



## **Notice to Telia Company's Extraordinary General Meeting 2020**

Telia Company AB (publ), reg. no. 556103-4249, ("Telia Company") gives notice of an Extraordinary General Meeting to be held in Stockholm on Wednesday, December 2, 2020.

In order to reduce the spread of COVID-19, the Extraordinary General Meeting will, in accordance with temporary legislation, be held only by postal voting. No meeting with the possibility to attend in person or to be represented by a proxy will take place. Hence, the Extraordinary General Meeting will be held without physical presence.

Telia Company welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting through postal voting as described below. Information on the resolutions passed at the Extraordinary General Meeting will be published on Wednesday, December 2, 2020, as soon as the result of the postal voting has been finally confirmed.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the Extraordinary General Meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### **Right to participate**

Those wishing to participate in the meeting, through postal voting, must

- be entered as shareholders in the share register kept by the Swedish central securities depository Euroclear Sweden AB on Tuesday, November 24, 2020, and
- have notified its intention to participate no later than on Tuesday, December 1, 2020, by casting its postal vote in accordance with the instructions under the heading Postal voting below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

Shareholders whose shares are registered in the names of nominees (including Finnish shareholders that are registered within the Finnish book-entry system at Euroclear Finland Oy) must re-register such shares in their own name by Tuesday, November 24, 2020, in order to be entitled to attend the Extraordinary General Meeting (so-called voting rights registration). In order for such registration, which can be temporary, to be completed on Tuesday, November 24, 2020, the shareholder must inform their nominees well before that day. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday, November 26, 2020, will, however, be taken into account in the preparation of the share register.

### **Postal voting**

The shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on Telia Company's website, [www.teliacompany.com](http://www.teliacompany.com), under the heading "Annual General Meeting", found under the section "Investors". The postal voting form is considered as the notification of participation of the Extraordinary General Meeting.

The completed voting form must be received by Euroclear Sweden AB (administering the forms on behalf of Telia Company) no later than Tuesday, December 1, 2020. The form may be submitted via e-mail to [generalmeetingservices@euroclear.eu](mailto:generalmeetingservices@euroclear.eu) or by post to Telia Company AB, "EGM 2020", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their postal votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If the shareholder votes in postal by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. Proxy forms for shareholders who would like to vote in postal through proxy are available at the company's website [www.teliacompany.com](http://www.teliacompany.com) under the heading "Annual General Meeting", found under the section "Investors".

For questions about the Extraordinary General Meeting or to have the postal voting form or a proxy form sent by post, please contact Euroclear Sweden AB on telephone +46 (0) 8 402 90 50 (Monday-Friday, 09.00-16.00 CEST) or at the address Telia Company AB, "EGM 2020", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

### **Proposed agenda**

#### Opening of the meeting

1. Election of the Chair of the meeting
2. Adoption of the agenda
3. Election of two persons to check the minutes of the meeting together with the Chair
4. Preparation and approval of the voting list
5. Determination of whether the meeting has been duly convened
6. Resolution on extraordinary dividend

#### Closing of the meeting

### **Resolutions proposed by the Board of Directors**

#### **Item 1 – Election of the Chair of the meeting**

The Board of Directors proposes that Wilhelm Lünig, Attorney-at-Law, is elected Chair of the Extraordinary General Meeting, or if he is unable to attend the meeting, any other person proposed by the Board of Directors.

#### **Item 3 – Election of two persons to check the minutes of the meeting together with the Chair**

Jan Andersson, representing Swedbank Robur Funds, and Javiera Ragnartz, representing SEB Funds, or if one or both of them are unable to attend, the person or persons instead appointed by the Board of Directors, are proposed to be elected to approve the minutes of the Extraordinary General Meeting together with the Chair.

The task of approving the minutes of the Extraordinary General Meeting also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the Extraordinary General Meeting.

