



# 2023 Corporate Governance Statement

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# Corporate Governance Statement 2023

## I. Introduction

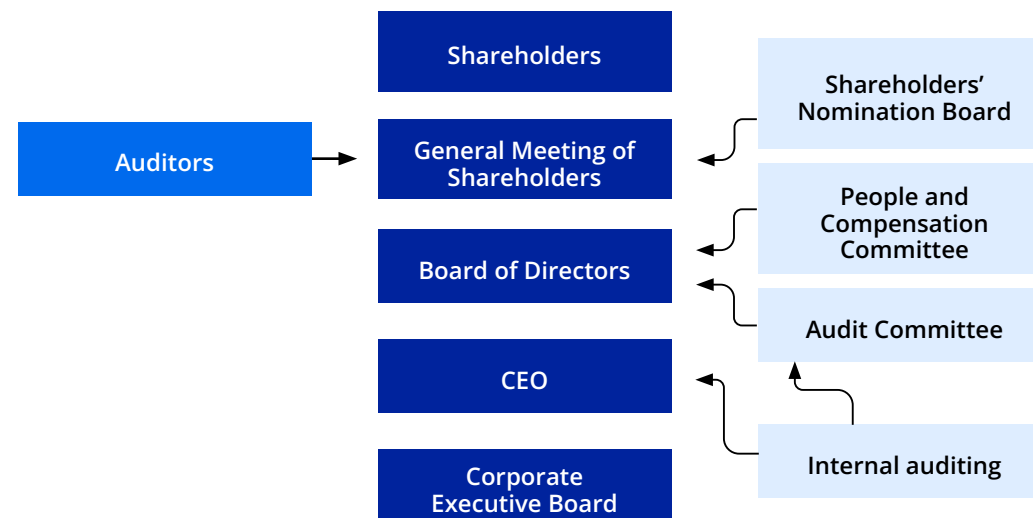
Elisa Corporation observes the recommendations of the Finnish Corporate Governance Code, which entered into force on 1 January 2020. Elisa does not depart from the recommendations of the Code. The Corporate Governance Statement 2023 has been prepared in accordance with the Corporate Governance Code. The Finnish Corporate Governance Code is available at [cgfinland.fi](http://cgfinland.fi).

Elisa publishes its Corporate Governance Statement as a separate document and as part of the Annual Report. The Audit Committee of Elisa's Board has examined the Statement. The Statement is not updated during the financial year, but updated information is available on Elisa's website at [elisa.com/investors](http://elisa.com/investors). The Annual General Meeting held on 2 April 2020 decided on Elisa's Remuneration Policy, available on the company website. Elisa publishes Remuneration Report from 2023.

Elisa's financial statements, including a report on operations, are published on Elisa's website at [elisa.com](http://elisa.com).

## II. DESCRIPTIONS OF GOVERNANCE

### Elisa's governance structure



### General Meeting of Shareholders and Articles of Association

The General Meeting of Shareholders is Elisa's highest decision-making body. Among other things, it approves the income statement and balance sheet. It declares the distribution of profits according to the proposal of the Board of Directors. The General Meeting appoints an auditor and members to the Board of Directors, including the Chair and the Deputy Chair, and approves the discharge from liability.

Notices of General Meetings of Shareholders are posted on Elisa's website no later than three weeks prior to the meeting. A stock exchange release is also issued for each notice and can be found on Elisa's website. The agenda for the meeting is specified in the notice. Proposals from the Board of Directors for the meeting may be viewed on Elisa's website prior to the meeting.

Elisa's Articles of Association may be examined on Elisa's website at [elisa.com](http://elisa.com). Any decisions to amend the Articles of Association are taken by a General Meeting of Shareholders. Elisa's Annual General Meeting 2023 was held on 5 April 2023 in Helsinki.

## Shareholders' Nomination Board

Elisa's Annual General Meeting decided in 2012 to establish a Shareholders' Nomination Board, which is the body with responsibility of preparing the proposals to the Annual General Meeting for the election and remuneration of the members of the Board of Directors of Elisa, and it also accepted a charter for the Shareholders' Nomination Board. The Shareholders' Nomination Board has been established for the time being. The term of each Shareholders' 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 2023, and they named the members of the nomination board. The composition of the Shareholders' Nomination Board has been as follows:

- Mr Pauli Anttila, Investment Director, nominated by Solidium Oy
- Mr Jouko Pölönen, President and CEO, nominated by Ilmarinen Mutual Pension Insurance Company
- Mr Markus Aho, Chief Investment Officer, nominated by Varma Mutual Pension Insurance Company
- Mr Jukka Vähäpesola, Head of Equities (Ms Hanna Hiidenpalo, until 15 Sept 2023), nominated by Elo Mutual Pension Insurance Company
- Mr Anssi Vanjoki, Chair of Elisa's Board of Directors

Mr Pauli Anttila has acted as chair of the Nomination Board.

