



Notice of the Annual General Meeting

The shareholders of Tele2 AB (publ) are hereby notified that the Annual General Meeting will be held on Thursday 17 May 2001 at 1.30 p.m. at Gamla Stans Bryggerier, Tullhus 2 at Skeppsbron in Stockholm.

Shareholders wishing to attend the AGM shall:

- be registered in the shareholders' register held by the Swedish Securities Register Centre, VPC AB ("VPC"), by Monday 7 May 2001, and
- notify the company of their intention to attend by Monday 14 May 2001 at 1.00 p.m. This notification may be sent by post to Tele2 AB, Box 2094, SE-103 13 Stockholm, or e-mailed to: bolagsstamma01@tele2.se. It may also be made by phone on +46 8 562 000 60. Shareholders should specify their name, address, telephone number and civic or corporate ID number, as well as their registered shareholding and the number of assistants accompanying them. Postal applications should be marked "Bolagsstämma/AGM".

Shareholders whose shares are held in trust must, in order to be entitled to attend the AGM, temporarily have their shares re-registered in their own names. Such temporary registration, so-called voting right registration, must be effected at VPC AB no later than 7 May 2001. This means that shareholders must inform their trustees well ahead of this date.

Shareholders' representatives or representatives of legal entities are requested to submit the requisite authorisation documents to the company prior to the meeting.

Matters to be discussed at the AGM

1. Election of a person to chair the AGM
2. Preparation and approval of the voting list
3. Approval of the agenda proposed by the Board of Directors
4. Election of one or two persons to check the minutes
5. Determination of whether the AGM has been duly convened
6. Presentation of the Annual Accounts and the Auditors' Report, as well as the Consolidated Accounts and Consolidated Auditors' Report
7. Resolution to adopt the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and Consolidated Balance Sheet
8. Resolution regarding appropriations of the company's profits in accordance with the adopted Balance Sheet (see below)
9. Resolution to discharge the Members and of the Board and the Managing Director from liability
10. Determination of fees to the Board and the auditors
11. Decision regarding the number of Board Members and Deputy Members
12. Election of Board Members and Deputy Board Members
13. Decision regarding the number of auditors and deputy auditors
14. Election of auditors and deputy auditors.
15. The Board's proposals for changes to the Articles of Association. In relation to the current Articles of Association, this will entail moving the company's registered office from Gävle to Stockholm
16. Other issues
17. Closing of the AGM

The Board's resolution proposals

Item 8

The Board of Directors proposes that no dividend be paid for the 2000 financial year.

Item 15

The Board of Directors of Tele2 AB (publ) proposes that the AGM should pass a resolution regarding changes to the Articles of Association whereby the wording of §2 will be changed to read as follows:

"The Board's registered office shall be located in Stockholm"

In accordance therewith, it is also proposed that the first sentence of the Articles of Association, §9, which reads as follows, should be removed:

"The AGM shall be held in Gävle or in Stockholm"

Other proposed resolutions

Items 10-14

Shareholders together representing over 50 per cent of the votes carried by all shares in the company have made it known that they are in favour of the following proposals under items 10-14:

- Re-election of the following ordinary Board Members: Marc J.A. Beuls, Vigo Carlund, Sven Hagströmer, Håkan Ledin, Jan H. Stenbeck and Lars Wohlin. A new election of Bruce Grant and Pelle Törnberg.
- Two authorised public accountants and two deputies. At the 1999 AGM, authorised public accountant Pål Wingren was re-elected as auditor for the period up to the end of the 2001 AGM and authorised public accountant Hans Karlsson was re-elected as auditor for the period up to the end of the 2003 AGM and for depute auditor was elected authorised public accountant Carl Lindgren and Christine Rankin-Johansson for the period up to the end of the 2003 AGM. Authorised public accountant Pål Wingren is proposed for re-election as auditor for the period up to the end of the 2005 AGM. An extension is proposed of authorised public accountant Christine Rankin-Johansson for depute auditor for the period up to the end of the 2005 AGM

Item 16; Other issues.

In a letter dated 16 March 2001 to Tele2 AB, the Swedish Shareholders' Association (Sveriges Aktiesparares Riksförbund) requested that the question of a renewed offer to the shareholders of SEC be raised in the notice relating to the next AGM. The Swedish Shareholders' Association proposes that the AGM should "pass a resolution to issue a new offer to the remaining shareholders of SEC corresponding to the value of the original bid (autumn 2000) for the shares".

Stockholm, April 2001

The Board of Directors