

## **1. Evaluation of remuneration policies and programs for 2016**

### **1.1 Evaluation of the guidelines for remuneration to Group Executive Management**

The annual general meeting 2016 decided on guidelines for remuneration to the Group Executive Management. According to the guidelines, Telia Company's objective is to ensure that the Company can attract and retain the best people in order to support the purpose and strategy of the Company. Remuneration to the Group Executive Management should be built upon a total reward approach and be market relevant, but not market leading. The total reward approach should consist of the following compensation components:

- i) Fixed salary
- ii) Pension benefits
- iii) Other benefits

Each year the Remuneration Committee reviews benchmark studies for each of the Group Executive Management members, in order to follow how the total reward provided for the Group Executive Management is aligned with the guidelines.

*It is the Board's assessment that the remuneration guidelines for the Group Executive Management has been complied with. The level and composition of remuneration to the CEO and the Group Executive Management is shown in the annual report 2016, note C31 to the consolidated financial statements.*

### **1.2 Evaluation of the Group Policy - Remuneration**

The Board of Directors has, in order to secure a coherent application of remuneration principles in the group, adopted a group remuneration policy that is revised annually by the Remuneration Committee and the Board. The policy states that remuneration structures may vary by country. The position of total remuneration should be market competitive without leading relative to competitors of each local market and should factor in the affordability of the business. It also states that the Telia Company remuneration structures should be based on an evaluation system that is reflecting the competence required, responsibility, complexity and business contribution of the position.

In identifying remuneration levels for individuals, corporate, team and individual performance should be taken into account. The Telia Company group is also applying a performance evaluation system for all senior managers and key employees, which is linking performance to reward.

In making remuneration comparisons with market levels and in communicating the value of remuneration to stakeholders, the emphasis should be placed on the total value of the remuneration, not on the individual components.

Telia Company may offer annual variable pay (short and long term) to some of its employees (Group Executive Management excluded). Each year the Board reviews and decides upon the choice of financial performance targets to be applied in the variable pay programs.

*In the assessment of the Board, Telia Company has a structured process for decisions regarding remuneration issues, including variable pay models and targets. The processes enable balanced decision making regarding remuneration in line with the group policy. The variable programs create a link between the remuneration of the individual, the Group's performance and shareholder value creation.*

### **1.3 Evaluation of the Performance Share Programs**

Based on the decisions of the 2010-2016 annual general meetings, respectively, Telia Company launched performance share programs (PSP), which shall comprise certain senior managers and key employees within the Group (the members of Group Executive Management are excluded). The purpose has been to strengthen the company's ability to attract, recruit and retain such personnel.

Provided that certain financial performance conditions are met during a defined performance period, participants in the programs shall be given the opportunity to receive final allotments of Telia Company shares without consideration (performance shares).

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. Each program shall in total comprise no more than 1,360,000 (PSP 2013), 2,090,000 (PSP 2014), 3,793,200 (PSP 2015) and 2,370,400 (PSP 2016) Telia Company shares, corresponding to approximately 0.03 percent of the total number of outstanding shares for PSP 2013, 0.05 percent for PSP 2014, 0.08 for PSP 2015 and 0.04 for PSP 2016. 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.

#### **Performance Share Programs 2013 and 2014**

Financial targets for PSP 2013 and 2014 are earnings per share (EPS) and total shareholder return (TSR). The final allotments of performance shares will be based on 50 percent on EPS development for each of the three years of the performance period in relation to EPS for the preceding year, and 50 percent on TSR during the full performance period in relation to TSR in a group of comparable telecom companies defined by the Board of Directors. Participation in the program requires that the participant has invested in or allocated already held Telia Company shares to the program corresponding to a value of 2 percent of the participant's annual base salary. The maximum financial outcome for a participant, and the maximum number of performance shares that may finally be allotted in a program, shall be capped at such number of performance shares which aggregated market value corresponds to 37.5 percent of each participant's base salary. PSP 2013 vested during the

spring 2016 and shares were distributed to the participants in the program. Telia Company acquired 118,398 own shares in April 2016, to an average price of SEK 38.65 to cover the commitments under the PSP 2013 program which corresponds to a cost of SEK 4,576,307.

#### **Performance Share Program 2015 and 2016**

Financial targets for PSP 2015 and 2016 are earnings before interest, taxes, depreciation and amortisation (EBITDA) and total shareholder return (TSR). The total number of granted share awards amounts to 30 percent of the annual base salary. The final allotments of performance shares will be based 50 percent on accumulated EBITDA and 50 percent on TSR during the full performance period in relation to TSR in a group of comparable telecom companies defined by the Board of Directors. Participants are not required to invest in Telia Company shares. The final number of performance shares awarded shall be capped at such number where the aggregated market value corresponds to 60 percent of each participant's base salary.

*The Board of Directors has found, in course of its evaluation, that the long term incentive programs are in line with the principles resolved by the annual meetings. The LTI-program has enabled Telia Company to offer a more competitive total remuneration package to senior managers and a key employee, which has strengthened the company's ability to attract, recruit and retain key employees.*

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