

ANNUAL GENERAL MEETING APRIL 10, 2018

DOCUMENTATION



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Welcome to Telia Company's Annual General Meeting 2018

The annual general meeting of Telia Company AB (publ) will be held on Tuesday, April 10, 2018, at 2 p.m. CET at Skandiascenen, Cirkus, Djurgårdsslätten 43-45 in Stockholm. Registration for the meeting starts at 1 p.m. CET. Coffee will be served before the meeting starts.

Right to attend and notice of attendance

Those wishing to attend the meeting must

- be entered as shareholder in the share register kept by the Swedish central securities depository Euroclear Sweden on Wednesday, April 4, 2018, and
- give notice of attendance to the Company no later than on Wednesday, April 4, 2018.

Notice of attendance can be given

- in writing to Telia Company AB, "AGM 2018", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden,
- by telephone +46 (0)8 402 90 50 on weekdays between 9 a.m. and 4 p.m. CET, or
- on Telia Company's website www.teliacompany.com (only private individuals).

When giving notice of attendance, please state name/company name, social security number/corporate registration number, address, telephone number (office hours) and, the number of advisors, if any.

Shareholding in the name of a nominee and proxies

To be entitled to attend the meeting, shareholders whose shares are registered in the name of a nominee must register the shares in their own name with the help of the nominee, so that the shareholder is entered in the share register kept by Euroclear Sweden on Wednesday, April 4, 2018. This registration may be made temporarily. Shareholders are recommended to inform the nominee to that effect well before that day.

Since the Finnish shareholders that are registered within the Finnish book-entry system at Euroclear Finland are nominee registered at Euroclear Sweden, those Finnish shareholders wishing to attend the meeting must contact Euroclear Finland by e-mail at thy@euroclear.eu or by phone at +358 (0)20 770 6609, for registration of their shares in their own name well in advance of Wednesday, April 4, 2018.

Shareholders represented by a proxy or representative must issue a written power of attorney for the representative. A template proxy form is available on the Company's website www.teliacompany.com. A proxy form issued by a legal entity must be accompanied by a copy of the certificate of registration (or, if no certificate exists, a corresponding document of authority) for the legal entity. To facilitate registration at the meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the Company at the address above no later than on Wednesday, April 4, 2018.

Proposed agenda

Opening of the meeting

1. Election of chair of the meeting
2. Preparation and approval of voting list
3. Adoption of the agenda
4. Election of two persons to check the minutes of the meeting together with the chair
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2017. In connection herewith, a report by the chair of the Board of Directors Marie Ehrling of the work of the Board of Directors during 2017 and a presentation by president and CEO Johan Dannelind
7. Resolution to adopt the income statement, the balance sheet, the consolidated income statement and the consolidated balance sheet for 2017
8. Resolution on appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend
9. Resolution on discharge of the directors and the CEO from personal liability towards the Company for the administration of the Company in 2017
10. Resolution on number of directors and alternate directors to be elected at the meeting
11. Resolution on remuneration payable to the directors
12. Election of directors
 - 12.1 Susanna Campbell
 - 12.2 Marie Ehrling
 - 12.3 Olli-Pekka Kallasvuo
 - 12.4 Nina Linander
 - 12.5 Jimmy Maymann
 - 12.6 Anna Setzman
 - 12.7 Olaf Swantee
 - 12.8 Martin Tivéus
13. Election of chair and vice-chair of the Board of Directors
 - 13.1 Marie Ehrling, chair
 - 13.2 Olli-Pekka Kallasvuo, vice-chair
14. Resolution on number of auditors and deputy auditors
15. Resolution on remuneration payable to the auditor
16. Election of auditor and any deputy auditors
17. Election of Nomination Committee and resolution on instruction for the Nomination Committee
18. Resolution on principles for remuneration to group executive management
19. Resolution authorizing the Board of Directors to decide on repurchase and transfer of the Company's own shares
20. Resolutions on
 - (a) implementation of a long-term incentive program 2018/2021 and
 - (b) transfer of own shares
21. Resolution on shareholder proposal from Carl Axel Bruno that all letters received by the Company shall be answered within two months from the date of receipt

Closing of the meeting

Resolutions proposed by the Nomination Committee

The Nomination Committee has consisted of the following persons*: Daniel Kristiansson, chair (Swedish State), Petter Söderström (Solidium Oy), Erik Durhan (Nordea Funds), Jan Andersson (Swedbank Robur Funds) and Marie Ehrling (chair of the Board of Directors). All members of the Nomination Committee were appointed at the annual general meeting 2017.

* In February 2018, Solidium sold its shareholding in Telia Company, and Petter Söderström, who was appointed by Solidium to the Company's Nomination Committee, has therefore left the Nomination Committee.

The Nomination Committee presents the following proposals:

- **Item 1** – Chair of the meeting: Advokat Eva Hägg.
- **Item 10** – Number of directors: Until the end of the annual general meeting 2019, eight (8) directors.
- **Item 11** – Remuneration payable to the directors: Remuneration payable to the directors until the next annual general meeting will be SEK 1,740,000 to the chair (2017: SEK 1,650,000), SEK 820,000 to the vice-chair (2017: SEK 795,000) and SEK 580,000 to each other director elected at the annual general meeting (2017: SEK 560,000). The chair of the Board of Directors' Audit and Responsible Business Committee will receive remuneration of SEK 250,000 (unchanged since 2017) and other members of the Audit and Responsible Business Committee will receive SEK 150,000 each (unchanged since 2017), the chair of the Board of Directors' Remuneration Committee will receive SEK 70,000 (unchanged since 2017) and other members of the Remuneration Committee will receive SEK 50,000 each (unchanged since 2017).
- **Item 12** – Election of directors: Re-election of Susanna Campbell, Marie Ehrling, Olli-Pekka Kallasvuo, Nina Linander, Anna Settman and Olaf Swantee. Election of Jimmy Maymann and Martin Tivéus as new members.

