

Notice to the Annual General Meeting of Sanoma Corporation

Sanoma Corporation, Stock Exchange Release, 1 March 2013 at 11:15 CET+1

Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on Wednesday, 3 April 2013 at 14:00 at the Congress Wing of 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 2012

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 0.60 per share shall be paid for year 2012 and a sum of EUR 550,000 shall be transferred to the donation reserve and used at the Board of Directors' discretion. The dividend will be paid to shareholders entered into the Shareholder Register maintained by Euroclear Finland Ltd on the record date determined by the Board of Directors for distribution of dividends, i.e. 8 April 2013. The Board proposes that the dividend payment date in Finland will be 16 April 2013.

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 Antti Herlin be re-elected and that Anne Brunila and Mika Ihamuotila be elected as new members of the Board of Directors for the term ending in the Annual General Meeting 2016, and Robin Langenskiöld for the term ending in the Annual General Meeting 2015.

Sirkka Hämäläinen and Seppo Kievari do not stand for re-election to the Board and Jaakko Rauramo has announced that he is no longer available to attend to the duties. Annet Aris, Jane Erkko, Nancy McKinstry, Rafaela Seppälä, Sakari Tamminen, and Kai Öistämö 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.

Anne Brunila, D.Sc. (Econ.), born 1957, Finnish citizen, served as Executive Vice President, Corporate Relations and Strategy and Member of the Management Team of Fortum 2009–2012. Previously she has also served as President and CEO of the Finnish Forest Industries Federation (2006–2009) and has held several positions in the Finnish Ministry of Finance (2002–2006) and the Bank of Finland and the European Commission (2000–2002). Ms Brunila is member of the Board of Sampo Plc, Kone Plc, the Research Institute of the Finnish Economy ETLA and the Finnish Business and Policy Forum EVA. It is proposed that Ms Brunila be elected as new member of the Board of Stora Enso Oyj. She is Chairman of the Board of the International Chamber of Commerce Finland and Vice Chairman of the Board of Aalto University Foundation.

Mika Ihamuotila, Ph.D. (Econ.), born 1964, Finnish citizen, serves as President and CEO of Marimekko Corporation 2008– and is Vice Chairman of Marimekko Corporation. Previously he has served as President and CEO of Sampo Bank Plc (2001–2007), President and CEO of Mandatum Bank Plc (2000–2001), Executive Director of Mandatum Bank Plc (1998–2000), Partner of Mandatum & Co Ltd. (1994–1998), and as visiting scholar of Yale University (U.S.A.) (1992–1993). He has been a member of the Board of Elisa Corporation (2003–2005) and Deputy Chairman of the Board (2005–2007).

Robin Langenskiöld, B.Sc. (Econ.), born 1946, Finnish citizen, previously served as member of the Board of Sanoma Osakeyhtiö 1990–1999 and SanomaWSOY Corporation 1999–2008.

Essential biographical information on all Board member candidates is given on the Company's website at 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 the invoice.

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. Amending the Articles of Association

The Board proposes that the Articles 2, 3, 5, 6, 7, 8, 9, 12, 13, 14, and 15 of the Articles of Association be amended. The main content of the amendment is as follows:

Article 2

To be amended to reflect the Company's current operations.

Article 3

First paragraph to be deleted 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.

Article 5

References to Director General and Executive Committee and other Board Committees to be deleted 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.

Article 6

Paragraphs 6–7 to be deleted as unnecessary as the matters follow from the Finnish Companies Act.

Articles 7 and 8

To be deleted as unnecessary as the duties of the Board of Directors and the President and CEO follow from the Finnish Companies Act.

Article 9

Some technical amendments proposed.

Article 12

Paragraphs concerning the time of the Annual General Meeting to be deleted 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.

Article 13

A technical amendment proposed.

Article 14

The last sentence is proposed to be deleted 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.

Article 15

To be deleted 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.

16. 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 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 2014 and it would terminate the corresponding authorisation given to the Board of Directors by the Annual General Meeting of 3 April 2012.

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

The Board of Directors proposes that the Board be authorised to decide on issuance of new shares, the conveyance of the Company's own shares held by the Company (treasury shares), and the issuance of option rights and other special rights entitling to shares as specified in Section 1 of Chapter 10 of the Finnish Companies Act. The Board would, pursuant to the share issue authorisation and due to the utilisation of the special rights, be entitled to decide on the issue of a maximum of 82,000,000 new shares as well as conveyance of a maximum of 5,000,000 treasury shares held by the Company. The share issue and issue of special rights entitling to shares may be done deviating from the shareholders' pre-emptive right (directed issue). In a directed issue, a maximum of 41,000,000 shares could be conveyed. The option rights and other special rights may also be used as part of the Company's incentive programme, however so that for that purpose, a maximum of 5,000,000 new shares or treasury shares may be subscribed or conveyed. The authorisation is proposed to be in force until 30 June 2016 and it will replace the Authorisation to decide on issuance of shares, option rights and other rights entitling to shares which was granted to the Board of Directors by the Annual General Meeting on 8 April 2010.

18. 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. 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 the week starting 4 March 2013. 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 17 April 2013.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 20 March 2013 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 26 March 2013 at 16:00 EET by giving a prior notice of participation, which shall be received by the Company no later than on the above-mentioned date. Such notice can be given:

- On the Company's website at 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/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares 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 20 March 2013, 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 27 March 2013 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 shares 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 shares 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 26 March 2013 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, 1 March 2013, 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 2012 are posted on request and may be ordered by email ir@sanoma.com.

We wish our shareholders welcome to the Meeting.

Helsinki, 1 March 2013

Sanoma Corporation

Board of Directors

Additional information

Sanoma's Investor Relations, Martti Yrjö-Koskinen, tel. +358 40 684 4643 or ir@sanoma.com

Sanoma.com

Sanoma inspires, informs and connects. Sanoma is a leading European group with a focus on consumer media and learning. We bring information, experiences, education and entertainment to millions of people every day. We employ over 10,000 professionals in some 20 countries. In 2012, the Group's net sales totalled EUR 2.4 billion. Sanoma's shares are listed on the NASDAQ OMX Helsinki.