

**EXTRAORDINARY GENERAL
MEETING
NOVEMBER 26, 2019**

DOCUMENTATION



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. Election of board member
7. Election of the chair of the Board of Directors
8. Resolution on shareholder proposals from Thorwald Arvidsson (a) and (b)

Closing of the meeting

Resolutions proposed by the Nomination Committee

The Nomination Committee consists of the following persons: Daniel Kristiansson, chair (Swedish State), Jan Andersson (Swedbank Robur Funds), Anders Oscarsson (AMF and AMF Funds) and Javiera Ragnartz (SEB Funds), who were all appointed at the annual general meeting 2019, as well as the chair of the Board of Directors Marie Ehrling. Marie Ehrling has not participated in the preparation of the Nomination Committee's proposals below relating to the election of board member and chair, due to conflict of interest.

The Nomination Committee presents the following proposals:

- **Item 1** – Chair of the meeting: Wilhelm Lüning, Attorney-at-Law.
- **Item 6** – Election of board member: Election of Lars-Johan Jarnheimer as board member, replacing Marie Ehrling.

Lars-Johan Jarnheimer was born in 1960. He currently serves as chair of the Board of Directors of Ingka Holding B.V (IKEA), Egmont International Holding AS and Arvid Nordqvist HAB and is a board member of SAS AB, Point Properties AB and Elite Hotels. Lars-Johan Jarnheimer previously served as chair of the Board of Directors of Qliro Group, BRIS and Eniro AB as well as a board member of MTG Modern Times Group AB, Millicom International Cellular S.A, Invik and Apoteket AB. He was previously CEO of Tele2 (between 1999-2008), deputy CEO of Comviq and has held various positions within H&M. Lars-Johan Jarnheimer holds a Bachelor of Science in Business Administration and Economics.

Information regarding the candidate nominated as board member as well as the Nomination Committee's motivated opinion are available on the Company's website, www.teliacompany.com.

- **Item 7** – Election of the chair of the Board of Directors: Election of Lars-Johan Jarnheimer as chair of the Board of Directors.

Shareholder proposal

- **Item 8** – Resolution on shareholder proposals from Thorwald Arvidsson (a) and (b): The shareholder Thorwald Arvidsson proposes that the general meeting resolves to:
 - (a) assign to the Board of Directors to act to abolish the possibility of so-called voting differentiation in the Swedish Companies Act, primarily, through a petition to the government, and
 - (b) assign to the Board of Directors to form a proposal for representation for small and medium-sized shareholders in the Company's Board of Directors and Nomination Committee, to be presented to the general meeting for decision, and to act for an amendment to the Swedish regulation concerning the said matter, primarily, through a petition to the government.

Other information

Number of shares and votes

The total number of shares and votes in the Company is 4,209,540,375 at the date this notice is issued. On the same date, the Company owns 73,963,224 treasury shares, which cannot be represented at the meeting.

Shareholders' right to request information

At the request of any shareholder, the Board of Directors and the CEO shall provide information at the meeting on any circumstances that may affect the assessment of a matter on the agenda provided that the Board of Directors believes it would not be of significant detriment to the Company.

The Nomination Committee's motivated opinion

At the annual general meeting held on April 10, 2019, in Telia Company (the "Company"), Daniel Kristiansson (Swedish State), Jan Andersson (Swedbank Robur Funds), Anders Oscarsson (AMF and AMF Funds), Javiera Ragnartz (SEB Funds) were elected as members of the Nomination Committee. The chair of the Board of Directors Marie Ehrling has also been a member of the Nomination Committee.

The Nomination Committee's work before the extraordinary general meeting

Between the period of the annual general meeting on April 10, 2019, and October 22, 2019, the Nomination Committee has held two recorded meetings and has had several informal sessions and discussions between the meetings. The Nomination Committee has performed interviews and received information from the chair of the Board of Directors, other board members and employee representatives on the work of the Board of Directors, the Company's position, strategic direction, and other relevant circumstances as well as have received an internally executed written evaluation of the Board of Directors. Based on this information, the Nomination Committee has assessed how the Board of Directors functions and the competencies needed in the Board of Directors.

The Nomination Committee's motivated opinion regarding its proposal

The Nomination Committee has endeavored to find a chair who, with a strong commercial drive and experience from the TMT sector, can lead the work of the Board of Directors. Taking into account the competencies and experiences needed in the future, the owner representatives of the Nomination Committee have decided to nominate Lars-Johan Jarnheimer as a new board member as well as chair of the Board of Directors. Lars-Johan Jarnheimer has a well-documented strong sense of business and extensive experience in the TMT sector. He has operational CEO experience within telecom from his time as CEO of Tele2 (1999-2008) and board experience from TMT companies such as Egmont, Millicom and MTG. He also has solid experience from consumer business in various sectors, including as chair of the Board of Directors of Ingka Holding (IKEA) and as a board member of SAS AB.

As previously, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Code as its diversity policy. The Nomination Committee has considered the importance of a well-functioning board composition characterized by diversity and breadth regarding the board members' qualifications, experience and background. In the continued work of finding the most competent board members, the Nomination Committee will strive to achieve a more even gender distribution.

The Nomination Committee's proposals to Telia Company's extraordinary general meeting on November 26, 2019:

Election of chair of the meeting:

The Nomination Committee proposes that Wilhelm Lüning, Attorney-at-Law, is elected as chair of the general meeting.

Election of board member and chair of the Board of Directors:

The Nomination Committee proposes the election of Lars-Johan Jarnheimer as board member and chair of the Board of Directors.

Lars-Johan Jarnheimer is born in 1960. He is the chair of the Board of Directors of Ingka Holding B.V (IKEA), Egmont International Holding AS and Arvid Nordqvist HAB and is a board member of SAS AB, Point Properties AB and Elite Hotels. He was previously CEO of Tele2 and deputy CEO of Comviq and held various positions within H&M. Lars-Johan Jarnheimer holds a Bachelor of Science in Business Administration and Economics from Lund University and Växjö University. It is the opinion of the Nomination Committee that Lars-Johan Jarnheimer is independent both in relation to the Company, the executive management as well as of the major shareholders.

*Stockholm, October 2019
Telia Company AB's (publ) Nomination Committee*