

Report of the work of TeliaSonera's nomination committee

At the annual general meeting of TeliaSonera on 7 April 2010 it was resolved that the nomination committee should consist of the following persons: Björn Mikkelsen (the Swedish state), Kari Järvinen (the Finnish state via Solidium Oy), KG Lindvall (Swedbank Robur Fonder), Lennart Ribohn (SEB-fonder) and the chairman of the board of directors Anders Narvinger. At the nominations committee's statutory meeting Björn Mikkelsen was appointed chairman of the nomination committee.

After Björn Mikkelsen declined further work in the committee, the Swedish government informed in December 2010 that Kristina Ekengren had been appointed to substitute Björn Mikkelsen as a member 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 performed their duties in accordance with the instruction approved by the annual general meeting as well as the Swedish Code of Corporate governance.

The nomination committee has since the annual general meeting on 7 April 2010 held seven meetings. The chairman of the board and the CEO has informed the nomination committee about TeliaSonera's business operations and its future direction. The chairman has informed about the results of the evaluation performed during 2010 regarding the board's internal work. The nomination committee has also had meetings with all board members.

The nomination committee has, based on the conclusions of the board's evaluations, information about the board's work and TeliaSonera's future challenges, analyzed the composition of the board. The nomination committee has also taken the extensive changes of the board composition made during the last few years into consideration. One proposal for board nomination has been submitted to the committee by a shareholder that is not represented in the nomination committee. The nomination committee's opinion is that TeliaSonera has a suitably composed and effective board and that the future composition should be characterized by continuity. The nomination committee's view is therefore that the composition should be unchanged and that all members should be re-elected.

The annual general meeting 2011 shall elect auditor. The nomination committee, together with the board and the audit committee, performed a limited evaluation process in which four audit firms were invited to present tenders. After finalizing the process, the board and audit committee recommended the nomination committee that the audit firm PricewaterhouseCoopers AB should be re-elected for a term expiring after the annual general meeting 2012.

The nomination committee presents the following proposals to TeliaSonera's annual general meeting 2011:

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:
Ingrid Jonasson Blank, Maija-Liisa Friman, Conny Karlsson Anders Narvinger, Timo Peltola, Lars Renström, Jon Risfelt 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 re-election of Anders Narvinger as chairman of the board.

Chairman of the annual general meeting

The nomination committee's proposal is that Claes Beyer 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: SEK 1,100,000 (previously SEK 1,000,000)
- Other board members elected by the annual general meeting: SEK 450,000 (previously SEK 425,000)
- The chairman of the board's audit committee: SEK 150,000 (unchanged)
- Other members of the audit committee: SEK 100,000 (unchanged)
- The chairman of the board's remuneration committee: SEK 55,000 (previously SEK 40,000)
- Other members of the remuneration committee: SEK 35,000 (previously SEK 20,000)

The nomination committee has conducted a comparison of remuneration to board members in other large listed companies in Sweden and Finland. According to the nomination committee, it is justified to raise the remuneration for the chairman and the board members in light of this comparison. The remunerations have also been unchanged since 2008. For the chairman an increase from SEK 1,000,000 to SEK 1,100,000 per year is proposed. For the ordinary members an increase from SEK 425,000 to SEK 450,000 per year is proposed. The relatively speaking larger increase of the remuneration for the chairman of the board, is according to the nomination committee's view justified by the higher work-load than other members and an adjustment of the remuneration to the market in general.

For work in the audit committee, the remuneration are proposed to be unchanged. For work in the remuneration committee increases of the remuneration for the chairman from SEK 40,000 to SEK 55,000 per year and for an ordinary member from SEK 20,000 to SEK 35,000 per year are proposed. With the proposed changes of remuneration for work in the board's remuneration committee, the nomination committee finds that the remuneration for work within the board's committees are well balanced.

Auditors

The nomination committee proposes that the audit firm PricewaterhouseCoopers AB shall be elected for a term expiring after the annual general meeting 2012.

Members of the nomination committee

The nomination committee's proposal for members of the nomination committee:

Kristina Ekengren (the Swedish state), Kari Järvinen (the Finnish state via Solidium Oy), Thomas Eriksson (Swedbank Robur fonder), Per Frennberg (Alecta) and Anders Narvinger (chairman of the board of directors).

The nomination committee has followed the instruction that governs the proposal of members of the nomination committee and followed the decision that previously have been approved by the annual general meeting regarding the composition of the nomination committee.

The nomination committee has reviewed the latest available information on owners of TeliaSonera and has received proposals for members from the owners with the largest shareholdings in terms of voting rights.

Others

Anders Narvinger has not taken part of the nomination committee's deliberations or decisions regarding proposals of chairman of the board and remuneration to the board.

The nomination committee has also reviewed the instruction for the nomination committee and finds no reason to propose any changes.

On behalf of TeliaSonera's nomination committee

Kristina Ekengren
Chairman