

# Notice to the Annual General Meeting of Sanoma Corporation

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Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on Tuesday, 3 April 2012 at 14:00 Finnish time (CET+1) 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 Finnish time (CET+1).

## **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 2011**

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 General Meeting that a dividend of EUR 0.60 per share shall be paid for year 2011 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., 10 April 2012. The Board proposes that the dividend payment date in Finland will be 17 April 2012.

### **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 General Meeting that the monthly 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 General Meeting that the number of the members of the Board will be set at ten.

### **12. Election 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 General Meeting that Annet Aris, Jaakko Rauramo and Sakari Tamminen be re-elected as members of the Board of Directors for the term ending in the Annual General Meeting 2015.

In addition, the above mentioned shareholders intent to propose that Jaakko Rauramo continues as the Chairman and Sakari Tamminen as the Vice Chairman of the Board.

Jane Erkkö, Antti Herlin, Sirkka Hämäläinen-Lindfors, Seppo Kievari, Nancy McKinstry, Rafaela Seppälä and Kai Öistämö shall continue as members of the Board of Directors.

Essential biographical information on all Board member candidates is given on the Company's website at 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 General Meeting will decide to pay the Auditor's remuneration 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. 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 on the date of the General Meeting). 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, or to be transferred 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 2013 and it would terminate the corresponding authorisation given to the Board of Directors by the Annual General Meeting of 5 April 2011.

### **16. Closing of the meeting**

## **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Sanoma Corporation's website at 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 week 10. The decision proposals and the other above-mentioned documents are also available at the General 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 17 April 2012.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

### ***1. Shareholders registered in the shareholders' register***

Each shareholder, who is registered on 22 March 2012 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the 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 General Meeting, shall register for the meeting no later than 28 March 2012 at 16:00 Finnish time (CET+1) 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 Sanoma.com;
- By telephone +358 20 770 6864 on weekdays from 9:00 until 16:00 Finnish time (CET+1);
- 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 and 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 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 General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on 22 March 2012, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the 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 at the latest by 29 March 2012 by 10:00 Finnish time (CET+1). As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the 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 General Meeting temporarily into the shareholders' register of the Company at the latest by the time stated above.

### ***3. Proxy representative and powers of attorney***

A shareholder may participate in the 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 General Meeting. When a shareholder participates in the 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 General Meeting.

Possible proxy documents should be delivered in originals to Sanoma Corporation, AGM, P.O. Box 1229, 00101 Helsinki, Finland at the latest on 28 March 2012.

#### **4. Other instructions and information**

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the 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 General Meeting, 1 March 2012, 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 Finnish time (CET+1). The meeting participants are invited a coffee service that precedes the meeting. The meeting will be conducted in Finnish.

Copies of the Company's printed 2011 annual review are posted on request. Annual Reviews can be ordered on our website [Sanoma.com](http://Sanoma.com), For Media or from Sanoma Corporation, Investor Relations, P.O. Box 1229, 00101 Helsinki, Finland.

We wish our shareholders welcome to the Meeting.

Helsinki, 1 March 2012

Sanoma Corporation  
Board of Directors

#### **Sanoma Corporation**

Kim Ignatius  
Chief Financial Officer

Additional information: Sanoma's Investor Relations, Martti Yrjö-Koskinen tel. +358 105 19 5064 or [ir@sanoma.com](mailto:ir@sanoma.com)

[Sanoma.com](http://Sanoma.com)

Sanoma inspires, informs and connects. As a diversified media group, we bring information, experiences, education and entertainment to millions of people every day. We make sure that quality content and interesting products and services are easily available and meet the demands of our readers, viewers and listeners. We offer a challenging and interesting working environment for nearly 15,000 people in over 20 countries. In 2011, the Group's net sales totalled EUR 2.7 billion.