The Shareholders' Nomination Board convened four times in 2023.

The Shareholders' 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 Shareholders' Nomination board surveyed possible candidates and interviewed a selection of appropriate

candidates. The Shareholders' Nomination board also examined the remuneration of Board members. When preparing the proposal, the nomination board considered developments in remuneration in relevant markets and fees paid in similar companies as well as the nature of the work that members of the Board do and how demanding it is. Additionally, the Shareholders' Nomination Board reviewed and discussed the external evaluation of the Board.

On 25 January 2024, the Shareholders' Nomination Board announced its proposal to Elisa's Board for the notice of the Annual General Meeting 2024 as follows:

- The amount of annual remuneration for the members of the Board of Directors be changed, but that the level of remuneration for participating in meetings should remain 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 Chair be paid annual remuneration of EUR 150,000 (EUR 140,000 in 2023), the Deputy Chair and the Chairs of the Committees EUR 87,000 (EUR 86,000 in 2023), and other Board members EUR 72,000 (EUR 71,000 in 2023). In addition, a meeting fee of EUR 800 (EUR 800 in 2023) per meeting of the Board and of a Committee would be paid. However, if a Board member is physically present at a Board or Committee meeting that is held in a country other than his/her permanent home country, then the meeting fee would be EUR 1,600 (EUR 1,600 in 2023).
- According to the proposal, the annual remuneration will be 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 will be paid in cash in order to cover mainly 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 interim report for the first quarter of 2024.

- The number of members of the Board of Directors would be eight 8 (in 2023, eight members until 18.8.2023, seven members from 18.8.2023)).
- Mr Maher Chebbo, Mr Kim Ignatius, Ms Katariina Kravi, Ms Pia Käll, Ms Eva-Lotta Sjöstedt, Mr Anssi Vanjoki and Mr Antti Vasara be re-elected. The Shareholders' Nomination Board further proposes that Mr Christoph Vitzthum is elected as a new member of the Board.
- Mr Anssi Vanjoki be elected as the Chair of the Board and Ms Katariina Kravi be elected as the Vice Chair.

With regard to the selection procedure for the members of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the General Meeting. This recommendation is based on the fact that at Elisa, in line with a good Nordic governance model, the Shareholders' Nomination Board is separate from the Board of Directors. The Shareholders' Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competences, is also responsible for making sure that the proposed Board of Directors as a whole also has the best possible expertise and experience for the company and that the composition of the Board of Directors also meets other requirements of the Finnish Corporate Governance Code for listed companies.

## Charter and operations of the Board of Directors

The Board attends to the administration and proper organisation of the company's operations in accordance with the Finnish Limited Liability Companies Act and other regulations. The Board decides on matters that under law are subject to decision by the Board. The company's Board has adopted a charter for itself.

The charter tasks the Board with deciding the company's strategic guidelines and the targets for Elisa's management, and with monitoring their achievement. The Board must also appoint the CEO and decide on the composition of the Executive Board. The Board regularly monitors financial performance and the development of the company's financial standing. The Board also supervises the compliance of Elisa's administration with regulations, and the management of operational risks and other risks. The Board addresses major investments in and disposal of businesses or assets, and also sets the boundaries for the company's management in executing operational investments and financial arrangements.

According to the charter, the following are particularly subject to the Board's decision:

- Elisa's strategic guidelines
- Distribution policy
- Convening General Meetings and submitting Board proposals
- Matters having to do with Elisa's stock and Elisa's shareholders
- Major mergers and acquisitions, as well as investments
- Financial statements, half-year financial reports and interim reports, and non-financial reports
- Appointment, dismissal and terms of employment of the CEO and members of the Executive Board

The charter also specifies other matters to be addressed by the Board, such as adopting the annual financial plan, the principles of the company's organisation and the main business policies.

Members of the Board of Directors are not allowed to participate in decision-making for which they must legally disqualify themselves due to a conflict of interests.

The Board conducts an annual self-evaluation of its activities executed in the form of a questionnaire or by external evaluation. In 2023, an external evaluation was carried out via an online survey of Board members as

well as interviews with the CEO and Board members. In particular, it assessed the performance of the Board and its committees, as well as the performance of the members and the Chair of the Board. The results were presented to Elisa's Shareholders' Nomination Board. In addition, the Board of Directors continuously evaluates its own performance.

In 2023, the Board of Directors elected a new CEO for the company, who will start in the position on 1 March 2024, at the latest. During 2023, the Board focused in particular on the company's strategy and monitoring its implementation, on changes in the operating environment and markets, and on geopolitical and economic challenges, including the impact of cyber security, inflation and interest rates on Elisa's operations. Other focus areas included customer satisfaction, as well as the frequency auctions in Estonia. The Board decided on updated medium-term financial targets and the issuance of the first green bond. It also focused on the development of the 5G and fibre markets and on internationalisation, including M&As.

