

Notice to the Annual General Meeting of Sanoma Corporation

Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on Thursday, 8 April 2010 at 14.00 at the Congress Wing of the Helsinki Exhibition & Convention Centre (Messuaukio 1, Helsinki, Finland). The reception of persons who have registered for the meeting, distribution of the voting tickets and the preceding coffee serving will commence at 13.00.

A. Matters on the Agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

3. Election of persons to scrutinise the minutes and to supervise the counting of votes

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

6. Presentation of the Financial Statements, the Board of Directors' Report and the Auditors' Report for the year 2009

Review by the President and CEO

7. Adoption of the Financial Statements

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.80 per share shall be paid and a sum of EUR 500 000 shall be transferred to the donation reserve and used at the Board of Directors' discretion. The dividend will be paid to shareholders entered into the Shareholder Register maintained by Euroclear Finland Ltd at the record date determined by the Board of Directors for distribution of dividends, i.e., 13 April 2010. The Board proposes that the dividend payment date in Finland will be 20 April 2010.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability

10. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing more than 10% of all shares and votes of the Company have announced their intention to propose to the General Meeting that the compensation of the Board and the Committee members will remain as follows: Chairman EUR 8,500/month, Vice Chairman EUR 6,500/month, members EUR 5,500/month and members of the Board's Committees EUR 1,000/meeting. It will also be proposed that the Board Members' travel expenses that are related to the Board Meetings will be reimbursed according to the Travel Policy of the Company.

11. Resolution on the number of members of the Board of Directors

Shareholders representing more than 10% of all shares and votes of the Company have announced their intention to propose to the General Meeting that the number of the members of the Board will be set at ten.

12. Election of members of the Board of Directors

Shareholders representing more than 10% of all shares and votes of the Company have announced their intention to propose to the General Meeting that Sirkka Hämäläinen-Lindfors and Seppo Kievari will be re-elected for the term ending in the Annual General Meeting 2013.

Hannu Syrjänen did not stand in the election for a Board Member.

It will also be proposed that Antti Herlin will be elected as new member of the Board of Directors for the same term.

Antti Herlin is the Chairman of the Board of KONE Corporation. He has previously served as CEO of KONE Corporation 1996–2006 and as Deputy Chairman 1996–2003. His current key positions of trust are: Chairman of the Board of Security Trading Oy and Holding Manutas Oy, Deputy Chairman of the Supervisory Board of Ilmarinen Mutual Pension Insurance Company, Member of the Board of Technology Industries of Finland, Member of the Board of YIT Corporation and Member of the Board of Solidium Corporation.

Essential biographical information on all of the Board member candidates is given on the Company's website at Sanoma.com. All the proposed individuals have given their consent to being elected.

13. Resolution on the remuneration of the Auditors

Based on the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the General Meeting will decide to pay the Auditors' remuneration according to the invoice.

14. Election of Auditors and Deputy Auditor

The Auditors are appointed by the Annual General Meeting for a term specified in the Articles of Association. The term expires at the end of the next Annual General Meeting of Shareholders following the election. Based on the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Auditors of the Company will be re-elected. The Auditors are Pekka Pajamo, Authorised Public Accountant, Sixten Nyman, Authorised Public Accountant, as his deputy, and Authorised Public Accountants KPMG Oy Ab, who have announced Kai Salli, Authorised Public Accountant, as Auditor with principal responsibility.

15. Amending the Articles of Association

The Board proposes that Articles 4, 5, 7, 9, 12, 14, 16, 17 and 18 of the Articles of Association be amended. The main contents of the amendments are as follows:

Article 4 To delete Article 4 of the Articles of Association determining the minimum and maximum share capital of the Company;

Article 5 To delete section 2 of Article 5 determining who is entitled to receive funds distributed by the Company and has a subscription right when increasing the share capital;

Article 7 To delete section 6 of Article 7 determining the maximum age limit for Board members;

Article 9 To clarify Article 9 determining the duties of the President and CEO to correspond to the current Finnish Limited Liability Companies Act;

Article 12 To amend Article 12 so that the Company would have one auditor, which shall be an audit firm authorised by the Central Chamber of Commerce;

Article 14 To amend Article 14 so that the notice to the General Meeting must be delivered no earlier than three months prior to the record date of the General Meeting and no later than three weeks prior to the Meeting, but in any case at least nine days before the record date of the General Meeting;

Article 16 To amend Article 16 so that the phrase "consolidated financial statements" be deleted from the item concerning financial statements and the plural form of the word "auditors" and the phrase "the deputy auditors" be deleted from the item concerning auditors of the list of matters to be handled at the Annual General Meeting;

Article 17 To delete Article 17 determining elections to be carried out by closed ballot;

Article 18 To delete Article 18 determining the General Meeting's decision-making requirements.

