Annual General Meeting
April 3, 2013
Documentation
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
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 2012
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 and vice-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 2013/2016 and
   (b) hedging arrangements for the program
21. Proposal from the shareholder Carl Henrik Bramelid: “That TeliaSonera either sells back Skanova, which owns the copper cables in Sweden, to the Swedish State or distributes the shares to the company’s shareholders.”
22. Proposal from the shareholder Carl Henrik Bramelid: “That TeliaSonera keeps its operations on the mature markets and separates its operations on the emerging markets to a separate company/group the shares of which are distributed to the company’s shareholders. The company/group responsible for the emerging markets should be listed."
23. Proposal from the shareholder Åke Raushagen: “that the present auditors be dismissed and that the Nomination Committee be given the assignment to draw up a proposal on new auditors and to review the assignment and the mandate of the new auditors.”
24. Proposal from the shareholder Lars Bramelid:
   (a) “that the new Board of Directors be given the assignment to claim damages from the persons who have damaged the company, especially the company’s Management Group and the board members of that time.” and
   (b) that “the Board of Directors is therefore given the right to limit the company’s claim for damages against these persons to a total of up to SEK 100 million”.

Closing of the annual general meeting
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), Jan Andersson (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.


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 8, 2013 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 11, 2013.

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 66,159,916,283.

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 8, 2013. 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 11, 2013.

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, January 30, 2013
TeliaSonera AB (publ)
The Board of Directors
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 2013 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, 2012, the Company’s restricted equity amounted to approximately SEK 15,711 million and the non-restricted equity to approximately SEK 66,160 million. As per the same date, the Group’s total equity attributable to the shareholders of the parent company amounted to approximately SEK 109,440 million.

The equity of the Company would have been approximately SEK 213 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 2013 resolves in accordance with the Board of Director’s proposal on resolution on an ordinary dividend,1 an amount of at least approximately SEK 53,819 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, 2012, 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 22.5 percent (as per December 31, 2011, 26.9 percent). As per December 31, 2012, the Group’s financial strength, measured in the same way, equalled 32.0 percent (as per December 31, 2011, 35.9 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, January 30, 2013
TeliaSonera AB (publ)
The Board of Directors

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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 2012

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, Olli-Pekka Kallasvuo, 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 until the next annual general meeting would be SEK 1,200,000 (previously SEK 1,100,000) to the chairman, SEK 750,000 (previously SEK 450,000) to the deputy chairman and SEK 450,000 (unchanged) 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 (unchanged) and other members of the audit committee would receive SEK 100,000 each (unchanged), and the chairman of the board’s remuneration committee would receive SEK 65,000 (previously SEK 55,000) and other members of the remuneration committee would receive SEK 45,000 (previously SEK 35,000). The Nomination Committee has recommended that the Board of Directors establishes a special Sustainability and Ethics Committee. Remuneration to the chairman of such a committee is proposed at SEK 150,000 and SEK 100,000 to each of the other members.

12. Election of Board of Directors

Re-election of Olli-Pekka Kallasvuo and Per-Arne Sandström. New election of Marie Ehrling, Mats Jansson, Tapio Kuula, Nina Linander, Martin Lorentzon and Kersti Sandqvist

**New nominees:**

**Marie Ehrling (Born 1955)**
Ms Ehrling was President of TeliaSonera’s Swedish operations between 2004 and 2006. Prior to that she was employed by SAS 1982 - 2002. Today, Marie Ehrling has several board assignments. She is Vice-Chairman of Nordea and serves as member of the Boards of Securitas, Oriflame and Schibsted, among others.

**Mats Jansson (Born 1951)**
Mr Jansson was CEO of SAS between 2007 and 2010 and prior to that worked as CEO of Axel Johnson AB, 2005 - 2006 and served as Chairman of the Board and CEO of Axfood 2000 - 2005. Currently Mats Jansson is Chairman of the Board of Delhaize Group and senior advisor of JP Morgan.

**Tapio Kuula (Born 1957)**
Mr Kuula is since 2009 CEO and President of the Finnish Fortum and prior to that he held several managerial positions in the Fortum Group.

**Nina Linander (Born 1959)**
Ms Linander is former partner at Stanton Chase International between 2006 and 2012 and prior to that Head of Treasury at Electrolux 2001 – 2005. Nina Linander is currently a board member of Neste Oil, Specialfastigheter and Awapatent, among others.
Martin Lorentzon (Born 1969)
Mr. Lorentzon is founder and Chairman of the Board of Spotify. He was also founder of TradeDoubler where he also served as a board member.

Kersti Strandqvist (Born 1963)
Ms. Strandqvist is Head of Corporate Sustainability since 2010 and a member of the Group Management of SCA. Prior to that she served as business area manager within the SCA Group 1997 - 2010.

