

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

1. The Nomination Committee (the "Committee") shall consist of five (5) to seven (7) members. Four ordinary members shall represent the four shareholders that are largest in terms of votes at the turn of the month that occurs immediately prior to 30 days before the notice of the annual general meeting is issued and which also wish to participate in the nomination process ("Nominating Shareholders"). The Chairman of the Board shall also be an ordinary member of the Committee.

The Committee shall appoint replacements for any prematurely vacated seats as per Section 6 (iv) below. The Committee shall be considered a quorum with fewer than five (5) ordinary members, but not with fewer than three (3).

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

2. The Committee may in addition to its ordinary members appoint at its sole discretion one (1) or two (2) extraordinary members. Extraordinary members shall possess knowledge and/or experience within the society, market, or sectors within which Telia Company does business or skills in the field of finance and accounting (in connection with election of auditors). Extraordinary members shall, if appointed, assist the Committee in performing its mandate, but shall not be entitled to participate in its decisions.

3. The ordinary members of the Committee shall be elected at the annual general meeting for a term of office that expires at the next year's annual general meeting.

4. The Committee shall have a Chairman (the "Chairman"), who shall be appointed by the Committee at its statutory meeting. Members of the Board of Directors of Telia Company shall be disqualified to serve as Chairman of the Committee. The Chairman of the Board shall convene a statutory meeting after the annual general meeting at his or her discretion or upon request by a member.

5. Committee decisions shall be unanimous. If consensus cannot be reached, Section 11 below shall apply.

#### Changes to the Committee

6. The Committee shall remain intact unless,

(i) a member wishes to resign, in which case such request shall be submitted to the Chairman (or if the Chairman wishes to resign, the request shall be submitted to another member of the Committee) and receipt of such notice shall mean that the request has taken effect, or

(ii) a Nominating Shareholder wishes to replace its representative on the Committee with another person, in which case such request (which shall state the two relevant names) shall be submitted to the Chairman (or if the Chairman is to be replaced, to another member of the Committee) and the receipt of such notice shall mean that the request has taken effect, or

(iii) a Nominating Shareholder divests its entire shareholding in Telia Company, in which case the member representing the Nominating Shareholder that has sold its interest shall be considered to have resigned from the Committee, or

(iv) the Committee at its sole discretion decides to offer vacant seats to shareholders or representatives of shareholders to reflect the interest in Telia Company.

#### The Committee's work

7. The Committee shall nominate the Chairman of the annual general meeting and the Chairman of the Board and other Board Members, and present a proposal for remuneration, which shall be specified between the Chairman 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 nominate the members of the following year's Committee and shall specify the names of the Nominating Shareholders they represent.

The Committee shall review this Instruction annually and as necessary propose changes thereto to the annual general meeting.

8. As a basis for its proposals, the Committee shall

(i) assess the extent to which the current Board meets the requirements that will be imposed on the Board consequent upon Telia Company's position and future direction by means including studying the results of the performed evaluation of the Board,

(ii) determine the requirements for any new board members required according to that assessment, and

(iii) carry out a systematic search for candidates for the seats on the Board to be filled, which procedure shall include consideration of suggestions submitted by shareholders.

9. The Committee's proposals according to Section 8 above and the shareholders who made the suggestions shall be presented in the notice of the annual general meeting.

10. The Chairman 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 6 (iv) above with respect to their representative on the Committee, or with individual shareholders who represent their own shareholding according to Section 6 (iv) above, or with extraordinary members, before information Telia Company considers secret is presented.

11. If the Committee cannot submit nominations and proposals according to Section 9 above due to lack of consensus, individual members may present their own proposals individually or jointly with other members of the Committee. The rules stipulated in Sections 7-10 above and 12-15 below shall apply correspondingly to such proposals.

#### Telia Company's website

12. Telia Company shall provide space for communications from the Committee on its website [www.teliacompany.com](http://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.

13. 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.

14. In conjunction with issuance of notice of the annual general meeting, the Committee shall update the Site with a list of its nominations as per Section 7 above, an explanation of how it has conducted its work and the following information.

Re Board Members:

- (i) age, main education and professional background,
- (ii) assignments on behalf of Telia Company and other material assignments,
- (iii) own or closely related physical or legal person's holdings of shares and other financial instruments in Telia Company,
- (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,  
(v) upon re-election, the year the member was first elected to the Board, and  
(vi) other information that may be relevant to shareholders in assessing the competence and independence of nominees.

Re Auditors:

- (i) information about circumstances that may be relevant to shareholders in assessing the competence and independence of the nominated auditor,
- (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

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

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