

6 February 2017

Proposal for the remuneration and election of the Auditor

Sanoma Corporation's Board of Directors, in accordance with Board's Audit Committee's recommendation, proposes to the Annual General Meeting of 21 March 2017 that the Auditor be reimbursed against invoice approved by the Company.

The Auditor will be elected at the Annual General Meeting for the term that is determined in the Articles of Association of the Company. The term of the Auditor expires at the end of the next Annual General Meeting.

The Board of Directors, in accordance with Board's Audit Committee's recommendation, proposes to the Annual General Meeting that it would appoint audit firm PricewaterhouseCoopers Oy as the Auditor of the Company. PricewaterhouseCoopers Oy has informed that it will appoint Samuli Perälä, Authorised Public Accountant, as the auditor with principal responsibility for a term expiring at the end of the Annual General Meeting in 2018.

Audit Committee's recommendation is attached to this proposal.

Helsinki, 6 February 2017

Sanoma Corporation

Board of Directors

7 December 2016

**Audit Committee's Recommendation to the Board of Directors
for the appointment of a statutory auditor**

This recommendation is prepared in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the "Audit Regulation").

Under the Article 16 Paragraph 2 of the Audit Regulation, Sanoma Corporation's ("Sanoma") Audit Committee shall submit a recommendation to Sanoma's Board of Directors for the appointment of a statutory auditor.

In accordance with the Audit Regulation, the Audit Committee has to identify two choices for the audit engagement and express a justified preference for one of them. The Audit Committee has carefully assessed and considered good and qualified auditor candidates. The Committee has evaluated these auditor candidates against a variety of customary used selection criteria such as the audit team, understanding of the business and industry, fees and audit approach. Selection criteria were transparently communicated to all suppliers in the selection process. Based on these criteria the Committee has identified audit firms PricewaterhouseCoopers Oy and Ernst & Young Oy as the best choices for the audit engagement. After careful assessment and consideration the Committee's preference taking into account (i) the tenders and (ii) the above criteria is PricewaterhouseCoopers Oy.

As required by the Audit Regulation, the Audit Committee hereby confirms that this recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of the Article 16 of the Audit Regulation has been imposed upon it.

This recommendation, including the Committee's preference for the auditor, is included to the Board of Director's proposal to the Annual General Meeting of Shareholders 2017.

Helsinki 7 December 2016

Audit Committee of the Board of Directors of Sanoma Corporation

Anne Brunila
ChairmanDenise Koopmans
MemberNils Ittonen
MemberRobin Langenskiöld
Member