The Board of Directors processes the results of key sustainability indicators as part of the interim and half-year reports. In addition, Elisa's executive management regularly reports on sustainability matters to the Board. The Board confirms and signs the annual Sustainability Report (NFR).

### Composition of the Board of Directors

According to Elisa's Articles of Association, the Board comprises a minimum of five and a maximum of nine members. The members of the Board are appointed at the Annual General Meeting for a one-year term of office starting at the close of the relevant General Meeting and ending at the close of the next Annual General Meeting. The Annual General Meeting also elects the Chair and the Deputy Chair of the Board.

At its organising meeting, the Board annually decides upon committees, their chairs and members. In 2023, the acting committees were the People and Compensation Committee and the Audit Committee. The duties and charters of the committees are adopted by the Board.

At the Annual General Meeting of 5 April 2023, eight (8) members were elected to the Board until the next Annual General Meeting. Mr Maher Chebbo, Mr Kim Ignatius, Ms Katariina Kravi, Ms Pia Käll, Mr Topi Manner, Ms Eva-Lotta Sjöstedt, Mr Anssi Vanjoki and Mr Antti Vasara were re-elected as members of the Board. Topi Manner stepped down from the Board on 18 August 2023 at the same time as he was appointed as Elisa's new CEO. Manner will start in the position on 1 March 2024 at the latest.



From left: Kim Ignatius, Antti Vasara, Maher Chebbo, Anssi Vanjoki, Eva-Lotta Sjöstedt, Pia Käll and Katariina Kravi.

**57%**

men

**43%**

women

**100%**

independence of Board members

**4.14 years**

Length of Board membership, average

**43–67 years**

Age distribution of Board members

### **Anssi Vanjoki**

- Chair of the Board since 2019, member since 2018.
- (1956), M.Sc (Econ.), Helsinki School of Economics.
- Finnish citizen.
- Independent of the company and significant shareholders.
- Key Employment history: Lappeenranta University of Technology, Professor 2013–2019. Nokia Oyj, Executive Vice President and General Manager 1998–2011, Senior Vice President 1994–1998, Vice President 1991–1994. 3M Corporation, various positions 1981–1991.

### **Katariina Kravi**

- Deputy Chair of the Board since 2023, member since 2022. Chair of the People and Compensation Committee.
- (1967), LL.M, trained on the Bench, University of Turku.
- Finnish Citizen.
- Independent on the company and main shareholders.
- Key Employment History: EVP, People and Culture, Stora Enso Oyj, 2020–. EVP, Human Resources, Tieto Oyj, 2012–2020. Several managerial and leadership roles in Human Resources, Nokia Oyj 1996–2012.
- Main Board memberships and public duties currently undertaken: Member of the Supervisory Board, Varma.

### **Maher Chebbo**

- Member of the Board since 2021. Member of the People and Compensation Committee.
- (1965), PhD (Scientific), MinesParisTech (1990). Leading Global Businesses, Harvard Business School.
- French citizen.

- Independent of the company and main shareholders.
- Key employment history: CTS, Founder & Board advisory roles 2020–. Univers Europe, MD 2022–. GE Digital, General Manager Global Power Digital Solutions 2017–2020. SAP, General Manager EMEA Energy & Industries Digital 2005–2017. SAP, Director SAP Corporate Venturing 2002–2004, Global Field Operations 2000–2001. SAP, Sales BU Head & Strategic Advisor to President Southwest Europe 1996–2000. Cap Gemini, Director Utilities, Telecom & Media Software Engineering 1990–1995. ARMINES, Data Science R&D Engineer 1987–1990.
- Main Board memberships and public duties currently undertaken: Member of the CEET (Council of Engineers for Energy transition advising the UN-secretary General). Digital Group Chair: EU Batteries Europe.

### **Kim Ignatius**

- Member since 2019. Chair of the Audit Committee.
- (1956), B.Sc (Econ.), Helsinki School of Economics.
- Finnish citizen.
- Independent of the company and significant shareholders.
- Key employment history: Sanoma Corporation, Executive Vice President in 2017, CFO in 2008–2016. TeliaSonera AB, Executive Vice President and CFO 2003–2008. Sonera Oyj, Executive Vice President and CFO 2000–2002. Tamro Oyj, Group CFO 1997–2000.
- Main Board memberships and public duties currently undertaken: Member of the Board and Chair of the Audit Committee: Duell Corporation. Vice Chair of the Board and Chair of the Audit Committee: Yliopiston Apteekki. Member of the Board and the Audit Committee: Pihlajalinna Group.

### **Pia Käll**

- Member of the Board since 2022. Member of the Audit Committee.
- (1980), M.Sc (Eng.) Helsinki University of Technology.
- Finnish citizen.
- Independent of the company and significant shareholders.
- Key employment history: CapMan, CEO 2023–, Managing Partner CapMan Buyout 2016–2023. Outotec, Senior Vice President Strategy, Marketing and Operational Excellence 2013–2016. McKinsey&Company, Management consultant 2006–2013.

