

Item 20 – (a) Implementation of a long-term incentive program 2017/2020 and (b) transfer of own shares to the participants

Background

The remuneration framework within the Telia Company group (the “Group”) may consist of fixed base pay, annual variable pay, functional variable pay, long term incentives, pensions and other benefits. A number of key employees participate in long-term incentive programs approved at previous annual general meetings. All in all, these parts constitute an integrated remuneration package. In accordance with the decisions of the annual general meetings 2010-2016 neither annual nor long-term variable cash remuneration is paid to members of Telia Company’s Group Executive Management team.

The Board of Directors has carried out a review of the 2016/2019 Performance Share Program to ensure that it continues to meet its stated objectives – i.e. to strengthen the ability to recruit and retain talented key employees, drive long-term company performance, align key employees’ interests with those of the shareholders and encourage key employee shareholding. As a result of this review, the Board of Directors considers that a long-term incentive program should be implemented for key employees of the Group also this year.

The long-term incentive program proposed by the Board of Directors to be implemented during 2017, relating to the financial years 2017-2019 and that may result in so-called performance shares being received during the spring of 2020 (the “Performance Share Program 2017/2020”), is similar to the Performance Share Program 2016/2019 adopted at the 2016 annual general meeting and is further described below.

Outline of the Performance Share Program 2017/2020

The Performance Share Program 2017/2020 shall be offered to approximately 200 key employees within the Group. Provided that certain performance conditions, consisting of financial targets linked to EBITDA and TSR (Total Shareholder Return), are met during the financial years 2017-2019 (the “Performance Period”), participants in the Performance Share Program 2017/2020 shall be given the opportunity to receive Telia Company shares free-of-charge (“Performance Shares”).

Participants in the Performance Share Program 2017/2020 will be granted a conditional award over Performance Shares, which is a right to receive a specific number of such shares at a future date provided the relevant conditions are met. The maximum number of Performance Shares which can be subject to an award at the time of grant remains unchanged from 2016. Under the Performance Share Program 2017/2020, the number of Performance Shares subject to an award at the time of grant may not have an aggregate market value which exceeds 30 percent of the participant’s annual gross base salary (i.e. before taxes) per year-end 2016 or, if a participant has become employed thereafter, the calculated annual gross base salary for 2017 (the “2016 Base Salary”).

Further, the maximum aggregate market value of Performance Shares which can be received by a participant following the end of the Performance Period (i.e. on the vesting of the award when the participant becomes entitled to receive their shares) shall not exceed 60 percent of the participant’s annual gross base salary (i.e. before taxes) per year-end 2019 (the “2019 Base Salary”).

The receipt of Performance Shares is normally subject to continued employment within the Group up to and including the day of publication of the interim report for the first quarter 2020.

Participants will receive their Performance Shares following the publication of the Company’s interim report for the first quarter 2020.

The Performance Share Program 2017/2020 shall in total comprise of no more than 2,491,202 Telia Company’s shares, which corresponds to approximately 0.06 percent of the total number of outstanding shares in the Company.

The Board of Directors’ full proposal is set out in item (a) below.

The value of and the estimated costs for the Performance Share Program 2017/2020

The participants' rights to receive Performance Shares under the program are not securities and cannot be pledged or transferred to others. Neither are any shareholders' rights transferred to participants in the program prior to the day when they receive their Performance Shares and become the owners of the shares. An estimated market value of the conditional rights to receive Performance Shares can however be calculated. The Board of Directors has calculated the total value for the rights to receive Performance Shares under the Performance Share Program 2017/2020 as approximately SEK 45.0 million, under the following essential assumptions: (i) a share price of SEK 36.13 calculated as the average of the daily noted volume-weighted purchase price of the Company's shares on Nasdaq Stockholm's official list during December 2016, (ii) an annual employee turnover of five percent, (iii) a share price increase of five percent per year, (iv) a 50 percent achievement of the TSR condition and (v) a 50 percent achievement of the EBITDA performance condition. The total cost under these conditions would be SEK 72.0 million excluding the costs for the program's hedging measures and assuming a 60 percent mark-up for social security costs and pensions. The costs are accounted for as staff costs (share-based benefits) over the three year Performance Period.

If the EBITDA performance condition is achieved to 100 percent whilst assumptions (i) through (iv) remain unchanged, the total value of the Performance Share Program 2017/2020 is estimated to be approximately SEK 67.5 million. The total cost would in this case be SEK 108.0 million.

If EBITDA and TSR performance conditions are achieved to 100 percent, the total value of the Performance Share Program 2017/2020 would amount to SEK 90.0 million assuming conditions (i) through (iii) remain unchanged. The total costs would in this case amount to SEK 144.0 million.

Dilution and effects on key ratios

The Performance Share Program 2017/2020 will not entail any dilution effect, as the program 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 the Performance Share Program 2017/2020 are expected to have a marginal effect on the Group's key ratios.

Preparation of the proposal

The proposal regarding the Performance Share Program 2017/2020 to the annual general meeting 2017 has been prepared by the Company's remuneration committee and the Board of Directors has resolved to present this proposal to the annual general meeting 2017.

Hedging

The Board of Directors has considered two alternative hedging structures for the Performance Share Program 2017/2020; either (i) the transfer of shares held by the Company itself to participants in the Performance Share Program 2017/2020 or (ii) a hedging arrangement with a bank or other financial institution securing delivery of shares under the program. The Board of Directors considers the first alternative as its preferred option. However, should the annual general meeting not approve the proposed transfer of own shares to participants in the program in item 20 (b), the Board of Directors may enter into a hedging arrangement with a third party to hedge the obligations of the Company to deliver Performance Shares under the program.

