



Rationale of Elisa's Board's views on Novator Finland Oy's Proposal

27 November 2007

Summary of Novator's Proposal

- Releasing the current members of the Board of Directors from their office
- Election of a new Board of Directors
- Amendment of the Articles of Association including the structure and strategy of the group

The Board of Elisa considers it to be its duty to provide the rationale of its views regarding Novator's proposals in order to ensure that all of Elisa's shareholders have sufficient information to make an informed decision at the extraordinary shareholders' meeting

Summary of the Board's Rationale

- Change of the Articles of Association and structure of the group would fundamentally change the governance structure of Elisa
- Significant decision making power would be shifted from shareholders to the Board
 - Fundamental changes to the business and operations are today matters for a general meeting of shareholders
 - Elisa operates principally within one field of business. Fundamental changes to this should be decided as and when relevant in a meeting of shareholders
 - Elisa has a broadly distributed shareholder base, which makes it possible to control the election of the Board even with a relatively limited holding
- Execution of the strategy does not require a change in the Articles of Association
 - Current structure and Articles are well suited to continue executing the third step of Elisa's group strategy
 - Substantial growth opportunities in new services. Current structure of the group is well suited for this opportunity

Board does not believe that shareholders' best interests are served by the proposal of Novator



Elisa's Strategy

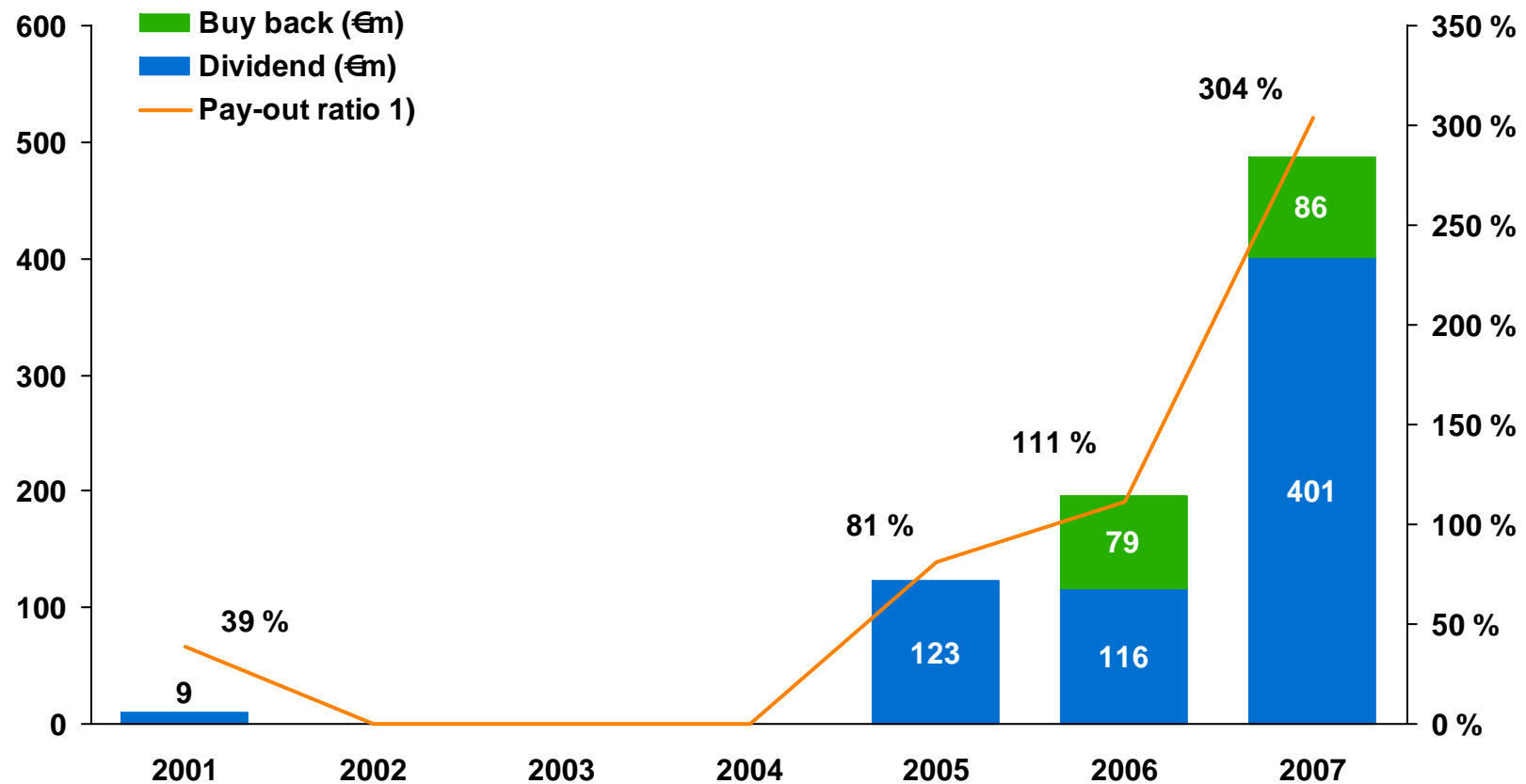


Source: Elisa web site



Elisa's Distributions to Shareholders

Distribution to Shareholders



1) Dividends and share buy backs included

Source: Elisa investor presentation 15-Nov-2007



Elisa has created value for its shareholders

Total Shareholder Return

Total Shareholder Return in the Last 4 Years



Total Shareholder Return in the Last 2 Years



Source: Datastream as of 23-Nov-2007

Note: Total shareholder returns are calculated assuming that dividends are reinvested. Excluding share buy backs.



Key Dates for Elisa's Shareholders

- 30th November, 2007: Registration for the Extraordinary General Meeting begins
- 11th January, 2008: Date by which shareholders must be registered in the company's shareholder register in order to be eligible to attend the Extraordinary General Meeting. Nominee-registered shareholders must be registered temporarily in the shareholder register by this date if they wish to exercise their voting rights
- 13th January, 2008: Registration for the Extraordinary General Meeting ends
