TELE2

THE SHAREHOLDERS OF TELE2 AB (publ) are hereby invited to the Extraordinary General Meeting on Tuesday 28 August 2007 at 9.00 a.m. CET at Pontus by the Sea, Tullhus 2, Skeppsbron, in Stockholm.

NOTIFICATION

Shareholders who wish to participate at the Extraordinary General Meeting shall:

- have their names entered in the register of shareholders maintained by VPC AB (the Swedish Central Securities Depository) on Wednesday 22 August 2007, and
- notify the company of their intention to participate by no later than 1.00 p.m. on Wednesday 22 August 2007. The notification can be made on the company's website, www.tele2.com, by telephone +46 8 5626 4406 or in writing to the company at:

Tele2 AB
P.O. Box 2094
SE-103 13 Stockholm, Sweden

When giving notice of participation, the shareholders should state their name, personal identification number (or company registration number), address, telephone number, shareholdings and any advisors attending. If participation is by way of proxy, such document should be submitted in connection with the notice of participation of the Meeting. Written notifications made by post should be marked "EGM". A proxy form will be available at the company's website, www.tele2.com.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own name in order to be entitled to participate in the Meeting. Shareholders wishing to re-register must inform the nominee well in advance of Wednesday 22 August 2007.

Proposed agenda

1. Opening of the Meeting.

2. Election of Chairman of the Meeting.

3. Preparation and approval of the voting list.

4. Approval of the agenda.

5. Election of one or two persons to certify the minutes.

6. Determination of whether the Meeting has been duly convened.

7. Resolution regarding incentive programme comprising the following resolutions:

(a) amendment of the Articles of Association

(b) adoption of an incentive programme,

(c) authorisation to resolve on an issue of Class C shares,

(d) authorisation to resolve to repurchase own Class C shares, and

(e) transfer of own Class C shares.

8. Closure of the Meeting.

Resolution regarding the incentive programme (item 7)

The Annual General Meeting held on 9 May 2007 resolved to adopt an incentive programme for senior executives and other key employees within the Tele2 group. Due to insider position at the time of launch, the approved incentive programme has not been launched according to plan. As set out below, the Board of Directors therefore proposes that the adopted incentive programme should be replaced with an alternative performance based incentive programme. From the company's point of view the proposed incentive programme entails corresponding terms of potential impacts on the company's relevant key ratios compared to the incentive programme adopted by the Annual General Meeting.

Hence, the Board proposes that the Meeting resolves in accordance with items a – e below. All resolutions are proposed to be conditional upon each other and must be supported by shareholders representing at least 9/10 of the shares and number of votes represented at the Meeting. The proposal is supported by major shareholders, including inter alia AMF Pension, Emesco AB, Fjärde AP-fonden, Investment AB Kinnevik, SEB Fonder and SEB Trygg Liv.

Amendment of the Articles of Association (item 7 a)

The Board proposes that the Meeting resolves to amend § 5 in the Articles of Association meaning that Class C shares held by the company may be reclassified into Class B shares upon request by the Board.

Adoption of incentive programme (item 7 b)

The Board proposes that the Meeting resolves to adopt a performance based incentive programme (the "**Plan**") for approximately 80 senior executives and other key employees within the Tele2 group under the terms stipulated below. The Plan entails that the participants shall be granted stock options (the "**Options**") free of charge. Each Option entitles the holder to purchase one Class B share at an exercise price corresponding to 110 percent of the average closing price of the company's Class B share 10 trading days prior to the date of grant. The Options, which do not constitute securities and are non-transferable to a third party, may be issued by the company or by other companies within the group.

The Options may only be exercised three to five years from the time of grant, provided that the holder is still employed within the Tele2 group and that certain performance conditions are fulfilled. Based on the outcome of these performance conditions, the employees will be able to exercise 0 – 100 percent of granted Options, i.e. there will be no guaranteed exercise. The performance conditions for the Options will be measured from 1 July 2007 until 30 June 2010 and are based on the company's average normalised Return on Capital Employed ("**ROCE**"), and Total Shareholder Return ("**TSR**") compared to a peer group. It is the intention of the Board of Directors to disclose the outcome of the performance conditions in the annual report for 2010.

