



**THE NOMINATION COMMITTEE'S MOTIVATED STATEMENT  
AND INFORMATION ABOUT PROPOSED BOARD MEMBERS**

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## **The Nomination Committee's motivated statement**

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

The Nomination Committee for the Annual General Meeting has been appointed based on the ownership structure in Telia Company as of July 31, 2022, in accordance with the instruction for the Nomination Committee. The Nomination Committee comprises Magnus Johansson, Chair (the Swedish state), Filippa Gerstädt (Nordea Fonder), Sussi Kwart (Handelsbanken Fonder) and Emilie Westholm (Folksam). In addition, the Chair of the Board of Directors Lars-Johan Jarnheimer has been appointed as co-opted member of the Nomination Committee.

Within its work, the Nomination Committee has complied with the Swedish Corporate Governance Code and the instruction for the Nomination Committee adopted by the Annual General Meeting 2022.

The Nomination Committee has held four meetings as well as several informal sessions between the meetings. The Nomination Committee has performed interviews and received information from the Chair of the Board of Directors, other Board members, employee representatives and the Chief Executive Officer on the work of the Board of Directors, the Company's position, strategic direction and other relevant circumstances and has also received an internal evaluation of the Board of Directors. On the basis of 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 closely related industries
- Digitalization and cyber-related risks
- Relevant geographical markets
- Consumer-oriented operations and markets
- Sustainability work
- Board work in listed companies
- Media
- Executive leadership
- Transformation and change processes
- Finance
- Culture change

Nina Linander has informed the Nomination Committee that she is not available for re-election to the Board of Directors.

On the basis of the identified competence needs, the Nomination Committee has evaluated the competences of the Board members and the composition of the Board of Directors and subsequently evaluated new candidates for the Board of Directors. Considering the competences and experience needed in the future, the diversity and professional background in the Board of Directors and its composition, the Nomination Committee has decided to propose re-election of the Board members Johannes Ametsreiter, Ingrid Bonde, Luisa Delgado, Tomas Eliasson, Rickard Gustafson, Lars-Johan Jarnheimer, Jeanette Jäger and Jimmy Maymann and that Sarah Eccleston shall be elected as new member of the Board. Lars-Johan Jarnheimer is proposed for re-election as Chair of the Board of Directors and Ingrid Bonde as Vice-Chair.

Sarah Eccleston was born in 1970. She is currently serving as a member of the Board of Smart DCC, where she is also Chair of the Technical Advisory Committee. Sarah has wide-ranging experience

gained in a variety of engineering, sales, and leadership positions with global technology vendors and service providers including Nortel Networks and Verizon. Most recently, she was a Global CTO and then Global Vice President of Sales for Cisco. Sarah has studied Electronics and Telecommunications at the University of Coventry.

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 in terms of competences, 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 unchanged remuneration levels for the members of the Board. The proposal reflects the Nomination Committee's ambition that the remuneration levels should be in line with the market in relation to remuneration in comparable companies and that external factors suggest restraints.

In the Nomination Committee's opinion, all proposed Board members are independent of the company, its management and its major shareholders.

## **2. The Nomination Committee presents the following proposals to Telia Company's Annual General Meeting 2023**

### Chair of the Annual General Meeting

The Nomination Committee proposes that Wilhelm Lüning, member of the Swedish Bar Association, is elected to be the Chair of the Annual General Meeting.

### Number of Board members elected by the General Meeting

The Nomination Committee proposes that the Board of Directors, for the period until the end of the next Annual General Meeting, shall consist of nine members elected by the General Meeting.

### Remuneration to the Board members

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, a remuneration of SEK 2,000,000 to the Chair of the Board of Directors (unchanged), SEK 940,000 to the Vice-Chair of the Board of Directors (unchanged), SEK 670,000 to each other member of the Board elected by the General Meeting (unchanged), SEK 300,000 to the Chair of the Audit Committee (unchanged), SEK 170,000 to each other member of the Audit Committee (unchanged), SEK 75,000 to the Chair of the Remuneration Committee (unchanged) and SEK 75,000 to each other member of the Remuneration Committee (unchanged).

### Board members

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, Johannes Ametsreiter, Ingrid Bonde, Luisa Delgado, Tomas Eliasson, Rickard Gustafson, Lars-Johan Jarnheimer, Jeanette Jäger and Jimmy Maymann shall be re-elected as members of the Board and that Sarah Eccleston shall be elected as new member of the Board.

### The Board of Directors' Chair and Vice-Chair

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, Lars-Johan Jarnheimer shall be re-elected as Chair and Ingrid Bonde as Vice-Chair of the Board of Directors.

Auditor and remuneration to the auditor

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that the Company shall have a registered accounting firm as auditor and that the registered accounting firm Deloitte AB shall be re-elected as auditor for the period until the end of the next Annual General Meeting.

The Nomination Committee proposes that the auditor shall be paid in accordance with approved invoices.

