

Report on Shareholders' Nomination Board functions

SHAREHOLDERS' NOMINATION BOARD

In 2012 it was decided at Elisa's Annual General Meeting to establish a shareholders' nomination board which is a body with the responsibility for preparing proposals for the Annual General Meeting for the election and remuneration of the members of the board of directors of Elisa and accepted a charter for the nomination board. The shareholders' nomination board has been established indefinitely. The term of each nomination board expires when the next shareholders' nomination board has been appointed.

The biggest shareholders were determined according to the shareholder register of Elisa on 31 August 2019, and they named the members of the nomination board. The composition of the nomination board since September 2019 has been as follows:

- Mr Antti Mäkinen, Chief Executive Officer, appointed by Solidium Oy
- Mr Reima Rytsölä, Chief Investment Officer, appointed by Varma Mutual Pension Insurance Company
- Mr Jouko Pölönen, Chief Executive Officer, appointed by Ilmarinen Mutual Pension Insurance Company
- Ms Hanna Hiidenpalo, Chief Investment Officer, appointed by Elo Mutual Pension Insurance Company
- Mr Anssi Vanjoki, Chair of Elisa's Board of Directors

Mr Antti Mäkinen has acted as the Chair of the Nomination Board.

The shareholders' nomination board nominated in September 2019 convened three times. In addition, the member candidates were interviewed between the meetings. The nomination board discussed the size of the Board, its composition and diversity, and the areas of expertise that are seen as best for the company. The nomination board also examined the remuneration of Board members.

On 28 January 2020, the nomination board announced its proposal to Elisa's Board for the notice of the Annual General Meeting.

Elisa shareholders' nomination board proposes to the Annual General Meeting that

- the remuneration amount of annual remuneration be changed. According to the proposal the Chair is paid an annual remuneration of EUR 123,000 (120,000 in 2019), the Deputy Chair and the Chairs of the Committees EUR 82,000 (80,000 in 2019), and other Board members EUR 67,000 (65,000 in 2019). According to the proposal, the annual remuneration is paid partly in Company shares and partly in cash so that 40% of the remuneration is used to acquire Company shares in the name of and on behalf of the Board members, and the remainder is paid in cash in order to cover withholding tax on the annual remuneration. 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 2020.
- the remuneration for meeting participation be changed. According to the proposal, EUR 750 (EUR 700 in 2019) per meeting of the Board and of a Committee is paid.

- the number of board members remain at seven (7). The current Deputy Chair of the Board Mr Petteri Koponen, and member of the Board Ms Leena Niemistö have announced that they will not be available for re-election in the 2020 Annual General Meeting.
- Ms Clarisse Berggårdh, Mr Kim Ignatius, Ms Seija Turunen, Mr Anssi Vanjoki and Mr Antti Vasara be re-elected.
- Mr Topi Manner and Ms Eva-Lotta Sjöstedt be elected as a new member of the board.
- Mr Anssi Vanjoki be elected as the Chair of the Board and Ms Clarisse Berggårdh be elected as the Deputy Chair.