### **Eva-Lotta Sjöstedt**

- Member of the Board since 2020. Member of the People and Compensation Committee.
- (1966), IHM Business School Bachelors degree (KY) Economics, Marketing. The Wharton School Executive education course 2013.
- Swedish citizen.
- Independent of the company and significant shareholders.
- Key employment history: Senior advisory roles 2017–. Georg Jensen, CEO 2016–2018. Karstadt, CEO 2014–2015. IKEA Group, Global Deputy Retail Manager 2012–2013, CEO IKEA Netherlands 2009–2012, Various Executive roles for starting up IKEA Japan 2005–2009. Various positions in design and fashion.
- Main board memberships and public duties currently undertaken: Metro AG: Member of Supervisory Board. Tritax EuroBox PLC: Non- executive director, Chair of ESG Committee. Alliance Pharma PLC: Non-executive director.

### **Antti Vasara**

- Member of the Board since 2017. Member of the Audit Committee.
- (1965), D.Sc. (Tech.), Helsinki University of Technology.
- Finnish citizen.
- Independent of the company and significant shareholders.
- Key employment history: VTT Technical Research Centre of Finland Ltd, CEO 2015–. Tieto Corporation, EVP 2012-2015. Nokia Corporation, SVP 2003-2012. SmartTrust Ltd, CEO 2000–2003. McKinsey & Company, Management consultant 1993–2000. Helsinki University of Technology, Researcher 1986–1991.
- Main Board memberships and public duties currently undertaken: Member of the Board: Jane and Aatos Erkkö Foundation. President and Member of the Board: European Association of Research and Technology Organisations (EARTO).



**Elisa holdings of Elisa's current Board members and legal entities controlled by them**

	<b>Number of shares, 31 Dec 2023</b>
Anssi Vanjoki, Chair	6,492
Katariina Kravi, Deputy Chair	1,121
Maher Chebbo, Member	1,598
Kim Ignatius, Member	2,985
Pia Käll, Member	1,013
Eva-Lotta Sjöstedt, Member	1,679
Antti Vasara, Member	4,124

**Independence of Board members**

The Board has assessed that each member of the Board of Directors is independent of the company and of any significant shareholders.

**Attendance at meetings by the Board members**

**Attendance at board meetings by Elisa's Board members in 2023**

	<b>Attendance/ meetings</b>
Anssi Vanjoki, Chair	14/14
Katariina Kravi, Deputy Chair	14/14
Maher Chebbo, Member	14/14
Kim Ignatius, Member	14/14
Pia Käll, Member	14/14
Topi Manner, Member (until 18 August 2023)	7/7
Eva-Lotta Sjöstedt, Member	14/14
Antti Vasara, Member	13/14

**Appointment and diversity principles for Board members**

At Elisa, diversity is seen as an essential part of corporate responsibility and as a factor in success that enables achievement of strategic targets and continuous improvement of customer intimacy.

In planning the composition of the Board, the Shareholders' Nomination Board takes into account the requirements of Elisa's business operations, the phase of development and the competence requirements of the Board committees. In appointing members of the Board, the target is to ensure that the Board as a whole supports the development of Elisa's current and future business operations. Diversity plays a part in supporting this goal.

Diversity is considered from different perspectives. From Elisa's point of view, it is important to have Board members with diverse backgrounds in terms of competence, training and experience of differing business operations, of varying stages of business development, and of leadership, as well as diverse personal characteristics. Experience of international business environments and different cultures in addition to consideration of age and gender will support the diversity of the Board. The objective is to have at least two representatives of both genders. In 2023, the Board changed the gender balance target of the Diversity Principles to a minimum of 40% under-represented gender.

A person elected as an Elisa Board member must have the competence required for the position and be able to devote a sufficient amount of time to the duties required. In forming the composition of the Board, long-term needs and successor planning will be taken into account.

According to the Articles of Association of Elisa, the Board comprises no less than five (5) and no more than

nine (9) members. The number of Board members and the composition of the Board shall be such that the Board is capable of efficiently carrying out its tasks. The proposal regarding the number of members and composition of the Board is prepared by the Shareholders' Nomination Board of Elisa. Members of the Board are elected at the Annual General Meeting.

In 2023, at the Annual General Meeting, eight members were elected to the Board. From 18 August 2023 there were seven members on the Board. The competence, training, experience and personal characteristics of the Board are different and complement each other. The members of the Board have strong expertise in e.g. industry, finance, management, strategy, risk management, international business and corporate responsibility (ESG). The Board is composed of three different nationalities. The Board consists of three women and four men between 43 and 67 years of age. The composition of the Board as a whole is in accordance with Elisa's updated diversity principles.

The principles concerning the election of the Board and its diversity are available on the company's website at [elisa.com](http://elisa.com).

