



## **Notice to the Annual General Meeting**

**Tele2 AB (publ), Reg. No. 556410-8917, with its registered office in Stockholm, Sweden, hereby gives notice to attend the Annual General Meeting on Monday 15 May 2023 at 15.00 CEST at Tele2's premises on Torshamnsgatan 17 (entrance at Hans Werthéns gata 19) in Kista, Stockholm. The doors open for shareholders at 14.40 CEST.**

### **Right to participate in the Annual General Meeting and notice of participation**

A shareholder may participate in the Annual General Meeting at the venue (in person or represented by a proxy) or through advance voting (postal voting).

#### ***Participation in the Annual General Meeting at the venue***

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded in the share register maintained by Euroclear Sweden AB on Friday 5 May 2023, and (ii) no later than on Tuesday 9 May 2023 give notice of its intention to participate through mail, telephone or on Tele2's website.

Notice to attend is to be made on the company's website at [www.tele2.com](http://www.tele2.com), under the heading "General Shareholders' Meetings", found under the section "Investors", by telephone to +46 (0) 8 402 92 09 or by mail to Tele2 AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

When providing such notice, the shareholder should state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants). Shareholders who are represented by proxy must issue a written, dated proxy for the representative. A template proxy form is available on the company's website [www.tele2.com](http://www.tele2.com) under the heading "General Shareholders' Meetings", found under the section "Investors". The proxy should be sent to the company as set out above well in advance of the Annual General Meeting. If the proxy is issued by a legal entity, a certificate of registration or an equivalent certificate of authority should be enclosed.

#### ***Participation by voting in advance***

A shareholder who wishes to participate in the Annual General Meeting by voting in advance (postal voting) must (i) be recorded in the share register maintained by Euroclear Sweden AB on Friday 5 May 2023, and (ii) notify its intention to participate in the Annual General Meeting no later than on Tuesday 9 May 2023, by casting its advance vote in accordance with the instructions below so that the advance voting form is received by Euroclear Sweden AB no later than on that day.

A special form shall be used when voting in advance. The form is available on Tele2's website, [www.tele2.com](http://www.tele2.com), under the heading "General Shareholders' Meetings", found under the section "Investors". A completed and signed form may be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by mail to Tele2 AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes in advance by proxy, a written and dated power of attorney shall be enclosed to the voting form. Proxy forms are available at [www.tele2.com](http://www.tele2.com) under the heading "General Shareholders' Meetings", found under the section "Investors". If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

If a shareholder has voted in advance and attends the Annual General Meeting in person or through a representative, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its advance vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Shares registered in the name of a nominee**

To be entitled to participate in the Annual General Meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as at Friday 5 May 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed not later than on Tuesday 9 May 2023 are taken into account when preparing the register of shareholders.

### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual 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 Annual General Meeting has been duly convened.
7. Remarks by the Chairman of the Board.
8. Presentation by the Chief Executive Officer.
9. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements.
10. Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet.
11. Resolution on the proposed treatment of the company's earnings as stated in the adopted balance sheet.
12. Resolution on the discharge of liability for the members of the Board and the Chief Executive Officer.
13. Determination of the number of members of the Board.
14. Determination of the remuneration to the members of the Board and the auditor.
15. Election of Board members;
  - (a) Andrew Barron (re-election, proposed by the Nomination Committee).
  - (b) Stina Bergfors (re-election, proposed by the Nomination Committee).
  - (c) Georgi Ganey (re-election, proposed by the Nomination Committee).
  - (d) Sam Kini (re-election, proposed by the Nomination Committee).
  - (e) Eva Lindqvist (re-election, proposed by the Nomination Committee).
  - (f) Lars-Åke Norling (re-election, proposed by the Nomination Committee).
16. Election of the Chairman of the Board.
17. Resolution regarding guidelines for remuneration to senior executives.
18. Presentation of the Board's remuneration report for approval.
19. Resolutions regarding an incentive programme (items (a)-(f)).
20. Resolution to authorise the Board to resolve on repurchase of own shares.
21. Resolution regarding shareholder Martin Green's proposals (items (a)-(c)).
22. Closing of the Annual General Meeting.

