

## Welcome to TeliaSonera's Annual General Meeting

The shareholders of TeliaSonera AB (publ) are hereby summoned to the annual general meeting at 3.00 p.m. on Wednesday, April 1, 2009 at Cirkus, Djurgårdsslätten 43-45, 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 Thursday, March 26, 2009, kept by Swedish central securities depository Euroclear Sweden AB (formerly VPC AB); and
- give notice of attendance to the Company no later than 4.00 p.m. on Thursday, March 26, 2009.

### 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 Euroclear Sweden AB (formerly VPC AB) as of March 26, 2009, 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 at Euroclear Finland Oy (formerly APK) are nominee registered at Euroclear Sweden AB (formerly VPC AB), these Finnish shareholders have to contact Euroclear Finland Oy (formerly APK), by e-mail: [thy@euroclear.eu](mailto:thy@euroclear.eu) or by phone: +358 (0)20 770 6609, for re-registration well in advance of March 26, 2009 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 Friday, March 27, 2009.

### 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 Euroclear Sweden AB (formerly VPC AB) already on February 28, 2009, and have notified the company of their intention to follow the meeting on distance no later than 4.00 p.m. Thursday March 26, 2009. 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 or later, 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 2008. Speech by President Lars Nyberg in connection herewith and a description of the Board of Directors work during 2008
7. Resolution to adopt the Income Statement, Balance Sheet, Consolidated Income Statement and Consolidated Balance Sheet for 2008
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 President from personal liability towards the company for the administration of the Company in 2008
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. Election of nomination committee
15. The Board of Directors' proposal for guidelines for remuneration of the executive management
16. a) The Board of Directors' proposal for amendment in Articles of Association (announcement of notice)  
b) The Board of Directors' proposal for amendment in Articles of Association (time limits for notice)
17. a) The Board of Directors' proposal for authorisation to acquire own shares  
b) The Board of Directors' proposal for authorisation to transfer own shares

Closing of the Annual General Meeting

## Proposals

### Item 8 – Dividend

The Board of Directors proposes that a dividend of SEK 1.80 per share be distributed to the shareholders, and that April 6, 2009 be set as the record date for the dividend. If the Annual General Meeting adopts this proposal, it is estimated that disbursement from Euroclear Sweden AB (formerly VPC AB) will take place on April 9, 2009.

### Item 1 and 10-14 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: Axel Calissendorff, Attorney-at-law.
- Number of board members: Eight (8) 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 to the chairman, SEK 425,000 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. All remuneration figures are the same as for previous period.
- 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. New election of Lars Renström. 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.
- Election of Nomination Committee: Viktoria Aastrup (Swedish state), Kari Järvinen (Finnish state via Solidium), KG Lindvall (Swedbank Robur funds), Lennart Ribohn (SEB funds) and Tom von Weymarn (chairman of the Board of Directors).

### Item 15 - 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.

#### **Item 16 a) – Amendment of the Articles of Association (announcement of notice)**

In order to enable implementation as soon as practically possible of the more cost-effective procedures for convening general meetings, expected to enter into force in connection with the notice for the annual general meeting of 2010, the board proposes that the procedures for convening general meetings set out in § 8 of the Articles of Association shall have the following, amended wording:

*“Notice of a general meeting shall be announced in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company’s website. It shall be announced in Dagens Nyheter and Svenska Dagbladet that a notice to a general meeting has been made.”*

The board further proposes that the resolution of the annual general meeting to amend the Articles of Association in accordance with the above shall be conditional upon that an amendment of the procedures for convening general meetings in the Swedish Companies Act (SFS 2005:551) has entered into force and that the above proposed wording of the Articles of Association is consistent with the new wording of the Swedish Companies Act.

#### **Item 16 b) – Amendment of the Articles of Association (time limits for notice)**

The board further proposes that the wording and the time limits set out in § 8 of the Articles of Association for issuing of a notice of a general meeting, i.e. the part of the present wording of § 8 not containing the procedures for convening a general meeting, shall be deleted from the Articles of Association, since these time limits follows from the Swedish Companies Act (SFS 2005:551).

