

Speech by Kristina Ekengren, Chairman of the Nomination Committee at TeliaSonera's Annual General Meeting on April 3, 2013

Thank you Mr Chairman!

My name is Kristina Ekengren. I am deputy director at the division for State Enterprises within the Ministry of Finance, and I am the Chairman of TeliaSonera's Nomination Committee.

At TeliaSonera's Annual General Meeting on 3 April 2012 it was decided that the Nomination Committee would include myself, Kari Järvinen, representative of the Finnish state through Solidium, Thomas Eriksson, Swedbank Robur funds, Per Frennberg, Alecta, as well as the Chairman of the Board, Anders Narvinger.

After Thomas Eriksson chose to discontinue his assignment in the Nomination Committee, Swedbank Robur funds announced in June 2012 that it had appointed Jan Andersson to replace Thomas Eriksson as member of the Nomination Committee.

At this stage in my speech, I usually say that "I will now briefly present the work of the Nomination Committee during the past year, as well as the proposal from the Nomination Committee." I will of course do so this time as well, but perhaps not as briefly.

The work of the Nomination Committee has been carried out in accordance with the instruction given by the Annual General Meeting and in accordance with the Swedish Code of Corporate Governance.

No other shareholder has, within the framework of the instruction to the Nomination Committee, wished to participate in the work of the Nomination Committee.

The work of the Nomination Committee ahead of today's AGM has been carried out under extraordinary circumstances, and it also involves extraordinary changes.

Since the AGM on 3 April 2012, the Nomination committee has held 14 recorded meetings, 13 ahead of the distribution of the invitation, and an additional one afterwards.

The Nomination Committee has received information from the Chairman of the Board and the company's former CEO about the status of the company and its future direction.

The Nomination Committee has also met with all Members of the Board. Ahead of these meetings the Nomination Committee submitted a number of questions relating to the composition and work of the Board, its strategy and challenges as well as the Board's sustainability work, which was then discussed.

Following the thorough interview process, the Nomination Committee chose not to ask for an additional board assessment. An in-depth assessment was made ahead of the AGM in 2012 with the help of an external adviser.

During the work of the Nomination Committee, the Board and the management of TeliaSonera has been the subject of great external interest, in particular when it comes to the company's investments in Uzbekistan. The Board assigned the law firm Mannheimer Swartling to carry out an external review of these investments.

The Nomination Committee has been influenced by what has happened, and chose to await Mannheimer Swartling's report before making a final decision on what changes to propose.

The unfolding of events also influenced the incumbent members' positions on their future involvement.

Until all expected information was known, the Nomination Committee worked with a broad approach and interviewed a large number of candidates. The Nomination Committee also received many suggestions for members from shareholders outside the Nomination Committee, *and* from other stakeholders. Overall, we note that there is a high level of interest in TeliaSonera.

After the publication of the Mannheimer Swartling report, it became obvious that significant changes to the Board were necessary.

A significant part of the Board members also announced that they intended to, at today's AGM, step down from the Board of TeliaSonera.

The Chairman of the Board, Anders Narvinger, as well as the Board members Maija-Liisa Friman, Ingrid Jonasson-Blank, Timo Peltola, Lars Rehnström and Jon Risfeldt declined re-election.

The Nomination Committee has, based on the conclusions from the interviews carried out, information on the work of the Board, as well as the future challenges of the company, sought to achieve a suitable combination of individuals. The Nomination Committee has found that, in addition to the competences previously defined, such as experience from: the telecom industry as well as related industries relevant markets, market- and consumer oriented activity large listed companies there is a need to include experience from operational sustainability work as well as from internet based activities.

Based on these aggregated competence requirements, suitable candidates were evaluated.

The Nomination Committee suggests the re-election of: Olli-Pekka Kallasvuo and Per-Arne Sandström and the election of: Marie Ehrling, Mats Jansson, Mikko Kosonen, Nina Linander, Martin Lorentzon and Kersti Strandqvist

Marie Ehrling is nominated as Chairman of the Board.

Shareholders outside of the Nomination Committee have expressed concern over the number of board memberships of Marie Ehrling. This was also of particular interest to the Nomination Committee ahead of nominating the chairman. Since the invitations were sent out, it has been announced that Marie Ehrling will resign from the Boards of Loomis and Safegate, as well as from her role at the World Childhood Foundation.

It is the view of the Nomination Committee that Marie has a very good understanding of the efforts needed to fulfill the responsibility as Chairman of the Board of TeliaSonera, and it is the conclusion of the Nomination Committee that Marie, taking into account the changes she has made, has the time needed.

Since 2010 the Board of TeliaSonera has appointed a Vice Chairman among its members. The proposal of the Nomination Committee to the Annual General Meeting this year is to let the shareholders of TeliaSonera decide.

The Nomination Committee nominates Olli-Pekka Kallasvuo as the Vice Chairman of the Board.

In the invitation to the Annual General Meeting, Tapio Kuula was included among the new nominees. After the invitation to the meeting had been made available, Tapio announced that he unfortunately, due to severe illness, cannot join the Board of TeliaSonera. The Nomination Committee completed its proposal with Mikko Kosonen on March 28. This means that the number of proposed Board members is still eight.

