

**ELISA CORPORATION**  
**THE ANNUAL GENERAL MEETING 6 April 2017**

**PROPOSED RESOLUTIONS**

**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 2016 shall be added to the accrued earnings and that a dividend of EUR 1.50 per share be paid based on the adopted balance sheet of 31 December 2016. 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 10 April 2017. The Board of Directors proposes that the dividend be paid on 19 April 2017.

**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. 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 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 and of a Committee. According to the proposal the monthly 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 and third quarter interim reports, so that the first acquisition in the name of and on behalf of the Board members pursuant to this proposal will be made on the third trading day following the publication of the interim report regarding the period between 1 July and 30 September 2017.

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

In case 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.

**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).

**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 Mika Vehviläinen be re-elected as members of the Board of Directors. The Nomination Board proposes further that Mr Antti Vasara is elected as a new member 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 2018. 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).



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

The Board of Directors proposes, based on 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.

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

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

### **Election of Auditor**

The Board of Directors proposes, based on 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 2017. KPMG Oy Ab has informed that the auditor with principal responsibility would be Mr Toni Aaltonen, Authorized Public Accountant.

The recommendation of the Board's Audit Committee is based on the competitive procurement process of the company's audit. As a result of the competitive procurement process, the company received offers from three authorized public accountant organizations, and two of them that were deemed the most appropriate, were interviewed by the Audit Committee. According to the evaluation of the Audit Committee, of the tenderers KPMG Oy Ab best fulfils the selection criteria that had been determined in advance.

### **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 all other matters related to the purchase of Elisa shares. It is proposed that the authorization be effective until 30 June 2018, and terminate the authorization for repurchasing granted by the Annual General Meeting on 31 March 2016.

### **Proposal by the Board of Directors to amend sections 6 and 12 of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the General Meeting of Shareholders shall elect the Chairman and the Deputy Chairman of the Board of Directors and therefore amend section 6 Board of Directors of the Articles of Association. Further, the Board of Directors proposes to amend section 12 General Meeting of Shareholders accordingly.

The proposed section 6 Board of Directors will therefore read as follows in its entirety:



"6 § Board of Directors

The company has a Board of Directors that shall consist of no less than five (5) and no more than nine (9) members.

The Board of Directors shall be responsible for the administration and the proper arrangement of the operations of the company in accordance with the law and Articles of Association.

The General Meeting of Shareholders shall elect the Chairman and the Deputy Chairman.

The Board of Directors shall elect the Managing Director and the Deputy Managing Director.

The Board of Directors may elect from among its members one or more committees to support the work.

The term of office of a member of the Board of Directors shall expire at the close of the first Annual General Meeting following the election.

The Board of Directors shall convene at the call of the Chairman as often as the issues require a meeting or when a meeting is proposed by the Managing Director. The Board of Directors shall constitute a quorum when more than half of its members are present. In the event of an equality of votes, the decision of the Board of Directors shall be the opinion supported by the Chairman.

The proposed section 12 General Meeting of Shareholders will therefore read as follows in its entirety:

"12 §  
General Meeting of Shareholders

The General Meeting of Shareholders can be held in Helsinki, Espoo or Vantaa, Finland.

The Annual General Meeting of Shareholders shall be held each year before the end of June and at the meeting the following shall

to be presented

1. financial statements and the report on operations;
2. the auditor's report;

to be decided

3. approval of the financial statements;
4. disposal of the profit shown on the balance sheet;
5. discharge from liability for the Members of the Board of Directors and the Managing Director,
6. remunerations and the criteria for travel cost compensation to the members of the Board of Directors and auditors;
7. the number of members of the Board of Directors and auditors;

to be elected

8. Members of the Board of Directors, and a Chairman and a Deputy Chairman of the Board of Directors;
9. Auditors and Alternate Auditor, if applicable."



**Proposal by the Board of Directors regarding shares of Elisa Corporation given as merger consideration to the shareholders of Yomi Plc**

Yomi Plc (former Keski-Suomen Puhelin) merged into Elisa Corporation on 31 December 2004. The shareholders of Yomi Plc were given new shares of Elisa Corporation as merger consideration. Some of these shares (268,729 shares on 23 January 2017) are still recorded on a joint book-entry account because the owners of the shares had not recorded into book-entry system, and further because as regards the shares given as merger consideration, no claims on registering that occurs against conveyance of share certificates have been presented after the merger either.

Due to the abovementioned, the Board of Directors proposes that the Annual General Meeting would resolve in accordance with Chapter 4, Section 10, Sub-section 2 of the Finnish Companies Act, that as regards such shares of Yomi Plc, whose owner had not been recorded in the book-entry system at the time of implementation of the merger on 31 December 2004, and as regards of which no claim on merger consideration have been presented and share certificates (share certificate of Keski-Suomen Puhelin) and possible account on title, which proves the right of ownership, have been presented at the latest on 6 April 2017, the right to Elisa Corporation's shares given as merger consideration and rights based on them, would be forfeited. If the share certificate is lost, the merger consideration shall be claimed at the latest by the deadline set forth above, and the judgment regarding the annulment of the share certificate shall be presented to Elisa Corporation on 30 November 2017 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/ksp](http://www.elisa.fi/ksp) includes more detailed instructions for such former shareholders of Yomi Plc, 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.