#### **Item 17 a) – Authorisation for the Board to resolve on acquisitions of own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve, on one or more occasions prior to the 2010 Annual General Meeting, on acquisitions of own shares, which may take place both on Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors and in accordance with an offer to acquire shares directed to all shareholders or through a combination of these two alternatives. The maximum number of shares acquired shall be such that the company’s holding from time to time does not exceed 10 percent of all shares in the company. Acquisitions of shares on Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors may only be made at a price within the spread between the highest bid price and lowest ask price prevailing from time to time on the exchanges. Acquisitions of shares by way of offers to acquire shares directed to all the company’s shareholders may take place at an acquisition price which exceeds the prevailing market price. It will thereupon be possible, by means of detachable and tradable sales rights (Sw. *“säljrätter”*), for the shareholders to enjoy the value of the premium which may arise as a consequence of the company acquiring shares at a price in excess of the market price for the share. In order to compensate shareholders who neither sell sales rights nor participate in the acquisition offer, for their non-exercised sales rights, a bank or another financial institution that may be appointed by the company shall, upon expiry of the application period but otherwise in accordance with the terms and conditions of the acquisition offer, be entitled to transfer shares to the company and to pay compensation, amounting to the value of the non-exercised sales rights less the bank’s costs, to the shareholders concerned. However, the compensation payable may not exceed the compensation that may be paid per sales right in the event of an offer of commission-free sale of sales rights. In the event foreign legal and/or administrative rules significantly impede implementation of an acquisition offer in a particular country, the

Board of Directors or a party appointed by the Board of Directors in its stead shall be entitled to effect a sale of sales rights on behalf of the shareholders concerned and shall, instead, pay the cash amount received upon a sale carried out with due care, less costs incurred. The Board of Directors shall be entitled to decide on other terms and conditions for the acquisition.

**Item 17 b) – Authorisation for the Board to resolve on transfers of own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve, on one or more occasions prior to the 2010 Annual General Meeting, on transfers of own shares on Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors, with deviation from the shareholders' preferential rights. Transfers may take place of all shares held by the company at the time of the Board of Directors' resolution regarding transfer pursuant to this authorisation, at a price within the spread between the highest bid price and lowest ask price prevailing from time to time on Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors. The Board of Directors shall be entitled to decide on other terms and conditions for the transfer.

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The purpose of the proposals above in 17 a) and b) is to provide the Board of Directors with an instrument to adapt and improve the company's capital structure and thereby create added value for the shareholders. The Board of Directors also intends to propose that future Annual General Meetings of the company authorise the Board of Directors to resolve on acquisitions and transfers of own shares on terms and conditions that are materially equivalent to those set forth above. At present, the company does not hold any own shares.

Provided that the Board of Directors does not decide on transfers of own shares under item 17 b) above, of the own shares acquired under item 17 a) above, the Board of Directors intends to propose to the 2010 Annual General Meeting that a resolution be adopted regarding cancellation of these own shares through a reduction of the company's share capital without repayment to the shareholders.

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**Majority requirements**

The resolutions of the annual general meeting according to each of items 16 a) and b) above and according to items 17 a) and b) above shall, in order to be valid, be supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the meeting.

**Documents 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 Wednesday March 18, 2009. 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.

**Shareholders' information meeting in Finland**

A Finnish shareholders' information meeting will be arranged on March 30, 2009, at 3.00 p.m. Finnish time at the Marina Congress Center, Helsinki. The Finnish shareholders will there have the possibility to meet representatives from the management and the board in person.

Notice of intention to attend the Finnish Shareholders' information meeting can be done starting from March 2 as described below, however no later than March 16:

- by phone: +358 (0)2040 54444
- by e-mail: [communications-fi@sonera.com](mailto:communications-fi@sonera.com)

Information and a link to the notification per e-mail can be found on TeliaSonera's website: [www.teliasonera.com](http://www.teliasonera.com) under section Investor Relations