## **Resolutions proposed by the nomination committee**

### **Election of Chairman of the Annual General Meeting (item 2)**

The Nomination Committee proposes that David Andersson, member of the Swedish Bar Association, is elected to be the Chairman of the Annual General Meeting.

### **Determination of the number of members of the Board (item 13)**

The Nomination Committee proposes that the Board shall consist of six members.

### **Determination of the remuneration to the members of the Board and the auditor (item 14)**

The Nomination Committee proposes that the remuneration of the Board, including compensation for committee work, shall remain unchanged and amount to not more than SEK 5,761,000 for the period until the end of the next Annual General Meeting, to be allocated as follows:

- SEK 1,800,000 (1,800,000) to the Chairman of the Board,
- SEK 660,000 (660,000) to each of the five other members of the Board,
- SEK 251,000 (251,000) to the Chairman of the Audit Committee and SEK 126,000 (126,000) each to the other two members, and
- SEK 105,000 (105,000) to the Chairman of the Remuneration Committee and SEK 53,000 (53,000) to the other member.

The Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

### **Election of Board members (items 15 (a)-(g))**

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, Andrew Barron, Stina Bergfors, Georgi Ganev, Sam Kini, Eva Lindqvist and Lars-Åke Norling, shall be re-elected as members of the Board.

### **Election of Chairman of the Board (item 16)**

The Nomination Committee proposes that Andrew Barron shall be elected as new Chairman of the Board.

## **Resolutions proposed by the Board**

### **Resolution on the proposed treatment of the company's earnings as stated in the adopted balance sheet (item 11)**

The Board proposes an ordinary dividend of SEK 6.80 per share. The dividend is proposed to be paid in two separate payments of SEK 3.40 per share each. The record date shall be 17 May 2023 for the first payment and 10 October 2023 for the second payment.

If the Annual General Meeting resolves in accordance with the proposal, the first tranche of the dividend payment will be paid to the shareholders on 23 May 2023 and the second tranche of the dividend payment will be paid out to the shareholders on 13 October 2023.

### **Resolution regarding guidelines for remuneration to senior executives (item 17)**

The Board proposes the following guidelines for remuneration to senior executives.

#### *Applicability*

Senior executives covered by the provisions of these guidelines include the CEO and members of the Group Leadership Team ("**senior executives**"). For the purpose of these guidelines, senior executives also include Board Members, elected at General Meetings, to the extent such Board Members perform services within their respective areas of expertise outside of their Board duties. The

guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2023. These guidelines do not impose restrictions to any remuneration decided or approved by General Meetings. Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### *Our approach to the remuneration guidelines*

The remuneration policy provides a structure that aligns remuneration with the successful delivery of our long-term business strategy, interests and sustainability. A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests and its sustainability, is that the company is able to attract and retain driven and engaged talent. To this end, it is necessary that the company offers competitive remuneration packages to attract, motivate and retain key employees within the context of an international peer group. The aim is to create incentives for the management to execute strategic plans and deliver excellent operating results, and to align management's incentives with the interests of the shareholders. For more information regarding the company's business strategy, please see [www.tele2.com](http://www.tele2.com) and the company's annual and sustainability report.

General Meetings in Tele2 have separately resolved on long-term share and share-price related incentive plans. Going forward, any new long-term share and share-price related incentive plans will be resolved upon separately by General Meetings and are therefore not covered by these guidelines since these guidelines do not impose restrictions to any remuneration decided or approved by General Meetings. The performance criteria used to assess the outcome of these long-term share and share-price related incentive plans are distinctly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability. At present, these performance criteria comprise i.e. Tele2's absolute TSR and Tele2's TSR vs a defined Peer Group and Tele2's cashflow. However, such criteria may change in future long-term share and share-price related incentive plans. Current plans are also conditional upon the participant's own investment and certain holding periods of several years. For more information regarding these long-term share-related incentive plans, including the performance criteria which the outcome depends on, please see [www.tele2.com](http://www.tele2.com).

