

21 March 2017

## Annual General Meeting

Time 21 March 2017 at 14:00–15.48

Place Vision 1-3 meeting hall, Scandic Park Helsinki, Mannerheimintie 46, 00260 Helsinki

Present Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

In addition, all members of the Board of Directors Pekka Ala-Pietilä, Anne Brunila, Antti Herlin, Mika Ihamuotila, Nils Ittonen, Denise Koopmans, Robin Langenskiöld, Rafaela Seppälä, and Kai Öistämö and President and CEO and Board member Susan Duinhoven, Auditor in Charge Virpi Halonen, the new nominee for Auditor in charge, members of the Company's senior management, media representatives and meeting assistants, were present at the meeting.

### 1 Opening of the Meeting

Pekka Ala-Pietilä, Chairman of the Board of Directors, opened the meeting and welcomed the shareholders and representatives to the Annual General Meeting of Sanoma Corporation.

### 2 Calling the Meeting to Order

Riikka Rannikko, Attorney at Law, was elected as chairman of the Annual General Meeting and she invited Chief Legal Officer Merja Karhapää to keep the minutes.

The chairman explained the procedures for handling the matters on the agenda for the meeting and noted that the audio and video of the meeting was recorded for the purposes of the meeting minutes.

### 3 Election of Persons to Scrutinise the Minutes and to Supervise the Counting of Votes

Carita Finni and Salla Linnahalme were elected to scrutinise the minutes and to supervise the counting of votes.

### 4 Recording the Legality and quorum of the Meeting

It was noted that according to the Articles of Association, notice to the General Meeting shall be published in at least one newspaper with wide circulation to be selected by the Board of Directors at the earliest three (3) months prior to the General Meeting Record Date laid down in chapter 4, section 2, subsection 2 of the Finnish Companies Act and at least three (3) weeks prior to the General Meeting. However the notice to a General Meeting shall be published at the latest nine (9) days prior to the General Meeting Record Date. It was noted that the notice of the meeting had been published in the daily newspaper Helsingin Sanomat on 25 February 2017. The notice of the meeting had also been published on the Company's website and by stock exchange release on 7 February 2017.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the regulations and that the meeting therefore was duly convened and constituted a quorum.

The notice to the meeting was enclosed to the minutes ([Appendix 1](#)).

## 5 Recording the Attendance at the Meeting and Adoption of the List of Votes

A list of attendees at the beginning of the meeting and a list of votes represented at the meeting were presented. According to them 393 shareholders were present either in person, by legal representative or by proxy.

It was noted that 109,635,886 shares and votes were represented at the beginning of the meeting, which constituted 67.3 per cent of all the shares and votes. It was noted that the list of votes will be adjusted to correspond to the actual attendance at the beginning of a possible vote.

It was noted that the authorised representatives of certain nominee registered shareholders had provided voting instructions in advance. Antti Lehtovirta, the authorised representative of Nordea Bank Finland Plc, had informed that he represented multiple nominee registered shareholders and that he had provided the chairman with information concerning the shareholding and voting instructions of these shareholders. Those nominee registered shareholders represented by him did not demand a vote on the relevant agenda items, in respect of which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making.

It was noted that in case there were oppose votes without a counterproposal in items where the proposal cannot be opposed without counterproposal, these kinds of votes will not be formally taken into account as opposing votes.

Jarkko Varis, the authorised representative of Skandinaviska Enskilda Banken AB had similarly informed the voting instructions from the clients he represented and the preferred procedures to be followed.

Also Helena Rosenström, the authorised representative of Svenska Handelsbanken AB had similarly informed the voting instructions from the clients she represented and the preferred procedures to be followed.

Antti Lehtovirta, Jarkko Varis and Helena Rosenström were personally present at the meeting and confirmed the preferred procedures.