**Board committees**

*People and Compensation Committee*

According to its charter, the People and Compensation Committee deals with and prepares remuneration especially within management, Elisa's Remuneration Policy and report, long-term incentive schemes, and other matters relating to developing management and personnel.

In 2023, the People and Compensation Committee comprised Ms Katariina, Committee Chair, and members Mr Maher Chebbo and Ms Eva-Lotta Sjöstedt.

In 2023, the People and Compensation Committee focused e.g. on employee satisfaction, on preparing

the Remuneration Policy and report, on monitoring the implementation of the Remuneration Policy, and on long- and short-term remuneration, including a comparison of the remuneration of senior management with general market practice. In addition, the Personnel and Remuneration Committee prepared an update to the Diversity Policy.

**Audit Committee**

The Audit Committee is tasked with supervising the proper organisation of the company's accounting and financial administration, financing, internal and financial auditing, and risk management. As regards financial reporting and auditing, the Audit Committee specifically monitors and assesses the company's financial reporting system, the effectiveness of internal control and auditing and risk management systems, the independence of the auditor, and in particular the provision of non-audit services. The Audit Committee also monitors and assesses execution of the related party policy.

According to its charter, the following in particular are addressed and prepared by the Audit Committee:

- Significant changes in recognition principles
- Significant changes in items measured on the balance sheet
- Follow-up to ensure the independence of the auditor
- Matters reported by internal auditing
- Financial statements, half-year financial reports, interim reports and Corporate Governance Statement
- Risk reports and organisation of risk management
- Organisation of financial administration and financing
- Related party policy
- Compliance and Protection of Privacy reports
- Non-financial information and sustainability

The Committee also regularly reviews reports from internal auditing and the financial auditors, and prepares proposals on the audit.

### Attendance at Committee meetings by Elisa's Board members in 2023

Members of the Committees	People and Compensation Committee	Audit Committee
Katariina Kravi	5/5	
Maher Chebbo	5/5	
Kim Ignatius		5/5
Pia Käll		5/5
Topi Manner (until 18 August 2023)		3/3
Eva-Lotta Sjöstedt	5/5	
Antti Vasara		5/5

In 2023, the Chair of the Audit Committee was Mr Kim Ignatius, and the members were Ms Pia Käll, Mr Topi Manner (until 18 August 2023) and Mr Antti Vasara. The principal auditor also attends Committee meetings.

In 2023, the Audit Committee assessed the audit tendering and made its recommendation to the Board of Directors on the selection of the auditor. During the year, the Audit Committee focused, among other things, on financial performance, financial management controls and regulatory developments, financial and other risks and the related controls, impairment testing, tax matters, financial arrangements, internal audit activities, Elisa's sustainability (ESG) and assessing the impact of future sustainability regulations, as well as performing a review of past corporate restructuring. In addition, the Audit Committee discussed Elisa's risk management and compliance reporting (including following up on cases reported to the whistleblowing channel).

### Duties of the CEO

Elisa's Chief Executive Officer (CEO) manages the company's business and administration in accordance with instructions and orders from the Board of Directors, the Articles of Association and the Finnish Limited Liability Companies Act. The CEO prepares the company's strategy plans and objectives for the Board and is responsible for their implementation. The CEO is also responsible for ensuring that the company's accounting practices comply with the law and that financial matters are handled in a reliable manner. The CEO is appointed by the Board of Directors. Mr Veli-Matti Mattila served as CEO in 2023.



### Veli-Matti Mattila

- Chief Executive Officer
- (1961), M.Sc. (Tech.), MBA
- Joined the company in 2003
- Key employment history: CEO of Oy LM Ericsson Ab from 1997 to 2003. He has held various positions in the Ericsson Group in Finland and the USA since 1986. Mr Mattila's previous career also includes expert advisory tasks in Switzerland at Ascom Hasler AG.
- Main Board memberships and public duties currently undertaken: Member of the Board of Directors: Orion Oyj, Research Institute of the Finnish Economy (ETLA) and Finnish Business and Policy Forum (EVA), Mannerheim Foundation, Helander Foundation, and Shed Foundation.

### Holdings in Elisa of the CEO and legal entities controlled by him

Number of shares, 31 Dec 2023
Veli-Matti Mattila, CEO
115,097



### Other management team

Elisa's Executive Board prepares the company strategy, directs the company's regular operations, monitors the development of results, and deals with issues having substantial financial or other impact on Elisa, including significant mergers and acquisitions, as well as organisational changes. In addition, the Executive Board monitors risk management and is responsible for the proper organisation of administration under the CEO's guidance. Matters stipulated in the charter of the Board as requiring a decision by the Board of Directors are submitted for decision-making by the Board.

