directors to resolve the share issue

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve the share issue. A maximum of 15,000,000 shares may be issued on the basis of this authorisation. The proposed maximum authorised amount represents around 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 the 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 upon by the Board. The authorisation may not, however, be used to implement incentive programmes for the management or key personnel of the company.

It is proposed that this authorisation remains valid until the subsequent AGM, but not past 30 June 2015. This authorisation cancels the share issue authorisation granted at the AGM of 14 March 2013.

Helsinki 12 February 2014

Alma Media Corporation
Board of Directors