Jimmy Maymann (born 1971) is a Danish entrepreneur specializing in digital advertising, digital technology and new media strategy and Chair of the Museum for the United Nations - UN Live Online. Mr. Maymann has served as Executive Vice President and President at AOL Content & Consumer Brands and as Chief Executive Officer of the Huffington Post. Jimmy Maymann has an EMBA and a Master of Science.

Martin Tivéus (born 1970) is Chief Commercial Officer Nordics at Klarna. Previously he has held managerial positions such as CEO at Avanza and Glocalnet. Mr. Tiveus is currently Board member at Danske Bank. Martin Tivéus has a Bachelor of Science degree.

Information regarding the candidates nominated by the Nomination Committee for election to directors as well as the Nomination Committee's motivated opinion are available on the Company's website, www.teliacompany.com.

- **Item 13** – Election of chair and vice-chair of the Board of Directors: Re-election of Marie Ehrling as chair and Olli-Pekka Kallasvuo as vice-chair.
- **Item 14** – Number of auditors and deputy auditors: Until the end of the annual general meeting 2019, the Company shall have one (1) audit company as auditor.

- **Item 15** – Remuneration payable to the auditor: Remuneration to the auditor will be paid as per an approved invoice.
- **Item 16** – Election of auditor: Election of the audit company Deloitte AB (in accordance with the recommendation of the Audit and Responsible Business Committee).
- **Item 17** – Election of Nomination Committee and resolution on instruction for the Nomination Committee: The Nomination Committee's proposal for members of the Nomination Committee until the annual general meeting 2019 is as follows: Daniel Kristiansson, chair (Swedish State), Erik Durhan (Nordea Funds), Jan Andersson (Swedbank Robur Funds), Anders Oscarsson (AMF and AMF Funds) and Marie Ehrling (chair of the Board of Directors).

As regards the instruction for the Nomination Committee, the Nomination Committee presents the following main proposals (unchanged from last year):

The Nomination Committee (the "Committee") shall consist of five (5) to seven (7) members. Four ordinary members shall represent the four shareholders that are largest in terms of votes at the turn of the month that occurs immediately prior to 30 days before the notice of the annual general meeting is issued and which also wish to participate in the nomination process ("Nominating Shareholders"). The chair of the Board shall also be an ordinary member of the Committee. The Committee may in addition to its ordinary members appoint at its sole discretion one (1) or two (2) extraordinary members. The ordinary members of the Committee shall be elected at the annual general meeting for a term of office that expires at the next year's annual general meeting.

The Committee shall nominate the chair of the annual general meeting and the chair of the Board and other board members, and present a proposal for remuneration, which shall be specified between the chair of the Board, other board members and, if applicable, remuneration for serving on subcommittees. When applicable, the Committee shall also nominate auditors and present proposed remuneration for auditors.

The Committee shall nominate the members of the following year's Committee and shall specify the names of the Nominating Shareholders they represent. The Committee shall review the instruction annually and as necessary propose changes thereto to the annual general meeting.

Resolutions proposed by the Board of Directors

Item 8 – Appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend

The Board of Directors proposes that a dividend of SEK 2.30 per share, in total SEK 10.0 billion, is distributed to the shareholders in two equal payments of SEK 1.15 per share.

The record date for the first payment is proposed to be April 12, 2018 and for the second payment October 22, 2018. If the annual general meeting resolves in accordance with the proposal, it is estimated that Euroclear Sweden will execute the first payment on April 17, 2018 and the second payment on October 25, 2018.

Item 18 – Principles for remuneration to Group Executive Management



The Board of Directors proposes that the annual general meeting 2018 resolves on the following principles for remuneration to Group Executive Management. Group Executive Management is defined as the President and the other members of the Management Team.

The objective of the principles 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 Group Executive Management should be built on a total reward approach and be market relevant, but not leading. The remuneration principles should enable international hiring and should support diversity within Group Executive Management. The market comparison should be made against a set of peer group companies with comparable sizes, industries and complexity. The total reward approach should consist of fixed salary, pension benefits, conditions for notice and severance pay and other benefits.

Fixed salary

The fixed salary of a Group Executive Management member should be based on competence, responsibility and performance. The Company uses an international evaluation system in order to evaluate the scope and responsibility of the position. Market benchmark is conducted on a regular basis. The individual performance is monitored and used as a basis for annual reviews of fixed salaries.

Pension

Pension and retirement benefits should be based on a defined contribution model, which means that a premium is paid amounting to a certain percentage of the individual's annual salary. When deciding the size of the premium the level of total remuneration should be considered. The level of contribution should be benchmarked and may vary due to the composition of fixed salary and pension. The retirement age is normally 65 years of age.

Other benefits

The Company provides other benefits in accordance with market practice. A Group Executive Management member may be entitled to a company car, health and care provisions, etc. Internationally hired Group Executive Management members and those who are asked to move to another country can be offered mobility related benefits for a limited period of time.

Notice of termination and severance pay

The termination period for a Group Executive Management member may be up to six (6) months (twelve (12) months for the President) when given by the employee and up to twelve (12) months when given by the Company. In case the termination is given by the Company the individual may be entitled to a severance payment. Remuneration during termination period and severance payment shall not exceed a maximum of twenty four (24) months in total remuneration.

