Annual General Meeting
April 3, 2012

Documentation

TeliaSonera

Agenda

Opening of the annual general meeting

1. Election of chairperson of the meeting
2. Preparation and approval of voting register
3. Adoption of agenda
4. Election of two persons to check the meeting minutes along with the chairperson
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 2011. Speech by President and CEO Lars Nyberg in connection herewith and a description of the Board of Directors work during 2011
7. Resolution to adopt the Income Statement, Balance Sheet, Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position for 2011
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 2011
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. Proposal regarding guidelines for remuneration to the executive management
19. The Board of Directors' proposal for authorization to acquire own shares
20. The Board of Directors' proposal for
    (a) implementation of a long-term incentive program 2012/2015 and
    (b) hedging arrangements for the program
21. Matter submitted by the shareholder Folksam regarding announced proposal that the annual general meeting should resolve to give the Board of Directors an assignment to adjust TeliaSonera's current ethical guidelines in accordance with the UN's Declaration of Human Rights and OECD's 2011 guidelines for multinational companies.

Closing of the annual general meeting

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Decision proposals

1. Election of chairperson of the meeting
The Nomination Committee appointed by the annual general meeting presently consists of the following persons: Kristina Ekengren, Chairman (Swedish State), Kari Järvinen (Finnish State via Solidium Oy), Thomas Eriksson (Swedbank Robur Funds), Per Frennberg (Alecta) and Anders Narvinger, Chairman of the Board of Directors.

The Nomination Committee presents the following proposals: Sven Unger, Attorney-at-law.

7. Resolution to adopt the Income Statement, Balance Sheet, Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position for 2011
The Board of Directors proposes that Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position as per December 31, 2011 are adopted as presented in the Annual Report of 2011.

8. Resolution concerning appropriation of the Company's profits as per the adopted Balance Sheet and setting of record date for the stock dividend
The Board of Directors proposes that a dividend of SEK 2.85 per share shall be distributed to the shareholders, and that April 10, 2012 shall 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 will take place on April 13, 2012.

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Board of Directors’ of TeliaSonera AB (publ) proposal on distribution of dividend

Non-restricted equity
The amount of non-restricted shareholders’ equity at the use of the annual general meeting is SEK 66,136,631,775.

The Board of Directors’ proposal on resolution

A. Distribution of dividend
The Board of Directors proposes to the annual general meeting to resolve on an ordinary dividend of SEK 2.85 per share, in total SEK 12,340,741,625.85.

B. Record date
The Board of Directors proposes to the annual general meeting to resolve the record date for the ordinary dividend to be April 10, 2012. In case the annual general meeting resolves in accordance with the proposal, it is estimated that Euroclear Sweden AB will execute the payment on April 13, 2012.

Pursuant to Chapter 18 Section 4 of the Swedish Companies Act (the “Companies Act”) the Board of Directors has to make a statement whether the proposed dividend is justified taking into consideration what is stated in Chapter 17 Section 3 Paragraphs 2 and 3 of the Companies Act. In case the assets or liabilities have been valued at fair value pursuant to Chapter 4 Section 14a of the Swedish Annual Accounts Act (1995:1554), the statement shall also include an opinion of how much of the shareholders’ equity is subject to the used valuation. The statement of the Board of Directors is attached hereto as an appendix.

Stockholm, February 1, 2012
TeliaSonera AB (publ)
The Board of Directors

TeliaSonera

The Board of Directors' of TeliaSonera AB (publ) statement according to Chapter 18 Section 4 of the Swedish Companies Act

Considering the Board of Directors' of TeliaSonera AB (the "Company") proposal to the annual general meeting 2012 to resolve on dividend, the Board of Directors hereby submits the following statement according to Chapter 18 Section 4 of the Swedish Companies Act.

As per December 31, 2011, the Company's restricted equity amounted to approximately SEK 15,711 million and the non-restricted equity to approximately SEK 66,137 million. As per the same date, the Group's total equity attributable to the shareholders of the parent company amounted to approximately SEK 116,680 million.

