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Minutes of the Annual General Meeting  
of TeliaSonera AB, reg. no. 556103-  
4249, held in Stockholm on Wednesday,  
April 2, 2014.

**PRESENT** Shareholders and proxy holders in accordance with Appendix 1.  
Others present in accordance with Appendix 2.

### **Opening of the meeting**

The chair of the Board of Directors Marie Ehrling opened the meeting and welcomed the shareholders.

### **§ 1 Election of chair of the meeting**

Resolution The meeting resolved, in accordance with the nomination committee's proposal, to elect Attorney-at-Law Eva Hägg as chair of the meeting.

It was noted that the Company's General Counsel Jonas Bengtsson had been assigned to keep the minutes at the meeting.

Resolution The meeting resolved that audio- and video recording at the meeting, in addition to the Company's own recordings, would not be allowed.

Resolution The meeting resolved that shareholders who had not given notice of attendance in time, employees of the Company, and representatives from the press and media and other persons who were not shareholders, were entitled to attend the meeting as guests.

### **§ 2 Preparation and approval of voting register**

The meeting was presented with a list of registered shareholders, showing for each the number of shares forming the basis of their voting rights. The meeting was informed that the list had been adjusted with respect to shareholders who had registered but did not attend the meeting.

Resolution The meeting resolved to adopt the list of registered shareholders, adjusted with respect to those shareholders who had registered but did not attend the meeting, as the voting register for the meeting in accordance with Appendix 1.

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It was noted that a total of 1 163 shareholders were represented at the meeting and that 418 persons attended the meeting, including accompanying persons, guests and officers.

### **§ 3 Adoption of agenda**

#### Resolution

The meeting resolved to adopt the proposed agenda which had been included in the notice of the meeting.

### **§ 4 Election of two persons to check the minutes of the meeting together with the chair**

#### Resolution

The meeting elected Peder Hasslev, representing AMF, and John Hernander, representing Nordea Fonder, to check the minutes of the meeting.

### **§ 5 Determination of whether the meeting has been duly convened**

It was noted that the notice of the meeting had been given through an announcement in the Swedish Official Gazette on February 21, 2014 and by having made the notice of the meeting available on the Company's website and by having announced information that the notice of the meeting had been issued in Dagens Nyheter and Svenska Dagbladet on February 21, 2014.

#### Resolution

The meeting resolved to declare the meeting duly convened.

### **§ 6 Presentation of the annual report and the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2013**

The chair concluded that the annual report, the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2013, Appendix 3, and the auditor's statement under Chapter 8, section 54 of the Swedish Companies Act had been presented at the meeting, Appendix 4.

The chair of the Board of Directors Marie Ehrling described the work undertaken by the Board of Directors as well as by the Board of Directors' committee's during 2013 and summarized the review made by Norton Rose Fulbright and informed the meeting that a summary of the review and the measures that has been taken will be available on the Company's website after the meeting.

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The President and CEO Johan Dennelind held a speech on the ongoing work with changes within the Company, the Company's operations and the strategy going forward.

The authorized auditor Anders Lundin described the work with the audit and the content of the auditors' report.

Questions were put forward and opinions expressed by a number of shareholders. The questions were answered by Johan Dennelind, Marie Ehrling and Anders Lundin.

### **§ 7 Resolution to adopt the income statement, the balance sheet, the consolidated income statement and the consolidated balance sheet for 2013**

Resolution The meeting adopted the income statement, balance sheet, the consolidated income statement and the consolidated balance sheet for 2013.

### **§ 8 Resolution on appropriation of the Company's profit as shown on the adopted balance sheet and setting of record date for the dividend**

Resolution The meeting resolved, in accordance with the Board of Directors' proposal, that the non-restricted equity of the Company at the disposal of the meeting should be distributed as follows: a dividend of SEK 3.00 per share and that the remaining equity should be carried forward. It was also resolved, in accordance with the Board of Directors' proposal, that the record date for entitlement to payment of dividend should be 7 April, 2014.

### **§ 9 Resolution on discharge of the directors and the CEO from personal liability towards the Company for the administration of the Company in 2013**

Resolution The meeting voted to discharge the following directors and CEOs of the Company from personal liability for the administration of the Company in 2013:

Agneta Ahlström, Ingrid Jonasson Blank, Per-Arne Blomquist, Magnus Brattström, Stefan Carlsson, Johan Dennelind, Marie Ehrling, Maija-Liisa Friman, Mats Jansson, Olli-Pekka Kallasvuo, Mikko Kosonen, Nina Linander, Martin Lorentzon, Anders Narvinger, Timo Peltola, Lars Renström, Jon Risfelt, Per-Arne Sandström and Kersti Strandqvist.

It was noted that Thorwald Arvidsson made a reservation against the resolution regarding Ingrid Jonasson Blank, Magnus Brattström, Maija-Liisa Friman, Anders Narvinger, Timo Peltola, Lars Renström and Jon Risfelt.

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It was noted that Aktiespararna made a reservation against the resolution regarding Ingrid Jonasson Blank, Magnus Brattström, Majja-Liisa Friman, Olli-Pekka Kallasvuo, Anders Narvinger, Timo Peltola, Lars Renström, Jon Risfelt and Per-Arne Sandström.

It was noted that the directors and the CEOs who owns shares in the Company did not participate in the resolutions in respect to their own part.

Resolution

The meeting voted to not discharge the former CEO Lars Nyberg from personal liability for the administration of the Company in 2013

**§ 10 Resolution on number of directors and alternate directors to be elected at the meeting**

The chair of the nomination committee Magnus Skåninger described the work carried out by the nomination committee and presented and motivated the committee's proposals to the meeting.