Severance pay shall not constitute a basis for calculation of vacation pay or pension benefits. Remuneration during termination period and severance pay will also be reduced if the individual will be entitled to pay from a new employment or if the individual will be conducting own business during the termination period or the severance period.

The Board of Directors may make minor deviations from the principles above.

Item 19 – Authorizations for the Board of Directors to decide on repurchase and transfer of the Company's own shares

The Board of Directors proposes that the annual general meeting authorize the Board of Directors to decide on repurchase of own shares on the main terms and conditions set out below:

1. Repurchases of shares may be made on Nasdaq Stockholm and/or Nasdaq Helsinki.

2. The authorization may be exercised on one or more occasions before the annual general meeting 2019.
3. A maximum number of shares may be acquired so that the Company's holding at any time does not exceed 10 percent of all the shares in the Company.
4. Repurchases of shares on Nasdaq Stockholm and/or Nasdaq Helsinki may only be made at a price within the spread between the highest bid price and lowest ask price from time to time on Nasdaq Stockholm and/or Nasdaq Helsinki.

Furthermore the Board of Directors proposes that the annual general meeting authorize the Board of Directors to decide on transfer of own shares, with or without deviation from the shareholders' preferential rights, on the main terms and conditions set out below:

1. The transfer may be made (i) on Nasdaq Stockholm and/or Nasdaq Helsinki or (ii) outside Nasdaq Stockholm and/or Nasdaq Helsinki in connection with an acquisition of companies or businesses.
2. The authorization may be exercised on one or more occasions before the annual general meeting 2019.
3. Transfer of own shares may be made of up to such number of shares as is held by the Company at the time of the Board of Directors' decision regarding the transfer.
4. Transfers of shares on Nasdaq Stockholm and/or Nasdaq Helsinki may only be made at a price within the spread between the highest bid price and lowest ask price from time to time on Nasdaq Stockholm and/or Nasdaq Helsinki. In case of transfers outside Nasdaq Stockholm and/or Nasdaq Helsinki the consideration for the shares may be made by cash payment, for payment in kind or by way of set-off and the price shall be established so that the transfer is made on market terms.

The purpose of the authorizations to *repurchase and transfer* the Company's own shares, and the reason for the deviation from the shareholders' preferential rights, is to enable the Company in a time efficient way to use its own shares to make payments in connection with acquisitions of companies or businesses which the company may undertake, or to settle any deferred payments related to such acquisitions, or for financing such acquisitions or deferred payments.

The purpose of the authorization to *repurchase* the Company's own shares is also 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/or to give a possibility to the Company to transfer own shares to the participants in the Company's long-term incentive programs. Please note that any subsequent transfer of such repurchased shares under long-term incentive programs require a separate resolution by the General Meeting as set out in item 20 (b) for 2018 long-term incentive program.

The Board of Directors may decide on the other terms and conditions for the repurchase and transfer. The Board of Directors may also authorize the chair of the Board of Directors to make any minor adjustments that may prove necessary to carry out the Board of Directors' resolution to repurchase and transfer the Company's own shares.

Item 20 – (a) Implementation of a long-term incentive program 2018/2021 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, short-term 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 2010-2017 neither short-term 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 2017/2020 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 2018, relating to the financial years 2018-2020 and that may result in so-called performance shares being received during the spring of 2021 (the "Performance Share Program 2018/2021"), is similar to the Performance Share Program 2017/2020 adopted at the annual general meeting 2017 and is further described below.

Outline of the Performance Share Program 2018/2021

The Performance Share Program 2018/2021 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 2018-2020 (the "Performance Period"), participants in the Performance Share Program 2018/2021 shall be given the opportunity to receive Telia Company shares free-of-charge ("Performance Shares").

Participants in the Performance Share Program 2018/2021 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 2017. Under the Performance Share Program 2018/2021, 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 2017 or, if a participant has become employed thereafter, the calculated annual gross base salary for 2018 (the "2017 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 2020 (the "2020 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 2021.

Participants will receive their Performance Shares following the publication of the Company's interim report for the first quarter 2021.

The Performance Share Program 2018/2021 shall in total comprise of no more than 2,413,597 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 2018/2021

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 2018/2021 as approximately SEK 45.0 million, under the following essential assumptions: (i) a share price of SEK 37.29 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 2017, (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 2018/2021 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 2018/2021 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 2018/2021 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 2018/2021 are expected to have a marginal effect on the Group's key ratios.

Preparation of the proposal

The proposal regarding the Performance Share Program 2018/2021 to the annual general meeting 2018 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 2018.

Hedging

The Board of Directors has considered two alternative hedging structures for the Performance Share Program 2018/2021; either (i) the transfer of shares held by the Company itself to participants in the Performance Share Program 2018/2021 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 2018 resolves to (i) implement the Performance Share Program 2018/2021, based on no more than 2,413,597 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 2018/2021

1. The Performance Share Program 2018/2021 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 2018.
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 2017 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 2017.
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 2018/2021 will receive the Performance Shares subject to their award free-of-charge.
4. The performance conditions applying according to the Performance Share Program 2018/2021 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.

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 2017 shall be compared with December 2020 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.