#### *Remuneration elements*

Remuneration to the senior executives should comprise annual fixed base salary, variable short-term remuneration, variable longterm incentives, pension benefits and other benefits. For defining the total remuneration, for the senior executives, the Remuneration Committee uses external benchmarks within the Telecom, Hi-Tech and General industry and reviewing peer companies.

#### *Annual fixed base salary*

The Board considers the remuneration of employees and the average annual increases an important element in determining the annual salary increase for senior executives.

#### *Variable short-term remuneration, including criteria for awarding*

The variable short-term remuneration ("STI") shall be linked to predetermined and measurable criteria, measured over a period of maximum one year, which can be financial, such as EBITDA or revenue, or non-financial, such as sustainability. In addition, they may be individualized, quantitative or qualitative objectives. For senior executives, the financial criteria are weighted 80 percent and the non-financial criteria are weighted 20 percent. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the senior executive's long-term development. The variable short-term remuneration can amount to a maximum of 100 percent of the annual fixed base salary. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and/or determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable cash remuneration to the senior executives. The evaluation for financial objectives shall be based on the latest financial information made public by the company.

### *Variable long-term incentives, including criteria for awarding*

The structure of any variable long-term incentives shall ensure a long-term commitment for Tele2's development and value creation and may be both share and share-price related as well as cash based. Going forward, any long-term share and share-price related incentive plans will be resolved upon separately by General Meetings and are therefore not covered by these guidelines.

### *Pension benefits*

The senior executives are offered defined contribution pension plans, including health insurance. Defined contributions for pensions to the CEO and the other senior executives can amount to a maximum of 20 percent premium based on the annual fixed base salary and the STI, which could maximum lead to 40 percent contribution of the annual fixed base salary.

### *Other benefits*

Other benefits may include e.g. car benefit, health care insurance and for expatriated senior executives e.g. housing benefits for a limited period of time. Such benefits may amount to not more than five percent of the annual fixed base salary.

### *Termination of employment*

The maximum period of notice of termination of employment shall be twelve months in the event of termination by the CEO and six months in the event of termination by any of the other senior executives. In the event of termination by the company, the maximum notice period during which compensation is payable is eighteen months for the CEO and twelve months for any of the other senior executives. Additionally, remuneration may be paid for non-compete undertakings and such remuneration shall compensate loss of income. The remuneration shall be paid during the time the non-compete undertaking applies, however not for more than six months. With regard to the CEO, the remuneration shall amount to not more than 60 percent of the CEO's average monthly remuneration (both fixed and variable) paid by the company during the twelve months preceding the time of termination and with regard to other senior executives, the remuneration shall amount to not more than 80 percent of the senior executive's monthly base salary at the time of the termination.

### *Salary and employment conditions for employees*

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report.

### *The decision-making process to determine, review and implement the guidelines*

The Board has established a remuneration committee. The committee's tasks include preparing the Board's decision to propose guidelines for remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by a General Meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for remuneration to senior executives as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent of the company and its executive management. The CEO and other senior executives do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### *Derogation from the guidelines*

The Board may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board's resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

### *Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration*

The remuneration committee and the Board have consulted with shareholders and proxy advisors and have followed up on comments and questions. The remuneration committee and the Board have resolved to propose adjustments to the company's remuneration guidelines, entailing that the introductory section is adjusted to reference to the company's business strategy as described at the company's webpage and annual and sustainability report. Further, the short-term incentive goals and the process for requiring benchmarking of remuneration have been clarified.

