

9 February 2023

Proposal for Amendments to the Articles of Association

Sanoma Corporation's Board of Directors proposes to the Annual General Meeting of 19 April 2023 that article 10 of the Company's Articles of Association be amended to enable arranging a general meeting of shareholders without a meeting venue (remote meeting) and that the notice could be published only on the Company's website. Furthermore, articles 11-12 would be abolished (as the substantive contents would be incorporate into the revised article 10.)

The amended paragraphs of the Articles of Association would read as follows:

Article 10:

"The notice convening a General Meeting of shareholders must be delivered to the shareholders by publishing the notice on the company's website no more than three (3) months and no less than three (3) weeks prior to the General Meeting of shareholders, however, in any case, at least nine (9) days prior to the record date of the General Meeting of shareholders, as referred to in the Finnish Companies Act. In addition, the Board of Directors may decide to publish the notice in at least one (1) newspaper of the Board's selection with wide circulation.

To be eligible to participate in a General Meeting of shareholders, a shareholder shall register with the company within the period specified in the notice of the meeting, which can end no earlier than ten (10) days prior to the meeting.

The General Meeting shall be held in Helsinki, Finland. However, a meeting may be held at another location, provided that there is a weighty reason to do so. Related to the place of the general meeting and the method of participation, the Board of Directors may also decide in accordance with the Finnish Companies Act (and without limiting other options thereunder) that the general meeting can also be held without a venue so that the shareholders exercise their decision-making powers in full through telecommunication connection and a technical device during the meeting."

Articles 11-12 would be deleted.

Helsinki, 9.2.2023

Sanoma Corporation

Board of Directors

APPENDIX: New proposed and current Articles of Association in their entirety.

Old (in force as of 21 March 2017)	New (proposed changes bold)
<p><i>Article 1</i> The company name is Sanoma Oyj in Finnish, Sanoma Abp in Swedish and Sanoma Corporation in English.</p> <p>The company's registered office is Helsinki, Finland.</p> <p><i>Article 2</i> The company practices all types of business related to media and learning as well as any business related to media and learning or any supporting business thereof. The company may practice the business itself or through its subsidiaries or affiliates. As the parent company, the company may also handle shared tasks of the Group companies, such as administrative services and funding, and own property, shares and other securities.</p> <p><i>Article 3</i> In all of its business, the company focuses on promoting democracy, social justice and freedom of speech as well as improving financial and mental wellbeing of people in the countries in which it does business. In its media operations, the company will focus on good journalistic practices, independence and equality.</p> <p><i>Article 4</i> The company's shares are included in the scope of a book-entry securities system.</p> <p><i>Article 5</i> The company is managed by a Board of Directors and a President and CEO.</p> <p><i>Article 6</i> The Board of Directors consists of at least five (5) and at the most eleven (11) members.</p> <p>The General Meeting shall name the chairperson and vice chairperson of the Board of Directors.</p> <p>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.</p> <p><i>Article 7</i> The chairperson of the Board and the President and CEO both have the right to represent the company alone, and the other Board members have the right to represent the company together with another Board member or together with another person entitled to represent the company or a holder of procuration</p> <p>The Board of Directors may authorise other persons to represent the Company together with another authorised official of the Company or a holder of</p>	<p><i>Article 1</i> The company name is Sanoma Oyj in Finnish, Sanoma Abp in Swedish and Sanoma Corporation in English.</p> <p>The Company's registered office is Helsinki, Finland.</p> <p><i>Article 2</i> The company practices all types of business related to media and learning as well as any business related to media and learning or any supporting business thereof. The company may practice the business itself or through its subsidiaries or affiliates. As the parent company, the company may also handle shared tasks of the Group companies, such as administrative services and funding, and own property, shares and other securities.</p> <p><i>Article 3</i> In all of its business, the company focuses on promoting democracy, social justice and freedom of speech as well as improving financial and mental wellbeing of people in the countries in which it does business. In its media operations, the company will focus on good journalistic practices, independence and equality.</p> <p><i>Article 4</i> The company's shares are included in the scope of a book-entry securities system.</p> <p><i>Article 5</i> The company is managed by a Board of Directors and a President and CEO.</p> <p><i>Article 6</i> The Board of Directors consists of at least five (5) and at the most eleven (11) members.</p> <p>The General Meeting shall name the chairperson and vice chairperson of the Board of Directors.</p> <p>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.</p> <p><i>Article 7</i> The chairperson of the Board and the President and CEO both have the right to represent the company alone, and the other Board members have the right to represent the company together with another Board member or together with another person entitled to represent the company or a holder of procuration.</p> <p>The Board of Directors may authorise other persons to represent the Company together with another authorised official of the Company or a holder of</p>

procuration.

Article 8

The company's accounting period is a calendar year.

Article 9

The Company has one (1) auditor. The auditor shall be an audit firm approved by the Patent and Registration Office.

The auditor's term ends at the end of the Annual General Meeting following their election.

Article 10

General Meetings shall be held in Helsinki, Finland. However, a meeting may be held at another location, provided that there is a weighty reason to do so.

Article 11

A summons to a General Meeting shall be published in at least one (1) 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 Limited Liability Companies Act and at the latest three (3) weeks prior to the General Meeting. However, the summons to a General Meeting shall be published at the latest nine (9) days prior to the General Meeting Record Date.

Article 12

All shareholders who have registered to the General

procuration.

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The company's accounting period is a calendar year.

Article 9

The Company has one (1) auditor. The auditor shall be an audit firm approved by the Patent and Registration Office.

The auditor's term ends at the end of the Annual General Meeting following their election.

Article 10

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Article 11

Deleted

Article 12

Deleted

Meeting by the deadline mentioned in the summons to the meeting are entitled to vote at the General Meeting. The said deadline may be set at the most ten (10) days prior to the General Meeting.