

ELISA CORPORATION - ANNUAL GENERAL MEETING MARCH 25th, 2013

AGENDA

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 2012

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

Proposal: dividend of EUR 1.30 per share, payment date April 9th, 2013.

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

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

Proposal: seven (7) members.

12. Election of members of the Board of Directors

Proposal: Ari Lehtoranta, Raimo Lind, Leena Niemistö, Eira Palin-Lehtinen, Mika Salmi, Jaakko Uotila and Mika Vehviläinen

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

14. Resolution on the number of Auditors

Proposal: one (1) auditor

15. Election of Auditor

Proposal: KPMG Oy Ab, Authorized Public Accountants Organization. The auditor with principal responsibility Esa Kailiala.

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

17. Closing of the Meeting

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THE PROPOSALS OF THE BOARD OF DIRECTORS, SHAREHOLDERS' NOMINATION BOARD AND THE BOARD'S AUDIT COMMITTEE

The numbering matches with the numbering of the agenda.

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 2012 shall be added to accrued earnings and that a dividend of EUR 1.30 per share be paid based on the adopted balance sheet as of 31 December 2012. 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 March 28th, 2013. The Board of Directors proposes that the dividend be paid on April 9th, 2013. The dividend shall not be paid to company's own shares.

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

Shareholders' Nomination Board proposes to the Annual General Meeting that the remunerations payable to the members of the Board of Directors be unchanged from previous year as follows: the Chairman EUR 9,000 per month, the Vice Chairman and the Chairman of the Audit Committee EUR 6,000 per month, and each member EUR 5,000 per month and additionally EUR 500 per a meeting of the Board or a meeting of a Committee. It is proposed that the monthly remuneration will be paid at the end of each quarter withholding tax deducted and the Company's shares will be purchased with the net payment on the last day of public trading of the quarter. A member of the Board is to be committed to a four (4) years' restriction to convey the shares counted from the purchasing date of each share instalment. The restriction ends earlier in case the member is no longer a member of the Board of Directors. According to the proposal actual travelling expenses are reimbursed.

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

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

12. Election of members of the Board of Directors

Shareholders' Nomination Board proposes to the Annual General Meeting that Ari Lehtoranta, Raimo Lind, Leena Niemistö, Eira Palin-Lehtinen, Mika Salmi and Mika Vehviläinen be re-elected as members of the Board of Directors and Jaakko Uotila be elected as a new member of the Board of Directors. The term of the members ends at the close of the Annual General Meeting in 2014.

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

The Board's Audit Committee proposes to the Annual General Meeting that the auditor be remunerated and travel expenses be reimbursed according to the auditor's invoice.

14. Resolution on the number of Auditors

The Board's Audit Committee proposes to the Annual General Meeting that the number of auditors would be resolved to be one (1).

15. Election of Auditor

The Board's Audit Committee proposes 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 2013. KPMG Oy Ab has informed that the auditor with principal responsibility would be Esa Kailiala, 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 pledge a maximum number of 5,000,000 Elisa shares by using funds in the unrestricted equity. 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 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 other matters related to the purchase of Elisa shares. It is proposed that the authorization be effective until June 30th, 2014 and terminate the authorization for repurchasing granted by the Annual General Meeting on April 4th, 2012.