It was noted that the summary lists with the voting instructions of the shareholders represented by Nordea Bank Finland Plc, Skandinaviska Enskilda Banken AB and Svenska Handelsbanken AB indicating the relevant sections of the minutes were enclosed to the minutes as Appendices 2, 3 and 4.

It was noted that the list of votes as at the beginning of the meeting was enclosed to the minutes as Appendix 5.

## 6 Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the Year 2016

The Financial Statements for the financial year 2016, consisting of the income statement, the balance sheet, the cash flow statement and notes to the financial statements of the Group and the Parent Company as well as the Board of Directors' Report, attached to them, were presented. It was noted that the Financial Statements of the Parent Company are prepared in accordance with Finnish Accounting Standards and that the Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards (IFRS).

It was noted that the Company's Financial Statements have been published according to the Finnish Securities Markets Act, and the Financial Statements had been available on the Company's website since 27 February 2017, in addition to which they were also available at the meeting.

The President and CEO Susan Duinhoven presented a review, in which she discussed the events of 2016. As a part of the President and CEO's presentation CFO & COO Markus Holm gave more detailed presentation on financial results, cash flow and funding of 2016.

The Financial Statements documents were enclosed to the minutes as [Appendix 6](#).

The Auditor's Report was presented by Virpi Halonen and was enclosed to the minutes as [Appendix 7](#).

## 7 Adoption of the Financial Statements

It was resolved to adopt the Financial Statements for the financial year 2016.

## 8 Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend

It was noted that the distributable earnings of the Parent Company according to the balance sheet of the Parent Company at 31 December 2016 were EUR 333,842,470.50 of which the loss for the financial year 2016 is EUR 57,624,066.07. Including the fund for non-restricted equity of EUR 203,324,188.83 the distributable funds amounted to EUR 537,166,659.33 at 31 December 2016.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.20 per share shall be paid from the distributable earnings of the Parent Company to shareholders who on the record date of the dividend payment 23 March 2017 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on 30 March 2017.

Furthermore, the Board of Directors had proposed that a sum of EUR 350,000.00 shall be reserved for charitable donations resolved upon by the Board of Directors.

The proposal of the Board of Directors was enclosed to the minutes as [Appendix 8](#).

It was resolved in accordance with the proposal that dividend of EUR 0.20 per share shall be paid, a sum of EUR 350,000.00 shall be reserved for charitable donations resolved upon by the Board of Directors, and EUR 504,349,940.13 shall be left in the shareholders' equity and that the dividend be paid in accordance with the aforesaid.

## 9 Proposal for Amendments to the Articles of Association

It was resolved to do the following amendments to the Articles of Association in accordance with the proposal of the Board of Directors:

"Article 6 The Board of Directors consists of at least five (5) and at the most eleven (11) members.

The General Meeting shall name the chairperson and vice chairperson of the Board of Directors.

The term of Board members starts at the end of the Annual General Meeting in which they were elected and ends at the end of the Annual General Meeting following their election.

"Article 9 The Company has one (1) auditor. The auditor shall be an auditing firm approved by the Patent and Registration Office. The auditor's term ends at the end of the Annual General Meeting following their election."

The proposal of the Board of Directors was enclosed to the minutes as [Appendix 9](#).

It was noted that the shareholders representing 47.111 votes had opposed the proposal without demanding a vote on the item.

#### 10 Resolution on the Discharge of the Members of the Board of Directors and President and CEO from Liability

It was noted that the discharge from liability for financial year 1 January–31 December 2016 concerned the following persons:

Antti Herlin	Chairman of the Board of Directors until 12 April 2016, Vice Chairman of the Board of Directors as of 12 April 2016
Pekka Ala-Pietilä	Vice Chairman of the Board of Directors until 12 April 2016 and Chairman of the Board of Directors as of 12 April 2016
Anne Brunila	Member of the Board of Directors
Mika Ihamuotila	Member of the Board of Directors
Nils Ittonen	Member of the Board of Directors
Robin Langenskiöld	Member of the Board of Directors
Rafaela Seppälä	Member of the Board of Directors
Kai Öistämö	Member of the Board of Directors
Susan Duinhoven	Member of the Board Directors, President and CEO

It was resolved to discharge the above mentioned members of the Board of Directors and President and CEOs from liability for financial year 2016.

