

ELISA CORPORATION

ANNUAL GENERAL MEETING APRIL 2ND, 2014

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 2013

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 15th, 2014.

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: Mr Petteri Koponen, Mr Raimo Lind, Ms Leena Niemistö, Ms Eira Palin-Lehtinen, Ms Seija Turunen, Mr Jaakko Uotila and Mr 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. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

18. Closing of the Meeting

ELISA CORPORATION
ANNUAL GENERAL MEETING APRIL 2ND, 2014

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

The numbering matches with the numbering in 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 2013 shall be added to accrued earnings and that a dividend of EUR 1,30 per share be paid based on the adopted balance sheet of December 31st 2013. 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 April 7th, 2014. The Board of Directors proposes that the dividend be paid on April 15th, 2014.

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 that remuneration for the members of the Board of Directors remains unchanged. Proposal includes removal of transfer restrictions, but the Nomination Board requires that members of the Board are shareholders of the company. The Shareholders' Nomination Board proposes to the Annual General Meeting as follows:

The Chairman is paid EUR 9,000 per month, the Vice Chairman and the Chairman of the Audit Committee EUR 6,000 per month, and other members EUR 5,000 per month; and additionally EUR 500 per meeting of the Board or 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. 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 to 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 Leena Niemistö, Ms Eira Palin-Lehtinen, Mr Jaakko Uotila and Mr Mika Vehviläinen be re-elected as members of the Board of Directors.

Further, the Shareholders' Nomination Board proposes that Mr Petteri Koponen and Ms Seija Turunen are to be elected as new members 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 2015. The biographical details of the proposed nominees to the Board of Directors can be found on the Company's website at www.elisa.com/annualgeneralmeeting.

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 2014. KPMG Oy Ab has informed that the auditor with principal responsibility would be Mr 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 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 other matters related to the purchase of Elisa shares. It is proposed that the authorization be effective until June 30th, 2015, and terminate the authorization for repurchasing granted by the Annual General Meeting on March 25th, 2013.

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 resolve on one or several issues provided that the Board of Directors may 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 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 other matters related to the issuance of shares. It is proposed that the authorization be effective until June 30th, 2016 and terminate the corresponding authorization granted by the Annual General Meeting on March 18th, 2010.