### **Incentive programme (items 19 (a)-(f))**

The Board proposes that the Annual General Meeting resolves to adopt a retention and performance-based incentive programme in accordance with items 19(a)-(f) below.

Tele2's Remuneration Committee has prepared the incentive programme in consultation with external advisors and major shareholders. The incentive programme has been reviewed by the Board at Board meetings during the end of 2022 and the first months of 2023.

### Adoption of an incentive programme (item 19(a))

#### *Summary of the programme*

The Board proposes that the Annual General Meeting resolves to adopt a retention and performance-based incentive programme ("**LTI 2023**") based on the corresponding structure as last year, but with one adjusted measurement for Cash flow which is proposed to include change in working capital. The metrics and conditions are further described in this proposal.

LTI 2023 is proposed to include approximately 200 senior executives and other key employees within the Tele2 Group. The participants in LTI 2023 are required to hold Tele2 shares. These shares can either be shares already held or shares purchased on the market in connection with the notification to participate in LTI 2023. The personal investment will thereafter be matched by the company through free-of-charge granting of retention and performance rights on the terms stipulated below.

In the event delivery of shares under LTI 2023 cannot be achieved at reasonable costs, with reasonable administrative efforts or due to market conditions, participants may instead be offered a cash-based settlement.

#### *The rationale for the proposal*

The purpose of LTI 2023 is to create conditions for retaining competent employees in the Tele2 Group. LTI 2023 has been designed based on the view that it is desirable that senior executives and other key employees within the group are shareholders in the company. Participation in LTI 2023 requires a personal investment in Tele2 shares, be it shares already held or shares purchased on the market in connection with the notification to participate in LTI 2023.

By offering an allotment of performance rights which are based on the fulfilment of defined profits and activity-based conditions, the participants are rewarded for increased shareholder value. Further, LTI 2023 rewards employees' loyalty and long-term value growth in the company. Against this background, the Board believes the adoption of LTI 2023 will have a positive effect on the Tele2 Group's future development and thus be beneficial for both the company and its shareholders.

### *Personal investment*

Employees must own Tele2 shares in order to participate in LTI 2023. These shares can either be shares already held, provided that the shares are not used as investment shares under the share-based incentive programmes for the years 2021 or 2022, or shares purchased on the market in connection with notification to participate in LTI 2023. The maximum number of shares that the employee can hold under LTI 2023 will correspond to approximately 10 - 21 percent of the employee's annual base salary as further described below. For each Tele2 share held under LTI 2023, the participants will be granted retention and performance rights by the company.

### *General terms and conditions*

Subject to fulfilment of certain retention and performance-based conditions during the periods 1 January 2023 – 31 December 2025 (the “**Cash flow Measurement Period**”) and 1 April 2023 – 31 March 2026 (the “**TSR Measurement Period**”) and the participant maintaining the invested shares at the release of the interim report for January – March 2026 and, with certain exceptions, maintaining the employment within the Tele2 Group, each right entitles the participant to receive one Tele2 share free-of-charge. The retention and performance rights do not entitle the holder to receive dividends, but in order to align the participants' and the shareholders' interests, the company will compensate the participants for any dividends paid on the underlying shares during the vesting period, by increasing the number of shares that each retention and performance right entitles to at the end of the vesting period. It should be noted that the participants in LTI 2023 will not be compensated for dividend proposed at the Annual General Meeting 2023 if the dividend is executed prior to grant of rights of the LTI 2023 programme.

### *Retention and performance conditions*

The rights are divided into Series A (retention rights) and Series B and Series C (performance rights). The number of Class B shares the respective participant will receive after vesting depends on which category the participant belongs to and on the fulfilment of the following defined retention and performance-based conditions:

**Series A:** The total shareholder return on the Tele2 shares (TSR) during the TSR Measurement Period exceeding 0 percent as entry level.

