

## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Elisa Corporation (the "Company") of the Annual General Meeting to be held on Thursday, 12 April 2018 at 2:00 pm at Messukeskus, the Expo & Convention Centre, Congress entrance, Messuaukio 1, Helsinki. The reception of persons who have registered for the Meeting and the distribution of voting tickets will commence at 12:00 noon. Coffee is served between 12:00 noon and 2:00 pm.

### ***A. Matters on the agenda of the Annual General Meeting***

#### **1. Opening of the Meeting**

#### **2. Calling the Meeting to order**

#### **3. Election of persons to scrutinize 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 report of the Board of Directors and the Auditor's report for the year 2017**

Review by the 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 the profit for the financial period 2017 shall be added to the accrued earnings and that a dividend of EUR 1.65 per share be paid based on the adopted balance sheet of 31 December 2017. The dividend will be paid to the shareholders registered in the Register of Shareholders held by Euroclear Finland Ltd on the dividend payment record date of 16 April 2018. The Board of Directors proposes that the dividend be paid on 24 April 2018.

#### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

#### **10. Resolution on the remuneration of the members of the Board of Directors and on the grounds for reimbursement of travel expenses**

The Shareholders' Nomination Board proposes to the Annual General Meeting that remuneration for the members of the Board of Directors remains unchanged, however, remuneration for meeting participation be changed to EUR 700. The proposal does not include share transfer restrictions; however the Nomination Board does require that members of the Board hold shares in the company. The Shareholders' Nomination Board proposes to the Annual General Meeting as follows:

The Chairman is paid annual remuneration of EUR 108,000 (EUR 9,000 per month), the Vice Chairman and the Chairman of the Audit Committee EUR 72,000 (EUR 6,000 per month), and other Board members EUR 60,000 (EUR 5,000 per month); and additionally EUR 700 per meeting of the Board and of a Committee. According to the proposal, the annual remuneration is paid in both Company shares and in cash so that 40% of the remuneration is used to acquire the Company's shares in the name of and on behalf of the Board members, and the remainder is paid in cash. The shares will be acquired for the Board members from the stock exchange on the third trading day following the publication of the first quarter interim report of 2018.



The Company shall be responsible for the costs accruing from the acquisition of the shares.

In the event that the acquisition of shares cannot be carried out due to reasons attributable to the Company or Board member, the entire remuneration shall be paid in cash.

According to the proposal, actual travelling expenses are reimbursed.

#### **11. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of Board members be seven (7).

#### **12. Election of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that Mr Raimo Lind, Ms Clarisse Berggårdh, Mr Petteri Koponen, Ms Leena Niemistö, Ms Seija Turunen and Mr Antti Vasara be re-elected as members of the Board of Directors. The Nomination Board further proposes that Mr Anssi Vanjoki is elected as a new member of the Board of Directors.

The Shareholders' Nomination Board proposes to the Annual General Meeting that Mr Raimo Lind be appointed as the Chairman and Mr Anssi Vanjoki as the Deputy Chairman of the Board of Directors.

The term of the members of the Board of Directors ends at the close of the Annual General Meeting in 2019. Further information on the proposed nominees to the Board of Directors can be found on the Company's website at [www.elisa.com/agm](http://www.elisa.com/agm).

#### **13. Resolution on the remuneration of the Auditor and on the grounds for reimbursement of travel expenses**

The Board of Directors proposes, based on the recommendation of the Board's Audit Committee, to the Annual General Meeting, that the Auditor is to be remunerated and travel expenses are to be reimbursed according to the Auditor's invoice accepted by the Company.

#### **14. Resolution on the number of Auditors**

The Board of Directors proposes, based on the recommendation of the Board's Audit Committee, to the Annual General Meeting, that the number of Auditors be one (1).

#### **15. Election of Auditor**

The Board of Directors proposes, based on the recommendation of the Board's Audit Committee, to the Annual General Meeting, that KPMG Oy Ab, Authorized Public Accountants Organization, be re-elected as the Company's auditor for the financial period 2018. KPMG Oy Ab has informed that the auditor with principal responsibility be Mr Toni Aaltonen, Authorized Public Accountant.

#### **16. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve to repurchase or accept as a pledge a maximum number of 5,000,000 Elisa shares by using funds in the unrestricted equity of the Company. The repurchase may be carried out in one or several instalments. The price paid for the shares repurchased under the authorization shall, at the maximum, be the highest price of Elisa shares in trading on regulated market at the time of purchase. In repurchasing of the Elisa shares derivative, share lending and other arrangement customary in the capital market may be concluded pursuant to law and other applicable regulation. The authorization entitles the Board of Directors to repurchase the shares in another proportion than that of the shares held by the current shareholders (directed acquisition).



