

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

1. The Nomination Committee (the "Committee") shall be nominated by the four (4) shareholders that are largest in terms of votes at the end of July of the year before the Ordinary General Meeting, and who wish to participate in the Committee's work for the period up to the Ordinary General Meeting. The Company shall collect information on the shareholding at the end of July and the Company shall inquire with the owners who wish to participate in the Committee's work ("Nominating Shareholders") and who they intend to appoint as a member of the Committee. If any shareholder refrains from its right to appoint a member, the shareholder who, thereafter, is the largest owner shall be offered to appoint a member. The majority of the members of the Committee shall be independent of the company and its executive management. When the composition of the Committee has been determined, the member appointed by the largest owner shall convene a statutory meeting and the composition of the Committee shall be made public.

The Committee shall be considered a quorum with three (3) ordinary members. Decisions are made with a simple majority and in the event of an equal number of votes, the Chair has the casting vote.

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

2. The chair of the Board shall be offered a seat as an extraordinary member. The Committee may, in addition, appoint at its sole discretion one (1) or two (2) extraordinary members. Other extraordinary members shall possess knowledge and/or experience within the society, market or sectors within which Telia Company operates or skills in the field of finance and accounting (in connection with the election of auditors). An extraordinary member shall, if appointed, assist the Committee in performing its mandate, but shall not be entitled to participate in its decisions.
3. The Committee shall have a chair (the "Chair"), who shall be appointed by the Committee at its statutory meeting. The Chair may not be a Telia Company Board member.
4. The Committee's term of office extends until a new Committee has been appointed.

Changes to the Committee

5. If a member resigns from the Committee, the Nominating Shareholder who has appointed the member shall have the right to appoint a replacement. In cases where a Nominating Shareholder has reduced its shareholding in Telia Company and thus no longer belongs to the four (4) largest owners who wish to participate in the Committee's work, the Committee may request that the member appointed by the owner resigns and offer another owner to appoint a replacement.

The Committee's work

6. The Committee shall nominate the chair of the annual general meeting, propose the number of Board members, chair and if needed, vice-chair of the Board and other Board

members. The Committee shall also present a proposal for remuneration, which shall be specified between the chair of the Board, if applicable, vice-chair 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 review this instruction annually and as necessary propose changes thereto to the annual general meeting.

7. As a basis for its proposals, the Committee shall
 - i. assess the extent to which the current Board of Directors meets the requirements that will be imposed on the Board of Directors as a result of Telia Company's position and future direction by, inter alia, reviewing the results of the performed evaluation of the Board of Directors,
 - ii. determine the required profile for the new board member or members who, according to this assessment, shall be recruited, and
 - iii. carry out a systematic search for candidates for the seats on the Board of Directors to be filled, which procedure shall include consideration of suggestions submitted by shareholders.
8. The Committee's proposals above shall be presented in the notice of the annual general meeting. If the Committee's proposal is not unanimous and the member who voted against the proposal so requests, this shall be stated in the proposal.
9. The chair 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 5 above, with respect to their nominee on the Committee, or with individual shareholders who represent their own shareholding according to Section 5 above, or with extraordinary members, before information Telia Company considers secret is presented.

Telia Company's website

10. 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.
11. 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.
12. In conjunction with the issuance of the notice of the annual general meeting, the Committee shall update the Site with a list of its nominations as per Section 6 above, an explanation of how it has conducted its work and the following information.

Regarding Board members:

- i. year of birth, main education and professional experience,

- ii. any work performed for Telia Company and other significant professional commitments,
- iii. any holdings of shares and other financial instruments in Telia Company owned by the nominee or the nominee's related natural or legal person,
- 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 and, where circumstances exist that may call this independence into question, the Committee shall justify its position regarding candidates' independence,
- v. upon re-election, the year the member was first elected to the Board of Directors, and
- vi. other information that may be relevant to shareholders in assessing the competence and independence of nominees.

Regarding auditors:

- i. information about circumstances that may be relevant to shareholders in assessing the competence and independence of the nominated auditor, including, if the proposal on nominated auditor differs from the alternative recommended by the Audit and Responsible Business Committee and the reason for not following the recommendation,
- 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

13. 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 of Directors are proposed. The Committee shall also provide a report on how its work was conducted.
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