- 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.
- 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 2021.
- 7. Participants will receive their Performance Shares following the publication of the Company's interim report for the first quarter 2021. 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 2018/2021 shall have an aggregate market value not exceeding 60 percent of the participant's 2020 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 2021. Rounding off shall be made to the closest whole number of Performance Shares.
- 9. The Performance Share Program 2018/2021 shall in total comprise of no more than 2,413,597 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 2018/2021 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 2018/2021 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 2018/2021 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, 2020), in 2021. In connection therewith the Board of Directors will also publish the performance results.

(b) Transfer of own shares

The transfer of own shares to participants in the Performance Share Program 2018/2021, and to subsidiaries within the Group in order to secure their obligations to deliver Performance Shares under the program, may be made on the following terms and conditions.

1. No more than 2,413,597 Telia Company shares may be transferred to participants in the Performance Share Program 2018/2021 as Performance Shares.
2. The entitlement to receive Performance Shares without consideration shall only be offered to persons within the Group who are participants in the Performance Share Program 2018/2021. In addition, subsidiaries shall be entitled to acquire shares without consideration in order to immediately transfer such shares to participants in the Performance Share Program 2018/2021 in accordance with the terms and conditions of the Performance Share Program 2018/2021.
3. The transfer of shares without consideration shall be made when the participants are entitled to receive their Performance Shares in accordance with the terms and conditions of the Performance Share Program 2018/2021, which will be following the publication of the Company's interim report for the first quarter 2021.
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 reason for this proposed deviation from the shareholders' preferential rights is because the transfer of own shares is an integral part of the implementation of the Performance Share Program 2018/2021 and the Board of Directors considers that the implementation of the Performance Share Program 2018/2021 will be to the advantage of the Company and the shareholders as it offers participants the opportunity to become shareholders in the Company.

The Board of Directors proposes that the resolutions under items (a) and (b) above will be voted on at the annual general meeting as two separate resolutions. The proposal under item (b) on the proposed transfer of shares is conditional on the annual general meeting having approved item (a), i.e. the implementation of the proposed Performance Share Program 2018/2021.

Other information

Presentations, number of shares and shareholders' right to request information

The chair of the Board of Directors and the CEO's presentations at the meeting will be posted on the Company's website www.teliacompany.com after the meeting.

The total number of shares and votes in the Company is 4,330,084,781 at the date this notice is issued. At the same date, the Company owns no treasury shares.

At the request of any shareholder, the Board of Directors and the CEO shall provide information at the meeting on any circumstances that (i) may affect the assessment of a matter on the agenda, (ii) may affect the assessment of the Company's or a subsidiary's financial situation or (iii) concerns the

Company's relation to another group company, provided that the Board of Directors believes it would not be of significant detriment to the Company.

Majority requirements

A resolution on authorization for the Board of Directors to decide on repurchase and transfer of the Company's own shares under Item 19 will be valid only if the proposal is supported by shareholders representing at least two-thirds of both the votes cast and shares represented at the meeting.

A resolution on implementation of the proposed long-term incentive program under Item 20 (a) will be valid if the proposal is supported by a simple majority of the votes cast. A resolution on transfer of own shares to the participants in the program under Item 20 (b) will be valid only if the proposal is supported by shareholders representing at least nine-tenths of both the votes cast and shares represented at the meeting.

Documents, etc.

Information regarding all board members proposed to the Board of Directors of Telia Company AB as well as the Nomination Committee's proposals and motivated opinion are available on the Company's website.

The 2017 annual and sustainability report, the audit report and other documents will be held available at the Telia Company AB, Investor Relations, Stjärntorget 1 in Solna, as from Tuesday, March 20, 2018. The documents can also be obtained from the following address: Telia Company AB, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, or by phone +46(0)8 402 90 50. The documents will also be available on the Company's website www.teliacompany.com from the same date.

Stockholm, March, 2018
Telia Company AB (publ)
The Board of Directors

Statement by the Board of Directors of Telia Company AB (publ) (the “Company”) as required under Chapter 18, section 4 of the Swedish Companies Act

In light of the dividend proposal by the Board of Directors to the annual general meeting 2018, the Board of Directors submits the following statement as required under Chapter 18, section 4 of the Swedish Companies Act.

At December 31, 2017, the Company's restricted equity totalled approximately SEK 15,713 million and its non-restricted equity was approximately SEK 70,687 million. At the same date the Group's total equity attributable to the shareholders of the Company totalled approximately SEK 99,970 million.

The equity of the Company would have been approximately SEK 1,207 million lower if derivative instruments and other financial instruments, valued at fair value, had instead been valued on the basis of the lower of cost or net realizable value for non-current assets and the lower of cost or market value for current assets.

Provided that a resolution is passed at the annual general meeting in accordance with the Board of Directors' proposal for a dividend,³ an amount of approximately SEK 60,728 million will be carried forward.

The business of the Company and the Group do not involve any risks other than those 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 market conditions does not differ from that seen within the Company's and Group's line of business. The Board of Directors considers that after the proposed dividend and taking into account the proposed repurchase authorization, the Company's restricted equity and the Group's total equity attributable to the shareholders of the Company will be sufficient in relation to the scope of the Company's and the Group's business.

At December 31, 2017, after deduction of the proposed dividend and assuming full exercise of the proposed repurchase authorization, the Company's financial strength measured as its equity to assets ratio was 29.6 percent (at December 31, 2016, 29.0 percent). At December 31, 2017, the Group's financial strength, measured in the same way, was 32.4 percent (at December 31, 2016, 27.7 percent). Taking into account the proposed repurchase authorization, the proposed dividend does not jeopardize the Company's or the Group's abilities to carry out the investments considered necessary. The proposal is also 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.