The equity of the Company would have been approximately SEK 244 million higher if derivative instruments and other financial instruments, valued at fair value, had been valued on the basis of the lower of cost or net realisable value for non-current assets and the lower of cost or market value for current assets instead.

Provided that the annual general meeting 2012 resolves in accordance with the Board of Director's proposal on resolution on an ordinary dividend,[1] an amount of at least approximately SEK 53,796 million will be carried forward.

The business activities of the Company and the Group does not involve any other risks than the ones related to or expected to be related to the Company's and Group's line of business or the risks involved in conducting business in general. The Company's and the Group's dependence on the market conditions does not deviate from what may be seen within the Company's and Group's line of business. The Board of Directors assesses that the Company's restricted equity and the Group's total equity attributable to the shareholders of the parent company, after the proposed dividend and considering the proposed repurchase authorization, will be sufficient in relation to the scope of the Company's and the Group's business.

As per December 31, 2011, the Company's financial strength measured as the equity to assets ratio and after deduction of the proposed ordinary dividend and considering the full exercise of the proposed authorization, equalled 26.9 percent (as per December 31, 2010, 34.3 percent). As per December 31, 2011, the Group's financial strength, measured in the same way, equalled 36.2 percent (as per December 31, 2010, 44.0 percent). The proposed dividend, considering the proposed repurchase authorization, does not jeopardize the Company's or the Group's abilities to carry out the investments considered necessary. Furthermore, the proposal is consistent with the established cash flow forecast under which the Company and the Group are expected to manage unexpected events and temporary variations in the cash flows to a reasonable extent.

With reference to what is stated above, it is the Board of Directors' view that the dividend, considering the proposed repurchase authorization, is justified considering the requirements on the equity of the Company and the Group arising from the type, scope and risks of the business activities as well as the Company's and the Group's need to strengthen its balance sheets, liquidity and position in general.

Stockholm, February 1, 2012
TeliaSonera AB (publ)
The Board of Directors

[1] The Board of Directors proposes an ordinary dividend of SEK 2.85 per share, or SEK 12,340,741,625.85 in total.

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 2011
Discharge from liability towards the company is proposed for the CEO Lars Nyberg and for the board members Anders Narvinger, Maija-Liisa Friman, Ingrid Jonasson Blank, Conny Karlsson, Timo Peltola, Lars Renström, Jon Risfelt, Per-Arne Sandström, Agneta Ahlström, Magnus Brattström and Stefan Carlsson.

10. Resolution concerning number of board members and deputy board members to be elected by the annual general meeting
Number of members of the Board: Eight (8) with no deputy board members.

11. Resolution concerning remuneration to the Board of Directors
Remuneration to the Board of Directors: Remuneration to the Board of Directors until the next annual general meeting would be SEK 1,100,000 to the chairman (same as previously), SEK 450,000 (same as previously) 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 (same as previously) and other members of the audit committee would receive SEK 100,000 each (same as previously), and the Chairman of the board's remuneration committee would receive SEK 55,000 (same as previously) and other members of the remuneration committee would receive SEK 35,000 each (same as previously).

12. Election of Board of Directors
New nominee: Olli-Pekka Kallasvuo.
Re-election of Maija-Liisa Friman, Ingrid Jonasson Blank, Anders Narvinger, Timo Peltola, Lars Renström, Jon Risfelt and Per-Arne Sandström. Conny Karlsson has declined re-election.

Presentation of the candidates nominated

New nominee

Olli-Pekka Kallasvuo (Born 1953)
Mr Olli-Pekka Kallasvuo is a former CEO (2006-2010) and board member of Nokia Oyj. Previously he held various executive positions at Nokia, including the positions of COO, CFO, Head of Mobile Phones Division and Head of Nokia USA. Olli-Pekka Kallasvuo is today Vice-Chairman of SRV Group Plc. and a board member of Aperios Group, Foundation for Economic Education and European Leadershship Board. Mr. Kallasvuo holds a Master of Law and an honorary doctorate in Law.

