

## **Welcome to Telia Company's Extraordinary General Meeting 2019**

The extraordinary general meeting of Telia Company AB (publ) will be held on November 26, 2019, at 11 a.m. CET at Lilla Cirkus, Djurgårdsslätten 43-45 in Stockholm. Registration for the meeting starts at 10 a.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 November 20, 2019, and
- give notice of attendance to the Company no later than on November 20, 2019

Notice of attendance can be given

- in writing to Telia Company AB, "EGM 2019", 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](http://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 (including Finnish shareholders that are registered within the Finnish book-entry system at Euroclear Finland Oy) 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 November 20, 2019. This registration may be made temporarily. Shareholders are recommended to inform the nominee of this well before that day.

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](http://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 November 20, 2019.

**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](http://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.

### **Documents, etc.**

Information regarding the board member proposed to the Board of Directors of Telia Company as well as the Nomination Committee's proposals and motivated opinion are available on the Company's website [www.teliacompany.com](http://www.teliacompany.com).

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.

### **Authorization**

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorized to make the minor adjustments in the resolutions adopted by the general meeting as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden and to take such other measures required to execute the resolutions.

### **Processing of personal data**

For information on how your personal data is processed, see:

[www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

Telia Company Group Data Protection Officer:

[dpo-tc@teliacompany.com](mailto:dpo-tc@teliacompany.com)

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Stockholm, October 2019  
Telia Company AB (publ)  
*The Board of Directors*