

3 April 2013

Annual General Meeting

Time 3 April 2013 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, Antti Herlin, Sirkka Hämäläinen-Lindfors, Seppo Kievari, Nancy McKinstry, Jaakko Rauramo, Rafaela Seppälä, Sakari Tamminen and Kai Öistämö and the proposed members Anne Brunila, Mika Ihamuotila and Robin Langenskiöld, 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

Jaakko Rauramo, Chairman of the Board of Directors, opened the meeting and welcomed the shareholders and representatives to the Annual General Meeting of Sanoma Corporation. Meeting honoured the memory of Minister Aatos Erkko during the opening of the meeting.

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

Director Tapio Kallioja and Office Manager Heli Rahka were elected to scrutinise the minutes.

Professor Juhani Lokki and President Heleena Savela were elected to supervise the counting of votes.

4 Recording the Legality and quorum of the Meeting

It was noted that the notice of the meeting had been published in the daily newspaper Helsingin Sanomat on 9 March 2013. The notice of the meeting had also been published on the Company's website on 1 March 2013.

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 618 shareholders were present either in person, by legal representative or by proxy.

It was noted that 98,578,537 shares and votes were represented at the beginning of the meeting, which constituted 60.55 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.

Ina Johanson-Nystén, 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 Riku Ahvenainen, 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, Ina Johanson-Nystén and Riku Ahvenainen 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 2012

The Financial Statements for the financial year 2012, 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 7 March 2013, 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.

The President and CEO Harri-Pekka Kaukonen presented a review, in which he discussed the events of 2012 and the outlook for 2013.

7 Adoption of the Financial Statements

It was resolved to adopt the Financial Statements for the financial year 2012.

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 2012 were EUR 375,359,281.93, of which the profit for the financial year 2012 was EUR 136,492,692.61. Including the fund for non-restricted equity of EUR 203,324,188.83, the distributable funds amounted to EUR 578,683,470.76 at 31 December 2012.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.60 per share shall be paid from the distributable funds of the Parent Company to shareholders who on the record date of the dividend payment 8 April 2013 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on 16 April 2013.

There were no treasury shares in the Company's possession on the day of the General Meeting. The total amount of dividend was EUR 97,687,255.80.

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

It was resolved in accordance with the proposal that EUR 480,446,214.96 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.

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 2012 concerned the following persons:

Jaakko Rauramo	Chairman of the Board of Directors
Sakari Tamminen	Vice Chairman of the Board of Directors
Annet Aris	Member of the Board of Directors
Jane Erkko	Member of the Board of Directors
Antti Herlin	Member of the Board of Directors
Sirkka Hämäläinen-Lindfors	Member of the Board of Directors
Seppo Kievari	Member of the Board of Directors
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 members of the Board of Directors and President and CEO from liability for financial year 2012.

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

It was noted that shareholders who represent over 10 per cent of the shares in the Company had proposed to the Annual General Meeting that the remuneration for the members of the Board of Directors will 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 2014 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.

It was resolved that the remuneration for the members of the Board of Directors remain unchanged.

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

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.

Jane Erkko, Nancy McKinstry, Rafaela Seppälä and Kai Öistämö, who were elected in the Annual General Meeting in 2011, and whose terms of office shall expire upon the Annual General Meeting in 2014, shall continue as the members of the Board of Directors as well as the members 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. 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 the resigning members Sirkka Hämäläinen-Lindfors, Seppo Kievari and Antti Herlin. Additionally Jaakko Rauramo has announced that he is no longer available to attend to the duties consequently four new members shall be elected to the Board of Directors.

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 2016 and the member to be elected to replace Jaakko Rauramo shall expire at the end of the Annual General Meeting in 2015.

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 member Antti Herlin shall be re-elected as member of the Board of Directors for a term of office expiring at the end of the Annual General Meeting in 2016 and new board members Anne Brunila and Mika Ihamuotila shall be elected as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting 2016 and Robin Langenskiöld for a term of office expiring at the end of the Annual General Meeting in 2015. 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 Antti Herlin, Anne Brunila and Mika Ihamuotila are elected as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting in 2016. 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: Jane Erkko, Nancy McKinstry, Rafaela Seppälä and Kai Öistämö, who were elected in the Annual General Meeting in 2011, and whose terms of office shall expire upon the Annual General Meeting in 2014, as well as Annet Aris and Sakari Tamminen, 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.

Antti Herlin thanked shareholders for the trust towards his election, welcomed the new board members and thanked the resigning board members, Jaakko Rauramo, Seppo Kievari and Sirkka Hämäläinen-Lindfors, for the remarkable work they have done for Sanoma. In addition, Jaakko Rauramo and Seppo Kievari were praised for the work in favour of Sanoma that lasted for several decades.

