

9 April 2014

Annual General Meeting

Time 9 April 2014 at 14:00

Place Hall 101, Congress, Helsinki Exhibition & Convention Centre, Messuaukio 1, Helsinki

Present Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

In addition, the following members of the Board of Directors Annet Aris, Anne Brunila, Antti Herlin, Mika Ihamuotila, Robin Langenskiöld, Rafaela Seppälä, Sakari Tamminen and Kai Öistämö and the proposed members Pekka Ala-Pietilä and Nils Ittonen, the President and CEO Harri-Pekka Kaukonen, Auditor in Charge Virpi Halonen with her assistants, members of the Company's senior management, media representatives and meeting assistants, were present at the meeting.

1 Opening of the Meeting

Antti Herlin, Chairman of the Board of Directors, opened the meeting and welcomed the shareholders and representatives to the Annual General Meeting of Sanoma Corporation.

2 Calling the Meeting to Order

Lagman Juhani Mäkinen was elected as chairman of the Annual General Meeting and he invited Chief Legal Officer Merja Karhapää to keep the minutes.

The chairman explained the procedures for handling the matters on the agenda for the meeting and noted that the meeting was recorded.

3 Election of Persons to Scrutinise the Minutes and to Supervise the Counting of Votes

Ralf Sunell and Tero Virtanen were elected to scrutinise the minutes.

Satu Jäntti-Alanko and Heleena Savela were elected to supervise the counting of votes.

4 Recording the Legality and quorum of the Meeting

It was noted that according to the Articles of Association, notice to the General Meeting shall be published in at least one newspaper with wide circulation to be selected by the Board of Directors at the earliest three (3) months prior to the General Meeting Record Date laid down in chapter 4, section 2, subsection 2 of the Limited Liability Companies Act and at least three (3) weeks prior to the General Meeting. However the notice to a General Meeting shall be published at the latest nine (9) days prior to the General Meeting record Date. It was noted that the notice of the meeting had been published in the daily newspaper Helsingin Sanomat on 15 March 2014. The notice of the meeting had also been published on the Company's website and by stock exchange release on 3 March 2014.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the regulations and that the meeting therefore was duly convened and constituted a quorum.

The notice to the meeting was enclosed to the minutes ([Appendix 1](#)).

5 Recording the Attendance at the Meeting and Adoption of the List of Votes

A list of attendees at the beginning of the meeting and a list of votes represented at the meeting were presented. According to them 523 shareholders were present either in person, by legal representative or by proxy.

It was noted that 105,119,790 shares and votes were represented at the beginning of the meeting, which constituted 64.57 per cent of all the shares and votes.

It was noted that according to the Finnish Limited Liability Companies Act the shares held by the Company, or its subsidiary, or a foundation that is controlled by the Company, or by any of its subsidiaries, shall not entitle to participation in the General Meeting. These shares had been excluded from the list of votes.

It was noted that the list of votes will be adjusted to correspond to the actual attendance at the beginning of a possible vote.

It was noted that the authorised representatives of certain nominee registered shareholders had provided voting instructions in advance. Anu Ryyänen, the authorised representative of Nordea Bank Finland Plc, had informed that she represented multiple nominee registered shareholders and that she had provided the chairman with information concerning the shareholding and voting instructions of these shareholders. Those nominee registered shareholders represented by her did not demand a vote on the relevant agenda items, in respect of which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making.

It was noted that in case there were oppose votes without a counterproposal in items where the proposal cannot be opposed without counterproposal, these kinds of votes will not be formally taken into account as opposing votes.

Suoma Pellikka, the authorised representative of Skandinaviska Enskilda Banken AB had similarly informed the voting instructions from the clients she represented and the preferred procedures to be followed.

Also Karri Hiekkanen, the authorised representative of Svenska Handelsbanken AB had similarly informed the voting instructions from the clients he represented and the preferred procedures to be followed.

Anu Ryyänen, Karri Hiekkanen and Suoma Pellikka were personally present at the meeting.