#### **Item 4 – Preparation and approval of the voting list**

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of Telia Company, based on the Extraordinary General Meeting's share register and postal votes received, as verified and recommended by the persons approving the minutes of the Extraordinary General Meeting.

#### **Item 6 – Resolution on extraordinary dividend**

Telia Company's Board of Directors, in March 2020, decided to amend its dividend proposal to the Annual General Meeting, held on April 2, 2020, to SEK 1.80 per share, from the previous proposal of SEK 2.45 per share. This was done in order to postpone the decision until there was more visibility on the impact of COVID-19. It was also communicated that the Board of Directors, in the autumn, could call for an Extraordinary General Meeting to decide on a potential extraordinary dividend.

As a consequence of improved visibility on the underlying performance of Telia Company and the strengthened balance sheet following the disposals of the shareholding in Turkcell Holding and Telia Carrier, the Board of Directors has now decided to propose to pay an extraordinary dividend of SEK 0.65 per share, subject to the approval by an Extraordinary General Meeting.

If the Extraordinary General Meeting resolves in accordance with the proposal, the record date for the dividend payment shall be on Friday, December 4, 2020, and, it is estimated that Euroclear Sweden AB will execute the payments on Wednesday, December 9, 2020. The extraordinary dividend proposed by the Board of Directors will not affect the payment of the ordinary dividend resolved by the Annual General Meeting on April 2, 2020.

At December 31, 2019, the company's restricted equity totalled approximately SEK 15,713 million and the unrestricted equity totalled approximately SEK 76,900 million. The Annual General Meeting, on April 2, 2020, resolved to pay an ordinary dividend of SEK 1.80 per share. The total ordinary dividend resolved by the Annual General Meeting amounted to SEK 7,361 million which reduces the available non-restricted equity by the same amount. Hence, the available amount for distribution in accordance with Chapter 17, Section 3, Paragraph 1, of the Swedish Companies Act (2005:551), amounts to approximately SEK 69,538 million.

#### **Other information**

##### **Number of shares and votes**

The total number of shares and votes in the company is 4 089 631 702 at the date this notice is issued. On the same date, the company holds no treasury shares.

##### **Documentation**

The Board of Directors' complete proposals are set out above. The statements of the Board of Directors pursuant to Chapter 18, Section 4 and Section 6, of the Swedish Companies Act, and the Auditor's statement pursuant to Chapter 18, Section 6, of the Swedish Companies Act, will, no later than Wednesday, November 11, 2020, be available at the company's website [www.teliacompany.com](http://www.teliacompany.com) under the heading "Annual General Meeting", found under the section "Investors". The annual report, including the audit report, is available at the company's website [www.teliacompany.com](http://www.teliacompany.com) under the heading "Reports and presentations", found under the section "Investors". The documentation will also be available at the company's premises at

Stjärntorget 1, SE-169 79 Solna, Sweden. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

The company's share ledger will be provided at Stjärntorget 1, SE-169 79 Solna, Sweden.

The documents can be ordered by telephone at +46 (0) 8 402 90 50 or at the address Telia Company AB, "EGM 2020", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

#### **Shareholders' right to request information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believe that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the company's relation to other companies within the group. A request for such information shall be made in writing to Telia Company AB, att. General Counsel Jonas Bengtsson, SE-169 94 Solna, Sweden, or via e-mail to [teliacompany-bolagsstamma@teliacompany.com](mailto:teliacompany-bolagsstamma@teliacompany.com) no later than on Sunday, November 22, 2020. The information will be made available at Telia Company AB, Stjärntorget 1, SE-169 79 Solna, Sweden, from Friday, November 27, 2020, at the latest. The information will, from the same date, also be available on the company's website [www.teliacompany.com](http://www.teliacompany.com) under the heading "Annual General Meeting", found under the section "Investors". The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

#### **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 and to take such other measures required to execute the resolution.

#### **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, November 2020  
Telia Company AB (publ)  
*The Board of Directors*