### Members of Elisa's Corporate Executive Board



#### Timo Katajisto

- Executive Vice President, Corporate Customers
- (1968), M.Sc. (Tech.)
- Joined the company and the Executive Board in 2008
- Key employment history: Elisa, Executive Vice President, Production 2008–2014. Nokia Siemens Networks, Member of the Executive Board, responsible for strategic projects and quality 2007. Nokia Networks, Member of the Executive Board, responsible for production and network installation 2005–2007. Various positions at Nokia Networks and its predecessor Nokia Telecommunications, 1992–2005.
- Main Board memberships and public duties currently undertaken: Member of the Economic Policy Committee of Service Sector Employers Palta. Deputy Chair of the Board: FiCom.



#### Jari Kinnunen

- Chief Financial Officer
- (1962), M.Sc. (Bus. Finance and Accounting)
- Joined the company in 1999, member of the Executive Board since 2005
- Key employment history: Yomi Plc, CEO and President 2004. Elisa Kommunikation GmbH, CFO 1999–2004. Polar International Ltd, Managing Director 1996–1999 and Controller, 1990–1996. Oy Alftan Ab, Controller 1987–1990.
- Main Board memberships and public duties currently undertaken: Member of the Economy and tax Committee of the Confederation of Finnish Industries EK.



#### Sami Komulainen

- Executive Vice President, Production
- (1976), M.Sc. (Tech.)
- Joined the company in 1999, member of the Executive Board since 2019
- Key employment history: Elisa, Vice President, Production Unit, Network Services 2018–2019, and Vice President, Mobile Services and Logistics 2013–2018. Various positions at Elisa 1999–2013



### Henri Korpi

- Executive Vice President, International Digital Services
- (1973), LL.M
- Joined the company in 2006, member of the Executive Board since 2017
- Key employment history: Elisa, Vice President, subscription business of Consumer Customer unit 2011–2017, Senior Business Controller of Consumer Customer unit 2006–2011. Saunalahti Group, Finance Manager 2002–2006. Riot Entertainment Oy, CFO 2000–2002. Takomo Bros Oy, Finance Manager at 1998–2000.



### Antti Nieminen

- Executive Vice President, Marketing
- (1975), M.Sc.
- Joined the company and the Executive Board in 2020
- Key employment history: F-Secure Plc. Vice President, Brand 2018–2020. OP Financial Group, Head of Marketing 2015–2018. Finnair Plc. Brand and Marketing Leadership roles 2008–2015. Unilever, Brand and Marketing Management roles 2005–2007. Brand and Marketing Management roles at Carat, Hartwall and Kauppalehti 1999–2005.



### Vesa-Pekka Nikula

- Executive Vice President, Consumer Customers
- (1964), M.Sc. (Tech.), MBA
- Joined the company in 2009, member of the Executive Board since 2014
- Key employment history: Elisa, Executive Vice President, Production 2014–2019, Director of Consumer Customer services 2010–2014 and Director, development, 2009–2010. Nokia Siemens Networks, Director of Managed Services business West South Europe 2007–2009. Nokia Networks, Director of Managed Services business, EMEA (Europe, Middle East, Africa) 2005–2007. Ericsson, several positions in Finland, the Netherlands and Great Britain 1994–2005.



### Merja Ranta-aho

- Executive Vice President, HR
- (1966), MSc (Psychology), Lic. Techn. (Work and organisation psychology)
- Joined the company in 2001, member of the Executive Board since 2013
- Key employment history: Elisa, Vice President, HR, Consumer Customers Business, 2009–2013. Various positions in Elisa and Radiolinja human resources development 2001–2009. Helsinki University of Technology, researcher and teacher, 1992–2001 and positions in communication, 1990–2001.
- Main Board memberships and public duties currently undertaken: Member of the Board of Directors of Mutual Pension Insurance Company Varma. Member of the Skilled work force Committee of the Confederation of Finnish Industries EK. Member of the Labour Market Committee of Service Sector Employers PALTA. Member of the Board of Scout Foundation. Member of the Supervisory Board of the ATK-Instituutti Foundation.



### Eliisa Tapio

- Executive Vice President, Communications and Sustainability
- (1972), M.Soc.Sc.
- Joined the company in 2020, member of the Executive Board since 2023
- Key employment history: Elisa, Vice President, Communications 2022–2023, Head of International Communications 2020–2022. Nokia, Head of Communications for Global Services business group 2013–2020. Nokia Siemens Networks, Head of Global Restructuring Communications 2011–2013, various Communication Head roles 2007–2011. Nokia, various positions in Communications 1999–2007.