In light of the above, it is the Board of Directors' view that, taking into account the proposed repurchase authorization, the dividend is justified in view of the equity requirements of the Company and the Group arising from the type, scope and risks of its business as well as the Company's and the Group's need to strengthen its balance sheets, liquidity and position in general.

Stockholm, January 25, 2018
Telio Company AB (publ)
The Board of Directors

³ The Board of Directors proposes a dividend of SEK 2.30 per share, SEK 9,959,194,996 in total.

Telia Company's Nomination Committee 2017–2018

1. Report on the work of the Nomination Committee and reasoned statement regarding the composition of the Board of Directors

At the annual general meeting held on April 5, 2017, in Telia Company (the "Company"), it was resolved that the Nomination Committee shall consist of the following persons: Daniel Kristiansson, chair (Swedish State), Petter Söderström (Solidium Oy), Erik Durhan (Nordea Funds), Jan Andersson (Swedbank Robur Funds), and Marie Ehrling (chair of the Board of Directors).

In February 2018, Solidium sold its shareholding in Telia Company, and Petter Söderström, who was appointed by Solidium to the Company's Nomination Committee, has therefore left the Nomination Committee.

No other shareholder has, within the scope of the instructions for the Nomination Committee, made a request to take part in the work of the Nomination Committee. Within its activities, the Nomination Committee has complied with the Swedish Corporate Governance Code and with the instructions for the Nomination Committee approved by the annual general meeting.

The Nomination Committee has held 7 (seven) recorded meetings since the annual general meeting on April 5, 2017. The Nomination Committee has performed interviews and received information from the chair of the Board of Directors, other directors and employee representatives and the CEO on internal work of the Board of Directors, the Company's position, strategic direction and other relevant circumstances and have received an internally executed written evaluation of the Board of Directors. Based on this information, the Nomination Committee has assessed the functioning of the Board of Directors and the competences needed in the Board of Directors as a whole. The Nomination Committee has concluded that the competences currently needed are experience from:

- The telecommunications industry and industries closely related to it
- Digitalization
- Relevant markets
- Consumer-oriented operations and markets
- Sustainability work
- Board work in listed companies
- Managerial operations
- Mergers and acquisitions and processes of change
- Finance

Board members Mikko Kosonen and Martin Lorentzon have informed the Nomination Committee that they are not available for re-election at the annual general meeting 2018.

On the basis of the competence needs identified, the Nomination Committee has evaluated the competences of the remaining directors, the aggregate composition of the Board of Directors and thereafter evaluated new candidates for the Board of Directors. Taking into account the competences and experiences needed in the future, diversity, including gender as well as professional background on the Board of Directors and the composition of the Board of Directors, the Nomination Committee has decided to nominate Jimmy Maymann and Martin Tivéus as new directors and to nominate Susanna Campbell, Marie Ehrling, Olli-Pekka Kallasvujo, Nina Linander, Anna Settman and Olaf Swantee for re-election at the annual general meeting. Marie Ehrling is nominated for re-election as chair of the board.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Code as its diversity policy. The Nomination Committee has specifically discussed gender diversity in the Board of Directors

as part of its efforts to compose the most competent Board of Directors. The proposed Board of Directors consists of four (4) women and four (4) men, i.e. an equal representation of women and men on the Board.

The Nomination Committee proposes that the remuneration for the chair of the Board is increased by 5.5%, the remuneration for the vice-chair of the Board by 3.1% and the remuneration for the ordinary directors by 3.6%. The proposal reflects the Nomination Committee's ambition that the level of the remuneration shall be in line with remunerations in comparable companies.

The Nomination Committee proposes, in accordance with the recommendation from the Company's audit committee, that the audit company Deloitte is elected as auditor for the period until the end of the annual general meeting 2019.

2. The Nomination Committee presents the following proposals to Telia Company's annual general meeting 2018

2.1 Number of directors to be elected at the annual general meeting

The Nomination Committee's proposal for the number of directors until the end of the annual general meeting 2019 is eight (8) directors.

2.2 Directors

The Nomination Committee proposes re-election of:

Susanna Campbell, Marie Ehrling, Olli-Pekka Kallasvuo, Nina Linander, Anna Settman and Olaf Swantee.

The Nomination Committee proposes election of:

Jimmy Maymann and Martin Tivéus.

Jimmy Maymann was born in 1971. He is a Danish entrepreneur specializing in digital advertising, digital technology and new media strategy. Jimmy Maymann served as the Executive Vice President and President of AOL Content & Consumer Brands. Previously, he served as the Chief Executive Officer of the Huffington Post. Jimmy Maymann is currently Chairman of the Museum for the United Nations - UN Live Online. Jimmy Maymann has an EMBA from London Business School and a Master of Science from Odense University.

Martin Tivéus was born in 1970. He is Chief Commercial Officer Nordics at Klarna. Previously he has held positions such as CEO at Avanza and Glocalnet. Martin is currently a board member at Danske Bank. Martin Tivéus has a BSc from Stockholm University and Stockholm School of Economics.

It is the opinion of the Nomination Committee that all nominated directors are independent both in relation to the Company and to the major shareholders.

2.3 Chair of the Board of Directors

The Nomination Committee proposes re-election of Marie Ehrling as chair of the Board of Directors.

2.4 Vice chair of the Board of Directors

The Nomination Committee proposes re-election of Olli-Pekka Kallasvuo as vice-chair of the Board of Directors.

2.5 Chair of the annual general meeting

The Nomination Committee proposes that Eva Hägg, attorney at law, be elected as chair of the annual general meeting.

