



## **NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING**

**The shareholders of Tele2 AB (publ), reg. no. 556410-8917, with its registered office in Stockholm, Sweden, are hereby invited to the Extraordinary General Meeting on Thursday 22 August 2019 at 1.00 p.m. CEST at Tele2's premises on Torshamnsgatan 17 in Kista, Stockholm.**

### **NOTICE ETC.**

Shareholders who wish to attend the Extraordinary General Meeting shall

- be entered in the share register maintained by Euroclear Sweden on Friday 16 August 2019, and
- give notice of their intention to attend no later than Friday 16 August 2019. Notice to attend is to be made on the company's website at [www.tele2.com](http://www.tele2.com), under the heading "Extraordinary General Meeting 2019", found under the section "Governance", by telephone to +46 (0)8 42 00 34 32 or by mail to Computershare AB "EGM Tele2", P.O. Box 610, SE-182 16 Danderyd, Sweden.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, phone number and number of advisors, if applicable. Shareholders whose shares are registered in the names of nominees must re-register such shares in their own name in order to be entitled to attend the Extraordinary General Meeting. In order for such re-registration, which can be temporary, to be completed on Friday 16 August 2019 the shareholder must inform their nominees well before that day. Shareholders attending by a proxy or a representative should send documents of authorization to the mail address above well before the Extraordinary General Meeting. A template proxy form is available on the company's website [www.tele2.com](http://www.tele2.com) under the heading "Extraordinary General Meeting 2019", found under the section "Governance". Shareholders cannot vote or, in other way, attend the Extraordinary General Meeting by remote access.

### **PROPOSED AGENDA**

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution on extraordinary dividend.
8. Closing of the Extraordinary General Meeting.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Dividend (item 7)**

Following the sale of the company's equity share in the joint venture between Tele2 and Kazakhtelecom, and the repayment of Tele2's shareholder loan to the joint venture, and as a consequence of the proceeds received in conjunction with the merger involving Tele2's operations in the Netherlands, the financial position of the company has been strengthened and the Board therefore proposes, in accordance with the company's shareholder remuneration framework, that an extraordinary dividend of SEK 6 (six) per share shall be paid. The record date for the dividend payment shall be on 26 August 2019. If the Extraordinary General Meeting resolves in accordance with the proposal, it is estimated that Euroclear Sweden will execute the payments on 29 August 2019.

The extraordinary dividend proposed by the Board will not affect the payment of the ordinary dividend resolved by the AGM on 6 May 2019, and for which the record date for the second installment is set to 2 October 2019.

The Board's proposed dividend corresponds to a total amount of SEK 4,126,280,856, based on 687,713,476 outstanding shares as of July 17, 2019 (which excludes 2,628,121 shares held by Tele2).

As of 31 December 2018, Tele2's non-restricted equity amounted to approximately SEK 28,874 million. The Annual General Meeting on 6 May 2019 resolved to pay a cash dividend of SEK 4.40 per share, to be paid in two equal instalments. The first instalment was paid on May 13, 2019 and amounted to SEK 1,512,887,706 in total, and the second instalment is expected to be paid on October 7, 2019 and amount to SEK 1,512,969,647.2 in total, based on 687,713,476 outstanding shares as of July 17, 2019 (which excludes 2,628,121 shares held by Tele2). The total dividend resolved by the Annual General Meeting is thus expected to amount to SEK 3,025,857,353.2 which reduce 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, amounts to approximately SEK 25,848 million. Following the Extraordinary General Meeting's resolution regarding the distribution, the available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act is expected to be reduced by SEK 4,126,280,856 to approximately SEK 21,722 million.

## **MISCELLANEOUS**

### **Shares and votes**

There are a total number of 690,341,597 shares in Tele2, whereof 22,606,922 Class A shares, 665,835,675 Class B shares and 1,899,000 Class C shares, corresponding to a total of 893,803,895 votes. As at the date on which this notice is disclosed Tele2 holds 729 121 of its own Class B shares and 1,899,000 of its own Class C shares corresponding to 2,628,121 votes which cannot be represented at the Extraordinary General Meeting.

### **Authorization**

The Board, or the person that the Board will appoint, shall be authorized to make the minor adjustments in the Extraordinary General Meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden.

### **Documentation**

The reasoned statement of the Board pursuant to Chapter 18 Section 4, and the Board's report and the Auditor's statement pursuant to Chapter 18 Section 6, of the Swedish Companies Act (2005:551) are available at the company's website [www.tele2.com](http://www.tele2.com) under the heading "Extraordinary General Meeting 2019", found under the section "Governance". The annual report, including audit report, is available at the company's website [www.tele2.com](http://www.tele2.com) under the heading "Reports and presentations", found under the section "Investors". All documentation are also available at the company's premises at Torshamnsgatan 17 in Stockholm and will be sent to those shareholders who so request and state their postal address or email address.

The documentation can be ordered by telephone at +46 (0)8 42 00 34 32 or at the address Computershare AB "EGM Tele2", P.O. Box 610, SE-182 16 Danderyd, Sweden.

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

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board believes 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.

### **Processing of personal data**

For information on how your personal data is processed, see Tele2's Privacy notice for General Meetings of Shareholders at [www.tele2.com](http://www.tele2.com) under the heading "Shareholders' personal data", found under the heading "The share" under the section "Investors".

Stockholm, July 2019

TELE2 AB (PUBL)

THE BOARD

---

### **Other information**

Schedule for the Extraordinary General Meeting:

The doors open for shareholders at 12.00 p.m. CEST.

The Annual General Meeting commences at 1.00 p.m. CEST.

### **Interpretation**

The Extraordinary General Meeting will be held in Swedish. As a service to the shareholders, simultaneous interpretation from Swedish to English will be provided. This service may be requested when attendance to the Extraordinary General Meeting is notified.

---