### Sami Ylikortes

- Executive Vice President, Administration
- (1967), M.Sc.(Econ. & Bus. Adm.), LL.M
- Joined the company in 1996, member of the Executive Board since 2000
- Key employment history: Unilever Finland Oy, Positions in accounting management 1991–1996.
- Main Board memberships and public duties currently undertaken: Member of the EU and trade policy committee of the Confederation of Finnish Industries (EK)

### Holdings in Elisa of the CEO and legal entities controlled by him

	<b>Number of shares, 31 Dec 2023</b>
Timo Katajisto, Executive Vice President, Corporate Customers	26,343
Jari Kinnunen, Chief Financial Officer	58,772
Sami Komulainen, Executive Vice President, Production	2,036
Henri Korpi, Executive Vice President, International Digital Services	16,999
Antti Nieminen, Executive Vice President, Marketing	1,507
Vesa-Pekka Nikula, Executive Vice President, Consumer Customers	28,794
Merja Ranta-aho, Executive Vice President, HR	25,502
Eliisa Tapio, Executive Vice President, Communications and Sustainability	0
Sami Ylikortes, Executive Vice President, Administration	15,667

### III. DESCRIPTIONS OF INTERNAL CONTROL PROCEDURES AND MAIN FEATURES OF RISK

#### MANAGEMENT SYSTEMS

The objective of the internal control and risk management systems associated with Elisa's financial reporting process is to obtain reasonable assurance that the company's financial statements and financial reporting are reliable, that they have been prepared in compliance with laws, regulations and generally accepted accounting principles, and that they provide a true and fair view of the financial situation of the company. Internal control and risk management procedures are integrated into the company's operations and processes. Elisa's internal control can be described using the international COSO Framework.

#### Control environment

Elisa's control environment is based on the company's values, Code of Conduct and supplementary policies, guidelines and practices, as well as goal-oriented management. Elisa's key processes have been documented, and they are both controlled and developed systematically.

Annual business and strategy planning processes and targets, as well as rolling monthly financial forecasts, represent a key element in Elisa's business and performance management. Financial results are assessed against the forecast, the annual plan, the previous year's results and the strategic plan.

Targets are set for the Elisa Group and for each unit, and individual targets are based on the scorecard and performance-based bonus system and specified in semiannual Learning and objectives discussions.

#### Risk assessment

Risk assessment is an integral part of Elisa's planning and performance review processes. The purpose of risk assessment is to identify and analyse risks that could affect the achievement of specified targets and to identify measures to reduce those risks.

The key risks associated with the accuracy of financial reporting have been identified in a process-specific risk analysis. Risk assessment also covers risks related to misuse and the resulting financial losses, as well as the misappropriation of the company's other assets.

#### Controls

Control measures consist of automatic and manual reconciliation, control and instructions integrated into the processes, with the objective of ensuring the accuracy of financial reporting and the management of the risks involved. The reporting control mechanism processes have been documented. Key control mechanisms also include access rights management of information systems, authorisation, and the controlled and tested implementation of information system changes.

The financial development of business operations is constantly monitored on a unit basis. Financial management discusses any exceptional items and recognitions at its meetings and investigates the causes of and reasons for any changes in the rolling monthly forecasts. Financial reporting is also ensured through comprehensive analytical reporting of operational metrics, drivers and key figures, and continuous development of the reporting.

#### Auditing

The Board of Directors' Audit Committee is tasked with supervising the proper organisation of the company's accounting and financial administration, internal and financial auditing, and risk management. Elisa's Board of Directors reviews and approves the interim reports, half-year financial statement and financial statement releases. Elisa's Board and Executive Board monitor the Group's and the business units' results and performance on a monthly basis.

Elisa's Finance unit is responsible for the internal auditing of the financial reporting and continuously evaluates the functionality of controls. In addition, Elisa's internal auditing function controls the reliability of financial reporting within the framework of its annual audit plan as part of internal auditing procedure. A description of Elisa's internal auditing function can be found in the "Internal auditing" section.

#### Risk management

The company classifies risks into strategic, operational, insurable and financial risks. Insurable risks are identified, and insurance is taken out through an external insurance broker to deal with these risks. The insurance broker assists the company when the amount and likelihood of insurable risks are being estimated.

Additional information on risk management available at [elisa.com/investors](https://elisa.com/investors).

#### Financial communication and training

Key instructions, policies and procedures are available to the personnel on the company's intranet. In addition, regular information and training are available, particularly regarding any changes in accounting, reporting and disclosure requirements.

Elisa's Disclosure Policy is available on the company's website at [elisa.com/investors](https://elisa.com/investors).

### IV. OTHER INFORMATION TO BE PROVIDED IN THE STATEMENT

#### Internal auditing

The purpose of internal auditing is to estimate the appropriateness and profitability of the company's internal control system and risk management, as well as the management and administration processes.

Internal auditing supports the development of the organisation and improves the management of the supervision obligation of the Board of Directors.

Internal auditing is also intended to support the organisation in achieving its goals by evaluating and investigating its functions and by monitoring compliance with corporate regulations. For this purpose, internal auditing produces analyses, assessments, recommendations and information for use by the company's Board and senior management. Reports on completed audits are submitted to the CEO and the management of the unit audited, as well as to the Audit Committee on a regular basis.