Re-election

Anders Narvinger (Born 1948)
Chairman of the Board. Elected to the Board of Directors in 2010. Mr. Narvinger participated in all sixteen meetings of the Board in 2011. He is the Chairman of the Remuneration Committee of TeliaSonera and participated in all four meetings of the Committee in 2011. He is also a member of the Audit Committee of TeliaSonera and participated in all six meetings in 2011. Anders Narvinger has been CEO of Association of Swedish Engineering Companies and he has previously also served as President and CEO of ABB AB. He is Chairman of the Boards in Trelleborg AB, Alfa Laval AB, Coor Service Management AB and Capio AB. He is also a member of the boards of JM AB, Pernod Ricard SA and ÅF AB. Mr. Narvinger holds a Master of Science in Engineering and a Bachelor of Science in Business and Economics.

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Maija-Liisa Friman (Born 1952)
Elected to the Board of Directors in 2007. Ms. Friman participated in fifteen meetings of the Board 2011. She is the Chairman of the Audit Committee of TeliaSonera and participated in all six meetings of the Committee in 2011. She is Chairman of the Board of Ekokem and Vice-Chairman in Metso Oyj. In addition, she has board assignments in Neste Oil Oyj, The Finnish Medical Foundation, LKAB and Helsinki Deaconess Institute. She is also a board member and partner of Boardman Oy. Previously Ms. Friman was the CEO of Aspocomp Group Oyj. Ms. Friman holds a Master of Science in Chemical Engineering.

Ingrid Jonasson Blank (Born 1962)
Elected to the Board of Directors in 2010. Ms Jonasson Blank participated in all sixteen meetings of the Board 2011. Ingrid Jonasson Blank has been Executive Vice President of ICA Sverige AB and has held a number of managerial positions in the ICA Group. She is also a member of the boards of Bilia AB, Forma Publishing Group, Fiskars, ZetaDisplay AB, Forex Bank AB, Eatwell Solutions AB, TravelSupport AB and Ambea Group. Ms. Jonasson Blank holds a Master of Business Administration.
Shares in TeliaSonera: 1,000.

Timo Peltola (Born 1946)
Vice-Chairman of the Board. Elected to the Board of Directors in 2004. Mr. Peltola participated in fifteen meetings of the Board in 2011. He is a member of the Remuneration Committee of TeliaSonera and participated in all four meetings of the Committee in 2011. In addition, Mr. Peltola is the Chairman of the Board of Directors of Neste Oil Oyj, member of the boards of SAS AB and AW-Energy Oy. He is also a member of the Advisory Boards of CVC Capital Partners Svenska AB, Sveafastigheter AB, CapMan Public Market Fund and Citigroup Nordic. Mr. Peltola is also a board member of Securities Market Association and Chairman of the Council of the Finnish Orienteering Federation. Mr. Peltola served as President and CEO of Huhtamäki Oyj between 1989 and 2004. Mr. Peltola holds a Doctor degree in Economics hc.

Lars Renström (Born 1951)
Elected to the Board of Directors in 2009. Mr. Renström participated in all sixteen meetings of the Board in 2011. He is a member of the Remuneration Committee of TeliaSonera and participated in all four meetings of the Committee in 2011. Mr. Renström is since 2004 President and CEO of Alfa Laval AB. He has previously served as President and CEO of Seco Tools AB and has held several senior managerial positions within Atlas Copco AB, Ericsson AB and ABB AB. Lars Renström is a board member of ASSA ABLOY AB and Alfa Laval AB. Mr. Renström holds a Master of Science in Engineering and a Bachelor of Science in Business and Economics.

Jon Risfelt (Born 1961)
Elected to the Board of Directors in 2007. Mr. Risfelt participated in all sixteen meetings of the Board in 2011. Mr. Risfelt is also a member of the Audit Committee of TeliaSonera and participated in all six meetings in 2011. In addition, he is Chairman of the Boards of Cybercom Group AB and Mawell Oy and holds board assignments in Ortivus AB, Bilia AB, Braganza AS and Vanna AB. He has earlier served as CEO of Europolitan AB, Nyman & Schultz AB and Gambro Renal. He has held various managerial positions within the American Express Group, Scandinavian Airlines and Ericsson. Mr. Risfelt holds a Master of Science in Chemical Engineering.

