

SanomaWSOY Corp. Stock Exchange Release 1 Apr 2008 at 16:30

## Decisions of SanomaWSOY's Annual General Meeting

SanomaWSOY Corporation's Annual General Meeting 2008 decided today to amend the Articles of Association so that the Company's business name will be Sanoma Corporation, to transfer all funds from the premium fund to invested unrestricted equity and to authorise the Board to decide on the acquisition of the Company's own shares. The dividend was set at EUR 1.00 per share. All decisions were made in accordance with the proposals of the Board of Directors.

Board members Robert Castrén, Jane Erkko and Paavo Hohti were re-elected and Rafaela Seppälä was elected as a new member to the Board. Jaakko Rauramo continues as Chairman of the Board and Sari Baldauf as Vice Chairman.

The AGM adopted the financial statements and consolidated financial statements for 2007 and discharged the members of the Board of Directors as well as President and CEO from liability for the financial year 2007.

### **DIVIDEND**

The AGM decided to distribute a dividend of EUR 1.00 per share to the shareholders. The record date for dividend payment is 4 April 2008 and the dividend will be paid on 11 April 2008 in Finland. Outside Finland, the actual dividend payment date will be determined by the practices of the intermediary banks transferring the payments.

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The AGM decided to amend Article 1 (the Company's business name and domicile) of SanomaWSOY's Articles of Association as proposed by the Board. The Company's new business name will be Sanoma Oyj in Finnish, Sanoma Abp in Swedish, and Sanoma Corporation in English. The Company's registered office continues to be in Helsinki.

The new name will be in use on or around 1 October 2008 onwards.

**AUTHORISATION TO DECIDE ON THE ACQUISITION OF THE COMPANY'S SHARES**

The AGM authorised the Board to decide on the acquisition of the Company's own shares, valid until the AGM of 2009.

A maximum of 8,285,000 of the Company's own shares can be acquired. These treasury shares will not be acquired in proportion to the shareholdings of the existing shareholders. They will be acquired with the Company's unrestricted equity at the market price at the time of acquisition on the OMX Nordic Exchange Helsinki. However, the minimum acquisition price of a share is the lowest market price in the public trading and the maximum acquisition price is the highest price quoted in public trading during the authorisation period.

**TRANSFER OF FUNDS FROM THE PREMIUM FUND TO INVESTED UNRESTRICTED EQUITY**

The AGM decided to reduce the Company's premium fund by EUR 171,475,030.04, transferring all the funds in the premium fund on the AGM date to the Company's reserve for invested unrestricted equity. The reduction in the premium fund will take effect without compensation, and it will not have effect on the number of the Company shares, rights carried by the shares, the proportional ownership of the Company, or in the terms and conditions of the Company's stock option schemes.

**THE DONATION OF THE WORKS OF ART OF CONSIDERABLE CULTURAL HISTORICAL SIGNIFICANCE**

The AGM decided that the works of art of considerable cultural historical significance owned by the Company will be transferred into the ownership of the Helsingin Sanomat Foundation, with the extent and conditions to be decided later by the Board of Directors. The right of possession of the works of art shall remain with the Company.

**MEMBERS OF THE BOARD AND REMUNERATION**

The number of SanomaWSOY's Board members was set at ten. Board members Robert Castrén, Jane Erkko and Paavo Hohti were re-elected, and Rafaela Seppälä was elected as a new member to the Board. Seppälä has previously been a member of the SanomaWSOY Board, dating from the merger in 1999 until the AGM in 2003. Robin Langenskiöld did not seek re-election.

The Board of Directors of SanomaWSOY consists of Jaakko Rauramo (Chairman of the Board), Sari Baldauf (Vice Chairman of the Board), and Robert Castrén, Jane Erkko, Paavo Hohti, Sirkka Hämäläinen-Lindfors, Seppo Kievari, Rafaela Seppälä, Hannu Syrjänen and Sakari Tamminen as members.

According to the Articles of Association, the term of Board members is three years. The Board members' terms have been arranged so that about one third of the members are elected annually. The term of

Jaakko Rauramo, Sari Baldauf and Sakari Tamminen is three years until the AGM in 2009, the term of Sirkka Hämäläinen-Lindfors, Seppo Kievari and Hannu Syrjänen is three years until the AGM in 2010 and the term of Robert Castrén, Jane Erkko, Paavo Hohti and Rafaela Seppälä is three years until the AGM in 2011.

The AGM decided to pay the following monthly compensation 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.

#### **COMPANY AUDITORS**

The AGM re-appointed Pekka Pajamo, Authorised Public Accountant, and Sixten Nyman, Authorised Public Accountant, as his deputy, and chartered accountants KPMG Oy Ab, with Kai Salli, Authorised Public Accountant, as Auditor in Charge, as the auditors of the Company. The AGM decided to pay the auditors according to the invoice.

#### **SANOMAWSOY CORPORATION**

Matti Salmi  
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*SanomaWSOY provides information, experiences, education and entertainment to millions of people. Quality content, products and services that are creative and customer centric, and efficient distribution ensure satisfaction for our customers in the more than 20 European countries we operate in. In 2007, SanomaWSOY's net sales totalled EUR 2.9 billion and our EBIT was EUR 344 million. The Group employs nearly 20,000 people.*