The shares may be repurchased in order to carry out acquisitions or other arrangements related to the Company's business, to improve the capital structure of the Company, to be used as part of the incentive compensation plan, to be transferred for other purposes, or to be cancelled.

The Board of Directors shall have the right to decide on all other matters related to the purchase of Elisa shares. It is proposed that the authorization be effective until 30 June 2019, and terminate the authorization for repurchasing granted by the Annual General Meeting on 6 April 2017.

#### **17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to pass a resolution concerning the share issue, the right of assignment of treasury shares and/or the granting of special rights referred to in Chapter 10, Section 1 of the Companies Act.

The authorization entitles the Board of Directors to make a resolution on one or several issues provided that the Board of Directors issue shares up to a maximum number of 15,000,000. The share issues and shares granted by virtue of special rights are included in the aforementioned maximum number. At present, the proposed maximum number of such shares is about 9% of all shares in the Company.

It is proposed that the share issue may be against payment or without payment and can also be directed to the Company itself. The authorization entitles the Board of Directors to issue the shares in another proportion than that of the current shareholdings (directed share issue). The shares may be issued under the proposed authorization in order to carry out acquisitions or other arrangements related to the Company's business, to finance investments, to improve the capital structure of the Company, or to be used for other purposes decided by the Board of Directors.

The Board of Directors shall have the right to decide on all other matters related to the issuance of shares. It is proposed that the authorization be effective until 30 June 2020 and terminate the corresponding authorization granted by the Annual General Meeting on 31 March 2016.

#### **18. Proposal by the Board of Directors to remove section 3 and to amend sections 10 and 12 of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting to remove section 3 "Minimum and maximum number of shares". The Board of Directors also proposes to the Annual General Meeting that the Company would have only one Auditor who is an Authorized Public Accountants Organization and therefore amend section 10 "Auditing" of the Articles of Association. Further, the Board of Directors proposes to amend section 12 "General Meeting of Shareholders" accordingly. In addition, it is proposed to change the numbering of the sections in the Articles of Association due to removal of section 3.

The proposed current section 10 (future section 9) "Auditing" will therefore read as follows in its entirety:

"9 Auditing

An Authorized Public Accountants Organization shall be elected as the Company's auditor. The auditor shall designate an Authorized Public Accountant having principal responsibility.

The term of office of the auditor is the financial year during which the auditor is appointed. The duties of the auditor end at the conclusion of the first Annual General Meeting following the expiry of its term of office."



## **19. Proposal by the Board of Directors regarding shares of Elisa Corporation given as merger consideration to the shareholders of Lounet Oy**

Lounet Oy merged into Elisa Corporation on 30 September 2007. The shareholders of Lounet Oy were given new shares of Elisa Corporation as merger consideration. Some of these shares (48,897 shares on 29 January 2018) are still recorded on a joint book-entry account because as regards the shares given as merger consideration, no claims on registering that occurs against conveyance of share certificates or similar documents of Lounet Oy or companies that had earlier merged into Lounet Oy (for example Lounais-Suomen Puhelin Oy, Paimion Puhelin Oy, Piikkiön Puhelin Oy, Piikkiön Puhelinosuuskunta, Liedon Puhelin Oy, Liedon Puhelinosuuskunta) have been presented in connection with the merger or thereafter.

Due to the abovementioned, the Board of Directors proposes that the Annual General Meeting would resolve in accordance with Chapter 3, Section 14 a, Sub-section 3 of the Finnish Companies Act, that as regards such shares of Lounet Oy, as regards of which no claim on merger consideration have been presented and share certificate or other similar document and possible account on title, which proves the right of ownership, as well as claims on registering based on these, have been presented at the latest on 12 April 2018, the right to Elisa Corporation's shares given as merger consideration and rights based on them, would be forfeited.

If the share certificate or other similar document is lost, the merger consideration shall be claimed, and claim on registering shall be presented, at the latest by the deadline set forth above, and the judgment regarding the annulment of the share certificate or other similar document shall be presented to Elisa Corporation on 30 November 2018 at the latest.

The forfeited considerations will be received by Elisa Corporation as the transferee company in the merger, and rules and regulations applicable to own shares held by the company shall be applied to such shares.