2.6 Remuneration payable to the directors

The Nomination Committee's proposal for remuneration payable to the directors until the end of the next annual general meeting:

- Chair of the Board of Directors: SEK 1,740,000 (2017: SEK 1,650,000)
- Vice-chair of the Board of Directors: SEK 820,000 (2017: SEK 795,000)
- Other directors elected at the annual general meeting: SEK 580,000 (2017: SEK 560,000)
- Chair of the Board of Directors' Audit Committee: SEK 250,000 (2017: SEK 250,000)
- Other members of the Audit Committee: SEK 150,000 (2017: SEK 150,000)
- Chair of the Board of Directors' Remuneration Committee: SEK 70,000 (2017: SEK 70,000)
- Other members of the Remuneration Committee: SEK 50,000 (2017: SEK 50,000)

2.7 Auditors

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that there will be one audit company as auditor for the period until the end of the annual general meeting 2018 and that the audit company Deloitte be elected as auditor.

The Nomination Committee proposes that remuneration to the auditor will be paid as per invoice.

2.8 Nomination Committee and instruction for the Nomination Committee

The Nomination Committee has reviewed the latest available information on the owners of the Company and has received proposals for members from the owners with the largest shareholdings in terms of voting rights. The Nomination Committee's proposal for members of the Nomination Committee until the annual general meeting 2019 is as follows: Daniel Kristiansson, chair (Swedish State), Jan Andersson (Swedbank Robur Funds), Anders Oscarsson (AMF and AMF Funds), Erik Durhan (Nordea Funds) and Marie Ehrling (chair of the Board of Directors).

The Nomination Committee has also reviewed the instruction for the Nomination Committee and does not see a need to propose any changes.

On behalf of Telia Company's Nomination Committee

Daniel Kristiansson
Chair

Instruction for the Nomination Committee of Telia Company AB (publ)

1. The Nomination Committee (the "Committee") shall consist of five (5) to seven (7) members. Four ordinary members shall represent the four shareholders that are largest in terms of votes at the turn of the month that occurs immediately prior to 30 days before the notice of the annual general meeting is issued and which also wish to participate in the nomination process ("Nominating Shareholders"). The Chairman of the Board shall also be an ordinary member of the Committee.

The Committee shall appoint replacements for any prematurely vacated seats as per Section 6 (iv) below. The Committee shall be considered a quorum with fewer than five (5) ordinary members, but not with fewer than three (3).

Shareholders or physical persons involved in business activities that compete with Telia Company shall be disqualified as Nominating Shareholders and as members of the Committee.

2. The Committee may in addition to its ordinary members appoint at its sole discretion one (1) or two (2) extraordinary members. Extraordinary members shall possess knowledge and/or experience within the society, market, or sectors within which Telia Company does business or skills in the field of finance and accounting (in connection with election of auditors). Extraordinary members shall, if appointed, assist the Committee in performing its mandate, but shall not be entitled to participate in its decisions.

3. The ordinary members of the Committee shall be elected at the annual general meeting for a term of office that expires at the next year's annual general meeting.

4. The Committee shall have a Chairman (the "Chairman"), who shall be appointed by the Committee at its statutory meeting. Members of the Board of Directors of Telia Company shall be disqualified to serve as Chairman of the Committee. The Chairman of the Board shall convene a statutory meeting after the annual general meeting at his or her discretion or upon request by a member.

5. Committee decisions shall be unanimous. If consensus cannot be reached, Section 11 below shall apply.

Changes to the Committee

6. The Committee shall remain intact unless,

(i) a member wishes to resign, in which case such request shall be submitted to the Chairman (or if the Chairman wishes to resign, the request shall be submitted to another member of the Committee) and receipt of such notice shall mean that the request has taken effect, or

(ii) a Nominating Shareholder wishes to replace its representative on the Committee with another person, in which case such request (which shall state the two relevant names) shall be submitted to the Chairman (or if the Chairman is to be replaced, to another member of the Committee) and the receipt of such notice shall mean that the request has taken effect, or

(iii) a Nominating Shareholder divests its entire shareholding in Telia Company, in which case the member representing the Nominating Shareholder that has sold its interest shall be considered to have resigned from the Committee, or

(iv) the Committee at its sole discretion decides to offer vacant seats to shareholders or representatives of shareholders to reflect the interest in Telia Company.

The Committee's work



7. The Committee shall nominate the Chairman of the annual general meeting and the Chairman of the Board and other Board Members, and present a proposal for remuneration, which shall be specified between the Chairman of the Board, other Board Members and, if applicable, remuneration for serving on subcommittees. Where applicable, the Committee shall also nominate auditors and present proposed remuneration for auditors.

The Committee shall nominate the members of the following year's Committee and shall specify the names of the Nominating Shareholders they represent.

The Committee shall review this Instruction annually and as necessary propose changes thereto to the annual general meeting.

8. As a basis for its proposals, the Committee shall

(i) assess the extent to which the current Board meets the requirements that will be imposed on the Board consequent upon Telia Company's position and future direction by means including studying the results of the performed evaluation of the Board,

(ii) determine the requirements for any new board members required according to that assessment, and

(iii) carry out a systematic search for candidates for the seats on the Board to be filled, which procedure shall include consideration of suggestions submitted by shareholders.

9. The Committee's proposals according to Section 8 above and the shareholders who made the suggestions shall be presented in the notice of the annual general meeting.

