

## **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 Kallasvuo, 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 Kallasvujo 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