Re-election

Olli-Pekka Kallasvuo (Born 1953)
Elected to the Board of Directors in 2012. Mr. Kallasvuo was CEO and board member of Nokia Oyj from 2006 to 2010. Previously, he held various executive positions at Nokia, including the positions of COO, CFO, Head of Mobile Phones Division and Head of Nokia Americas. Mr. Kallasvuo is today Vice-Chairman of SRV Group Plc. and he is also a board member of Aperios Group, Zenterio AB and Foundation for Economic Education.

Per-Arne Sandström (Born 1947)
Elected to the Board of Directors in 2010. Mr. 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 a board member of SAAB AB.

13. Election of Chairman and Vice-Chairman of the Board of Directors
Nomination Committee’s proposal: Marie Ehrling as Chairman and Olli-Pekka Kallasvuo as Vice-Chairman.

14. Resolution concerning number of auditors and deputy auditors
The number of auditors shall, until the end of the annual general meeting 2014, 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 2014.

17. Election of Nomination Committee
Election of Nomination Committee: Magnus Skåninger (Swedish State), Kari Järvinen (Finnish State via Solidium Oy), Jan Andersson (Swedbank Robur Funds), Per Frennberg (Alecta) and Marie Ehrling (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 authorise 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 authorise 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.

Authorisation for the Board to resolve on acquisitions of own shares

The Board of Directors proposes that the Annual General Meeting authorise 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 2014.

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.

The Board of Directors intends to propose the 2014 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.

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\(^2\) 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' 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 2013 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, 2012, the Company’s restricted equity amounted to approximately SEK 15,711 million and the non-restricted equity to approximately SEK 66,160 million. As per the same date, the Group’s total equity attributable to the shareholders of the parent company amounted to approximately SEK 109,440 million.

The equity of the Company would have been approximately SEK 213 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 19,550 million at an average share price of SEK 45.15 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 2012, 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 2012, 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, 2012, 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 22.5 percent. As per December 31, 2012, the Group’s financial strength, measured in the same way, equalled 32.0 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 expected to manage unexpected events and temporary variations in the cash flows to a reasonable extent.

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\(^3\) 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 2013 (first 14 trading days).
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, January 30, 2013
TeliaSonera AB (publ)
The Board of Directors

20. The Board of Directors’ proposal for (a) Implementation of a long-term incentive program 2013/2016 and (b) hedging arrangements in relation thereto

Background
The remuneration framework within the TeliaSonera group (the “Group”) may consist 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, 2011 and 2012 respectively. All in all, these parts constitute an integrated remuneration package. In accordance with the decision of the Annual General Meeting 2010, 2011 and 2012 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 2013, relating to the financial years 2013-2015 and that may result in allotments of so-called performance shares during the spring of 2016 (“Performance Share Programme 2013/2016”), 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 2013/2016.
Description of Performance Share Programme 2013/2016

General
Performance Share Programme 2013/2016 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 2013-2015 (the "Performance Period"), participants in Performance Share Programme 2013/2016 shall be given the opportunity to receive final allotments of TeliaSonera shares without consideration ("Performance Shares"). Performance Share Programme 2013/2016 shall in total comprise of no more than 1,360,000 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 2012 or, if a participant has become employed thereafter, the calculated annual gross base salary for 2013 (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 2013. 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 2013.

Performance Conditions
The final allotments of Performance Shares will be based 50 percent on the Company’s development in EPS5 (“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”). 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 2013, 2014 and 2015, 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 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

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 2012 shall be compared with December 2015 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.
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 establishes the Company’s EPS for each of the financial years 2012, 2013, 2014 and 2015. Further, the Board of Directors will establish the Maximum Level for each of the financial years 2013, 2014 and 2015. 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 2013, 2014 and 2015.

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 2013, 2014 and 2015, 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 2012, 2013 and 2014, however not lower than SEK 22. 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 2013, 2014 and 2015.

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 2012.

Final allotments of Performance Shares will take place following the publication of the Company’s Interim Report for the first quarter 2016. 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 2016, 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 2016 (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 2013/2016 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 2013/2016

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 2013/2016 to approximately SEK 13 million, under the following essential assumptions: (i) a share price of SEK 44.91 per TeliaSonera share as per 17 January 2013, (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 44.91 and the assessment with respect to TSR are unchanged, the value of Performance Share Programme 2013/2016 is estimated to approximately SEK 24 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 3 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 2013/2016, 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 35 million, including approximately SEK 11 million in social security costs.
Dilution and effects on key ratios
Performance Share Programme 2013/2016 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 2013/2016 are expected to have a marginal effect on the Group’s key ratios.

Preparation of the proposal
The proposal regarding Performance Share Programme 2013/2016 to the Annual General Meeting 2013 has been prepared by the Company’s remuneration committee, whereafter the Board of Directors has resolved to present the proposal regarding Performance Share Programme 2013/2016 to the Annual General Meeting 2013.