Per-Arne Sandström (Born 1947)
Elected to the Board of Directors in 2010. Mr. Sandström participated in fifteen meetings of the Board in 2011. He is a member of the Remuneration Committee of TeliaSonera and participated in three meetings of the Committee in 2011. Per-Arne Sandström has been deputy CEO and Chief Operating Officer of Telefonaktiebolaget L.M. Ericsson and has held a number of managerial positions in the Ericsson Group. He is Chairman of the Board of Infocare A/S and a member of the board of SAAB AB. Per-Arne Sandström studied engineering.

13. Election of Chairman of the Board of Directors
Nomination Committee's proposal: Anders Narvinger.

14. Resolution concerning number of auditors and deputy auditors
The number of auditors shall, until the end of the annual general meeting 2013, be one (1).

15. Resolution concerning remuneration to the auditors
Remuneration to the auditors shall be paid as per invoice.

16. Election of auditors and deputy auditors
Re-election of PricewaterhouseCoopers until the end of the annual general meeting 2013.

17. Election of Nomination Committee
Kristina Ekengren (Swedish State), Kari Järvinen (Finnish State via Solidium Oy), Thomas Eriksson (Swedbank Robur Funds), Per Frennberg (Alecta) and Anders Narvinger, Chairman of the Board of Directors.

18. Proposal regarding guidelines for remuneration to the executive management

Remuneration to the Executive Management in TeliaSonera
This document is describing TeliaSonera's remuneration policy for the Executive Management.

Remuneration principles
TeliaSonera's objective is to offer remuneration levels and other employment conditions required to attract, retain and motivate high calibre executives needed to maintain the success of the business.

Remuneration should be built upon a total reward approach allowing for a market relevant – but not market leading – and cost effective executive remuneration based on the following compensation components.

1. *Base salary*
2. *Pension*
3. *Other benefits*

Remuneration structure
Base salary
The base salary should reflect the competence required in the position and the responsibility, complexity and the business contribution of the Executive. The base salary should also reflect the performance of the Executive and consequently be individual and differentiated.

Pension
Pension and other retirement benefits should be based on the defined contribution method.

Other benefits
The termination period may be up to six months when given by the Executive and up to 12 months when given by the Employer (in relation to the CEO six months). In case of termination given by the Employer, the Executive may be entitled to a severance payment of up to 12 months (in relation to the CEO 24 months). The severance payment shall not constitute a basis for calculation of vacation pay or pension benefits and shall be reduced should the Executive be entitled to pay from a new employment or from conducting his own business during the period under which the severance is payable to the Executive.

The Executive may be entitled to a company car benefit, health care provisions, travel insurance etc. in accordance with local labour market practice.

The Board is allowed to make minor deviations on an individual basis from the principles stated above.

19. The Board of Directors' proposal for authorization for the Board of Directors to resolve on acquisitions of own shares

Background and reasons

In order 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, and to enable the company to transfer own shares under long-term incentive programmes approved by a general meeting, the Board of Directors proposes that the annual general meeting authorize the Board of Directors to carry out acquisitions of own shares on the terms and conditions set forth below. In order to obtain an efficient instrument to enable the fulfilment of this purpose, the Board of Directors also intends to propose that future annual general meetings of the company authorize the Board of Directors to resolve on acquisitions of own shares on terms and conditions that are materially equivalent to those set forth below. At present, the company does not hold any own shares.

Authorization for the Board to resolve on acquisitions of own shares

The Board of Directors proposes that the annual general meeting authorize the Board of Directors to resolve on acquisitions of own shares on the terms and conditions set forth below.

1. Acquisitions of shares may be effected on (i) Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors or (ii) in accordance with an offer to acquire shares directed to all shareholders or through a combination of these two alternatives.