It was noted that the summary lists with the voting instructions of the shareholders represented by Nordea Bank Finland Plc, Skandinaviska Enskilda Banken AB and Svenska Handelsbanken AB indicating the relevant sections of the minutes were enclosed to the minutes as Appendices 2, 3 and 4.

It was noted that the list of votes as at the beginning of the meeting was enclosed to the minutes as Appendix 5.

6 Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the Year 2013

The President and CEO Harri-Pekka Kaukonen presented a review, in which he discussed the events of 2013 and the outlook for 2014. Meeting honoured the memory of Mrs Jane Erkkö in the beginning of the status review.

The Financial Statements for the financial year 2013, consisting of the income statement, the balance sheet, the cash flow statement and notes to the financial statements of the Group and the Parent Company as well as the Board of Directors' Report, attached to them, were presented. It was noted that the Financial Statements of the Parent Company are prepared in accordance with Finnish Accounting Standards and that the Consolidated

Financial Statements are prepared in accordance with International Financial Reporting Standards (IFRS).

It was noted that the Company's Financial Statements have been published according to the Finnish Securities Markets Act, and the Financial Statements had been available on the Company's website since 6 March 2014, in addition to which they were also available at the meeting.

The Financial Statements documents were enclosed to the minutes as Appendix 6.

The Auditor's Report was presented and enclosed to the minutes as Appendix 7.

7 Adoption of the Financial Statements

It was resolved to adopt the Financial Statements for the financial year 2013.

8 Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend

It was noted that the distributable funds of the Parent Company according to the balance sheet of the Parent Company as at 31 December 2013 were EUR 335,448,324.44, of which the profit for the financial year 2013 was EUR 57,189,186.23. Including the fund for non-restricted equity of EUR 203,324,188.83, the distributable funds amounted to EUR 538,772,513.27 at 31 December 2013.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.10 per share shall be paid from the distributable funds of the Parent Company to shareholders who on the record date of the dividend payment 14 April 2014 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on 23 April 2014.

In addition, it was noted that the Board of Directors had proposed to the Annual General Meeting that the Board be authorised to decide on the distribution of additional dividend of no more than EUR 0.20 per share. The distribution of additional dividend can be made in one or more instalments. The Board can also decide not to use this authorisation. The authorisation includes the right for the Board to decide on all other conditions relating to the distribution of additional dividend and authorisation remains in effect until the next Annual General Meeting.

There were no treasury shares in the Company's possession on the day of the General Meeting. The total amount of dividend was EUR 16,281,209.30.

The proposal of the Board of Directors was enclosed to the minutes as Appendix 8.

It was resolved in accordance with the proposal that dividend of EUR 0.10 per share shall be paid, EUR 521,941,303.97 shall be left in the shareholders' equity and a sum of EUR 550,000.00 shall be reserved for charitable donations and that the dividend be paid in accordance with the aforesaid. It was also resolved to authorise the Board to decide on the distribution of additional dividend of no more than EUR 0.20 per share.

9 Resolution on the Discharge of the Members of the Board of Directors and President and CEO from Liability

It was noted that the discharge from liability for financial year 1 January–31 December 2013 concerned the following persons:

Antti Herlin	Member of the Board of Directors until 3 April 2013, and after that Chairman of the Board of Directors
Jaakko Rauramo	Chairman of the Board of Directors until 3 April 2013
Sakari Tamminen	Vice Chairman of the Board of Directors

Annet Aris	Member of the Board of Directors
Anne Brunila	Member of the Board of Directors as of 3 April 2013
Jane Erkko	Member of the Board of Directors
Mika Ihamuotila	Member of the Board of Directors as of 3 April 2013
Sirkka Hämäläinen-Lindfors	Member of the Board of Directors until 3 April 2013
Seppo Kievari	Member of the Board of Directors until 3 April 2013
Robin Langenskiöld	Member of the Board of Directors as of 3 April 2013
Nancy McKinstry	Member of the Board of Directors
Rafaela Seppälä	Member of the Board of Directors
Kai Öistämö	Member of the Board of Directors
Harri-Pekka Kaukonen	President and CEO

It was resolved to discharge the above mentioned members of the Board of Directors and President and CEO from liability for financial year 2013.