**Series B:** The total shareholder return on the Tele2 shares (TSR) during the TSR Measurement Period being equal to the median TSR for a peer group comprising BT Group, Deutsche Telekom, Elisa, Freenet (Xet), Koninklijke KPN, NOS SGPS, Orange, Proximus, Swisscom, Telecom Italia, Telefonica, Telefonica Deutschland, Telenet Group Holding, Telekom Austria, Telenor, Telia Company and Vodafone as entry level, and exceeding the median TSR for the peer group with 10 percentage points as the stretch level.

**Series C:** Cash flow<sup>1</sup> shall be measured on cumulative basis for the consolidated Tele2 Group during the Cash flow Measurement Period for LTI 2023. The Board shall establish appropriate target levels according with the external financial guidance by Tele2. As an entry level for allotment of the Cash flow target, 90 percent of the target level has to be reached and in order to reach stretch level, 110 percent of the target level has to be reached. The performance-based condition for rights of Series C are measured on a cumulative basis during the Cash Flow Measurement Period and appropriate target levels will be established by the Board in accordance with the financial guidance by Tele2. As the financial guidance is established annually it is not possible to set a final three-year target for the performance condition beforehand. However, to enable shareholders and other stakeholders to keep updated on how this performance-based condition is developing, the Board intends to on an annual basis in Tele2's Annual and Sustainability report disclose if, and to what extent, the target level for cash flow - as established by the Board for the reported year based on financial guidance for that year - has been reached.

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<sup>1</sup> Cash flow is defined as Underlying EBITDAaL- Capex ex. spectrum and leases +/- Change working capital. It will be measured on cumulative bases for the consolidated Tele2 Group during the measurement period of 1 January 2023 – 31 December 2025.

The determined levels of the conditions include an “entry” and a “stretch” with a linear interpolation applied between these levels as regards the number of rights that vest. The entry level constitutes the minimum level which must be reached in order to enable vesting of the rights in the relevant series. If the entry level is reached, the number of rights that vests and give right to Class B shares is proposed to be 100 percent for Series A, 50 percent for Series B and 30 percent for Series C. If the entry level is not reached for a certain series, all retention or performance rights (as applicable) in that series lapse. If the stretch level for Series B and Series C are met, all retention and performance rights vest. The Board intends to disclose the outcome of the retention and performance-based conditions in the annual report for the financial year 2026.

#### *Retention and performance rights*

The retention and performance rights shall be governed by the following terms and conditions:

- They are granted free-of-charge after the Annual General Meeting 2023.
- They vest three years after grant (vesting period).
- Each right entitles the participant to receive one Tele2 share after the three-year vesting period, if the participant, with certain exceptions, maintains the employment within the Tele2 Group and the invested shares at the release of the interim report for the period January – March 2026.
- In order to align the participants’ and the shareholders’ interests, the company will compensate the participants for any dividends paid by increasing the number of shares that each retention and performance right entitles to at the end of the vesting period. It can be noted that the participants in LTI 2023 will not be compensated for the dividend proposed at the Annual General Meeting 2023, if the dividend is executed prior to grant of rights of the LTI 2023 programme.
- They may not be transferred or pledged.

#### *Preparation and administration*

The Board, or a committee established by the Board for these purposes, shall be responsible for preparing the detailed terms and conditions of LTI 2023, in accordance with the mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board may also make other adjustments if significant changes in the Tele2 Group or its operating environment would result in a situation where the decided terms and conditions of LTI 2023 no longer serve their purpose. The Board is proposed to have the right to adjust for items affecting the original target setting, i.e. items that are deemed not be related to ordinary course of business and similar items at time of the original target setting. The Board’s possibility to make such adjustments does not include the grant of continued participation for senior executives in the company’s long-term incentive programmes after the termination of their respective employments.