#### 11 Resolution on the Remuneration of the Members of the Board of Directors

It was resolved in accordance with the proposal that the remuneration for the members of the Board of Directors remain unchanged with the exception that the President and CEO or a person serving the company under a full time employment or service agreement receives no fee for Board membership and that the monthly remuneration will be paid to the members of the Board of Directors to be elected for a term of office expiring at the end of the Annual General Meeting in 2018 are as follows:

Chairman of the Board of Directors	EUR 8,500;
Vice Chairman of the Board of Directors	EUR 6,500;
Other members of the Board of Directors, each	EUR 5,500.

In addition to that, those members of the Board of Directors who reside outside of Finland shall be paid EUR 1,000 per Board meeting where the member was present. The Chairmen of Board's Committees shall be paid EUR 2,000 per Committee meeting where the Chairman participated. The Committee members who reside outside of Finland shall be paid EUR 2,000 per Committee meeting where the member was present and EUR 1,000 per Committee meeting where the member participated. For other members of the Committees shall be paid EUR 1,000 per Committee meeting where the member participated.

#### 12 Resolution on the Number of Members of the Board of Directors

It was noted that according to the Articles of Association the number of members of the Board of Directors shall be minimum five and maximum eleven. The number of members of the Board of Directors is currently ten.

It was noted that shareholders who represent over 10 per cent of the shares in the Company had proposed to the General Meeting that the number of members of the Board of Directors shall be nine (9).

It was resolved on the number of members of the Board of Directors in accordance with the proposal.

#### 13 Election of Members of the Board of Directors

It was noted that according to Article 6 of the Articles of Association the members, chairman and vice chairman of the Board of Directors shall be elected at the General Meeting and in accordance of amended Articles of Association resolved earlier in the Annual General Meeting the term of a member expires at the closing of the Annual General Meeting following the election.

It was noted that shareholders representing more than 10% of all shares and votes had proposed to the Annual General Meeting that the Board of Directors comprises the following members: Pekka Ala-Pietilä, Antti Herlin, Anne Brunila, Mika Ihamuotila, Nils Ittonen, Denise Koopmans, Robin Langenskiöld, Rafaela Seppälä and Kai Öistämö, and that the term of all the Board members ends at the end of the Annual General Meeting in 2018.

CEO Susan Duinhoven's membership in the Board ends, and the term of all members of the Board of Directors will be aligned with the amended Articles of Association resolved earlier in the Annual General Meeting.

The resolution regarding the term comes into force after the amended Articles of Association have been registered. In addition, the above mentioned shareholders had proposed that Pekka Ala-Pietilä is elected as the Chairman and Antti Herlin as the Vice Chairman of the Board.

The proposed persons have informed that they consent to the duty.

It was resolved in accordance with the proposal that for a term of office expiring at the end of the Annual General Meeting in 2018 the Board of Directors consists of Pekka Ala-Pietilä, Anne Brunila, Antti Herlin, Mika Ihamuotila, Nils Ittonen, Denise Koopmans, Robin Langenskiöld, Rafaela Seppälä and Kai Öistämö. The resolution regarding the term comes into force after the amended Articles of Association have been registered.

It was resolved in accordance with the proposal that Pekka Ala-Pietilä is elected as the Chairman of the Board of Directors and Antti Herlin is elected as the Vice Chairman of the Board of Directors.

#### 14 Resolution on the Remuneration of the Auditors

It was noted that the Board of Directors had, in accordance with the Board's Audit Committee's recommendation, proposed to the General Meeting that the remuneration of the auditors to be elected will be paid against invoice approved by the company.

