

Notice to the Annual General Meeting of Sanoma Corporation

Notice is given to the shareholders of Sanoma Corporation to the Annual General Meeting to be held on 1 April 2009 at 2 pm at the Congress Wing of the Helsinki Fair Centre (Messuaukio 1, Helsinki, Finland). The reception of persons who have registered for the meeting and the preceding coffee serving will commence at 1 pm.

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 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 2008**
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 0.90 per share shall be paid and a sum of EUR 500,000 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 at the record date for distribution of dividends, i.e., Monday, 6 April 2009. The Board proposes that the dividends will be paid on Wednesday, 15 April 2009.
- 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 compensation of the Board and the Committee members will remain as follows: Chairman EUR 8,500/month, Vice Chairman EUR 6,500/month, members EUR 5,500/month and members of the Board's Committees EUR 1,000/meeting.
- 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 Jaakko Rauramo and Sakari Tamminen will be re-elected for the term ending in the Annual General Meeting 2012.

Sari Baldauf did not stand in the election for a Board Member.

It will also be proposed that Ms Annet Aris will be elected as new member of the Board of Directors for the same term.

Ms Annet Aris is Adjunct Professor of Strategy at INSEAD, an international graduate business school and research institution. She is specialised in the management of media and internet companies, convergence of media, telecom and IT industries, as well as advertising and marketing strategies in the digital world. She is a valued visiting professor of these areas in several business schools and universities in Europe. Before her academic career that started in 2003 she worked for McKinsey and Co for nearly 20 years and led McKinsey's German Media Practice, among others.

In addition it will be proposed that Jaakko Rauramo be re-elected as Chairman and Sakari Tamminen as Vice Chairman. All the proposed individuals have given their consent to being elected.

13. Resolution on the remuneration of the Auditors

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 Auditors' remuneration according to the invoice.

14. Election of Auditors and Deputy Auditor

The Auditors are 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 of Shareholders following the election. Based on the recommendation of the Board of Directors' Audit Committee, the Board of Directors proposes that the Auditors of the Company will be re-elected. The Auditors are Pekka Pajamo, Authorised Public Accountant, Sixten Nyman, Authorised Public Accountant, as his deputy, and Chartered Accountant KPMG Oy Ab with Kai Salli, Authorised Public Accountant, as Auditor in Charge.

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. These shares will be purchased with the Company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution on profits. The shares will be repurchased to develop the Company's capital structure, carry out potential corporate acquisitions or other business arrangements, or to be transferred 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 2009.

16. Closing of the meeting**B. Documents of the General Meeting**

The release containing Financial Statements and the proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on the Company's website at www.sanoma.com. The Annual Report including the Company's Financial Statements, the Board of Directors' Report and the Auditor's Report, is available on the Company's website on week 11 at the latest. The proposals of the Board of Directors and the Financial Statements are also available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the Company's website as from 15 April 2009.

C. The Right to Participate and Registration

Each shareholder, who is registered on 20 March 2009 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 book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than 25 March 2009 at 4.15 pm by giving a prior notice of participation. Such notice can be given:

- on the Company's website www.sanoma.com (starting 28 February 2009);
- by telephone +358 10 519 5021;
- by email yhtiokokous@sanoma.com;
- 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, telephone number and the name of a possible proxy representative, assistant 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.

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.

D. Instructions for the Participants to the General Meeting

1. 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. Possible proxy documents should be delivered in originals to Sanoma Corporation, AGM, P.O.Box 1229, 00101 Helsinki, Finland or by fax to number +358 10 519 5058 before the last date for registration.

2. Holders of nominee registered shares

A holder of nominee registered shares, who wants to participate in the General Meeting, must be entered into the shareholders' register of the Company on the record date 20 March 2009 of the meeting. A holder of nominee registered shares is advised to request necessary instructions regarding the 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.

Further information on these matters can also be found on the Company's website at www.sanoma.com.

3. Other instructions and information

On the date of this Notice to the General Meeting 10 February 2009, the total number of shares and votes in Sanoma Corporation is 163,368,658.

The doors of the meeting premises will be opened at 1 pm. The meeting participants are welcomed to a coffee serving that precedes the meeting.

Helsinki, 10 February 2009

Board of Directors
Sanoma Corporation

Sanoma Corporation

Kim Ignatius
Chief Financial Officer

Additional information: Sanoma's Group Communications, tel +358 105 19 5062 or
communications@sanoma.com

www.sanoma.com

Sanoma inspires, informs and connects. 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 challenging and interesting employment for over 21,000 people in 20 countries throughout Europe. In 2008, the Group's net sales totalled EUR 3.0 billion.