2. The authorisation may be exercised at one or more occasions prior to the annual general meeting 2013.

3. 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.

4. 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 Nasdaq OMX Stockholm and/or Nasdaq OMX Helsingfors.

5. Acquisitions of shares by way of offers to acquire shares directed to all the company's shareholders may, if the company considers this to be appropriate and suitable, take place

at an acquisition price which exceeds the prevailing market price. It will thereupon be possible, by means of detachable 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. Should this be the case, it is intended that the sales rights be traded on Nasdaq OMX Stockholm and Nasdaq OMX Helsingfors, respectively.

In order to avoid shareholders not enjoying the financial value that an acquisition offer may represent if made at a premium, by reason of such shareholders neither selling sales rights nor participating in the acquisition offer, the company may appoint a bank or another financial institution (the "bank") that, provided that the bank pays compensation to the shareholders who upon expiry of the application period hold non-exercised sales rights, shall be entitled to transfer to the company a number of shares corresponding to the number of sales rights that would have entitled to a transfer of such shares and for which compensation is paid. The bank may in such case acquire the shares to be transferred to the company, as set forth above, on the market. The bank appointed by the Board of Directors shall be identified in the Board of Directors' resolution regarding a possible acquisition offer.

The compensation that the bank, where appropriate, is to pay to the shareholders concerned for each non-exercised sales right shall correspond to the lowest of (i) the difference in the price at which the company has acquired shares within the scope of the acquisition offer and the average price per share that the bank has paid for its acquisition of shares in question divided by the current acquisition ratio[2] in the acquisition offer, less the bank's actual handling cost, and (ii) the compensation that may be paid per sales right in the event of an offer of commission-free sale of sales rights.

With respect to the sales rights for which the bank may pay compensation as set out above, the bank is entitled to transfer shares to the company. An application for such a transfer of shares shall be made no later than the day, upon expiry of the application period for the acquisition offer, that the Board of Directors determines. The terms and conditions for the acquisition offer also applies to the bank's transfer of shares.

6. 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, 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.

7. The Board of Directors shall be entitled to decide on other terms and conditions for the acquisition.

In order for the resolution by the annual general meeting pursuant to the Board of Directors' proposal above to be valid, shareholders with at least two-thirds of the votes cast and shares represented at the Meeting must vote in favour of the proposal.

Finally, the Board of Directors proposes that the Meeting authorise the Chairman of the Board of Directors to make the minor adjustments to the resolution above that may prove necessary in connection with the execution of the resolution.

[2] The number of shares (and thereby normally also the number of sales rights) required for the transfer of one share to the company.

The Board of Directors intends to propose the 2013 annual general meeting to cancel those own shares acquired not hedging the company's obligations to deliver shares under long-term incentive programmes approved by a general meeting through a reduction of the company's share capital without repayment to the shareholders.

The Board of Directors' of TeliaSonera AB (publ) statement according to Chapter 19, Section 22 of the Swedish Companies Act

Considering the Board of Directors' of TeliaSonera AB (the "**Company**") resolution that the Annual General Meeting 2012 shall resolve to authorize the Board of Directors to resolve on acquisitions of the Company's own shares, the Board of Directors hereby submits the following statement according to Chapter 19 Section 22 of the Swedish Companies Act.

As per December 31, 2011, the Company's restricted equity amounted to approximately SEK 15,711 million and the non-restricted equity to approximately SEK 61,137 million. As per the same date, the Group's total equity attributable to the shareholders of the parent company amounted to approximately SEK 116,680 million.

The equity of the Company would have been approximately SEK 244 million higher if derivative instruments and other financial instruments, valued at fair value, had been valued on the basis of the lower of cost or net realisable value for non-current assets and the lower of cost or market value for current assets instead.

The estimated cost for acquisition of own shares under the proposed authorization for the Board of Directors amounts to, if the authorization is fully exercised,[3] approximately SEK 19,758 million at an average share price of SEK 45.63 per share.[4]

The Board of Directors assesses that there will be full coverage for the Company's restricted equity after distribution of dividend of SEK 2.85 per share for the financial year 2011, in total approximately SEK 12,341 million, and after acquisition of all the own shares included in the repurchase authorization proposed by the Board of Directors.