The proposal made based on the recommendation of the Board's Audit Committee was enclosed to the minutes as Appendix 10.

It was resolved to pay the remuneration of the auditors against invoice approved by the company.

#### 15 Election of Auditor

It was noted that according to Article 9 of the Articles of Association amended earlier in the Annual General Meeting an auditor authorised by the Patent and Registration Office shall be elected.

During the financial year 2016 Authorised Public Accountants KPMG Oy Ab with Virpi Halonen, Authorised Public Accountant, as Auditor in Charge, has acted as auditor of the Company.

It was noted that the Board of Directors had, in accordance with the Board's Audit Committee's recommendation, proposed to the General Meeting that Authorised Public Accountants PricewaterhouseCoopers Oy be elected as auditor of the Company for a term of office expiring at the end of the Annual General Meeting in 2018. PricewaterhouseCoopers Oy has appointed Samuli Perälä, Authorised Public Accountant, as Auditor in Charge. Mr Perälä was present in the meeting.

The Chairman of the Audit Committee Anne Brunila introduced the tendering process for the new auditor of the company and expressed warm thanks to Authorised Public Accountant Virpi Halonen who had acted as Auditor in Charge honourably since 2012.

The proposal made based on the recommendation of the Board's Audit Committee is in Appendix 11 to the minutes.

The consent of the auditor was enclosed to the minutes as Appendix 12. It was resolved to elect auditor in accordance with the proposal.

It was noted that for the financial year 2017 the General Meeting shall require the auditors to give their report also for the adoption of the Financial Statements and proposal for the disposal of distributable funds being in compliance with the Finnish Companies Act as well as the discharge from liability for the members of the Board of Directors and the President and CEO of the Company.

#### 16 Authorising the Board of Directors to Resolve on the Repurchase of Own Shares

It was noted that the Board of Directors had proposed to the General Meeting that the Board be authorised to resolve on the repurchase of the Company's own shares, on the following terms and conditions:

The number of own shares to be repurchased shall not exceed in aggregate 16,000,000 shares, which corresponds to approximately 9.8 per cent of the total shares of the Company.

The shares will be repurchased with the funds from the Company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution of profits. The shares may be repurchased either through a tender offer made to all shareholders on equal terms, or in another proportion than that of the shares held by the existing shareholders, at their current price in public trading at the Nasdaq Helsinki Ltd. The repurchased shares will be paid in accordance with the rules of Nasdaq Helsinki Ltd and the rules of Euroclear Finland Ltd.

The price of the shares repurchased under this authorisation shall be based on the market price of the Sanoma share in public trading, so that the minimum price is the lowest market price and the maximum price is the highest price noted in the public trading during the authorisation period.

The shares will be repurchased to develop the Company's capital structure, to carry out or finance potential corporate acquisitions or other business arrangements, be used as a part of the Company's incentive programme or to be otherwise conveyed further, retained as treasury shares, or cancelled.

The Board of Directors will decide on other issues related to the share repurchase.

The authorisation will be valid until 30 June 2018 and terminate the corresponding authorisation granted by the Annual General Meeting on 12 April 2016.

The proposal of the Board of Directors was enclosed to the minutes as Appendix 13.

It was resolved to authorise the Board of Directors to resolve on the repurchase of the Company's own shares, as well as make related resolutions, in accordance with the proposal.

#### 17 Closing of the Meeting

The Chairman noted that the items on the agenda had been attended to, and that the minutes of the meeting will be available on the Company's website as from 4 April 2017 at the very latest in accordance with the proposal.

It was noted that the resolutions of the meeting were made unanimously taking into account the voting instructions set out in Appendices 2, 3 and 4.

Time and place as above

In fidem

Merja Karhapää  
Secretary

Examined and approved

Riikka Rannikko  
Chairman

Carita Finni  
Scrutiniser

Saila Linnahalme  
Scrutiniser