

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

1. The Nomination Committee (the "Committee") shall be nominated by the four (4) largest shareholders in terms of voting rights at the end of July, who wish to participate in the Committee's work for the period until the next Annual 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 in terms of voting rights 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 (as defined below) 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 of Directors shall be appointed as a co-opted member as determined by the Committee. In addition, the Committee may appoint, at its sole discretion, one (1) or two (2) co-opted members. Such co-opted 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). A co-opted member shall 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 resign and, applying the principle of voting size, offer another owner to appoint a replacement.

The Committee's work

6. The Committee shall propose the chair of the Annual General Meeting, the number of directors, chair and, if needed, vice-chair of the Board of Directors and other directors. The Committee shall also present a proposal for remuneration, which shall be specified between the chair of the Board of Directors, the vice-chair if applicable, other directors and any remuneration for work within the Board committees. Where applicable, the Committee shall also propose 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 annual performed evaluation of the Board of Directors,
 - ii. determine the required profile for the new director or directors 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 of Directors 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 co-opted members, before information Telia Company considers confidential is presented.
10. The Committee shall have the right to obtain resources from Telia Company such as expenses for secretarial services. Telia Company shall bear costs such as costs of recruitment consultants and travel expenses related to the Committee's assignment. In connection with the procurement of the secretary and consultants, the Committee shall approve the remuneration to these and record the decision. Members of the Committee shall not be entitled to fees from Telia Company for the assignment in the Committee.

Telia Company's website

11. Telia Company shall provide space for communications from the Committee on its website www.teliacompany.com and the resources necessary to maintain the website.
12. This instruction and the names of the members of the Committee shall be posted on the website. The website shall also provide an e-mail address via which shareholders may submit proposals to the Committee.
13. In conjunction with the issuance of the notice of the Annual General Meeting, the Committee shall update the website with a list of its proposals as per Section 6 above, an explanation of how it has conducted its work and the following information.

Regarding directors:

- i. year of birth, main education and professional experience,
- ii. any assignments in Telia Company and significant assignments in other companies and organizations,
- iii. any holdings of shares and other financial instruments in Telia Company owned by the proposed director or related natural or legal persons,
- iv. whether the proposed director is considered to be independent in relation to the Company and the executive management as well as in relation to major shareholders in Telia Company, whereby the Committee shall justify its position

regarding a candidates' independence when circumstances exist that may call this independence into question,

- v. upon re-election, the year the director 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 the proposed director.

Regarding auditors:

- i. information about circumstances that may be relevant to shareholders in assessing the competence and independence of the proposed auditor,
- ii. the scope of services provided by the proposed 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

14. 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.

This instruction shall apply until a new instruction for the Committee is resolved by the General Meeting.