

## **Annual General Meeting in TeliaSonera AB (publ)**

The shareholders of TeliaSonera AB (publ) are hereby summoned to the annual general meeting at 3.00 p.m. on Monday, March 31, 2008 at Stockholm International Fairs in Älvsjö, Stockholm. Registration to the meeting starts at 2.00 p.m. Coffee will be served before the meeting starts. The meeting will be interpreted into Finnish and English.

### **Right to attend**

Shareholders who wish to attend the annual general meeting shall

- be entered into the transcription of the share register as of Tuesday, March 25, 2008, kept by Swedish central securities depository ("VPC AB"); and
- give notice of attendance to the Company no later than 4.00 p.m. on Tuesday, March 25, 2008.

### **Notice to the Company**

Notice of attendance can be made

- in writing to TeliaSonera AB, Box 10, SE-182 11 Danderyd, Sweden,
- by telephone +46-8-611 6015 on weekdays between 10.00 a.m. and 4.00 p.m.,
- by fax +46-8-611 6017, or,
- via the Company's web site [www.teliasonera.com](http://www.teliasonera.com) (only private individuals).

When giving notice of attendance, please state name/company name, social security number/corporate registration number, address, telephone number (office hours) and number of accompanying persons.

### **Shareholding in the name of a nominee**

Shareholders, whose shares are registered in the name of a nominee, must request to be temporarily entered into the share register kept by VPC AB as of March 25, 2008, in order to be entitled to participate in the meeting. Such shareholder is requested to inform the nominee to that effect well before that day.

As Finnish shareholders within the Finnish book-entry system ("APK") are nominee registered at VPC AB, these Finnish shareholders have to contact APK, by e-mail: [thy@ncsd.eu](mailto:thy@ncsd.eu) or by phone: +358 (0)20 770 6609, for re-registration well in advance of March 25, 2008 to be able to participate in the meeting.

### **Nominee**

Shareholders who are represented by proxy shall issue a power of attorney for the representative. Forms for power of attorneys are available at the Company's web site [www.teliasonera.com](http://www.teliasonera.com). To a power of attorney issued by a legal entity a copy of the certificate of registration (and should such certificate not exist, a corresponding

document of authority) of the legal entity shall be attached. The documents must not be older than one year. In order to facilitate the registration at the meeting, powers of attorney in original, certificates of registration and other documents of authority should be sent to the Company at the address above at the latest by Thursday, March 27, 2008.

## **Special proxy voting**

The Board offers shareholders a possibility to vote by proxy at the annual general meeting by using a proxy form, supplied by the Board, in which the shareholders may tick off the applicable boxes to indicate how they wish to vote on the different items on the agenda. Carl Svernlöv, attorney-at-law at the law firm Baker & McKenzie in Stockholm, will act as the shareholder's representative in respect of the proxy voting.

Proxy form can be obtained from the Company by telephone 08-611 60 15 or at TeliaSonera AB, Box 10, SE-182 11 Danderyd, Sweden and is also available at the Company's web site [www.teliasonera.com](http://www.teliasonera.com). The original copy of the proxy form must be in Carl Svernlöv's possession no later than March 25, 2008 at the following address: Carl Svernlöv, c/o TeliaSonera AB, Box 10, SE-182 11 Danderyd, Sweden. Representatives of legal entities are required to submit a certified copy of the registration certificate or an equivalent certificate of authority.

It should be noted that shareholders that are present through a representative by proxy form also must notify the Company of their participation according to the instructions set out above and also be entered into the share register kept by VPC AB as of Tuesday March 25, 2008.

## **Notice to follow the meeting on distance via Internet**

Shareholder does also have the opportunity to follow the annual general meeting on distance via an Internet connection. Shareholders wishing to follow the meeting on distance via Internet must be listed as shareholders in the printout of the share register issued by VPC AB already on Friday February 29, 2008, and have notified the company of their intention to follow the meeting on distance no later than 4.00 p.m. Tuesday March 25, 2008.

Shareholders following the meeting via Internet are considered as guests and can only follow the annual general meeting and are not able to vote, make proposals or express opinions. Shareholders who have fulfilled the above criteria will be provided with details of the connections and their personal passwords before the meeting. If a shareholder wishes to participate in the meeting through a representative and to personally follow the meeting via Internet, the notice procedure as a whole must be applied.

Please note that following the annual general meeting via an Internet connection requires a PC, Operating system: Windows XP, Web browser: Internet Explorer 6, Media Player: Windows Media Player 9 or higher, Internet connection for good quality: Broadband with speed of 1 Mbps or faster (not a requirement).

## **Other information**

The CEO's speech at the annual general meeting will be posted on the Company's web site [www.teliasonera.com](http://www.teliasonera.com) under section Investor Relations after the meeting.

The total number of shares and votes in the Company is 4,490,457,213.

