



PRESS RELEASE

**FOR IMMEDIATE RELEASE
Thursday, May 16, 2002**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

New York and Stockholm – Tele2 AB, (“Tele2”), (Nasdaq Stock Market: TLTOA and TLTOB and Stockholmsbörsen: TEL2A and TEL2B), the leading alternative pan-European telecommunications company, today announces that all resolutions proposed to its Annual General Meeting (AGM) of shareholders in Stockholm earlier today were duly passed.

Item 13 - Carl Lindgren was elected as the company’s auditor and Björn Flink was elected as deputy auditor.

Item 14 - A Global Incentive Program was adopted which implies that present and future employees are granted call options annually, free of charge, which entitle the holder to acquire B shares in the company. The strike price for the options shall substantially correspond to 110% of the market value of a B-share in the company at the time of the granting of the options. The options may be exercised not earlier than three years and not later than five years from the time of the granting and under the condition that the holder, when exercising, is still employed within the group. Options may be issued by the company or by other companies within the group. In accordance with the above-mentioned guidelines, the Board of Directors is authorised to resolve the detailed terms and conditions for the incentive program. The Board of Directors may in connection thereto make necessary adjustments to satisfy certain regulations or market conditions abroad.

In accordance with the above-mentioned guidelines, the General Meeting approved that the company issues no more than 885,000 options. When allocating options, members of the group management may be allotted no more than 15,000 options each, members of the executive management no more than 7,500 options each and other key employees no more than 3,000 options each. The allocation of options shall be decided by the Board of Directors, where inter alia the employee’s position, performance, and importance to the group, will be considered.

If all options are fully exercised, employees will acquire shares in the company corresponding to approximately 0.58 per cent of the share capital and approximately 0.20 per cent of the votes in the company after dilution.

Under the terms of the Incentive Program, employees in the Group will be awarded call options, which entitle acquisition of shares in the company. The Annual General Meeting gave approval for such transfers to occur.



Item 15 - The General Meeting authorized the Board of Directors, on one or several occasions, to issue subordinated debentures with no more than 1,055,000 detachable warrants during the period until the next Annual General Meeting. The right to subscribe for debentures shall be given to wholly owned subsidiaries in the group, disregarding the shareholders' preferential rights.

If the authorization is fully used and all 1,055,000 warrants are exercised, the share capital of the company will increase by SEK 5,275,000, corresponding to approximately 0.71 per cent of the share capital and approximately 0.25 per cent of the votes in the company after dilution. The reason for this decision is to secure the option undertakings under the Incentive Program as set forth in item 14 and to cover administrative costs and social fees or similar taxes arising under the incentive program.

Item 16 - The AGM resolved to authorize the Board to offer owners of class A shares the possibility to convert class A shares into class B shares, whereby every class A share equals one class B share, as proposed by Nordea mutual funds. Requests for share conversions shall be possible during the period from 21 May 2002 up to and including 20 June 2002.

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 15 million people in 21 countries. Tele2 operates Datamatrix, which specializes in systems integration, 3C Communications, operating public pay telephones and public Internet services; Transac, providing billing and transaction processing service; C³, offering co-branded pre-paid calling cards and IntelliNet and Optimal Telecom, the price-guaranteed residential router device. The Group offers cable television services under the Kabelvision brand name 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:

Lars-Johan Jarnheimer
President and CEO, Tele2 AB

Telephone: + 46 8 562 640 00

Håkan Zadler, CFO, Tele2 AB

Telephone: +46 8 562 640 00

Andrew Best, Investor and Media Relations

Telephone: +44 7798 576378

Visit our web site at www.tele2.com