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' proposals for resolutions

The Board of Directors proposes that the annual general meeting 2017 resolves to (i) implement the Performance Share Program 2017/2020, based on no more than 2,491,202 Performance Shares, and on the further main terms and conditions set out in item (a) below, and (ii) transfer own shares to participants in the program, and to subsidiaries within the Group in order to secure their obligations to deliver Performance Shares under the program, in accordance with item (b) below.

(a) Main terms and conditions for the Performance Share Program 2017/2020

1. The Performance Share Program 2017/2020 shall be offered to approximately 200 key employees within the Group who will receive a conditional award over a number of Performance Shares (i.e. a right to receive such shares at a future date if the relevant conditions are met) in 2017.
2. Each participant will receive an award over a number of Performance Shares with an aggregate market value not exceeding 30 percent of the participant's 2016 Base Salary. The market value shall be calculated based on the average of the daily noted volume-weighted purchase price of Telia Company's shares on Nasdaq Stockholm's official list during December 2016.
3. Provided that the performance conditions described below, consisting of financial targets linked to EBITDA and TSR, are met during the Performance Period, participants in the Performance Share Program 2017/2020 will receive the Performance Shares subject to their award free-of-charge.
4. The performance conditions applying according to the Performance Share Program 2017/2020 will be based 50 percent on the Company's EBITDA¹ target during the Performance Period ("EBITDA Part") and 50 percent on the Company's TSR during the Performance Period ("TSR Part") in relation to TSR in a peer group of approximately 10 comparable Nordic and western European telecom companies defined by the Board of Directors ("TSR Comparator Group").²
5. The financial targets include a minimum level which must be achieved in order for any Performance Shares to be received at all, as well as a maximum level in excess of which no additional Performance Shares will be received. Should lower financial results than the maximum levels be achieved, a proportionate lower number of Performance Shares may be received.
 - a. EBITDA part represents 50 percent of the total award:
 - i. If 100 percent (or above) of the EBITDA target is met, 100 percent of Performance Shares under the EBITDA part will vest.
 - ii. If 97.5 percent (or less) of the target is met, 0 percent of Performance Shares under the EBITDA part will vest.
 - iii. If between 97.5 to 100 percent of the target is met, a proportionate amount of Performance Shares under the EBITDA part will vest.
 - iv. No Performance Shares will vest under the EBITDA Part if the Company's accumulated EBITDA is below the minimum level and no additional Performance Shares will vest if the Company's accumulated EBITDA is above the maximum level.
 - b. TSR part represents 50 percent of the total award:
 - i. If the Company's TSR is ranked First or Second compared to the defined peer group of companies, 100 percent of the Performance Shares under the TSR part will vest.
 - ii. If the Company's TSR is ranked Third or Fourth, 75 percent of the Performance Shares under the TSR part will vest.
 - iii. If the Company's TSR is ranked Fifth or Sixth, 50 percent of the Performance Shares under the TSR part will vest.
 - iv. If the Company's TSR is ranked Seventh or lower, no Performance Shares under the TSR part will vest.

¹ EBITDA is defined as Earnings Before Interest, Taxes, Depreciation and Amortization, with a possibility for the Board of Directors to make adjustments for extraordinary events and/or exchange rate fluctuations.

² 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 2016 shall be compared with December 2019 for the Company and for the companies included in the peer group defined by the Board of Directors. The peer group presently consists of Telenor ASA, Elisa Oyj, Tele2 AB, KPN NV, Orange SA, Deutsche Telekom AG, Vodafone Group Plc, Telefonica SA, TDC A/S and Swisscom AG.

6. The receipt of Performance Shares shall normally be subject to the participant's continued employment within the Group up to and including the day of publication of the interim report for the first quarter 2020.
7. Participants will receive their Performance Shares following the publication of the Company's interim report for the first quarter 2020. Rounding off shall be made to the closest whole number of Performance Shares.
8. The maximum number of Performance Shares a participant may receive under the Performance Share Program 2017/2020 shall have an aggregate market value not exceeding 60 percent of the participant's 2019 Base Salary. The market value shall be calculated based on the average of the daily noted volume-weighted purchase price of the Company's shares on Nasdaq Stockholm's official list during 20 trading days prior to the day of publication of the interim report for the first quarter 2020. Rounding off shall be made to the closest whole number of Performance Shares.
9. The Performance Share Program 2017/2020 shall in total comprise of no more than 2,491,202 Telia Company's shares, which corresponds to approximately 0.06 percent of the total number of outstanding shares in the Company.
10. Recalculation of the number of Performance Shares subject to an award granted under the Performance Share Program 2017/2020 shall take place in the event of an intervening bonus issue, split, rights issue and/or other similar events.
11. In addition to what is set out above, the Board of Directors shall under certain circumstances be entitled to reduce the number of Performance Shares subject to an award or, wholly or partially, terminate the Performance Share Program 2017/2020 in advance and to make such local adjustments of the program that may be necessary or appropriate to implement the program with reasonable administrative costs and efforts in the concerned jurisdictions, including, among other things, to offer cash settlement.
12. The Board of Directors shall be responsible for the further design and administration of the Performance Share Program 2017/2020 within the framework of the above stated main terms and conditions.

Performance outcome

The performance outcome will be determined by the Board of Directors after the expiry of the Performance Period (i.e. after December 31, 2019), in 2020. In connection therewith the Board of Directors will also publish the performance results.