The scope of the Plan is proposed to amount a maximum of 4,098,000 Options, which are equally divided into three series, i.e. a maximum of 1,366,000 Options in Series I, Series II and Series III respectively. Further, the Options in Series I are equally divided into two sub-series, i.e. a maximum of 683,000 Options in Series I (a) and Series I (b) respectively. The exercise of the

Options in Series I (a) and Series II is conditional upon the performance condition ROCE and the Options in Series I (b) and Series III is conditional upon the performance condition TSR. The Options are exercisable three to five years from grant.

The employees who will be offered to participate are divided into four groups:

- Group 1: the CEO and other members of the executive board will each be granted a maximum of 210,000 Options.
- Group 2: members of the executive leading team, the Investor Relations department and key employees within sales and marketing, will each be granted a maximum of 75,000 Options.
- Group 3: country managers (excluding Russia) will each be granted a maximum of 21,000 Options.
- Group 4: key employees within the different market areas, will each be granted a maximum of 21,000 Options.

Given full exercise of all Options, the maximum dilution effect for 2007 is estimated to no more than 0.92 percent of the share capital and 0.52 percent of the total number of votes. Considering the previously issued and outstanding warrants and stock options, the dilution effect will be approximately 1.43 percent of the total number of shares and approximately 0.81 percent of the total number of votes. The costs and the dilution are expected to have a marginal impact on Tele2's key ratios.

The rationale for the Plan is that the Board of Tele2 considers that it will strengthen the employees' loyalty, improve the conditions for the company's continued demands on profitability and create an opportunity for the employees to take part in the group's development. The Plan will constitute a competitive incentive and a motivating offer for senior executives and other key employees within the group. The Board considers that the Plan as set out herein has a positive effect on the Tele2 group's future development, and is thus beneficial to both the company and its shareholders.

The Board shall be entitled to decide upon the details or the terms and conditions of the incentive programme in accordance with the general terms and guidelines above.

Authorisation to resolve on an issue of Class C shares (item 7 c)

The Board of Directors proposes that during the period until the next Annual General Meeting, the General Meeting resolves to authorise the Board of Directors to increase the company's share capital by not more than SEK 5,122,500 by the issue of not more than 4,098,000 Class C shares, each with a par value of SEK 1.25 and representing one vote. Nordea Bank AB (publ) shall be entitled to subscribe for the Class C shares. The purpose of the authorisation is to ensure delivery of Class B shares to employees under the Plan.

Authorisation to resolve to repurchase own Class C shares (item 7 d)

The Board of Directors proposes that during the period until the next Annual General Meeting, the General Meeting resolves to authorise, the Board of Directors to repurchase own Class C shares. The repurchase shall comprise all outstanding Class C shares. The purchase may be effected at a purchase price corresponding to not less than SEK 1.25 and not more than SEK 1.35. Payment for the Class C shares shall be made in cash. The purpose of the repurchase is to ensure the delivery of Class B shares under the Plan.

Transfer of own Class B shares (item 7 e)

Further, the Board of Directors proposes that the General Meeting resolves that Class C shares that Tele2 purchases by virtue of the authorisation to repurchase own shares in accordance with item 7 (d) above, following reclassification into Class B shares, may be transferred, against payment of the determined exercise price under the Plan, to employees within the Tele2 group upon exercise of Options under the Plan.

Other information

A valid resolution under item 7 above requires approval of shareholders representing at least 90 percent of the shares and the numbers of votes represented at the Meeting. From 14 August 2007, the complete text of the Board of Directors' proposals as set out above will be available at the company's website at www.tele2.com, and at the company's premises at Skeppsbron 18 in Stockholm. Shareholders who wish to receive those documents may notify the company, whereupon the documents will be sent by post or by e-mail.

As of 25 July, 2007, the share capital of the company amounts to SEK 555,955,026.25, divided into 38,356,545 Class A shares and 406,407,476 Class B shares.

Stockholm in July, 2007

THE BOARD OF DIRECTORS