

## **TELESTE CORPORATION**

### **PROPOSAL OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 4 APRIL 2006 TO AUTHORISE THE BOARD TO DECIDE ON CONVEYANCE OF THE COMPANY'S OWN SHARES**

The Board of Directors proposes to the Annual General Meeting of Shareholders to be held on 4 April 2006 that, cancelling the current authorisation, the Annual General Meeting of Shareholders authorises the Board of Directors to decide on the conveyance of the company's own shares as follows:

The Board of Directors has the right, within one year of the resolution of the Annual General Meeting of Shareholders – i.e., until 4 April 2007 – to decide on conveyance of the company's own shares on the following conditions:

The authorisation applies to a maximum of 1,700,000 of the company's own shares as acquired for the company.

The Board is authorised to decide to whom and under which terms the shares are conveyed as well as decide on the price, number and order under which the shares are conveyed. The shares may be conveyed in one or several blocks. Shareholders' pre-emptive rights to acquire the company's shares may also be disapplied, provided that from the company's perspective important financial grounds exist.

The shares may be conveyed as consideration when the company acquires property related to its business, or as consideration in possible acquisitions and implementation of other arrangements, or to set up reward programs based on company shares, or in other way further to be conveyed or invalidated in a manner and scope decided on by the Board.