Elisa Corporation's website [www.elisa.fi/lounet](http://www.elisa.fi/lounet) includes more detailed instructions for such former shareholders of Lounet Oy, who have not previously claimed that the shares given as merger consideration would after the merger be transferred to their own book-entry accounts, and who wish to present a claim on registration of their share rights into the book-entry system and transfer of the share amount equivalent to share ownership from the joint book-entry account to the shareholders own book-entry account within the time limits set forth above.

## **20. Amendment of the Charter of the Shareholders' Nomination Board of Elisa Corporation**

The Shareholders' Nomination Board proposes to the Annual General Meeting to amend sections 1 and 4 of the Charter of the Shareholders' Nomination Board of Elisa Corporation so that into these sections would be added statements according to which the duties of the Shareholders' Nomination Board would include preparation and presentation of proposal to the Annual General Meeting on the appointment of the Chairman and the Deputy Chairman of the Board of Directors.

The proposed sections 1 and 4 of the Charter of the Shareholders' Nomination Board of Elisa Corporation will therefore read as follows in their entirety:

### **"1. Background and purpose**

The Shareholders' Nomination Board (the "SNB") of Elisa Corporation is a body of shareholders responsible for preparing the proposals to the Annual General Meeting for the appointment and remuneration of the members of the Board of Directors, the Chairman and the Deputy Chairman of the Board of Directors.

The main purpose of SNB is to ensure that the Board of Directors and its members maintain and represent a sufficient level of knowledge and competence for the needs of the company and for



this purpose to prepare well-founded proposals for the election and remuneration of the members of the Board of Directors to the Annual General Meeting.”

“4. The duties of SNB shall include to:

- prepare the proposal to the Annual General Meeting on matters pertaining to the remuneration of the members of the Board of Directors
- prepare the proposal to the Annual General Meeting on the number of the members of the Board of Directors
- prepare the proposal to the Annual General Meeting on the appointment of the members of the Board of Directors
- prepare the proposal to the Annual General Meeting on the appointment of the Chairman and the Deputy Chairman of the Board of Directors
- take care of the succession planning of the members of the Board of Directors
- present the proposal to the Annual General Meeting on matters pertaining to the remuneration of the members of the Board of Directors
- present the proposal to the Annual General Meeting on the number of the members of the Board of Directors
- present the proposal to the Annual General Meeting on the appointment of members of the Board of Directors
- present the proposal to the Annual General Meeting on the appointment of the Chairman and the Deputy Chairman of the Board of Directors
- answer shareholders’ questions in the Annual General Meeting.”

## **21. Closing of the Meeting**

### ***B. Documents of the Annual General Meeting***

The proposals of the Board of Directors and the Shareholders' Nomination Board relating to the agenda of the Annual General Meeting as well as this notice are available on Elisa Corporation's website at [www.elisa.com/agm](http://www.elisa.com/agm). The annual report of Elisa Corporation, including the Company's financial statements, the report of the Board of Directors and the Auditor's report, is available on the above-mentioned website on 22 March 2018, at the latest. The proposals for the decisions and documents related to the annual accounts are also available at the Meeting. The minutes of the Meeting will be available on the above-mentioned website as from 26 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 29 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 by giving a prior notice of participation which shall be received by the Company no later than on 6 April 2018 at 6:00 pm. Such notice can be given:

- a) through Elisa's website [www.elisa.com/agm](http://www.elisa.com/agm) (available only for directly registered shareholders);
- b) by e-mail [elisa.yhtiokokous@yhteyspalvelut.elisa.fi](mailto:elisa.yhtiokokous@yhteyspalvelut.elisa.fi);
- c) by telephone +358 800 0 6242 from Monday to Friday at 8:00 am - 6:00 pm;
- d) by telefax +358 10 262 2727; or
- e) by regular mail to Elisa Corporation, Yhtiökokousilmoittautumiset, P.O Box 138, FI-33101 Tampere, Finland.



In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to the Company is used only in connection with the Meeting and with the processing of related registrations. Shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove at the Meeting place their identity and/or right to represent.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd on 29 March 2018. 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 held by Euroclear Finland Ltd at the latest by 10 am on 9 April 2018. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee registered shares, 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 to the above-mentioned e-mail (e.g. as pdf attachment), telefax or regular mail address before the last date for registration.

## **4. Other 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, 30 January 2018 the total number of shares and votes in Elisa Corporation is 167,335,073.

Helsinki, 30 January 2018

ELISA CORPORATION  
The Board of Directors