10 Resolution on the Remuneration of the Members of the Board of Directors

It was resolved that the remuneration for the members of the Board of Directors remain unchanged and the monthly remuneration to be paid to the members of the Board of Directors to be elected for a term of office expiring at the end of the Annual General Meeting in 2015 are as follows:

Chairman of the Board of Directors	EUR 8,500;
Vice Chairman of the Board of Directors	EUR 6,500;
Other members of the Board of Directors, each	EUR 5,500.

In addition to that, those members of the Board of Directors whose place of residence is outside of Finland shall be paid EUR 1,000 per Board meeting, and the Chairman of each of the Board's Committees and members whose place of residence is outside of Finland shall be paid EUR 2,000 per the Committee meeting. For other members of the Committees shall be paid EUR 1,000 per Committee meeting.

11 Resolution on the Number of Members of the Board of Directors

The current number of members of the Board of Directors is ten (10).

It was noted that shareholders who represent over 10 per cent of the shares in the Company had proposed to the General Meeting that the number of members of the Board of Directors shall be ten (10).

It was resolved on the number of members of the Board of Directors in accordance with the proposal.

12 Election of Members of the Board of Directors

Chairman of the Board of Directors Antti Herlin gave a commemorative speech in honour of Mrs Jane Erkko, long-term member of the Board of Directors, and thanked the resigning board member Nancy McKinstry.

It was noted that according to the Articles of Association the resigning members of the Board of Directors shall be elected at the General Meeting. The term of a member begins from the Annual General Meeting at which he or she has been elected, and expires at the closing of the third Annual General Meeting following the election. The Annual General

Meeting can resolve that one-third of the members of the Board of Directors shall resign annually, according to their respective terms of office.

Annet Aris and Sakari Tamminen, who were elected in the Annual General Meeting in 2012, and whose terms of office shall expire upon the Annual General Meeting in 2015, shall continue as the members of the Board of Directors as well as the members Anne Brunila, Antti Herlin, Mika Ihamuotila who were elected in the Annual General Meeting in 2013, and whose terms of office shall expire upon the Annual General Meeting in 2016 and Robin Langenskiöld whose term shall expire upon the Annual general Meeting in 2015. As the number of the members of the Board of Directors has been resolved to be ten, three new members of the Board of Directors should be elected to replace Jane Erkkö, Nancy McKinstry, Rafaela Seppälä, and Kai Öistämö.

According to the Articles of Association, the term of office for a member of the Board of Directors is three (3) years. Therefore, the term of office for the new members of the Board of Directors to be elected shall expire at the end of the Annual General Meeting in 2017.

It was noted that shareholders who represent over 10 per cent of the shares in the Company had proposed to the General Meeting that the resigning members Rafaela Seppälä and Kai Öistämö shall be re-elected as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting in 2017 and new board members Pekka Ala-Pietilä and Nils Ittonen shall be elected as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting 2017. In addition, the above mentioned shareholders had proposed that Antti Herlin to be elected as the Chairman and Sakari Tamminen as the Vice Chairman of the Board. The persons have informed that they consent to the duty.

It was resolved in accordance with the proposal that Pekka Ala-Pietilä, Nils Ittonen, Rafaela Seppälä and Kai Öistämö are elected as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting in 2017. Robin Langenskiöld is elected as member of the Board of Directors for a term of office expiring at the end of the Annual General Meeting in 2015. The following persons shall continue as the members of the Board of Directors: Anne Brunila, Antti Herlin and Mika Ihamuotila, who were elected in the Annual General Meeting in 2013, and whose terms of office shall expire upon the Annual General Meeting in 2016, and Robin Langenskiöld, whose term of office shall expire upon the Annual General Meeting in 2015, as well as Annet Aris and Sakari Tamminen, who were elected in the Annual General Meeting in 2012, and whose terms of office shall expire upon the Annual General Meeting in 2015.

