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The Board of Directors' of TeliaSonera AB (publ) (the "Company") proposal regarding (A) the implementation of a long-term incentive programme 2010/2013 and (B) hedging arrangements in relation thereto

Background
The remuneration framework within the TeliaSonera group (the "Group") currently consists of fixed salary, annual variable salary, pension and other benefits. All in all these parts constitute an integrated remuneration package. However, currently the Group does not have a long-term incentive program for senior executives.

The Board of Directors has carried out a review of the remuneration framework with the ambition to strengthen the Group's ability to recruit and retain talented senior executives, create long-term confidence in and commitment to the Group's long-term development, strengthen the Group's efforts to be more of a united company – "One Group", align senior executives' interests with those of the shareholders, increase the part of the remuneration that is linked to the Company's performance and encourage shareholding of senior executives.

As a result of the review, the Board of Directors considers that a long-term incentive programme should be implemented for the senior executives of the Group. The long-term incentive programme proposed by the Board of Directors to be implemented during 2010, relating to the financial years 2010-2012 and that may result in allotments of so-called performance shares during the spring of 2013 ("Performance Share Programme 2010/2013"), is further described below.

The Board of Directors intends to propose forthcoming Annual General Meetings to implement long-terms incentive programmes on similar conditions that apply to the now proposed Performance Share Programme 2010/2013.

Description of Performance Share Programme 2010/2013

General
Performance Share Programme 2010/2013 shall comprise approximately 100 senior executives within the Group. Provided that certain performance conditions, consisting of financial targets linked to EPS (Earnings Per Share) and TSR (Total Shareholder Return), are met during the financial years 2010-2012 (the "Performance Period"), participants in Performance Share Programme 2010/2013 shall be given the opportunity to receive final allotments of TeliaSonera shares without consideration ("Performance Shares").

Performance Share Programme 2010/2013 shall in total comprise no more than 1,560,000 TeliaSonera shares, which corresponds to approximately 0.03 per cent of the total number of outstanding shares in the Company.

Own initial investment
Participation in the programme requires that the participant has invested in TeliaSonera shares or allocated already held TeliaSonera shares to the programme ("Saving Shares") corresponding to a value of two (2) per cent of the participant's annual gross base salary (i.e. before taxes) per year-end 2009 or, if a participant has become employed thereafter, the calculated annual gross base salary for 2010 (the "Base Salary"). Saving Shares shall normally be acquired or allocated to the programme during a period of approximately two weeks following the publication of the Company's Interim Report for the first quarter 2010. In the event of new recruitments thereafter, participation in the programme may be offered and acquisition or allocation of Saving Shares may take place until the end of August 2010.

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Performance Conditions
The final allotments of Performance Shares will be based 50 per cent on the Company's development in EPS[1] ("EPS-based allotment of Performance Shares") and 50 per cent on the Company's TSR during the Performance Period in relation to TSR in a peer group of approximately ten comparable Nordic and western European telecom companies defined by the Board of Directors ("TSR-based allotment of Performance Shares").[2] As is further described below, the financial targets include a minimum level which must be achieved in order for any allotments to occur at all, as well as a maximum level in excess of which no additional allotments will occur. Should lower financial targets than the maximum level be achieved, a lower number of Performance Shares may thus be allotted.

The preliminary EPS-based allotment of Performance Shares shall be made based on the Company's development in EPS for each of the financial years 2010, 2011 and 2012, in relation to EPS for the preceding financial year, and amount to a total value of no more than 20 per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 15 per cent of the Base Salary for each other manager.

In order for the participants to be entitled to receive any preliminary EPS-based allotment of Performance Shares, EPS for the relevant financial year must exceed EPS for the preceding financial year adjusted for inflation to be established further by the Board of Directors ("Minimum level"). In order for the participants to be entitled to receive maximum preliminary EPS-based allotment of Performance Shares, EPS for the relevant financial year must exceed the Minimum level with a certain per cent established by the Board of Directors, amounting to no less than five and no more than 15 per cent ("Maximum level"). If the Company's EPS exceeds the Minimum level, but is less than the Maximum level, a proportionate reduction of the right to receive preliminary EPS-based allotment of Performance Shares shall be made.

The Board of Directors will establish the Company's EPS for each of the financial years 2009, 2010, 2011 and 2012. Further, the Board of Directors will establish the Maximum level for each of the financial years 2010, 2011 and 2012. EPS and the Maximum level, respectively, as established by the Board of Directors, are intended to appear in the Annual Report for each of the financial years 2010, 2011 and 2012.

TSR-based allotment of Performance Shares shall be made based on a 3-year TSR measured over the Performance Period and amount to an aggregate value of no more than 20 per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 15 per cent of the Base Salary for each other manager.

