

Report of the work of TeliaSonera's Nomination Committee

At the annual general meeting of TeliaSonera in April 1, 2009 it was resolved that the Nomination Committee should consist of the following persons: Viktoria Aastrup (the Swedish State), Kari Järvinen (the Finnish State via Solidium Oy), KG Lindvall (Swedbank Robur Fonder), Lennart Ribohn (SEK-fonder/SEB-Trygg Försäkring) and the chairman of the board of directors Tom von Weymarn. At the Nominations Committee's statutory meeting Viktoria Aastrup was appointed chairman of the Nomination Committee.

No other shareholder has, within the framework of the instruction for the Nomination Committee, made a request to take part in the Nomination Committee's work. The Nomination Committee has in their assignment worked in accordance with the instruction approved by the Annual General Meeting and the Swedish Code for Corporate governance.

The Nomination Committee has since the Annual General Meeting April 1, 2009, held nine meetings including interviews with potential board members. The chairman of the board and the CEO has informed the Nomination Committee about TeliaSonera's business operations and its future directions. The chairman have informed about the results of the reviews executed during 2009 regarding the internal work-process of the board. The reviews have been conducted in cooperation with an external consultant. The Nomination Committee has been provided with these reviews. The Nomination Committee has also had meetings with the board member that was new- elected at the Annual General Meeting 2009 and the chairman of the audit committee. During the last few years The Nominations Committee has consequently met with all members of the board including the members of the board appointed by the unions.

During the year the chairman of the board, Tom von Weymarn, has announced that he declines re-election and The Nomination Committee has therefore attached great importance in the process to find a suitable successor.

The Nomination Committee has from the conclusions in the board reviews, information about the boards work and TeliaSonera's future challenges searched for a suitable composition of the board. The Nomination Committee has concluded that reason existed to strive for a higher focus regarding experience from the telecommunication industry and related industries as well as experience from market related issues and experience of operational management preferable from a listed company. The Nomination Committee has also concluded that a chairman, in addition to experience from a leading position in a large listed company, ought to have a broad experience from working in board of directors and as chairman in a large listed company and been able to co-operate in a value-crated way with an CEO.

A systematic process to find suitable candidates has taken place. The Nomination Committee has searched for persons with operative and strategically experience from large listed companies within telecommunication businesses or related industries, persons with experience of market related issues as well as persons with the mentioned experiences and qualities as chairman of a board of directors. There have been both women and men from different Nordic countries among the candidates that have been evaluated. A more equal distribution according to sex has been tried to obtain, but has not been achieved.

The Nomination Committee have concluded that Ingrid Jonasson Blank, Executive Vice President of ICA Sverige AB, Anders Narvinger, CEO of Teknikföretagen and previously President and CEO of ABB AB, Per-Arne Sandström, previously deputy CEO of Telefonaktiebolaget L.M. Ericsson, meet all these qualifications. The Nomination Committee therefore proposes new-election of Ingrid Jonasson Blank, Anders Narvinger and Per-Arne Sandström.

The Nomination Committee presents the following proposals to TeliaSonera's Annual General Meeting 2010:

Number of board members elected by the Annual General Meeting

The Nomination Committee's proposal for number of board members is eight with no deputy member, which is an unchanged number.

Board members

The Nomination Committee proposes re-election of:

Maija-Liisa Friman, Conny Karlsson, Timo Peltola, Lars Renström and Jonn Risfelt.

The Nomination Committee proposes new-election of:

Ingrid Jonasson Blank, Anders Narvinger and Per-Arne Sandström.

It is the Nomination Committee's opinion that all proposed board members are independent in relation to the company as well as the largest shareholders.

The chairman of the board

The Nomination Committee proposes new-election of Anders Narvinger as chairman of the board.

Chairman of the Annual General Meeting

The Nomination Committee's proposal is that Sven Unger is elected chairman of the Annual General Meeting.

Remuneration to the board

The Nomination Committee's proposal for yearly remuneration to the board members:

- The chairman of the board: 1,000,000 SEK
- Other board members elected by the Annual General Meeting: 425,000 SEK
- The chairman of the Board's audit committee: 150,000 SEK
- Other members of the audit committee: 100,000 SEK
- The chairman of the Board's remuneration committee: 40,000 SEK
- Other members of the remuneration committee: 20,000 SEK

The Nomination Committee has conducted a comparison regarding remuneration to board members in other large listed companies in Sweden and Finland. Taken the comparison in consideration as well as the market conditions the Nomination Committee proposes the same remunerations as for previous period. It is the Nominations assessment that the present remunerations for the work within the committees are well balanced.

Auditors

Auditors were elected at the Annual General Meeting 2008 for a period of 3 years and therefore decision relating to auditors will be subject to the Annual General Meeting 2011.

Members of the Nomination Committee

The Nomination Committee's proposal for members of the Nomination Committee:

Re-election of, Kari Järvinen (the Finnish State via Solidium Oy), KG Lindvall (Swedbank Robur fonder), Lennart Ribohn (SEB-fonder/SEB-Trygg Försäkring).

New-election of, Björn Mikkelsen (the Swedish State) and Anders Narvinger (chairman of the Board of Directors).

The Nomination Committee has followed the instruction that governs the proposal to members of the Nomination Committee and the decision that previous have been approved by the General Meetings regarding the composition of the Nomination Committee. The Nomination Committee has reviewed the latest available information on owners regarding TeliaSonera and has received proposals for members from the owners with the largest shareholding in terms of voting rights.

Others

Tom von Weymarn has not taken part of the Nomination Committee's deliberations or decisions regarding proposals to chairman of the board and remuneration to the board.

The Nomination Committee has also reviewed the instruction for the Nomination Committee and sees no reason to suggest any changes.

On behalf of TeliaSonera's Nomination Committee

Viktoria Aastrup
Chairman