

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Elisa Corporation (the "Company") to the Annual General Meeting to be held on Wednesday, April 2<sup>nd</sup>, 2014 at 2:00 p.m. at Helsinki Fair Center, Congress entrance, Messuaukio 1, Helsinki. The reception of persons who have registered for the Meeting, the distribution of voting tickets and coffee will commence at 12:00 noon.

### ***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 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**

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 31<sup>st</sup> 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 7<sup>th</sup>, 2014. The Board of Directors proposes that the dividend be paid on April 15<sup>th</sup>, 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**

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](http://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 30<sup>th</sup>, 2015, and terminate the authorization for repurchasing granted by the Annual General Meeting on March 25<sup>th</sup>, 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 30<sup>th</sup>, 2016 and terminate the corresponding authorization granted by the Annual General Meeting on March 18<sup>th</sup>, 2010.

## **18. Closing of the Meeting**

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

The proposals of the Board of Directors, the Board's Audit Committee 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.fi/annualgeneralmeeting](http://www.elisa.fi/annualgeneralmeeting). 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 Wednesday March 12<sup>th</sup>, 2014, 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 April 16<sup>th</sup>, 2014, 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 Friday March 21<sup>st</sup>, 2014, 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 Wednesday March 26<sup>th</sup>, 2014 at 6:00 p.m. Such notice can be given:

- a) through Elisa's website [www.elisa.fi/annualgeneralmeeting](http://www.elisa.fi/annualgeneralmeeting) (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 a.m. - 6:00 p.m.;
- d) by telefax +358 10 262 2727; or

e) by regular mail to Elisa Corporation, Yhtiökokousilmoittautumiset, PO 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 March 21<sup>st</sup>, 2014. 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 March 28<sup>th</sup>, 2014, by 10:00 a.m. 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, February 6<sup>th</sup>, 2014 the total number of shares and votes in Elisa Corporation is 167.335.073.

Helsinki, February 6<sup>th</sup>, 2014

ELISA CORPORATION  
The Board of Directors