If the Company's TSR during the Performance Period places the Company at first or second place in the peer group, the participants have a right to receive the maximum TSR-based allotment of Performance Shares. If the Company's TSR during the Performance Period places the Company at or below the median in the peer group, the participants have no right to receive any of the TSR-based allotment of Performance Shares. If the Company's TSR during the Performance Period places the Company above the median in the peer group, but not at first or second place in the peer group, a proportionate reduction of the right to receive preliminary TSR-based allotment of Performance Shares shall be made.

[1] EPS is defined as earnings per share, with a possibility for the Board of Directors to make adjustments for extraordinary events and/or exchange rate fluctuations.
[2] TSR is equal to the overall return a shareholder would receive on his or her shareholding taking into account both share price appreciation and dividends (if any). When calculating TSR, an average TSR-index number for December 2009 shall be compared with December 2012 for the Company and for the companies included in the peer group defined by the Board of Directors. The peer group does presently consist of Telenor ASA, Elisa Corp., Tele2 AB, KPN NV, Telekom Austria AG, France Telecom SA, Deutsche Telekom AG, Vodafone Group Plc. and Telefonica SA.

Allotment
Maximum preliminary EPS-based allotment of Performance Shares for each of the financial years 2010, 2011 and 2012, shall amount to the number of Performance Shares corresponding to approximately 6.67[3] per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 5.00 per cent of the Base Salary for each other manager, in both cases, divided by a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during December for each of the years 2009, 2010 and 2011, however not lower than SEK 26. The maximum final EPS-based allotment of Performance Shares may not exceed annual preliminary allotted Performance Shares, but may be below the annual preliminary allotted Performance Shares as a result of the limitation on the maximum financial outcome that applies for each participant as set out below or other reduced final allotments as decided by the Board of Directors. Preliminary allotments of Performance Shares shall normally take place in conjunction with the Board of Directors' submission of the Annual Report for each of the financial years 2010, 2011 and 2012.

Maximum TSR-based allotment of Performance Shares, shall amount to the number of Performance Shares corresponding to 20 per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 15 per cent of the Base Salary for each other manager, in both cases, divided by a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during December 2009.

Final allotments of Performance Shares will take place following the publication of the Company's Interim Report for the first quarter 2013. Rounding off shall be made to the closest whole number of Performance Shares.

The maximum financial outcome for a participant, and the maximum number of Performance Shares that may finally be allotted, shall be capped at such number of Performance Shares which aggregate market value, based on a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during 20 trading days prior to the day of publication of the Interim Report for the first quarter 2013, corresponds to 50 per cent of the Base Salary of each member of the Group Executive Management and 37.5 per cent of the Base Salary of each other manager. Rounding off shall be made to the closest whole number of Performance Shares.

Recalculation of final allotments of Performance Shares shall take place in the event of an intervening bonus issue, split, rights issue and/or other similar events.

A condition for final allotments of Performance Shares shall normally be that the participant has been employed within the Group during the whole period as from entering into the programme until the day of publication of the Interim Report for the first quarter 2013 (the "Vesting Period") and that all Saving Shares held by a participant have been kept during such period. Therefore, upon termination of the employment within the Group during the Vesting Period, the right to receive final allotments of Performance Shares normally lapses. The same normally applies also in relation to the right to receive preliminary EPS-based allotment of Performance Shares.

In addition to what is set out above, the Board of Directors shall under certain circumstances be entitled to reduce final allotments of Performance Shares or, wholly or partially, terminate Performance Share Programme 2010/2013 in advance and to make such local adjustments of

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[3] Calculated as 20 per cent divided by 3, i.e. the number of occasions when preliminary allotments of Performance Shares may take place during the course of the three-year Performance Period.

the programme that may be necessary to implement the programme with reasonable administrative costs and efforts in the concerned jurisdictions, including, among other things, to offer cash settlement as well as to waive the requirement for investing in or allocating Saving Shares to the programme for participants in such jurisdictions.

The value of and the estimated costs for Performance Share Programme 2010/2013
The participants' rights to receive final allotments of Performance Shares on the final day of the programme are not securities and cannot be pledged or transferred to others. Neither are any shareholders' rights transferred to participants in the programme prior to the day when they receive final allotments of Performance Shares. An estimated market value relating to the right to receive final allotments of Performance Shares can however be calculated. The Board of Directors has calculated the total value for the right to receive allotments of Performance Shares under Performance Share Programme 2010/2013 to approximately SEK 20 million, under the following essential assumptions: (i) a share price of SEK 50.40 per TeliaSonera share as per 1 March 2010, (ii) an annual employee turnover of five per cent and (iii) a 50 per cent achievement of the EPS-based performance condition and, for the TSR-based performance condition, an assessment of future volatility on and reciprocal correlation between TSR for the Company and the companies included in the peer group defined by the Board of Directors (a so-called Monte Carlo simulation).