The business activities of the Company and the Group does not involve any other risks than the ones related to or expected to be related to the Company's and the Group's line of business or the risks involved in conducting business in general. The Company's and the Group's dependence on the market conditions does not deviate from what may be seen within the Company's and the Group's line of business. The Board of Directors assesses that the Company's restricted equity and the Group's total equity attributable to the shareholders of the parent company after distribution of dividend for the financial year 2011, and after full exercise of the proposed authorization for acquisition of own shares, will be sufficient in relation to the scope of the Company's and the Group's business.

As per December 31, 2011, the Company's financial strength measured as the equity to assets ratio, after deduction of the proposed dividend and assuming full exercise of the proposed authorization, equalled 26.9 percent. As per December 31, 2011, the Group's financial strength, measured in the same way, equalled 36.2 percent. The exercise of the proposed authorization for acquisition of own shares does not jeopardize the Company's or the Group's abilities to carry out the investments considered necessary. Furthermore, the proposal is consistent with the established cash flow forecast under which the Company and the Group are

[3] The Board of Directors proposes a repurchase authorization of a maximum of 10 percent of the total number of outstanding shares or 433,008,478 shares before the cancellation of the own shares that may be repurchased under the Repurchase Offer, proposed by the Board of Directors.
[4] Based on the average closing price in January 2012 first 15 trading days.

expected to manage unexpected events and temporary variations in the cash flows to a reasonable extent.

With reference to what is stated above, it is the Board of Directors' view that the proposed authorization for acquisition of own shares is justified, considering the requirements on the equity of the Company and the Group arising from the type, scope and risks of the business activities as well as the Company's and the Group's need to strengthen its balance sheets, liquidity and position in general.

Stockholm, February 1, 2012
TeliaSonera AB (publ)
The Board of Directors

20. The Board of Directors' proposal for (a) Implementation of a long-term incentive program 2012/2015 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. A number of key employees also participate in a long-term incentive programme, which was approved by the Annual General Meeting 2010 and 2011 respectively. All in all, these parts constitute an integrated remuneration package. In accordance with the decision of the Annual General Meeting 2010 and 2011, neither annual nor long term variable remuneration is paid to members of the TeliaSonera Group management team.

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 key employees, create a 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 key employees' interests with those of the shareholders, increase the part of the remuneration that is linked to the Company's performance and encourage shareholding of key employees.

As a result of the review, the Board of Directors considers that yearly long-term incentive programmes should be implemented for key employees of the Group. The long-term incentive programme proposed by the Board of Directors to be implemented during 2012, relating to the financial years 2012-2014 and that may result in allotments of so-called performance shares during the spring of 2015 ("Performance Share Programme 2012/2015"), is further described below.

The Board of Directors intends to propose forthcoming Annual General Meetings to implement long-term incentive programmes on similar conditions that apply to the now proposed Performance Share Programme 2012/2015.

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Description of Performance Share Programme 2012/2015

General

Performance Share Programme 2012/2015 shall comprise approximately 100 key employees 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 2012-2014 (the "Performance Period"), participants in Performance Share Programme 2012/2015 shall be given the opportunity to receive final allotments of TeliaSonera shares without consideration ("Performance Shares").

Performance Share Programme 2012/2015 shall in total comprise of no more than 1,400,000 TeliaSonera shares, which corresponds to approximately 0.03 percent 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) percent of the participant's annual gross base salary (i.e. before taxes) per year-end 2011 or, if a participant has become employed thereafter, the calculated annual gross base salary for 2012 (the "Base Salary"). Saving Shares shall normally be acquired or allocated to the programme during a period of approximately five weeks following the publication of the Company's Interim Report for the first quarter 2012. In the event of recruitment of key employees thereafter, participation in the programme may be offered and acquisition or allocation of Saving Shares may take place until the end of August 2012.