## **Agenda:**

### Opening of the Annual General Meeting

1. Election of chairperson of the meeting
2. Election of two persons to check the meeting minutes along with the chairperson
3. Preparation and approval of voting register
4. Adoption of agenda
5. Confirmation that the meeting has been duly and properly convened
6. Presentation of the Annual Report and Auditor's Report, Consolidated Financial Statements and Group Auditor's Report for 2007. Speech by President Lars Nyberg in connection herewith and a description of the Board of Directors work during 2007
7. Resolution to adopt the Income Statement, Balance Sheet, Consolidated Income Statement and Consolidated Balance Sheet for 2007
8. Resolution concerning appropriation of the Company's profits as per the adopted Balance Sheet, and setting of record date for the stock dividend
9. Resolution concerning discharging of members of the Board of Directors and the Presidents from personal liability towards the company for the administration of the Company in 2007
10. Resolution concerning number of board members and deputy board members to be elected by the Annual General Meeting
11. Resolution concerning remuneration to the Board of Directors
12. Election of Board of Directors. The election will be preceded by information from the chairperson concerning positions held in other companies by the candidates
13. Election of chairman of the Board of Directors
14. Resolution concerning number of auditors and deputy auditors
15. Resolution concerning remuneration to the auditors
16. Election of auditors and deputy auditors
17. Election of nomination committee
18. The Board of Directors' proposal for guidelines for remuneration of the executive management

### Closing of the Annual General Meeting

## **Decisions**

### **Item 8 – Dividend**

The Board of Directors proposes that a dividend of SEK 4.00 per share be distributed to the shareholders, and that April 3, 2008 be set as the record date for the dividend. If the Annual General Meeting adopts this proposal, it is estimated that disbursement from VPC AB will take place on April 8, 2008.

## **Item 1 and 10-17 regarding the Board of Directors, auditors and remuneration etc.**

The Nomination Committee appointed by the Annual General Meeting consists of the following persons: Viktoria Aastrup, the Chairman (Swedish state), Markku Tapio (Finnish state), KG Lindvall (Swedbank Robur funds), Lennart Ribohn (SEB funds) and the Chairman of the Board of Directors Tom von Weymarn.

The Nomination Committee presents the following proposals:

- Chairman of the meeting: Sven Unger, Attorney-at-law.
- Number of board members: Seven (7) with no deputy board members.
- Remuneration to the Board of Directors: Remuneration to the Board of Directors until the next Annual General Meeting would be SEK 1,000,000 (earlier 900,000) to the chairman, SEK 425,000 (earlier 400,000) to each other Board member elected by the Annual General Meeting. The chairman of the Board's audit committee would receive remuneration of SEK 150,000 and other members of the audit committee would receive SEK 100,000 each, and the chairman of the Board's remuneration committee would receive SEK 40,000 and other members of the remuneration committee would receive SEK 20,000 each.
- Election of Board of Directors: Re-election of Maija-Liisa Friman, Conny Karlsson, Lars G Nordström, Timo Peltola, Jon Risfelt, Caroline Sundewall and Tom von Weymarn. A presentation of the candidates nominated by the Nomination Committee for election to the Board of Directors is available at the website of TeliaSonera, [www.teliasonera.com](http://www.teliasonera.com), see section Investor Relations, and will be available at the Annual General Meeting as well.
- Chairman of the Board of Directors: Tom von Weymarn.
- Number of auditors: The number of auditors shall, until the end of the Annual General Meeting 2011, be one (1).
- Remuneration to the auditors: Remuneration to the auditors shall be paid as per invoice.
- Election of auditors: Re-election of PricewaterhouseCoopers, until the end of the Annual General Meeting 2011.
- Election of Nomination Committee: Viktoria Aastrup (Swedish state), Markku Tapio (Finnish state), KG Lindvall (Swedbank Robur funds), Lennart Ribohn (SEB funds) and Tom von Weymarn (chairman of the Board of Directors).

## **Item 18 - Guidelines for remuneration of the executive management**

The Board of Directors' proposal in essence: The guiding principle is that remuneration and other terms of employment for the Executives shall be competitive in order to assure that TeliaSonera can attract and retain competent Executives. The total remuneration package shall consist of fixed salary, variable components of annual

variable salary and long term variable compensation, pension and other benefits. The fixed salary levels shall be set and reviewed on an individual basis and shall be aligned with the salary levels in the market in which the Executive in question is employed. The annual variable salary shall be defined in a plan for a set period with set precise targets that promotes TeliaSonera's business goals. The level of the annual variable salary may vary between Executives and can not exceed 50% of the fixed annual salary. TeliaSonera does presently not have any stock related long term variable compensation program. Pension plans shall follow local market practice and, if possible, the defined contribution system shall be used for newly appointed Executives. The contract with Executives shall require a period of at least 6 months from the employee and maximum 12 months (6 month for the CEO) from the company with respect to resignation or termination of employment. Upon termination by the company, the Executive shall be entitled to severance pay equal to his fixed monthly salary for a period of maximum 12 months (24 months for the CEO). Other benefits shall be competitive in the local market. The Board of Directors may allow minor deviations on an individual basis from this remuneration policy.

### **Annual Report etc.**

The accounts, the auditor's report and the board's reasoned statements as well as the complete decisions proposals regarding items above will be available at TeliaSonera AB, Investor Relations, Sturegatan 1 in Stockholm, as from Monday March 17, 2008. The material can also be obtained in writing from the following address: TeliaSonera AB, Box 10, SE-182 11 Danderyd, or by phone 08-611 60 15. The document will also be available on the Company's web site [www.teliasonera.com](http://www.teliasonera.com) from the same date.

Stockholm, February 2008  
The Board of Directors