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Stockholm in March 2023  
The Nomination Committee  
Telia Company AB (publ)

## Information about the proposed Board members

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### Re-election

#### **Lars-Johan Jarnheimer (first elected 2019), Chair of the Board of Directors**

**Born:** 1960

**Nationality:** Swedish

**Board Chair:** Ingka Holding B.V (IKEA), Arvid Nordqvist HAB and Elite Hotels.

**Board member:** SAS AB, Point Properties AB and Millicom International Cellular S.A.

**Work experience and other assignments:** Previously Chair of the Board of Directors of Egmont International Holdings AS, Qliro Group, BRIS and Eniro AB. Board member of MTG Modern Times Group AB, Invik and Apoteket AB. CEO of Tele2 (1999-2008), Deputy CEO and CEO of Comviq and various positions within H&M.

**Education:** MBA.

**Shares in Telia Company:** 100,097

#### **Ingrid Bonde (first elected 2020), Vice-Chair of the Board of Directors**

**Born:** 1959

**Nationality:** Swedish

**Board Chair:** Alecta, Apoteket AB and tbd30.

**Board member:** Husqvarna AB, Securitas AB and Ersta Diakoni.

**Work experience and other assignments:** Previously CFO and Deputy CEO of Vattenfall, CEO of AMF, Director General of Finansinspektionen (Sweden's financial supervisory authority), Deputy Director General of the Swedish National Debt Office and VP Finance of SAS.

**Education:** MBA.

**Shares in Telia Company:** 10,000

#### **Johannes Ametsreiter (first elected 2022)**

**Born:** 1967

**Nationality:** Austrian

**Work experience and other assignments:** Previously member of the Group Executive Committee of Vodafone PLC and CEO of Vodafone Germany, Group CEO for Telekom Austria, executive positions at mobilkom Austria and Chair of Austrian fintech PayBox A1 Bank.

**Education:** PhD in Philosophy and a Master of Arts from the University of Salzburg and also executive education courses at Harvard Business School, Stanford University and INSE.

**Shares in Telia Company:** 17,000

**Luisa Delgado (first elected 2021)**

**Born:** 1966

**Nationality:** Swiss and Portuguese

**Board Chair:** Swarovski SIH (Verwaltungsrat) and Schleich GmbH (Advisory Board).

**Board member:** DIA Group, Fortum Oyi, Ingka Holding, Barclays Bank Suisse SA and Breitling SA.

**Work experience and other assignments:** Previously CEO of Safilo Group, Board member and HR Officer at SAP, CEO of Procter & Gamble for the Nordic region and previously VP for Human Resources Western Europe.

**Education:** Bachelor of Laws from the University of Geneva, a Master of Laws from King's College/University of London, a Postgraduate Diploma of European Studies from Universidade Lusitana in Lisbon and the FT Non-Executive Director Diploma.

**Shares in Telia Company:** 3,600

**Tomas Eliasson (first elected 2022)**

**Born:** 1962

**Nationality:** Swedish

**Board member:** Millicom International Cellular S.A and Boliden AB.

**Work experience and other assignments:** Previously CFO at Sandvik, Electrolux, Assa Abloy and Seco Tools.

**Education:** Degree in Business Administration and Economics from Uppsala University.

**Shares in Telia Company:** 6,500

**Rickard Gustafson (first elected 2019)**

**Born:** 1964

**Nationality:** Swedish

**Board member:** SKF AB and Confederation of Swedish Enterprise.

**Work experience and other assignments:** President and CEO of SKF since 2021. Previously President of SAS (2011-2021). President of Codan/Trygg-Hansa (2006-2011) and various executive positions in GE Capital in Europe and the US (1996-2006).

**Education:** Master of Science.

**Shares in Telia Company:** 14,075

**Jeanette Jäger (first elected 2020)**

**Born:** 1969

**Nationality:** Swedish

**Work experience and other assignments:** CEO of Enento Group Plc since 2022. Previously CEO of Bankgirot, several executive roles at Tieto and Product and Marketing Director of TDC.

**Education:** Bachelor of Science in Business Administration and Economics with a major in Business Administration.

**Shares in Telia Company:** 11,385

**Jimmy Maymann (first elected 2018)**

**Born:** 1971

**Nationality:** Danish

**Board Chair:** TV2 Denmark and The Museum for the United Nations - UN Live Online.

**Board member:** Maternity Foundation and Pitzner Group.

**Work experience and other assignments:** Investor specializing in digital advertising, digital technology and new media strategy. Previously Executive Vice President and President at AOL Content & Consumer Brands and as CEO of the Huffington Post.

**Education:** EMBA and a Master of Science.

**Shares in Telia Company:** 0

**New election**

**Sarah Eccleston**

**Born:** 1970

**Nationality:** British

Sarah is currently serving as a member of the Board of Smart DCC, where she is also Chair of the Technical Advisory Committee. Sarah has wide-ranging experience gained in a variety of engineering, sales, and leadership positions with global technology vendors and service providers including Nortel Networks and Verizon. Most recently, she was a Global CTO and then Global Vice President of Sales for Cisco. Sarah has studied Electronics and Telecommunications at the University of Coventry.

**Shares in Telia Company:** 0