Resolution

The meeting resolved, in accordance with the nomination committee's proposal that the Board of Directors, until the end of the annual general meeting 2015, would consist of eight directors with no alternate directors.

**§ 11 Resolution on remuneration payable to the directors**

Resolution

The meeting resolved, in accordance with the nomination committee's proposal, that remuneration payable to the directors until the next annual general meeting will be SEK 1,240,000 to the chair, SEK 750,000 to the vice-chair and SEK 470,000 to each other director elected at the annual general meeting. The meeting also resolved that the chair of the Board of Directors' audit committee will receive remuneration of SEK 150,000 and other members of the audit committee will receive SEK 100,000, and the chair of the Board of Directors' remuneration committee will receive SEK 65,000 and other members of the remuneration committee will receive SEK 45,000 and the chair of the Board of Directors' sustainability and ethics committee will receive SEK 150,000 and other members of the sustainability and ethics committee will receive SEK 100,000.

**§ 12 Election of directors and any alternate directors**

It was noted that the meeting had been provided with a presentation of the proposed directors including information regarding positions held in other companies.

Resolution

The meeting elected, in accordance with the nomination committee's proposal, Marie Ehrling, Mats Jansson, Olli-Pekka Kallasvuo, Mikko Kosonen, Nina Linander, Martin Lorentzon, Per-Arne Sandström and Kersti Strandqvist as directors.

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### **§ 13 Election of chair and vice-chair of the Board of Directors**

Resolution The meeting elected, in accordance with the nomination committee's proposal, Marie Ehrling as chair and Olli-Pekka Kallasvujo as vice-chair of the Board of Directors.

### **§ 14 Resolution on number of auditors and deputy auditors**

Resolution The meeting resolved, in accordance with the nomination committee's proposal, that the number of auditors will, until the end of the annual general meeting 2015, be one with no deputy auditors.

### **§ 15 Resolution on remuneration payable to the auditor**

Resolution The meeting resolved that remuneration to the auditor will be paid as per approved invoice.

### **§ 16 Election of auditor and any deputy auditors**

Resolution The meeting elected, in accordance with the nomination committee's proposal, the audit company Deloitte AB.

The chair informed the meeting that Deloitte AB had notified the Company that the authorized auditor Jan Palmkvist will be the auditor in charge.

### **§ 17 Election of Nomination Committee and resolution on instruction for the Nomination Committee**

Resolution The meeting resolved, in accordance with the nomination committee's proposal, that Magnus Skåninger (Swedish state), Kari Järvinen (Solidium Oy), Jan Andersson (Swedbank Robur Funds), Per Frennberg (Alecta) and Marie Ehrling (chair of the Board of Directors) would be the members of the nomination committee.

The chair concluded that the nomination committee's proposal for instruction to the nomination committee had been available for the shareholders before the meeting. Thorwald Arvidsson proposed the following supplement to the proposed instruction: "In performing its duties the nomination will pay particular attention to issues associated with gender and ethnicity"

Resolution The meeting resolved, in accordance with the nomination committee's proposal, to adopt the proposed instruction for the nomination committee in accordance with Appendix 5.

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Resolution The meeting resolved to reject the shareholder Thorwald Arvidsson's supplementary proposal to the proposed instruction for the nomination committee.

It was noted that Thorwald Arvidsson made a reservation against the resolution to adopt the proposed instruction for the nomination committee since his supplementary proposal had been rejected.

### **§ 18 Resolution on principles of remuneration to Group Management**

The chair concluded that the proposal by the Board of Directors had been available for the shareholders before the meeting and Marie Ehrling presented the main content of the proposal.

Resolution The meeting resolved, in accordance with the Board of Directors' proposal, to approve the principles of remuneration to Group Management in accordance with Appendix 6.

### **§ 19 Resolution authorizing the Board of Directors to acquire the Company's own shares**

The chair concluded that the proposal by the Board of Directors had been available for the shareholders before the meeting and Marie Ehrling presented the main content of the proposal.

Resolution The chair informed the meeting that a resolution only will be valid if the proposal is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented the meeting. The meeting voted, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to acquire the Company's own shares in accordance with Appendix 7.

The chair concluded that the majority requirements for the resolution had been met.

### **§ 20 Resolution on (a) implementation of a long-term incentive program 2014/2017 and (b) hedging arrangements for the program**

The chair concluded that the proposal by the Board of Directors had been made available for the shareholders before the meeting and Marie Ehrling presented the main content of the proposals.

Resolution (a) The meeting resolved, in accordance with the Board of Directors' proposal, on implementation of a long-term incentive programme 2014/2017 in accordance with Appendix 8.

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Resolution (b) The chair informed the meeting that a resolution only will be valid if the proposal is supported by shareholders representing at least nine-tenths of both the votes cast and shares represented at the meeting. The meeting voted, in accordance with the Board of Directors' proposal, on hedging arrangements for the programme in accordance with Appendix 9.

The chair concluded that the majority requirements for the resolution had been met.

### **§ 21 Resolution on special investigation**

The shareholder Thorwald Arvidsson presented his proposal for special investigation in accordance with Appendix 10.

Resolution The meeting voted to reject the proposal.

It was noted that Thorwald Arvidsson made a reservation against the resolution.

### **Closing of the meeting**

The chair of the meeting declared the meeting closed.

At the minutes:

Jonas Bengtsson  
Jonas Bengtsson

Minutes checkers:

Eva Hägg  
Eva Hägg

Peder Hasslev  
Peder Hasslev

John Hernander  
John Hernander