Internal auditing is based on international internal auditing standards from the Institute of Internal Auditors. Internal auditing is independent of the rest of the organisation. The starting point for internal auditing is business management, and the work is coordinated with financial auditing. An annual auditing plan and auditing report are presented to the Audit Committee of the Board. Internal auditing may also carry out separately agreed audits on specific issues at the request of the Board and Elisa's Executive Board.



## Code of Conduct and compliance

Elisa's governance, operations and decision-making are guided by Elisa's mission and values as well as the Elisa Code of Conduct. The Code, approved by the Board, establishes a framework for Elisa's business operations and for the work of all Elisa employees. The Code of Conduct is supplemented by Elisa's internal policies and guidelines. It is the duty of every Elisa employee to comply with the Elisa Code of Conduct and internal guidelines and to notify Elisa of any deficiencies observed. Suspected breaches of the Code of Conduct can be reported anonymously through Elisa's whistleblowing channel.

The Elisa Code of Conduct and the Compliance Framework, approved by the Executive Board, form the basis of Elisa's Compliance Programme, the purpose of which is to ensure that Elisa operates in accordance with laws and the Code of Conduct. The compliance programme is regularly reported to the Board's Audit Committee.

## Principles on related party transactions

Elisa complies with legislation concerning related party transactions and ensures that requirements related to monitoring, assessing, decision-making and disclosure of related party transactions are complied with. The Board has adopted a Related Party Transaction Policy, which contains principles for monitoring and assessing Elisa's related party transactions.

Elisa has defined the parties that are related to the company, and Elisa's Legal Affairs department maintains a list of individuals and legal persons who are considered to be related parties. Elisa maintains up-to-date guidelines on related party regulation. Requirements regarding related party transactions have also been taken into account in Elisa's Anti-Corruption and Bribery Policy and Elisa's Conflicts of Interest Policy.

Elisa may enter into transactions with its related parties as long as the transactions are part of Elisa's ordinary business operations and made according to ordinary business terms and conditions. In such situations, Elisa's internal guidelines and decision-making processes must be complied with.

Related party transactions that deviate from normal business operations or are not made according to ordinary business terms are decided on by the Board, respecting provisions on disqualification.

Potential related party transactions are regularly monitored in Elisa's business and support units and through surveys conducted to the related parties. The Internal Audit function monitors any potential conflicts of interest. The results of the monitoring of related party transactions are reported regularly to the Audit Committee.

## Main procedures relating to insider administration

Elisa complies with the guidelines from Nasdaq Helsinki Ltd for insiders in force at any given time. In addition, Elisa's Board of Directors has approved insider guidelines for Elisa Group to complement Nasdaq Helsinki's guidelines for insiders.

According to the Market Abuse Regulation, the members of Elisa's Board of Directors and Elisa's Corporate Executive Board are defined as persons discharging managerial responsibilities within Elisa. A person discharging managerial responsibilities within Elisa must not conduct any transactions relating to Elisa's shares or other financial instruments during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report. It is advisable for a person discharging managerial responsibilities to make long-term investments in Elisa and to conduct the transactions after the publication of Elisa's financial results.

Transactions made by persons discharging managerial responsibilities in Elisa and persons closely associated with them are disclosed according to the Market Abuse Regulation.

Insider lists include persons who have access to specific inside information (insider projects). A person listed on the insider lists must not make any transactions in Elisa shares or other financial instruments during the time they are registered on the list.

Elisa's Legal Affairs department monitors compliance with insider guidelines and maintains the list of persons discharging managerial responsibilities and persons closely associated with them as well as the insider lists.

## Auditors

The auditors' principal duty is to ensure that the financial statements have been prepared in accordance with valid regulations and that they give a true and adequate view of the company's performance and financial position, as well as other necessary information, to the company's stakeholders.

Other main targets are to ensure that internal auditing and risk management has been properly organised, and that the organisation operates in compliance with instructions and within the framework of issued authorisations. The division of labour between external and internal auditing is organised so that internal auditing ensures that the organisation operates in accordance with the company's internal guidelines.

In accordance with the Articles of Association, an Authorised Public Accountants Organisation shall be elected as the company's auditor. The auditor designates an Authorised Public Accountant who has principal responsibility. The term of office of the auditor is the financial year during which the auditor is appointed. The duties of the auditor end at the conclusion of the first Annual General Meeting following the expiry of its term of office.

In 2023, Elisa's auditor was KPMG Oy Ab, Authorised Public Accountants Organisation, with Mr Toni Aaltonen (APA) serving as the principal auditor.

For the 2023 financial period, the auditing fees of the Finnish group companies totalled EUR 234,908 of which the parent company accounted for EUR 186,358. The auditing fees for the foreign group companies were EUR 190,412.

The auditing firm has been paid fees of EUR 117,575 for services not associated with auditing, of which the parent company accounted for EUR 114,275 and foreign group companies accounted for EUR 1,300. These services had to do with tax services, information security auditing and other expert services.