

Report of the work of TeliaSonera's nomination committee

At the annual general meeting of TeliaSonera on 6 April 2011 it was resolved that the nomination committee should consist of the following persons: Kristina Ekengren (the Swedish state), Kari Järvinen (the Finnish state via Solidium Oy), Thomas Eriksson (Swedbank Robur Fonder), Per Frennberg (Alecta) and the chairman of the board of directors Anders Narvinger. At the nominations committee's statutory meeting Kristina Ekengren 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 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 6 April 2011 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 2011 regarding the board's internal work. The evaluations have been conducted by external consultants. The nomination committee has also had meetings with all board members.

During the year Conny Karlsson has declined re-election.

The nomination committee has, based on the conclusions of the board's evaluations, information about the board's work and TeliaSonera's future challenges searched for an appropriate composition of people for the board. The nomination committee noted that there were reasons to strive for enhanced experience from the telecommunications industry and experience from relevant markets. On this basis, a suitable candidate has been searched.

The nomination committee considers that Olli-Pekka Kallasvuo, former CEO and board member of Nokia Oyj, meets these qualifications. The nomination committee therefore purposes Olli-Pekka Kallasvuo as new nominee.

The nomination committee conducted prior to the annual general meeting 2011 a more comprehensive process for evaluating and selecting auditors. In connection with the preparation of the 2012 proposal the nomination committee received a brief report from the chairman of the audit committee. The nomination committee proposes PricewaterhouseCoopers AB, with Bo Hjalmarsson as principally responsible auditor, to continue as TeliaSonera's auditor until the annual general meeting 2013.

The nomination committee presents the following proposals to TeliaSonera's annual general meeting 2012

Number of board members elected by the annual general meeting

The nomination committee's proposal for the number of board members is eight with no deputy members, which is the same number as previously.

Board members

The nomination committee proposes re-election of:
Ingrid Jonasson Blank, Maija-Liisa Friman, Anders Narvinger, Timo Peltola, Lars Renström, Jon Risfelt and Per-Arne Sandström.

The nomination committee proposes Olli-Pekka Kallasvuo as new nominee.

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.

Anders Narvinger has not taken part of the nomination committee's deliberations or decisions regarding proposal of 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: SEK 1,100,000
- Other board members elected by the annual general meeting: SEK 450,000
- The chairman of the board's audit committee: SEK 150,000
- Other members of the audit committee: SEK 100,000
- The chairman of the board's remuneration committee: SEK 55,000
- Other members of the remuneration committee: SEK 35,000

The nomination committee has conducted a comparison of remuneration to board members with relevant companies. All proposals for remunerations are unchanged compared with last year.

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

Auditors

The nomination committee proposes that the audit firm PricewaterhouseCoopers AB shall be elected for a term expiring after the annual general meeting 2013.

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 decisions 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

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