

Sanoma Corporation, Stock Exchange Release, 15 January 2025 at 12:30 EET

Proposals of the Shareholders' Nomination Committee to Sanoma's Annual General Meeting 2025

The Shareholders' Nomination Committee of Sanoma Corporation presents the following proposals to the Annual General Meeting planned to be held on 29 April 2025. The proposals will also be included in the Notice to the Annual General Meeting to be published at the later date.

Proposal of the composition of the Board of Directors

The Shareholders' Nomination Committee proposes that the number of the members of the Board of Directors is set at nine.

The Nomination Committee proposes that Pekka Ala-Pietilä, Klaus Cawén, Julian Drinkall, Rolf Grisebach, Anna Herlin, Sebastian Langenskiöld and Eugenie van Wiechen are re-elected as members of the Board of Directors. Mika Ihamuotila has informed that he does not stand for re-election to the Board. Consequently, the Nomination Committee proposes that Jannica Fagerholm and Timo Lappalainen shall be elected as new members of the Board. In addition, the Shareholders' Nomination Committee has proposed that Pekka Ala-Pietilä is elected as the Chair and Klaus Cawén as the Vice Chair of the Board of Directors.

Jannica Fagerholm, born 1961, Finnish citizen, M.Sc. (Economics), Hanken School of Economics, Helsinki Finland, has acted as the Managing Director of Signe and Ane Gyllenberg Foundation since 2010. Between 1999–2010 she held several leadership positions at SEB Gyllenberg Private Bank, including Managing Director in 2006–2010. Currently, Fagerholm is Vice Chair and Chair of the Remuneration Committee in Mandatum Plc, member of the Board and Chair of the Audit Committee in Kesko Corporation as well as member of the Board in Solidium Oy.

Timo Lappalainen, born 1962, Finnish citizen, M.Sc. (Industrial engineering and management), Helsinki University of Technology, Finland, has held several leadership positions at Orion Corporation between 1999–2022, including President & CEO in 2008–2022. Currently, Lappalainen is a Professor of Practise, Pharmaceutical Industry, in the University of Turku, Chair of the Board in The Finnish Fair Foundation as well as member of the Board in Kemira Oyj and the Finnish Foundation for Cardiovascular Research.

Essential biographical information on all Board member candidates is available on Sanoma's website at www.sanoma.com.

All the proposed Board members are non-executive and independent of the company. All proposed members are also determined to be independent of the company's major shareholders with the exception of Anna Herlin (Holding Manutas Oy).

The proposed Board members have all given their consent to being elected. The term for all members of the Board ends at the end of the Annual General Meeting 2026.

Remuneration of the Board of Directors

The Shareholders' Nomination Committee proposes that the monthly remuneration and meeting fees payable to the members of the Board of Directors remain unchanged, while the meeting fees of the members of the Board

Committees are to be increased by EUR 1,000 / meeting for the Committee chairs and by EUR 500 / meeting for the Committee members. The proposed remuneration is as follows:

- The monthly remuneration: EUR 12,000 for the Chair of the Board, EUR 7,000 for the Vice Chair of the Board, and EUR 6,000 for the members of the Board
- Board members who reside outside Finland: EUR 1,000 / Board meeting where member was present
- Chairs of Board Committees: EUR 4,500 / Committee meeting participated
- Members of Committees who reside outside Finland: EUR 3,000 / Committee meeting where the member was present, and EUR 2,000 / Committee meeting participated
- Members of Committees who reside in Finland: EUR 2,000 / Committee meeting participated

Travel expenses are proposed to be compensated according to Sanoma Travel Policy. The fees are paid in cash.

Composition of the Shareholders' Nomination Committee

The Shareholders' Nomination Committee has consisted of the following members: Juhani Mäkinen, Vice Chair of the Board, Jane and Aatos Erkko Foundation; Antti Herlin, Chair of the Board, Holding Manutas;

Robin Langenskiöld, 3rd largest shareholder in Sanoma; and Rafaela Seppälä, 4th largest shareholder in Sanoma.

Additional information

Kaisa Uurasmaa, Head of Investor Relations and Sustainability, tel. +358 40 560 5601

Sanoma

Sanoma is an innovative and agile learning and media company impacting the lives of millions every day. Our Sustainability Strategy is designed to maximise our positive 'brainprint' on society and to minimise our environmental footprint. We are committed to the UN Sustainable Development Goals and signatory to the UN Global Compact.

