

# Notice to the Annual General Meeting of Sanoma Corporation

Sanoma Corporation, Stock Exchange Release, 8 February 2018 at 08:40 CET+1

Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on Thursday 22 March 2018 at 14:00 EET at Marina Congress Center, Europaea Hall, address Katajanokanlaituri 6, 00160 Helsinki, Finland). The reception of persons who have registered for the meeting, distribution of the voting tickets, and the preceding coffee service shall commence at 13:00 EET.

## A. Matters on the Agenda of the Annual General Meeting

At the Annual General Meeting, the following matters shall 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 Auditor's Report for the year 2017
  - 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 0.35 per share shall be paid for the year 2017 and a sum of EUR 350,000 shall be transferred to the donation reserve and used at the Board of Directors' discretion.

The dividend shall be paid in two instalments. The first instalment of EUR 0.20 per share shall be paid to a shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the dividend record date 26 March 2018. The payment date proposed by the Board of Directors for this instalment is 4 April 2018.

The second instalment of EUR 0.15 per share shall be paid in November 2018. The second instalment shall be paid to a shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the dividend record date, which, together with the dividend payment date, shall be decided by the Board of Directors in its meeting scheduled for 23 October 2018. The estimated dividend record date for the second instalment would then be 25 October 2018 and the dividend payment date 1 November 2018.

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 shall 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 of the Board of Directors are:

- For Board members who reside outside Finland: EUR 1,000 / Board meeting where the member was present;
- For the Chairmen of Board of Directors' Committees: EUR 2,000 / Committee meeting participated;
- For Committee members who reside outside Finland: EUR 2,000 / Committee meeting where the member was present and EUR 1,000 / Committee meeting participated; and
- For Committee members who reside in Finland: EUR 1,000 / Committee meeting participated.

A person serving the Company under a full time employment or service agreement receives no fee for Board membership.

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 of Directors shall be set at nine.

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 have announced their intention to propose 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 2019.

In addition, the above mentioned shareholders intend to propose that Pekka Ala-Pietilä is elected as the Chairman and Antti Herlin as the Vice Chairman of the Board of Directors.

Essential biographical information on all Board member candidates is given on the Company's website at [www.sanoma.com](http://www.sanoma.com). All the proposed individuals have given their consent to being elected.

13. Resolution on the remuneration of the Auditor

In accordance with the recommendation of the Board of Director's Audit Committee, the Board of Directors proposes that the Auditor's remuneration be paid according to invoice approved by the Company.

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. In accordance with the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Auditor shall be audit firm PricewaterhouseCoopers Oy. PricewaterhouseCoopers Oy has informed that it will appoint Samuli Perälä, Authorised Public Accountant, as the auditor with principal responsibility. The term of the Auditor will expire at the end of the Annual General meeting in 2019.

#### 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 of Directors be authorised by the Annual General Meeting to decide on the repurchase of a maximum of 16,000,000 of the Company's own shares (approximately 9.8% of all shares of the Company) in one or several instalments. The shares shall be repurchased with funds from the Company's unrestricted shareholders' equity, and the repurchases shall reduce funds available for distribution of profits. The shares shall be repurchased either through a tender offer made to all shareholders on equal terms or otherwise than in proportion to the shares held by the shareholders, at their current price in public trading on the Nasdaq Helsinki Ltd. The shares shall be repurchased to develop the Company's capital structure, to carry out or finance potential corporate acquisitions or other business arrangements, to be used as a part of the Company's incentive programme or to be otherwise conveyed further, retained as treasury shares, or cancelled. The authorisation will be valid until 30 June 2019 and it terminates the corresponding authorisation given to the Board of Directors by the Annual General Meeting of 21 March 2017.

#### 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 Annual General Meeting as well as this notice are available on Sanoma Corporation's website at [www.sanoma.com](http://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 on 1 March 2018 at the latest. The decision proposals and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice shall be sent to shareholders upon request. Notice to General Meeting shall not be sent to the shareholders separately. The minutes of the meeting shall be available on the above-mentioned website on 5 April 2018 at the latest.

### **C. Instructions for the participants in the Annual General Meeting**

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

Each shareholder, who is registered on 12 March 2018 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 on 16 March 2018 at 16:00 EET by which time the notice must be received at the Company. Such notice can be given:

- on the Company's website at [www.sanoma.com](http://www.sanoma.com)
- by telephone +358 20 770 6864 on weekdays from 9:00 until 16:00 EET
- by fax +358 10 519 5098 or

- by regular mail to Sanoma Corporation, AGM, P.O. Box 60, 00089 Sanoma, 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 proxy representative or legal representative shall, where necessary, be able to prove his/her identity and right of representation.

#### *2. Holder of nominee registered share*

A holder of nominee registered share 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 12 March 2018, 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 19 March 2018 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 share 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 share who wants to participate in the Annual 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 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 60, 00089 Sanoma, Finland on 16 March 2018 at the latest.

#### *4. Other instructions / 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, 7 February 2018, the total number of shares and votes in Sanoma Corporation is 163,565,663.

The doors of the meeting premises shall be opened at 13:00 EET. The meeting participants are invited to a coffee service that precedes the meeting. The General Meeting shall be conducted in Finnish.

Copies of the Company's printed Financial Statements for 2017 are posted on request and may be ordered by email [ir@sanoma.com](mailto:ir@sanoma.com).

**We wish our shareholders welcome to the Annual General Meeting.**

In Helsinki, 7 February 2018

**Sanoma Corporation**

Board of Directors

**Additional information**

Investor Relations, Kaisa Uurasmaa, tel. +358 40 560 5601

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

Sanoma is a front running media and learning company impacting the lives of millions every day. We provide consumers with engaging content, offer unique marketing solutions to business partners and enable teachers to excel at developing the talents of every child.

With operations in Finland, the Netherlands, Poland, Belgium and Sweden, our net sales totalled EUR 1.4 billion and we employed more than 4,400 professionals in 2017. Sanoma shares are listed on Nasdaq Helsinki.