16. Authorising the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes that the Board be authorised to decide on the repurchase of maximum of 16,000,000 Company's own shares (approximately 9.9% of all shares of the Company on the date of the Annual General Meeting). These shares will be repurchased with funds from the Company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution of profits. The shares will be repurchased to develop the Company's capital structure, to carry out and finance potential corporate acquisitions or other business arrangements, or to be transferred further for other purposes, retained as treasury shares, or cancelled. They can be repurchased either through a tender offer made to all shareholders on equal terms or in other proportion than that of the current shareholders at the market price of the repurchase moment on the NASDAQ OMX Helsinki Ltd. It is proposed that the authorisation be effective until 30 June 2011 and it would terminate the corresponding authorisation given to the Board of Directors by the Annual General Meeting of 1 April 2009.

17. Authorising the Board of Directors to decide on the issuance of shares, option rights and other special rights entitling to shares

The Board of Directors proposes that the Board be authorised to decide on the issue of new shares, the transfer of the Company's own shares held by the Company (treasury shares), and the issuance of option rights and other special rights entitling to shares as specified in Section 1 of Chapter 10 of the Finnish Limited Liability Companies Act. The Board would, pursuant to the share issue authorisation and due to the utilisation of the special rights, be entitled to decide on the issue of a maximum of 82,000,000 new shares as well as transfer of a maximum of 5,000,000 treasury shares held by the Company. The share issue and issue of special rights entitling to shares may be done deviating from the shareholders' pre-emptive right (directed issue). In a directed issue, a maximum of 41,000,000 shares could be transferred. The option rights may also be used as part of the Company's incentive programme, however so that for that purpose, a maximum of 5,000,000 new shares or treasury shares may be subscribed for pursuant to the option rights. The authorisation is proposed to be in force until 30 June 2013.

18. Closing of the meeting

B. Documents of the General Meeting

The Year-End Statement release and the proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on the Company's website at Sanoma.com. The Annual Report and Financial Statements 2009 including also the Board of Directors' Report and the Auditor's Report, is available on the Company's website on week 10 at the latest. The proposals of the Board of Directors and the Financial Statements are also available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The notice will not be separately sent to the shareholders. The minutes of the meeting will be available on the Company's website as of 22 April 2010.

C. Instructions for the participants in the Annual General Meeting

1. The Right to Participate and Registration

Each shareholder, who is registered on the record date of the meeting, 25 March 2010, in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than 30 March 2010 at 16.15 by giving a prior notice of participation. Such notice can be given:

- On the Company's website at Sanoma.com;
- By telephone +358 10 519 5021 on weekdays from 9.00 until 16.15;
- By fax +358 10 519 5058; or
- By regular mail to Sanoma Corporation, AGM, P.O. Box 1229, 00101 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal/business ID, telephone number and the name of a possible assistant, proxy representative or legal representative, and the personal ID of the proxy

representative or legal representative. The personal data given to the Company is used only in connection with the General Meeting and with the processing of related registrations.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

2. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting. Possible proxy documents should be delivered in originals to Sanoma Corporation, AGM, P.O.Box 1229, 00101 Helsinki, Finland at the latest on 30 March 2010.

3. Holders of nominee registered shares

If a holder of nominee registered shares is entitled to be recorded in the Company's shareholder register on the record date of the General Meeting, 25 March 2010, the shareholder may, in accordance with the instructions of his/her custodian bank, request that he/she is notified for temporary registration in the Company's shareholders register for participation in the General Meeting at the latest on 1 April 2010 at 10.00. A holder of nominee registered shares is considered to be registered for the General Meeting, when he/she is notified for temporary registration in the shareholders register as described above. A holder of nominee registered shares is advised to request necessary instructions regarding the registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank.

4. Other instructions and information

On the date of this notice to the General Meeting, 4 March 2010, the total number of shares and votes in Sanoma Corporation is 161,816,894.

The doors of the meeting premises will be opened at 13.00. The meeting participants are welcomed to a coffee serving that precedes the meeting. The meeting will be conducted in Finnish.

Copies of the Company's printed 2009 Annual Report are posted on request. Annual Reports can be ordered on our website Sanoma.com, Materials, or from Sanoma Corporation, Group Communications, P.O. Box 1229, 00101 Helsinki, Finland.

We wish our shareholders welcome to the Meeting.

Helsinki, 4 March 2010

Sanoma Corporation
Board of Directors

Sanoma Corporation

Kim Ignatius
Chief Financial Officer

Additional information: Sanoma's Group Communications, tel +358 105 19 5062 or communications@sanoma.com

Sanoma.com

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