Performance Conditions

The final allotments of Performance Shares will be based 50 percent on the Company's development in EPS[5] ("EPS-based allotment of Performance Shares") and 50 percent 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").[6] 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 2012, 2013 and 2014, in relation to EPS for the preceding financial year, and amount to a total value of no more than 15 percent of the Base Salary for the key employee.

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

[5] 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.
[6] 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 2011 shall be compared with December 2014 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 Oyj, Tele2 AB, KPN NV, Telekom Austria AG, France Telecom SA, Deutsche Telekom AG, Vodafone Group Plc. and Telefonica SA.

the Minimum Level with a certain percent established by the Board of Directors, amounting to no less than five and no more than 15 percent ("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 2011, 2012, 2013 and 2014. Further, the Board of Directors will establish the Maximum Level for each of the financial years 2012, 2013 and 2014. 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 2012, 2013 and 2014.

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 15 percent of the Base Salary for the key employee.

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.

Allotment

Maximum preliminary EPS-based allotment of Performance Shares for each of the financial years 2012, 2013 and 2014, shall amount to the number of Performance Shares corresponding to 5.00 percent of the Base Salary for the key employee, 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 2011, 2012 and 2013, however not lower than SEK 23. 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 2012, 2013 and 2014.

Maximum TSR-based allotment of Performance Shares, shall amount to the number of Performance Shares corresponding to 15 percent of the Base Salary for the key employee, 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 2011.

Final allotments of Performance Shares will take place following the publication of the Company's Interim Report for the first quarter 2015. 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 2015, corresponds to 37.5 percent of the Base Salary of the key employee. 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, share repurchase offer, 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 up to and including the day of publication of the Interim Report for the first quarter 2015 (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 the Performance Share Programme 2012/2015 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.

The value of and the estimated costs for Performance Share Programme 2012/2015
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 2012/2015 to approximately SEK 14 million, under the following essential assumptions: (i) a share price of SEK 45.14 per TeliaSonera share as per 20 January 2012, (ii) an annual employee turnover of five percent and (iii) a 50 percent achievement of the EPS-based performance condition and, for the TSR-based performance condition, an assessment of the probability of outcome of the TSR-based performance condition in the peer group defined by the Board of Directors.

If the EPS-based performance conditions are achieved to 100 percent, the annual employee turnover is 0 percent and the assumption of a share price of SEK 45.14 and the assessment with respect to TSR are unchanged, the value of Performance Share Programme 2012/2015 is estimated to approximately SEK 25 million.

The costs are accounted for as staff costs (share-based benefits) over the three years 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 percent of maximum allotment, a tax rate for social security contributions of 20 percent and an annual increase in the market value of the TeliaSonera share of 5 percent. The costs for Performance Share Programme 2012/2015, 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 37 million, including approximately SEK 12 million in social security costs.

Dilution and effects on key ratios
Performance Share Programme 2012/2015 will not entail any dilution effect, as the programme is proposed to be hedged by either treasury shares or a hedging arrangement with a bank or another financial institution relating to already issued shares.

The costs for Performance Share Programme 2012/2015 are expected to have a marginal effect on the Group's key ratios.

Preparation of the proposal
The proposal regarding Performance Share Programme 2012/2015 to the Annual General Meeting 2012 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 2012/2015 to the Annual General Meeting 2012.

Hedging
The Board of Directors has considered two alternative hedging methods for Performance Programme 2012/2015; 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 2012/2015. 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 2012 resolves to (i) implement Performance Share Programme 2012/2015, based on no more than 1,400,000 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 2012/2015

1. Performance Share Programme 2012/2015 shall comprise approximately 100 key employees 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 2012/2015 shall be given the opportunity to receive final allotments of Performance Shares without consideration.

3. Performance Share Programme 2012/2015 shall in total comprise no more than 1,400,000 TeliaSonera shares, which corresponds to approximately 0.03 percent 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) percent of

the participant's Base Salary. Saving Shares shall normally be acquired or allocated to the programme during a period of approximately five weeks following the publication of the Company's Interim Report for the first quarter 2012. In the event of recruitment of key employees thereafter, participation in the programme may be offered and acquisition or allocation of Saving Shares may take place until the end of August 2012.