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.

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

It was resolved in accordance with the proposal of shareholder Pekka Jaakkola (ballot number 671) 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 2014. 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 2013 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 Amending the Articles of Association

It was noted that Board had proposed to the General Meeting that the Articles of Association of the Company would be amended as follows:

- amendment of Article 2 to reflect the Company's current operations;
 - deletion of first paragraph in Article 3 as the focus of book publishing has moved from fiction towards non-fiction and learning. In addition the second paragraph to be amended to reflect the Company's current operations;
 - deletion of Article 5 determining references to Director General and Executive Committee and other Board Committees as the company does not currently have or intend to appoint a Director General and the Board of Directors can decide to establish a committee to prepare matters to be considered by the Board of Directors as part of the Company's corporate governance without a separate stipulation thereon in the Articles of Association;
 - deletion of 6 paragraphs 6–7 in Article 6 as unnecessary as the matters follow from the Finnish Companies Act;
 - deletion of Articles 7 and 8 as unnecessary as the duties of the Board of Directors and the President and CEO follow from the Finnish Companies Act;
 - some technical amendments in Article 9;
 - deletion of Article 12's paragraphs concerning the time of the Annual General Meeting as it follows from the Finnish Companies Act. The place of the General Meeting to be amended to reflect the current practice of the Company and the place of the main office of the Company;
 - technical amendment in Article 13;
 - deletion of the last sentence in Article 14 as unnecessary as the stipulation regarding shares in the book-entry system follows from the Finnish Companies Act and other relevant regulations regarding the book-entry system;
 - deletion of Article 15 as unnecessary as the matters to be handled at the Annual General Meeting follow from the Finnish Companies Act and from other articles of the Company's Articles of Association.
- The numbering of the articles will be aligned with the above amendments to the Articles of Association.

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

It was resolved to amend the Articles of Association in accordance with the Board's proposal.

16 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 2014 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 13.

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.

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

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board be authorised to decide on the issuance of new shares, the conveyance of the Company's own shares held by Company (treasury shares) (the Authorisation), and the issuance of special rights entitling to shares on the following terms and conditions:

Pursuant to the authorisation, and as a result of the use of special rights, the Board of Directors is authorised to decide in one or several installments on the issuance of a maximum of 82,000,000 new shares and the conveyance of a maximum of 5,000,000 treasury shares.

In a directed share issue, a maximum of 41,000,000 shares may be issued or conveyed.

The new shares may be issued and the treasury shares conveyed either against payment (Subscribed Issue) or for free (Bonus Issue). A directed share issue may only be a Bonus Issue provided that there is a particularly weighty financial reason for the Company to do so taking into account the interest of all its shareholders.

New shares may be issued and treasury shares conveyed against contribution in kind or by means of set-off. The Board of Directors has also the right to decide

on the conveyance of treasury shares in public trading for the purpose of financing possible acquisitions.

The authorisation also includes the right to grant option rights or other special rights as specified in Section 1 of Chapter 10 of the Finnish Companies Act that entitle to receive new shares or treasury shares against payment so that either the share subscription price will be paid in cash or the subscriber's receivables will be offset against the subscription price.

Special rights may also be used as a part of the Company's incentive programme, however so that for that purpose, a maximum of 5,000,000 new shares may be issued and/or treasury shares may be conveyed pursuant to the special rights.

New shares may be issued or treasury shares may be conveyed:
- to the shareholders in proportion to their current shareholdings in the Company,
or
- in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so, such as developing the Company's capital structure, using shares as consideration in potential corporate acquisitions or carrying out other business arrangements, or as a part of the share-based incentive programme of the Company or the Group.

The subscription price of the new shares and the amount paid for the treasury shares will be credited to paid-up unrestricted equity reserves.

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

The authorisation will be valid until 30 June 2016.

The authorisation will replace the Authorisation to Decide on Issuance of Shares, Option Rights and Other Special Rights Entitling to Shares which was granted to the Board of Directors by the Annual Shareholders' Meeting on 8 April 2010.

It was noted that beside of the voting instructions (Appendices 2,3 and 4 to the minutes) shareholder Harri Viinanen, ballot number 644, and shareholder Pekka Jaakkola, ballot number 671, informed that they oppose the directed share issue but did not demand a vote.

The proposal of the Board of Directors was enclosed to the minutes as Appendix 14.

It was resolved to authorise the Board of Directors to resolve on the issuance of shares, option rights and other special rights in accordance with the proposal.

18 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 17 April 2013.

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.

The Chairman announced the meeting closed at 15:45.

Time and place as above

In fidem

Merja Karhapää
Secretary

Examined and approved

Juhani Mäkinen
Chairman

Tapio Kallioja
Scrutiniser

Heli Rahka
Scrutiniser