It was resolved in accordance with the proposal that, Antti Herlin is elected as the Chairman of the Board of Directors and Sakari Tamminen is elected as the Vice Chairman of the Board of Directors.

13 Resolution on the Remuneration of the Auditors

It was noted that the Board of Directors had, in accordance with the Board's Audit Committee's recommendation, proposed to the General Meeting that the remuneration of the auditors to be elected will be paid against invoice approved by the company.

The proposal made based on the recommendation of the Board's Audit Committee was enclosed to the minutes as [Appendix 9](#).

It was resolved to pay the remuneration of the auditors against invoice accepted by the company.

14 Election of Auditor

It was noted that according to the Articles of Association an auditor authorised by the Central Chamber of Commerce shall be elected.

During the previous financial year Authorised Public Accountants KPMG Oy Ab with Virpi Halonen, Authorised Public Accountant, as Auditor in Charge, has acted as auditor of the Company.

It was noted that the Board of Directors had, in accordance with the Board's Audit Committee's recommendation, proposed to the General Meeting that Authorised Public Accountants KPMG Oy Ab be elected as auditor of the Company for a term of office expiring at the end of the Annual General Meeting in 2015. KPMG Oy Ab has appointed Virpi Halonen, Authorised Public Accountant, as Auditor in Charge.

The proposal made based on the recommendation of the Board's Audit Committee is in Appendix 10 to the minutes.

The consent of the auditor was enclosed to the minutes as Appendix 11.

It was noted that for the financial year 2014 the General Meeting shall require the auditors to give their report also for the adoption of the Financial Statements and proposal for the disposal of distributable funds being in compliance with the Finnish Limited Liability Companies Act as well as the discharge from liability for the members of the Board of Directors and the President and CEO of the Company.

It was resolved to elect auditor in accordance with the proposal.

15 Authorising the Board of Directors to Resolve on the Repurchase of Own Shares

It was noted that the Board of Directors had proposed to the General Meeting that the Board be authorised to resolve on the repurchase of the Company's own shares, on the following terms and conditions:

The number of own shares to be repurchased shall not exceed in aggregate 16,000,000 shares, which corresponds to approximately 9.8 per cent of the total shares of the Company.

The shares will be repurchased with the funds from the Company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution of profits. The shares may be repurchased either through a tender offer made to all shareholders on equal terms, or in another proportion than that of the shares held by the existing shareholders, at their current price in public trading at the NASDAQ OMX Helsinki Ltd. The repurchased shares will be paid in accordance with the rules of NASDAQ OMX Helsinki Ltd and the rules of Euroclear Finland Ltd.

The price of the shares repurchased under this authorisation shall be based on the market price of the Sanoma share in public trading, so that the minimum price is the lowest market price and the maximum price is the highest price noted in the public trading during the authorisation period.

The shares will be repurchased to develop the Company's capital structure, to carry out or finance potential corporate acquisitions or other business arrangements, be used as a part of the Company's incentive programme or to be otherwise conveyed further, retained as treasury shares, or cancelled.

The Board of Directors will decide on other issues related to the share repurchase.

The authorisation will be valid until 30 June 2015 and terminate the corresponding authorisation granted by the Annual General Meeting on 3 April 2013.

The proposal of the Board of Directors was enclosed to the minutes as Appendix 12.

It was resolved to authorise the Board of Directors to resolve on the repurchase of the Company's own shares, as well as make related resolutions, in accordance with the proposal.

16 Closing of the Meeting

The Chairman noted that the items on the agenda had been attended to, and that the minutes of the meeting will be available on the Company's website as from 23 April 2014.

It was noted that the resolutions of the meeting were made unanimously taking into account the voting instructions set out in Appendices 2, 3 and 4.

Time and place as above

In fidem

Merja Karhapää
Secretary

Examined and approved

Juhani Mäkinen
Chairman

Ralf Sunell
Scrutiniser

Tero Virtanen
Scrutiniser