If the EPS-based performance conditions are achieved to 100 per cent, the annual employee turnover is 0 per cent and the assumption of a share price of SEK 50.40 and the assessment with respect to TSR are unchanged, the value of Performance Share Programme 2010/2013 is estimated to approximately SEK 35 million.

The costs are accounted for as staff costs (share-based benefits) over the three year Vesting Period. The social security costs are estimated to amount to approximately SEK 4 million, based on the assumptions described in items (i) – (iii) above, and, further, under the assumptions of a final allotment of TSR-based Performance Shares of 25 per cent of maximum allotment, a tax rate for social security contributions of 20 per cent and an annual increase in the market value of the TeliaSonera share of 5 per cent.

The costs for Performance Share Programme 2010/2013, excluding of the costs for the programme's hedging measures, and assuming maximum allotments, unchanged share price until preliminary allotments, full target achievement and that the limitation with respect to the maximum market value of allotted Performance Shares is applicable, amount to approximately SEK 50 million, including approximately SEK 15 million in social security costs.

Dilution and effects on key ratios
Performance Share Programme 2010/2013 will not entail any dilution effect, as the programme is proposed to be hedged by either treasury shares or a hedging arrangement with bank or other financial institution relating to already issued shares.

The costs for Performance Share Programme 2010/2013 are expected to have a marginal effect on the Group's key ratios.

Preparation of the proposal
The proposal regarding Performance Share Programme 2010/2013 to the Annual General Meeting 2010 has been prepared by the Company's remuneration committee, where after the Board of Directors has resolved to present the proposal regarding Performance Share Programme 2010/2013 to the Annual General Meeting 2010.

Hedging
The Board of Directors has considered two alternative hedging methods for Performance Programme 2010/2013; either (i) a hedging arrangement with a bank or other financial

institution securing delivery of shares under the programme or (ii) transfers of shares held by the Company itself to participants in Performance Share Programme 2010/2013. The Board of Directors considers the latter alternative as its main alternative. However, should the Annual General Meeting not approve the proposed transfer of own shares to participants in the programme, the Board of Directors may enter into a hedging arrangement set out above with a third party to hedge the obligations of the Company to allot under the programme.

Since the social security costs are not expected to be significant in comparison with the Company's operating cash flow, such costs are intended to be financed by cash and bank holdings.

The Board of Directors' proposal for resolutions

The Board of Directors proposes that the Annual General Meeting 2010 resolves to (i) implement Performance Share Programme 2010/2013, based on no more than 1,560,000 Performance Shares, and on the further main terms and conditions set out in item (A) below, and (ii) transfers own shares to participants in the programme, and to subsidiaries within the Group in order to secure their obligations to deliver Performance Shares under the programme, in accordance with item (B) below.

(A) Main terms and conditions for Performance Share Programme 2010/2013

1. Performance Share Programme 2010/2013 shall comprise approximately 100 senior executives within the Group.

2. Provided that the performance conditions described above, consisting of financial targets linked to EPS (Earnings Per Share) and TSR (Total Shareholder Return), are met during the Performance Period, participants in Performance Share Programme 2010/2013 shall be given the opportunity to receive final allotments of Performance Shares without consideration.

3. Performance Share Programme 2010/2013 shall in total comprise no more than 1,560,000 TeliaSonera shares, which corresponds to approximately 0.03 per cent of the total number of outstanding shares in the Company.

4. Participation in the programme requires that the participant has invested in or allocated to the programme already held Saving Shares corresponding to a value of two (2) per cent of the participant's Base Salary. Saving Shares shall normally be acquired or allocated to the programme during a period of approximately two weeks following the publication of the Company's Interim Report for the first quarter 2010. In the event of new recruitments thereafter, participation in the programme may be offered and acquisition or allocation of Saving Shares may take place until the end of August 2010.

5. The final allotments of Performance Shares will be based 50 per cent on the Company's development in EPS for each of the financial years 2010, 2011 and 2012, in relation to EPS for the preceding financial year, and 50 per cent on the Company's TSR during the Performance Period in relation to TSR in a peer group of approximately ten comparable Nordic and western European telecom companies defined by the Board of Directors.

6. The financial targets include a minimum level which must be achieved in order for any allotments to occur at all, as well as a maximum level in excess of which no additional allotments will occur. Should lower financial targets than the maximum level be achieved, a lower number of Performance Shares may thus be allotted.