- 21st January, 2008: Extraordinary General Meeting at 2pm at the Helsinki Ice Hall, Nordenskiöldinkatu 11-13, 00250 Helsinki

Novator Finland Oy's Proposals to the Extraordinary General Meeting

APPENDIX

1. Release of the current members of the Board of Directors from their office

Novator Finland Oy proposes that all of the current members of the Board of Directors of the Company be released with immediate effect from their office by a resolution of the Extraordinary General Meeting.

2. Election of a new Board of Directors

Novator Finland Oy proposes to elect a new Board of Directors of the Company at the Extraordinary General Meeting. The new Board of Directors may include current members of the Board of Directors of the Company.

3. Amend the Articles of Association

Novator Finland Oy proposes that the Extraordinary General Meeting resolves to amend Paragraph 2 (Field of Activity) of the Articles of Association of the Company to read as follows:

The Company may directly by itself and/or through its subsidiaries and/or associated companies, (i) carry on general telecommunications business in Finland and abroad, provide telecommunications services and related equipment as well as carry on consultation, research and inspection activities in respect of telecommunications, and/or (ii) own real property and securities as well as trade in securities and carry on investments and financing activities. The Company shall in its operations pay attention to the requirements of bilingualism.

The proposed amendment would allow the newly elected Board of Directors to initiate the necessary actions for the restructuring of the Company and its operations, which could include the establishment of a subsidiary into which all of the operative business of the Company would be transferred. Novator Finland Oy believes that such structure would increase the flexibility of the Company's management and operations, financial structure, risk profile and future direction and would therefore be beneficial for the Company and all of its shareholders.

Current Paragraph 2 of Elisa's Articles of Association:

The object of the company is to practise general domestic and international telecommunications operation, provide communications services and devices relating thereto and practise consulting, research and control operations relating to the communications. The company shall carry on its operations either directly or via its subsidiaries or joint venture companies. The demands set by bi-lingualism shall be duly taken into consideration in the operations of the company. The company may own real estate and securities and it may trade in securities and conduct investment and finance operations that support its object.

Source: Novator Finland Oy's proposal to the Extraordinary General Meeting as of 22-Nov-2007