10. The Chairman of the Board shall have the right at his or her discretion to decide that Telia Company shall enter into non-disclosure agreements with Nominating Shareholders or shareholders according to Section 6 (iv) above with respect to their representative on the Committee, or with individual shareholders who represent their own shareholding according to Section 6 (iv) above, or with extraordinary members, before information Telia Company considers secret is presented.

11. If the Committee cannot submit nominations and proposals according to Section 9 above due to lack of consensus, individual members may present their own proposals individually or jointly with other members of the Committee. The rules stipulated in Sections 7-10 above and 12-15 below shall apply correspondingly to such proposals.

Telia Company's website

12. Telia Company shall provide space for communications from the Committee on its website www.teliacompany.com (the "Site") and the resources necessary to maintain the Site. The Committee shall appoint a member to be responsible for keeping the Site updated.

13. This Instruction and the names of the members of the Committee shall be posted on the Site. The Site shall also provide an e-mail address via which shareholders may submit proposals to the Committee.

14. In conjunction with issuance of notice of the annual general meeting, the Committee shall update the Site with a list of its nominations as per Section 7 above, an explanation of how it has conducted its work and the following information.



Re Board Members:

- (i) age, main education and professional background,
- (ii) assignments on behalf of Telia Company and other material assignments,
- (iii) own or closely related physical or legal person's holdings of shares and other financial instruments in Telia Company,
- (iv) whether the nominee is according to the Committee to be considered independent in relation to Telia Company, executive management and major shareholders in Telia Company,
- (v) upon re-election, the year the member was first elected to the Board, and
- (vi) other information that may be relevant to shareholders in assessing the competence and independence of nominees.

Re Auditors:

- (i) information about circumstances that may be relevant to shareholders in assessing the competence and independence of the nominated auditor,
- (ii) the scope of services provided by the nominated auditor to Telia Company in addition to audits during the past three years, and
- (iii) upon re-election, the year the auditor was first elected and the duration of the auditor's mandate.

At the annual general meeting

15. The Committee shall present and explain its proposals to the annual general meeting. A separate explanation shall be provided if no changes to the Board are proposed. The Committee shall also provide a report on how its work was conducted.

Presentation of proposed Board of Directors

Presentation of the candidates nominated by the Nomination Committee for election to Telia Company's Board of Directors at the Annual General Meeting on April 10, 2018.

Re-election

Marie Ehrling (Born 1955)

Chair of the Board. Elected to the Board of Directors in 2013. Ms. Ehrling was President of TeliaSonera's Swedish operations between 2002 and 2006. During 1982–2002, she worked for SAS Group, holding various executive positions including Deputy CEO and Head of SAS Airlines. Ms. Ehrling is Chair of Securitas AB, Vice-Chair of Axel Johnson AB and Board member of Axel Johnson International. She is elected member of Royal Swedish Academy of Engineering Sciences (IVA) and Chair Advisory Board Stockholm School of Economics. Ms. Ehrling holds a BSc in Business and Economics and an Honorary Doctorate at SSE.

Shares in Telia Company: 20,000

Olli-Pekka Kallasvuo (Born 1953)

Vice-Chair of the Board. 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 Chair of Veikkaus Oy, Chair of Zenterio AB and Vice-Chair of SRV Group Plc., and he is also a board member of Entrada Oy and Limestone Platform AS. Mr. Kallasvuo holds a Master of law and an honorary doctorate.

Shares in Telia Company: 35,896

Susanna Campbell (Born 1973)

Elected to the Board of Directors in 2016. Ms. Campbell is former CEO of Ratos. Prior to that she held positions at McKinsey and Alfred Berg Corporate Finance. Susanna Campbell is Chair of Rönnisch Sportswear AB, Ljung & Sjöberg AB and of investment committee at Norrskan Foundation and member of the boards of Indutrade AB and Nalka Invest AB. Ms. Campbell holds a Master of Science in Business and Administration.

Shares in Telia Company: 10,000

Nina Linander (Born 1959)

Elected to the Board of Directors in 2013. Ms. Linander is former partner at Stanton Chase International between 2006 and 2012 and prior to that SVP and Head of Treasury at Electrolux AB 2001–2005. Nina Linander is currently Chair of Awa Holding AB and a board member of AB Industrivärden, Skanska AB, Castellum AB and OneMed AB. Ms. Linander holds a BSc degree in Economics and a MBA (IMD) degree.

Shares in Telia Company: 5,700

Anna Setzman (Born 1970)

Elected to the Board of Directors in 2016. Ms. Setzman is founder of the investment company The Springfield Project and has prior to that gained significant experience from the media sector, mainly from Aftonbladet where she served as CEO. She is a member of the boards of Anticimex Topholding AB, Collector Bank AB, We Mind AB and Dreams Nordic AB. Ms. Setzman studied marketing strategy and economics at the Berghs School of communications and completed the IFL Executive Management Program at the Stockholm School of Economics.

Shares in Telia Company: 0



Olaf Swantee (Born in 1966)

Elected to the Board of Directors in 2016. Mr. Swantee is CEO of Sunrise and previously he was the CEO of the UK's mobile telecoms business EE. Prior to joining EE, he held a number of Executive Board roles for Orange Group, as well as senior leadership roles within Hewlett Packard, Compaq and Digital Equipment Corporation, across Europe and the United States. Mr. Swantee holds an MBA. Shares in Telia Company: 0

Nominees

Jimmy Maymann (Born 1971)

Jimmy Maymann is a Danish entrepreneur specializing in digital advertising, digital technology and new media strategy and Chair of the Museum for the United Nations - UN Live Online. Mr. Maymann has served as Executive Vice President and President at AOL Content & Consumer Brands and as Chief Executive Officer of the Huffington Post. Jimmy Maymann has an EMBA and a Master of Science. Shares in Telia Company: 0

Martin Tivéus (Born 1970)

Martin Tivéus is Chief Commercial Officer Nordics at Klarna. Previously he has held managerial positions such as CEO at Avanza and Glocalnet. Mr. Tiveus is currently Board member at Danske Bank. Martin Tivéus has a Bachelor of Science degree. Shares in Telia Company: 2,550

Including shareholdings by spouse and/or affiliated persons when appropriate

Deloitte.

