

## Telia Company's Nomination Committee 2021-2022

### 1. Report on the work of the Nomination Committee and motivated statement regarding the composition of the Board of Directors

The Nomination Committee of Telia Company AB for the Annual General Meeting 2022 has been appointed based on the ownership structure as of July 2021 in accordance with the instruction for the Nomination Committee. The Nomination Committee comprises Daniel Kristiansson, chair (the Swedish state), Jan Andersson (Swedbank Robur Funds), Erik Durhan (Nordea Funds) and Lilian Fossum Biner (Handelsbanken Funds). In addition, the chair of the Board of Directors Lars-Johan Jarnheimer has been appointed as a co-opted member of the Nomination Committee.

No other shareholder has, within the scope of the instruction for the Nomination Committee, made a request to participate in the work of the Nomination Committee. Within its activities, the Nomination Committee has complied with the Swedish Corporate Governance Code and the instruction for the Nomination Committee adopted by the Annual General Meeting.

The Nomination Committee has held seven (7) meetings and several informal sessions between the meetings. 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 the internal work of the Board of Directors, the Company's position, strategic direction and other relevant circumstances and has received an internally executed 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
- Media
- Executive leadership
- Transformation and change processes
- Finance

Martin Tivéus has informed the Nomination Committee that he is not available for re-election.

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 experience needed in the future, diversity, including gender and professional background in the Board of Directors and the composition of the Board of Directors, the Nomination Committee has decided to propose Hannes Ametsreiter and Tomas Eliasson as new directors and to propose Ingrid Bonde, Luisa Delgado, Rickard Gustafson, Lars-Johan Jarnheimer, Jeanette Jäger, Nina Linander and Jimmy Maymann for re-election at the Annual General Meeting. Lars-Johan Jarnheimer is proposed for re-election as chair of the Board of Directors and Ingrid Bonde as vice-chair.

The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. The Nomination Committee has considered the importance of a well-functioning composition of the Board of Directors with diversity and breadth of qualifications, experience and background. The Nomination Committee has specifically discussed gender diversity as part of its

efforts to strive for gender balance in the Board of Directors and to compose the most competent Board of Directors. The proposed Board of Directors consists of four (4) women and five (5) men.

The Nomination Committee proposes that the remuneration to the chair of the Board of Directors is increased by 4.7 percent, the remuneration to the vice-chair of the Board of Directors by 4.4 percent and the remuneration for the other directors elected by the General Meeting by 4.7 percent per director. 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 and Responsible Business Committee, that the audit company Deloitte AB is elected as auditor for the period until the end of the Annual General Meeting 2023. Deloitte has been the Company's auditor since the Annual General Meeting 2014.

## **2. The Nomination Committee presents the following proposals to Telia Company's Annual General Meeting 2022**

### **2.1 Number of directors elected by the General Meeting**

The Nomination Committee's proposal for the number of directors until the end of the Annual General Meeting 2023 is nine (9) directors elected by the General Meeting.

### **2.2 Directors**

The Nomination Committee proposes re-election of Ingrid Bonde, Luisa Delgado, Rickard Gustafson, Lars-Johan Jarnheimer, Jeanette Jäger, Nina Linander and Jimmy Maymann.

The Committee proposes election of Hannes Ametsreiter and Tomas Eliasson as new directors.

Dr. Hannes Ametsreiter was born in 1967. He is a member of the Group Executive Committee of Vodafone PLC, one of the largest telecommunications companies in the world. He is also the CEO of Vodafone Germany. Hannes has over 25 years of experience in the telco industry. Among others he was Group CEO for Telekom Austria and held executive positions at mobilkom Austria. He was also serving as chairman of Austrian fintech PayBox A1 Bank. Hannes has a PhD in Philosophy and a Master of Arts from the University of Salzburg. He also attended executive education courses at Harvard Business School, Stanford University and INSEAD.

Tomas Eliasson was born in 1962. He has previously been CFO at Sandvik, Electrolux, Assa Abloy and Seco Tools and board member of Millicom International Cellular S.A. He holds a degree in Business and Economics from Uppsala University. Tomas Eliasson will bring his significant experience as a CFO for multinational and global Swedish companies, roles in which he has driven several important and effective processes and procedures within global finance functions. He will also bring knowledge and experience from Millicom, having served as a board member, and chair of the audit committee from May 2014 through to May 2021. As previously announced, the Nomination Committee of Millicom has proposed Tomas Eliasson as new board member to the Annual General Meeting in May 2022.

It is the opinion of the Nomination Committee that all nominated directors are independent in relation to the Company, the executive management and the major shareholders.

### **2.3 Chair of the Board of Directors**

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

## **2.4 Vice-chair of the Board of Directors**

The Nomination Committee proposes re-election of Ingrid Bonde as vice-chair of the Board of Directors.

## **2.5 Chair of the Annual General Meeting**

The Nomination Committee proposes that Wilhelm Lünig, Attorney-at-Law, is elected as chair of the Annual General Meeting, or in the event he is prevented from participating, the person appointed by the Board of Directors.

## **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 2,000,000 (2021: SEK 1,910,000)
- Vice-chair of the Board of Directors: SEK 940,000 (2021: SEK 900,000)
- Other directors elected by the General Meeting: SEK 670,000 each (2021: SEK 640,000)
- Chair of the Board of Directors' Audit and Responsible Business Committee: SEK 300,000 (2021: SEK 285,000)
- Other members of the Audit and Responsible Business Committee: SEK 170,000 each (2021: SEK 160,000)
- Chair of the Board of Directors' Remuneration Committee: SEK 75,000 (2021: SEK 75,000)
- Other members of the Remuneration Committee: SEK 75,000 each (2021: 75,000)

## **2.7 Auditors**

In accordance with the Audit and Responsible Business Committee's recommendation, the Nomination Committee proposes that the Company shall have one (1) audit company as auditor and that the audit company Deloitte AB is elected as auditor for the period until the end of the Annual General Meeting 2023.

The Nomination Committee proposes that remuneration to the auditor will be paid as per an approved invoice.

## **2.8 Instruction for the Nomination Committee**

The Nomination Committee proposes the following instruction for the Nomination Committee.

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](http://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.

\_\_\_\_\_

On behalf of Telia Company's Nomination Committee

Daniel Kristiansson  
Chair