Our learning products and services enable teachers to develop the talents of every child to reach their full potential. We offer printed and digital learning content as well as digital learning and teaching platforms for primary, secondary and vocational education, and want to grow our business.

Our Finnish media provide independent journalism and engaging entertainment also for generations to come. Our unique cross-media position offers the widest reach and tailored marketing solutions for our business partners.

Today, we operate across Europe and employ close to 5,000 professionals. In 2023, our net sales amounted to approx. 1.4bn€ and our operational EBIT margin excl. PPA was 12.6%. Sanoma shares are listed on Nasdaq Helsinki. More information is available at [sanoma.com](https://www.sanoma.com).

Proposed new member to the Board of Directors:**Jannica Fagerholm**

Born 1961, Finnish citizen

Education: M.Sc. (Economics), Hanken School of Economics, Helsinki, Finland 1987

Main occupation: Managing Director, Signe and Ane Gyllenberg Foundation 2010–

Primary work experience: SEB Gyllenberg Private Bank, Managing Director 2006–2010, Gyllenberg Private Bank, Managing Director 2001–2006; Gyllenberg Wealth Management, Director, Private Clients 1999–2001. Prior to SEB Gyllenberg, several leadership positions in Handelsbanken, Finland 1998–1999 and Sampo Group 1990–1998.

Current board memberships: Mandatum Plc, Vice Chair and Chair of the Remuneration Committee 2023–; Solidium Oy, member 2019–; Kesko Corporation, member and Chair of the Audit Committee 2016–; Sampo Plc, member 2013–2025, Vice Chair 2019–2025, Chair of the Audit Committee 2016–2025

Previous board memberships: Teleste Plc, member 2013–2020, Chair of the Audit Committee 2018–2020; Aktia Bank Plc, member 2012–2013; Veritas Pension Insurance, Supervisory Board member 2010–2022

Other board memberships or positions of trust: Association of Finnish Fine Arts Foundations, member 2016–; Life Annuity Institution Hereditas, member 2010–, Vice Chair 2015–; Kelonia (private equity holding company owned by Finnish foundations), member 2010–; Sairaala Eira, member 2010–; Society of Swedish Literature in Finland, member 2001–

Based on the information given during the evaluation process, Jannica Fagerholm has been evaluated to be *independent of the company and of significant shareholders*.

Proposed new member to the Board of Directors:**Timo Lappalainen**

Born 1962, Finnish citizen

Education: M.Sc. (Industrial engineering and management), Helsinki University of Technology, Finland 1987

Primary work experience: Several leadership positions at Orion Corporation as of 1999 incl. President & CEO 2008–2022; Senior Vice President, Proprietary Products and Animal Health 2005–2007 and member of the Group management team 2006–2007; Orion Pharma, Executive Vice President 2003–2005 and Senior Vice President, Business Development 1999–2005. Prior to Orion, several leadership positions at Leiras Ltd. 1994–1999 and Finvest Ltd. 1989–1993 and as a consultant at Arthur Andersen & Co in Chicago, USA 1987–1988.

Current board memberships and positions of trust: Professor of Practise, Pharmaceutical Industry, University of Turku, 2024–; The Finnish Fair Foundation, Chair 2023–; Kemira Oyj, member 2014–; Finnish Foundation for Cardiovascular Research, member 2010–

Previous board memberships: Chemical Industry Federation of Finland, member 2008–2022 (vice chair 2013–2014 and 2017–2018, and chair 2015–2016); The Research Institute of the Finnish Economy ETLA, member 2017–2022; The Finnish Business and Policy Forum EVA, member 2017–2022; The Helsinki Region Chamber of Commerce, member of the council 2008–2022; The Finnish Fair Corporation, member of the supervisory board 2009–2020, vice chair of the supervisory board 2020–2021; Confederation of Finnish Industries, member 2015–2016; ICC Finland, member 2014; Vaisala Corporation, member 2011–2014

Based on the information given during the evaluation process, Timo Lappalainen has been evaluated to be *independent of the company and of significant shareholders*.