7. Maximum preliminary EPS-based allotment of Performance Shares for each of the financial years 2010, 2011 and 2012, shall amount to the number of Performance Shares corresponding to approximately 6.67 per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 5.00 per cent of the Base Salary for each other manager, in both cases, divided by a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during December for each of the years 2009, 2010 and 2011, however not lower than SEK 26. The maximum final EPS-based allotment of Performance Shares may not exceed annual preliminary allotted Performance Shares, but may be below the annual preliminary allotted Performance Shares as a result of the limitation on the maximum financial outcome that applies for each participant as set out in item 10 below or other reduced final allotments as decided by the Board of Directors in accordance with item 13 below. Preliminary allotments of Performance Shares shall normally take place in conjunction with the Board of Directors' submission of the Annual Report for each of the financial years 2010, 2011 and 2012.

8. Maximum TSR-based allotment of Performance Shares, shall amount to the number of Performance Shares corresponding to 20 per cent of the Base Salary for each member of the Group Executive Management or, alternatively, 15 per cent of the Base Salary for each other manager, in both cases, divided by a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during December 2009.

9. Final allotments of Performance Shares will take place following the publication of the Company's Interim Report for the first quarter 2013. Rounding off shall be made to the closest whole number of Performance Shares.

10. The maximum financial outcome for a participant, and the maximum number of Performance Shares that may finally be allotted, shall be capped at such number of Performance Shares which aggregate market value, based on a volume-weighted average price, calculated as the average of the daily noted volume-weighted purchase price of the Company's share on NASDAQ OMX Stockholm's official list during 20 trading days prior to the day of publication of the Interim Report for the first quarter 2013, corresponds to 50 per cent of the Base Salary of each member of the Group Executive Management and 37.5 per cent of the Base Salary of each other manager. Rounding off shall be made to the closest whole number of Performance Shares.

11. Recalculation of final allotments of Performance Shares shall take place in the event of an intervening bonus issue, split, rights issue and/or other similar events.

12. A condition for final allotments of Performance Shares shall normally be that the participant has been employed within the Group during the whole Vesting Period and that all Saving Shares held by a participant have been kept during such period. Upon termination of the employment within the Group during the Vesting Period, the right to receive final allotments of Performance Shares normally lapses. The same normally applies also in relation to the right to receive preliminary EPS-based allotment of Performance Shares.

13. In addition to what is set out above, the Board of Directors shall under certain circumstances be entitled to reduce final allotments of Performance Shares or, wholly or partially, terminate Performance Share Programme 2010/2013 in advance and to make such local adjustments of the programme that may be necessary to implement the programme with reasonable administrative costs and efforts in the concerned jurisdictions, including, among other things, to offer cash settlement as well as to waive

the requirement for investing in or allocating Saving Shares to the programme for participants in such jurisdictions.

14. The Board of Directors shall be responsible for the further designing and administration of Performance Share Programme 2010/2013 within the framework of the above stated main terms and conditions.

(B) Transfers of own shares

Transfers of own shares to participants in Performance Share Programme 2010/2013, and to subsidiaries within the Group in order to secure their obligations to deliver Performance Shares under the programme, may be made on the following terms and conditions.

1. No more than 1,560,000 TeliaSonera shares may be transferred to participants in Performance Share Programme 2010/2013 as Performance Shares.

2. Entitled to receive allotments of Performance Shares without consideration shall be such persons within the Group being participants in Performance Share Programme 2010/2013. Further, subsidiaries shall be entitled to acquire shares without consideration, in which case such company shall be obliged, pursuant to the terms and conditions of Performance Share Programme 2010/2013, to immediately transfer the shares to such persons within the Group that participate in Performance Share Programme 2010/2013.

3. Transfers of shares shall be made without consideration at the time and on such additional terms and conditions that participants in Performance Share Programme 2010/2013 are entitled to receive final allotments of Performance Shares, i.e. following the publication of the Company's Interim Report for the first quarter 2013.

4. The number of shares that may be transferred shall be subject to recalculation in the event of an intervening bonus issue, split, rights issue and/or other similar events.

The reasons for deviation from the shareholders' preferential rights are the following.

The transfers of own shares are integrated parts of the implementation of Performance Share Programme 2010/13. The Board of Directors considers it to be an advantage for the Company and the shareholders that the participants in Performance Share Programme 2010/13 are offered to become shareholders in the Company.

The Board of Directors' proposes that the resolutions pursuant to items (A) and (B) above shall be resolved by the Annual General Meeting as two separate resolutions. The proposal in item (B) regarding transfers of shares shall be conditional upon that the Annual General Meeting has approved item (A), i.e. the implementation of the proposed programme.

The resolution regarding implementation of the proposed long-term incentive programme pursuant item (A) above requires a so-called simple majority vote.

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The resolution regarding the proposed hedging arrangements pursuant to item (B) above requires a so-called super-majority vote, i.e. no less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting have to approve the proposal.

Stockholm, March 2010
TeliaSonera AB (publ)

The Board of Directors