The Chairman of the AGM will soon present the nominees further. According to the assessment of the Nomination Committee all nominees are independent vis-à-vis the company and the large owners.

It is the view of the Nomination Committee that all proposed Board members are experienced individuals in possession of the knowledge and competence needed to look after the company's and its owners' interests in the best manner, as members of the Board of TeliaSonera.

The Nomination Committee's proposed remunerations this year includes a new committee remuneration, which allows the Board to set up a sustainability and ethics committee until the Annual General Meeting of 2014.

Just as in the cases of the audit and the remuneration committees, the work carried out in the sustainability and ethics committee fall under the responsibility of the entire Board. But it is the assessment of the Nomination Committee that these issues will demand in-depth work also at Board level for at least the coming year.

The Nomination Committee therefore suggests the following remunerations for the elected members of the Board:

Chair of the Board SEK 1,200,000

(SEK 1,100,000)

Vice Chair of the Board SEK 750,000

(The AGM did not elect a Vice Chairman)

Other members of the Board: SEK: 450,000

(SEK 450,000)

The Chairs of the audit committee and the sustainability and ethics committee:

SEK 150,000

(SEK 150,000)

Other members of the audit committee and the sustainability and ethics committee: SEK 100,000

(SEK 100,000)

Chair of the Board's remuneration committee: SEK 65,000

(SEK 55,000)

Other members of the remuneration committee: SEK 45,000

(SEK 35,000)

The proposal involves an increase of SEK 100,000 to the Chairman of the Board as well as an adjustment of the remunerations to the remuneration committee, with SEK 10,000 for both the Chairman and for members.

Three remunerations are, as I mentioned, new in the proposal of the Nomination Committee. It is a special remuneration to the Board's Vice Chairman as well as to the Chairman and members of the sustainability and ethics committee.

TeliaSonera has used PricewaterhouseCoopers (PWC) as its Auditor for 9 years. The Nomination Committee conducted a more detailed evaluation of the processes behind its selection of an auditor in advance of the AGM in 2011. Ahead of the 2013 Nomination Committee's proposal there was a short explanation by the audit committee chairman.

You listened to the chief auditor, Anders Lundin, earlier today when he presented the audit of the company.

The Nomination Committee proposes that PWC be re-elected as TeliaSonera's auditors until the 2014 AGM.

The Nomination Committee has partaken of the most recent available ownership information regarding TeliaSonera and received proposals for who shall represent the largest owners.

The Nomination Committee proposes the following as members of the Nomination Committee until the closing of the AGM 2014: Magnus Skåniger, the Swedish government, Kari Järvinen, Finnish state through Solidium, Jan Andersson, Swedbank Robur Funds, Per Frennberg, Alecta and Chairman of the Board.

The committee has also reviewed instructions for the Nomination Committee and sees no need to propose any changes.

Finally, let me say a few additional words.

Continuity is important. For a nomination to be successful it is good corporate governance generally to propose changes based on a stable foundation of continuity. As I said earlier, the committee's proposal this year means extraordinary changes for a company which has no permanent CEO, although the role is shouldered well by the company's CFO.

The Board that the meeting today has elected faces a real challenge. This is something I have great respect for, as well as for the eight proposed board members who, for us shareholders, are willing to take responsibility during these extraordinary circumstances. I think I speak for all shareholders when I say that we have high expectations on you and wish you all success.

I would also like to express our thanks to the outgoing board, and I am speaking mainly to those of you who are leaving TeliaSonera today. Although there has been criticism surrounding the Company's investments in Uzbekistan, I know that a lot of good work has been done by the Board.

Among other things the telecommunications industry is experiencing transformative and rapid change, something which the board has handled well.

In 2012 the shareholders, after several years of hard work, were able to see a successful solution to ownership deadlock in the Russian associated company MegaFon. Both MegaFon and Kcell in Kazakhstan, were listed. It is positive because it strengthened TeliaSonera's balance sheet, but also because it means increased transparency.

I will not try to restate what we have already heard about all the work in 2012. I can only say that 2012 has been a year of economic uncertainty, but unlike shareholders in several other telecommunications companies around Europe, we who own shares in TeliaSonera have secured as high a dividend in 2012 as in 2011. This must be seen as an acknowledgment of your hard work.

You have also been tested in a way, in the past year, which I think few boards need to experience. You have worked amid unusually intense and prolonged media coverage. Of course it is a challenge that TeliaSonera's management in even greater measure has had to deal with.

But the Board's challenge was not lessened when TeliaSonera suddenly found itself without a permanent CEO. I have followed you closely and know that you have tackled many complex issues and had to work hard in a way that is not normally expected of a board member. The result of your efforts include a more transparent TeliaSonera, where we in 2012 have seen a clear enhancement of a wide range of processes that strengthen the Group's sustainability work, and which we can read more about in a sustainability report of high quality.

You are now leaving to make room for the fresh start TeliaSonera needs. I want to express a huge and heartfelt thank you for your hard work.

Thank you!