

Resolutions of Sanoma's Annual General Meeting 2012

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In accordance with the proposal of the Board of Directors, Sanoma Corporation's Annual General Meeting 2012 approved today the payment of a dividend of EUR 0.60 per share and authorised the Board to decide on the repurchase of the Company's own shares. The AGM also approved other proposals to the AGM as they were.

Board members Annet Aris, Jaakko Rauramo and Sakari Tamminen were re-elected as members to the Board. Jaakko Rauramo continues as Chairman of the Board and Sakari Tamminen as Vice Chairman.

The AGM adopted the financial statements for 2011 and discharged the members of the Board of Directors as well as President and CEO from liability for the financial year 2011.

Use of the profit and dividend payment

The AGM resolved that a dividend of EUR 0.60 per share shall be paid and a sum of EUR 550,000 shall be transferred to the donation reserve and used at the Board of Directors' discretion. The record date for distribution of dividends is 10 April 2012 and in Finland, the dividends will be paid on 17 April 2012. Outside Finland, the actual dividend payment date will be determined by the practices of the intermediary banks transferring the payments.

Authorisation to decide on the repurchase of the Company's shares

The AGM authorised the Board to decide on the repurchase of maximum of 16,000,000 Company's own shares. The authorisation is effective until 30 June 2013 and terminates the corresponding authorisation granted by the AGM on 5 April 2011.

These shares will be purchased with the Company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution on profits. The shares will be repurchased to develop the Company's capital structure, carry out or finance potential corporate acquisitions or other business arrangements, or to be transferred for other purposes, retained as treasury shares, or cancelled.

The shares 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.

Members of the Board and remuneration

The number of Sanoma's Board members was set at ten. Board members Annet Aris, Jaakko Rauramo and Sakari Tamminen were re-elected as members to the Board.

The Board of Directors of Sanoma consists of Jaakko Rauramo (Chairman), Sakari Tamminen (Vice Chairman), and Annet Aris, Jane Erkko, Antti Herlin, Sirkka Hämäläinen-Lindfors, Seppo Kievari, Nancy McKinstry, Rafaela Seppälä and Kai Öistämö as members.

According to the Articles of Association, the term of Board member is three years. The Board members' terms have been arranged so that about one third of the members are elected annually. The term of Antti Herlin, Sirkka Hämäläinen-Lindfors and Seppo Kievari continues until the AGM in 2013, the term of Jane Erkko, Nancy McKinstry, Rafaela Seppälä and Kai Öistämö continues until the AGM in 2014, and the term of Annet Aris, Jaakko Rauramo and Sakari Tamminen continues until the AGM in 2015.

The AGM resolved to continue to pay the following monthly remuneration to members of the Board:

- EUR 8,500 to the Chairman
- EUR 6,500 to the Vice Chairman and
- EUR 5,500 to members.

A sum of EUR 1,000 per meeting will be paid to committee members, as before. In addition, a sum of EUR 1,000 per Board meeting will be paid for members whose place of residence is outside of Finland. A sum of EUR 2,000 for each Committee meeting will be paid for each Chairman of the Board's Committee and the members whose place of residence is outside of Finland

Company auditors

The AGM appointed chartered accountants KPMG Oy Ab, with Virpi Halonen, Authorised Public Accountant, as Auditor in Charge, as the auditor of the Company. The AGM decided to continue to pay the auditors according to the invoice.

Sanoma Corporation

Kim Ignatius
Chief Financial Officer

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