Hedging
The Board of Directors has considered two alternative hedging methods for Performance Programme 2013/2016; 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 2013/2016. 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 2013 resolves to (i) implement Performance Share Programme 2013/2016, based on no more than 1,360,000 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 2013/2016

1. Performance Share Programme 2013/2016 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 2013/2016 shall be given the opportunity to receive final allotments of Performance Shares without consideration.

3. Performance Share Programme 2013/2016 shall in total comprise no more than 1,360,000 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 2013. 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 2013.

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 2013, 2014 and 2015, 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 2013, 2014 and 2015, 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 2012, 2013 and 2014, however not lower than SEK 22. 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 2013, 2014 and 2015.

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 2012.

9. Final allotments of Performance Shares will take place following the publication of the Company’s Interim Report for the first quarter 2016. 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 2016, 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 2013/2016 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 2013/2016 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 2013/2016, 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 1,360,000 TeliaSonera shares may be transferred to participants in Performance Share Programme 2013/2016 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 2013/2016. 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 2013/2016, to immediately transfer the shares to such persons within the Group that participate in Performance Share Programme 2013/2016.

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 2013/2016 are entitled to receive final allotments of Performance Shares, i.e. following the publication of the Company’s Interim Report for the first quarter 2016.

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 2013/2016. The Board of Directors considers it to be an advantage for the Company and the shareholders that the participants in Performance Share Programme 2013/2016 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, January 30, 2013
TeliaSonera AB (publ)
The Board of Directors

21. The announced proposal by the shareholder Carl Henric Bramelid

22. The announced proposal by the shareholder Carl Henric Bramelid

Proposal to the Annual General Meeting 2013
Quotation from www.teliasonera.se on October 8, 2012:
“TeliaSonera provides network access and telecommunication services that help people and companies communicate in an easy, efficient and environmentally friendly way.”

What the company forgets to mention in this quotation is that it has a monopoly in copper cables in Sweden and that it helps the Former Soviet Republic(s) to control and supervise their inhabitants. At present, the company is even investigated for bribery (giving of bribes) with the aim of receiving a mobile licence.

Something must be done about this. Suitable ways of dealing with this are:

- That TeliaSonera either sells back Skanova, which owns the copper cables in Sweden, to the Swedish State or distributes the shares to the company’s shareholders.
- That TeliaSonera keeps its operations on the mature markets and separates its operations on the growth markets to a separate company/group the shares of which are distributed to the company’s shareholders. The company/group responsible for the growth markets should be listed. In this way, the shareholders can choose which operations they want to keep or sell the shares of the company with operations they do not believe in.

Stockholm, January 18, 2012
(signature)
Carl Henric Bramelid
23. The announced proposal by the shareholder Åke Raushagen

In view of the turbulence that has occurred in connection with Teliasonera’s operations in Uzbekistan and which has resulted in the CEO’s resignation and the election of a partly new Board of Directors, I wish to draw attention to the auditors’ role in what has happened.

It has not come to the shareholders’ (at least not the small shareholders’) knowledge that the auditors would have had anything to remark about how the company has handled the issue.

According to surveys, Telia has good, documented internal routines for anti-corruption activities. Quotation from SVD:

“When Transparency International Sweden ranks how transparent the Swedish large corporations are in their anti-corruption work, TeliaSonera receives top grades. What we have looked into is what is stated about anti-corruption work on the company's website and in the annual reports, not how the work is performed in practice. Telia Sonera is a clear example of a company that has good rules – but that seems to ignore them in practice.”

It is the auditors’ role in the company to control on behalf of the shareholders that the company is managed according to the valid rules and policy.

Major transactions that amount to billions but are not critically scrutinized by the auditors involve big risks and can severely affect the shareholders.

The Uzbekistan affair was brought to light through SVT's TV programme ‘Uppdrag Granskning’, which works outside the company. The auditors, who work inside the company for the shareholders and who have been elected in the General Meeting of Shareholders, have not reacted at all – at least to the benefit of the small shareholders.

Therefore I propose that the present auditors be dismissed and that the Nomination Committee be given the assignment to draw up a proposal on new auditors and to review the assignment and the mandate of the new auditors.

With kind regards,

Åke Raushagen
24. The announced proposal by the shareholder Lars Bramelid

TeliaSonera AB

SE-106 63 Stockholm

The following item shall be included in the notice of the Annual General Meeting 2013.

Decision proposal to the Annual General Meeting 2013 of TeliaSonera AB

AB Telia-Sonera has suffered damage under the present management, and the brand has lost value after the revelations that have come out during the past few months.

I propose to the Annual General Meeting that the new Board of Directors be given the assignment to claim damages from the persons who have damaged the company, especially the company’s Management Group and the Board members of that time. It is very likely that it is impossible for these persons to compensate for the whole damage – which probably amounts to billions – but the decisions taken must naturally affect those who made the decisions related to the business operations in Uzbekistan.

The Board of Directors is therefore given the right to limit the company’s claim for damages against these persons to a total of up to SEK 100 million.

(signature)

Lars Bramelid

Shareholder of AB Teliasonera AB