



**FOR IMMEDIATE RELEASE**  
Thursday, 17 April, 2003

## **NOTICE OF ANNUAL GENERAL MEETING**

**Tele2 AB hereby invites shareholders in Tele2 AB to the Annual General Meeting of shareholders on Thursday 15 May 2003 at 1.30pm CET at Gamla Stans Bryggeri, Tullhus 2, Skeppsbron, Stockholm.**

### **NOTIFICATION**

Shareholders who wish to participate at the Annual General Meeting shall

- have entered in the register of shareholders maintained by VPC AB (the Swedish Securities Register Center) on Monday 5 May 2003.
- notify the company of their intention of participating by no later than on Friday 9 May 2003 at 1.00pm CET. The notification shall be made on the company's website, [www.tele2.com](http://www.tele2.com), or by e-mail, [bolagsstamma03@tele2.com](mailto:bolagsstamma03@tele2.com), or in writing to the company:

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

or by telephone +46-33-724 12 67.

When giving notice of participation, the shareholder should state name, personal identification number (or company registration number), address, telephone number, shareholdings and any advisors attending. Shareholders who wish to be represented by a representative shall submit a written power of attorney giving authorisation to a specific person together with the notice of participation. Written notifications should be marked "AGM"

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. In order to be entered in the register of shareholders by Monday 5 May 2003, shareholders must request temporary re-registration a sufficient number of working days before this date.

### **PROPOSED AGENDA**

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.

4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and auditors' report and of the consolidated financial statements and the report of the auditors on the consolidated financial statements.
7. Decision on the adoption of the income statement and balance sheet and of the consolidated income statement and the consolidated balance sheet.
8. Decision on the proposed treatment of the company's unappropriated earnings or accumulated loss as stated in the adopted balance sheet.
9. Decision on the discharge of liability of the members of the Board of Directors and the Managing Director.
10. Determination of the number of members and deputy members of the Board of Directors.
11. Determination of the fees of the members of the Board of Directors and the auditors.
12. Election of the members and deputy members of the Board of Directors.
13. Election of a deputy auditor.
14. Authorisation for the Board of Directors to issue subordinated debentures with detachable warrants.
15. Proposal from the shareholder, The Swedish Shareholders' Association, that the Meeting shall:
  - (a) elect a nomination committee;
  - (b) authorise the Board of Directors to elect a remuneration committee; and
  - (c) authorise the Board of Directors to elect an audit committee.
16. Closure of the Meeting.

## **DIVIDEND**

The Board of Directors proposes no dividend payment for the fiscal year 2002.

## **BOARD OF DIRECTORS AND AUDITORS**

It is proposed that Marc J.A. Beuls, Vigo Carlund, Bruce Grant, Sven Hagströmer and Håkan Ledin shall be re-elected Board members and that John Shakeshaft and Cristina Stenbeck shall be elected new members of the Board of Directors.

At the Annual General Meeting 2001, Pål Wingren was elected auditor and Christine Rankin Johansson was elected deputy auditor for a period of four years. At the Annual General Meeting 2002, Carl Lindgren was elected auditor and Björn Flink was elected deputy auditor for a period of four years. Since Christine Rankin Johansson has asked to be relieved, election of Mikael Winkvist as deputy auditor is proposed.

The above proposals are supported by shareholders representing more than 50 per cent of the votes in the company.

## **AUTHORISATION FOR THE BOARD OF DIRECTORS TO ISSUE SUBORDINATED DEBENTURES WITH DETACHABLE WARRANTS**

To enable further stock options to be granted under the incentive programme adopted at the Annual General Meeting held on 16 May 2002, the Board of Directors proposes that the Meeting authorises the Board of Directors to, on one or several occasions during the period until the next Annual General Meeting, issue subordinated debentures with no more than 217,300 detachable warrants.

The proposal is a renewal of the present authorisation to ensure the option undertaking under the incentive programme, however adjusted in regard of the number of warrants that have been issued in the scope of the programme. The right to subscribe for debentures shall, disregarding the shareholders' preferential rights, be given to wholly owned subsidiaries in the group.

## **OTHER INFORMATION**

The Board of Directors complete proposal according to item 14 above will be available to the shareholders at the company offices at Skeppsbron 18 in Stockholm as of 1 May 2003. The documents will be sent to those shareholders who request them and who state their postal or email address.

*Tele2 AB, formed in 1993, is the leading alternative pan-European telecommunications company offering fixed and mobile telephony, data network and Internet services under the brands Tele2, Tango and Comviq to over 16.8 million people in 22 countries. Tele2 operates Datametrix, which specializes in systems integration, 3C Communications, providing integrated credit card processing, web payment solutions and public payphones; Transac, providing billing and transaction processing service; C<sup>3</sup>, offering co-branded pre-paid calling cards and Optimal Telecom, the price-guaranteed residential router device. The Group offers cable television services and, together with MTG, owns the Internet portal Everyday.com. The Company is listed on the Stockholmsbörsen, under TEL2A and TEL2B, and on the Nasdaq Stock Market under TLTOA and TLTOB.*

## **CONTACTS**

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