5. The final allotments of Performance Shares will be based 50 percent on the Company's development in EPS for each of the financial years 2012, 2013 and 2014, in relation to EPS for the preceding financial year, and 50 percent 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 2012, 2013 and 2014, shall amount to the number of Performance Shares corresponding to approximately 5.00 percent of the Base Salary for the key employee 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 2011, 2012 and 2013, however not lower than SEK 23. 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 2012, 2013 and 2014.

8. Maximum TSR-based allotment of Performance Shares, shall amount to the number of Performance Shares corresponding to 15 percent of the Base Salary for the key employee 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 2011.

9. Final allotments of Performance Shares will take place following the publication of the Company's Interim Report for the first quarter 2015. 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 2015, corresponds to 37.5 percent of the Base Salary of the key employee. 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 2012/2015 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 2012/2015 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 2012/2015, 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 1,400,000 TeliaSonera shares may be transferred to participants in Performance Share Programme 2012/2015 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 2012/2015. 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 2012/2015, to immediately transfer the shares to such persons within the Group that participate in Performance Share Programme 2012/2015.

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 2012/2015 are entitled to receive final allotments of Performance Shares, i.e. following the publication of the Company's Interim Report for the first quarter 2015.

4. The number of shares that may be transferred shall be subject to recalculation in the event of an intervening bonus issue, share repurchase offer, 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 2012/2015. The Board of Directors considers it to be an advantage for the Company and the shareholders that the participants in Performance Share Programme 2012/2015 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.

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, February 1, 2012
TeliaSonera AB (publ)
The Board of Directors

21. The announced proposal by the shareholder Folksam regarding adjustment of TeliaSonera's ethical guidelines

Proposal to the Annual General Meeting
Human rights apply to us all. They state that all human beings are born free and equal in dignity and rights. The human rights are universal. They apply everywhere in the world, whatever the country, culture or context. The human rights regulate the relations between State authorities and individual people. They limit the State authorities' power over individual people, simultaneously specifying certain obligations the authorities have towards people.

Freedom of expression and privacy play an important role.

States have an obligation to respect the regulations of international law. Every country is responsible for seeing to it that the obligations regarding human rights are implemented in the country's national legislation.

The telecommunications sector is unique in that it enables exchange of ideas and makes accessing information easier, thereby supporting economic growth and technological development as well as improving many people's quality of life. Information and communications technology companies also carry a responsibility to respect and protect their customers' and users' freedom of expression and right to privacy.

The Swedish Government states on its home page as follows:

"Governments should not be allowed to limit the freedom of expression except under very exceptional circumstances. Such limitations must be based on internationally recognized laws and/or rules. The limitations must be essential and proportionate to the intended objective."

TeliaSonera's Code of Ethics and Conduct states:

"TeliaSonera has a long history of success as a result of fair and ethical business practices. We support international standards on human rights, labour conditions, the environment and anticorruption.TeliaSonera strives to act as one company, based on a common set of values, business principles and performance management. Wherever we operate we act as a local company, identifying and working with local business risks and opportunities. It is our objective to be a clean company and a good corporate citizen, living by the letter and sprit of the law."

In our opinion, TeliaSonera's ethical guidelines should not be dependent only on the legal frames of the countries where TeliaSonera has operations. TeliaSonera's ethical guidelines should also make it clear that the company complies with the international human rights and rules set out in Article 19 of the UN's Declaration of Human Rights and in OECD's recently revised guidelines for multinational companies, especially as regards freedom of expression and human rights.

On account of the above, Folksam proposes that the Annual General Meeting should resolve to give the Board an assignment to adjust TeliaSonera's current ethical guidelines in accordance with the UN's Declaration of Human Rights and OECD's 2011 guidelines for multinational companies.

The updated ethical guidelines could help to improve TeliaSonera's opportunities to respect and protect its users' and customers' freedom of expression.