

# Notice to the Annual General Meeting of Sanoma Corporation

Sanoma Corporation, Stock Exchange Release, 3 March 2014 at 16:40 CET+1

Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on Wednesday 9 April 2014 at 14:00 EET at the Congress Wing of Messukeskus, the Helsinki Exhibition & Convention Centre (Messuaukio 1, 00520 Helsinki, Finland). The reception of persons who have registered for the meeting, distribution of the voting tickets, and the preceding coffee service 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 and quorum 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 2013
- 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 Annual General Meeting that a dividend of EUR 0.10 per share shall be paid for year 2013 and a sum of EUR 550,000 shall be transferred to the donation reserve and used at the Board of Directors' discretion. The dividend shall be paid to shareholder entered into the Shareholder Register maintained by Euroclear Finland Ltd on the record date of payment of dividend, i.e. 14 April 2014. The Board proposes that the dividend payment date in Finland will be 23 April 2014.

In addition, the Board of Directors proposes 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 Board proposes that the authorisation includes the right for the Board to decide on all other conditions relating to the distribution of additional dividend. The authorisation is proposed to remain in effect until the next Annual General Meeting.

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 Annual General Meeting that the remuneration payable to the members of the Board of Directors will remain as before.

The monthly remunerations are EUR 8,500 for the Chairman of the Board of Directors, EUR 6,500 for the Vice Chairman of the Board of Directors, and EUR 5,500 for the members of the Board of Directors.

The meeting fees are EUR 1,000 / Board meeting for those members whose place of residence is outside of Finland, EUR 2,000 / Committee meeting for the Chairman of each of the Board's Committee and members whose place of residence is outside of Finland, and EUR 1,000 / Committee meeting for the other members of the Committees.

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 Annual General Meeting that the number of the members of the Board will be set at ten.

12. Election of the Chairman, the Vice Chairman and 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 Annual General Meeting that Rafaela Seppälä and Kai Öistämö be re-elected as members of the Board of Directors and Pekka Ala-Pietilä and Nils Ittonen be elected as new members for the term ending in the Annual General Meeting 2017. Jane Erkko and Nancy McKinstry do not stand for re-election to the Board.

Antti Herlin, Sakari Tamminen, Annet Aris, Anne Brunila, Mika Ihamuotila and Robin Langenskiöld shall continue as members of the Board of Directors.

In addition, the above mentioned shareholders intent to propose that Antti Herlin is elected as the Chairman and Sakari Tamminen as the Vice Chairman of the Board.

Mr Pekka Ala-Pietilä, born 1957, a Finnish citizen, M.Sc. (Econ.), D.Tech. h.c., D.Sc. h.c. Ala-Pietilä is a co-founder and CEO of Blyk Limited 2006–2012. He served in various positions with Nokia 1984–1992 among others as President of Nokia Corporation 1999–2005 and Group Executive Board Member 1992–2005. Ala-Pietilä has been the Chairman of the Board of Directors at Solidium Oy since 2011 as well as the Chairman of the Board of Directors at Huhtamäki Oyj since 2013 and a member of the Board of Directors at Huhtamäki since 2012. Ala-Pietilä has also been a member of the Supervisory Board at SAP AG since 2002 as well as a member of the Board of Directors at Pöyry PLC since 2006.

Mr Nils Ittonen, born 1954, a Finnish citizen, B.Sc. (Econ.). Ittonen is the Chairman of the Board of Jane and Aatos Erkko Foundation. He served in various positions with Sanoma Group 1977–2010 among others as Group Treasurer, Senior Vice President of Group Treasury, Real Estate and Risk Management being a member of the Executive Management Group 1999–2007.

Essential biographical information on all Board member candidates is given on the Company's website at [www.sanoma.com](http://www.sanoma.com). All the proposed individuals have given their consent to being elected.

### 13. Resolution on the remuneration of the Auditor

Based on the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Auditor's remuneration be paid according to invoice approved by the company.

### 14. Election of Auditor

The Auditor is 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 following the election. Based on the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Auditor be KPMG Oy Ab, Authorised Public Accountants. KPMG Oy Ab has informed that it will appoint Virpi Halonen, Authorised Public Accountant, as the Auditor with principal responsibility.

### 15. 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 by the Annual General Meeting to decide on the repurchase of maximum of 16,000,000 Company's own shares (approximately 9.8% of all shares of the Company) in one or several instalments. 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, be used as a part of the Company's incentive programme or to be conveyed 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 2015 and it would terminate the corresponding authorisation given to the Board of Directors by the Annual General Meeting of 3 April 2013.

### 16. Closing of the meeting

## **B. Documents of the Annual General Meeting**

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on Sanoma Corporation's website at [www.sanoma.com](http://www.sanoma.com). The Financial Statements, the Board of Directors' Report, and the Auditor's Report of Sanoma Corporation are available on the above-mentioned website no later than on 6 March 2014. The decision proposals and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The notice will not be sent to the shareholders separately. The minutes of the meeting will be available on the above-mentioned website as of Wednesday 23 April 2014.

## **C. Instructions for the participants in the Annual General Meeting**

### *1. Shareholders registered in the shareholders' register*

Each shareholder, who is registered on 28 March 2014 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 Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, shall register for the meeting no later than 3 April 2014 at 16:00 EET. Such notice can be given:

- on the Company's website at [www.sanoma.com](http://www.sanoma.com)
- by telephone +358 20 770 6864 on weekdays from 9:00 until 16:00 EET
- 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, 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 Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and right of representation.

#### *2. Holder of nominee registered share*

A holder of nominee registered share has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 28 March 2014, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register of the Company held by Euroclear Finland Ltd on 4 April 2014 by 10:00 EET at the latest. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered share is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents, and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of nominee registered share who wants to participate in the Annual General Meeting temporarily into the shareholders' register of the Company by the time stated above at the latest.

#### *3. Proxy representative and powers of attorney*

A shareholder may participate in the Annual 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents should be delivered in originals to Sanoma Corporation, AGM, P.O. Box 1229, 00101 Helsinki, Finland on 3 April 2014 at the latest.

#### *4. Other instructions and information*

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

On the date of this notice to the Annual General Meeting, 3 March 2014, the total number of shares and votes in Sanoma Corporation is 162,812,093.

The doors of the meeting premises will be opened at 13:00. The meeting participants are invited to a coffee service that precedes the meeting. The meeting will be conducted in Finnish.

Copies of the Company's printed Financial Statements for 2013 are posted on request and may be ordered by email [ir@sanoma.com](mailto:ir@sanoma.com).

**We wish our shareholders welcome to the Annual General Meeting.**

Helsinki, 3 March 2014

**Sanoma Corporation**

Board of Directors

**Additional information**

Sanoma's Investor Relations, Olli Turunen, tel. +358 40 552 8907 or [ir@sanoma.com](mailto:ir@sanoma.com).

[Sanoma.com](http://Sanoma.com)

*Get the world. Sanoma helps people access and understand the world.*

We believe in a world full of opportunities, feelings, reactions and inspiration. A world that you can reach, influence, explore and share. We want to make it yours.

Sanoma is a front running consumer media and learning company in Europe. In Finland and The Netherlands we are the market leading media company with a broad presence across multiple media platforms. Our operating markets in Learning are Belgium, Finland, The Netherlands, Poland and Sweden. In 2013, Sanoma's net sales totalled EUR 2.2 billion. Sanoma is listed on the NASDAQ OMX Helsinki stock exchange.