Auditors' report in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551), regarding compliance with the guidelines for remuneration to senior executives approved by the Annual General Meeting

To the Annual General Meeting of Telia Company AB (publ), Corporate Identity Number 556103-4249.

We have audited whether the Board of Directors and the managing director of Telia Company AB (publ) have complied with the guidelines for remuneration to senior executives during the financial year 2017 which were approved by the Annual General Meeting on April 12, 2016 and by the Annual General Meeting on April 5, 2017.

Responsibilities of the Board of Directors and the managing director

The Board of Directors and the managing director are responsible for compliance with these guidelines and for such internal control as the Board of Directors and the managing director determine is necessary to enable compliance with these guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our audit, to the Annual General Meeting as to whether the guidelines have been complied with. We conducted our audit in accordance with FAR's standard RevR 8 *Audit of Remuneration to Senior Executives in Listed Companies*. This standard requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the guidelines have, in all material aspects, been complied with. We apply the international standard on quality control, ISQC 1, and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Telia Company AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

Our audit has included a review of the organization for and the documentation supporting the remuneration to senior executives as well as new decisions related to compliance with the guidelines. Our procedures have also included testing a sample of payments during the year to senior executives. The procedures selected depend on the auditor's judgment, including the assessment of the risks of whether the guidelines have not, in all material aspects, been complied with. In making those risk assessments, the auditor considers internal control relevant to the compliance of the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit procedures provide a reasonable basis for our opinion, as set out below.

Opinion

In our opinion, the Board of Directors and the managing director of Telia Company AB (publ) have, during the financial year 2017 complied with the guidelines for remuneration to senior executives which were approved by the Annual General Meeting on April 12, 2016 and by the Annual General Meeting on April 5, 2017

Stockholm, 2018-03-07

Deloitte AB

Signature on Swedish original

Jan Nilsson
Authorized Public Accountant

This is a translation of the Swedish language original. In the event of any differences between this translation and the Swedish language original, the latter shall prevail.

Statement by the Board of Directors of Telia Company AB (publ) (the “Company”) as required under Chapter 19, section 22 of the Swedish Companies Act

In light of the proposal by the Board of Directors that the annual general meeting 2018 resolve to authorize the Board of Directors to repurchase the Company’s own shares, the Board of Directors submits the following statement as required under Chapter 19, section 22 of the Swedish Companies Act.

At December 31, 2017 the Company’s restricted equity totalled approximately SEK 15,713 million and its non-restricted equity was approximately SEK 70,687 million. At the same date the Group’s total equity attributable to the shareholders of the Company totalled approximately SEK 99,970 million.

The equity of the Company would have been approximately SEK 1,207 million lower if derivative instruments and other financial instruments, valued at fair value, had instead been valued on the basis of the lower of cost or net realizable value for non-current assets and the lower of cost or market value for current assets.

If the authorization is fully exercised,⁴ the estimated cost of repurchasing the Company’s own shares under the proposed authorization for the Board of Directors totals approximately SEK 16,251 million at an average price of SEK 37.5 per share.⁵

The Board of Directors considers there will be full coverage for the Company’s restricted equity after distribution of a dividend of SEK 2.30 per share for the financial year 2017, in total approximately SEK 9,959 million, and after having acquired the full number of its own shares included in the repurchase authorization proposed by the Board of Directors.

The business of the Company and the Group do not involve any risks other than those 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 market conditions does not differ from that seen within the Company’s and the Group’s line of business. The Board of Directors considers that after the proposed dividend and taking into account the proposed repurchase authorization, the Company’s restricted equity and the Group’s total equity attributable to the shareholders of the Company will be sufficient in relation to the scope of the Company’s and the Group’s business.

At December 31, 2017, after deduction of the proposed dividend and assuming full exercise of the proposed repurchase authorization, the Company’s financial strength measured as its equity to assets ratio was 29.6 percent (at December 31, 2016, 29.0 percent). At December 31, 2017, the Group’s financial strength, measured in the same way, was 32.4 percent (at December 31, 2016, 27.7 percent). Taking into account the proposed dividend distribution, the exercise of the proposed authorization for repurchase of the Company’s own shares does not jeopardize the Company’s or the Group’s abilities to carry out the investments considered necessary. The proposal is also 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.

In light of the above, it is the Board of Directors’ view that, taking into account the proposed dividend distribution, the proposed authorization to repurchase the Company’s own shares is justified, in view of the equity requirements of the Company and the Group arising from the type, scope and risks of its business as well as the Company’s and the Group’s need to strengthen its balance sheets, liquidity and position in general.

⁴ The Board of Directors proposes a repurchase authorization of a maximum of 10 percent of the total number of all shares in the Company, corresponding to 433,008,478 shares. The Company currently holds no treasury shares.

⁵ Based on the average closing price in January 2018 (the first 12 trading days).



Stockholm, January 25, 2018
Telia Company AB (publ)
The Board of Directors