#### *Allocation*

LTI 2023 is estimated to comprise up to 363,000 shares held by the participants entitling to allotment of up to 1,725,000 rights, whereof 363,000 retention rights and 1,362,000 performance rights. The participants are divided into different categories and in accordance with the above, LTI 2023 will comprise the following number of shares and maximum number of rights for the different categories:

- the CEO: may acquire up to 20,000 shares within LTI 2023, entitling to an allotment of 1 Series A right, 4.5 Series B rights and 4.5 Series C rights per invested share, with the possibility to receive a maximum of 200,000 Tele2 shares at vesting;
- senior executives and certain key employees (approximately 10 individuals) are divided into two subcategories where category (1) (approximately 3 individuals) may acquire up to 7,500 shares each within LTI 2023, entitling the holder to allotment of 1 Series A right, 3.5 Series B rights and 3.5 Series C rights per invested share, with the possibility to receive a maximum of



60,000 Tele2 shares at vesting. Category (2) (approximately 7 individuals) may acquire up to 4,500 shares each within LTI 2023, entitling the holder to allotment of 1 Series A right, 2.5 Series B rights and 2.5 Series C rights per invested share, with the possibility to receive a maximum of 27,000 Tele2 shares at vesting;

- category 3 (approximately 25 individuals in total): may acquire up to 3,000 shares each within LTI 2023, entitling the holder to allotment of 1 Series A right, 1.5 Series B rights and 1.5 Series C rights per invested share, with the possibility to receive a maximum of 12,000 Tele2 shares at vesting;
- category 4 (approximately 50 individuals in total): may acquire up to 2,000 shares each within LTI 2023, entitling the holder to allotment of 1 Series A right, 1.5 Series B rights and 1.5 Series C rights per invested share, with the possibility to receive a maximum of 8,000 Tele2 shares at vesting;
- category 5 (approximately 114 individuals in total): may acquire up to 1,000 shares each within LTI 2023, entitling the holder to allotment of 1 Series A right, 1.5 Series B rights and 1.5 Series C rights per invested share, with the possibility to receive a maximum of 4,000 Tele2 shares at vesting.

#### *Scope and costs*

LTI 2023 will be accounted for in accordance with IFRS 2 which stipulates that the rights should be recorded as a personnel expense in the income statement during the vesting period. Based on the assumptions of a share price of SEK 92.94 (closing share price of the Tele2 Class B share on 28 February 2023 of SEK 96.34 reduced by the first tranche of the proposed dividend, amounting to SEK 3.40 per share, which is distributed from underlying share before the launch of LTI 2023), a maximum participation, an annual employee turnover of 10 percent among the participants, a fulfilment of performance conditions of 50 percent including a full vesting of retention rights, the cost for LTI 2023, including financing costs, but excluding social security costs, is estimated to approximately SEK 67 million. The cost will be allocated over the years 2023 – 2026. At a 100 percent fulfilment of the performance conditions, the total cost is estimated to approximately SEK 91 million, according to IFRS 2.

The calculated social security cost will be recorded as a personnel expense in the income statement by current reservations. The social security cost is estimated to approximately SEK 34 million with the assumptions above (approximately SEK 55 million at a 100 percent fulfilment of the performance conditions), an average social security charge rate of 30 percent and an annual share price increase for Tele2's Class B shares of 10 percent during the vesting period.

The participant's maximum profit per right in LTI 2023 is limited to SEK 360, which equals to four times the average closing share price of the Tele2 Class B share during February 2023 with deduction for the proposed dividend, which is distributed from underlying share before the launch of LTI 2023. If the value of the Tele2 B-share exceeds SEK 360 at vesting, the number of Class B shares that each right entitles the participant to receive at vesting will be reduced correspondingly.

The maximum dilution is up to 0.25 percent of outstanding shares, 0.19 percent of votes and 0.19 percent in terms of costs for LTI 2023. The maximum dilution in terms of outstanding shares and votes has been calculated before any recalculation for dividends paid on the underlying shares during the vesting period. The dilution in terms of costs has been calculated in accordance with IFRS 2, divided by Tele2's market capitalisation, excluding the dividend proposed to the Annual General Meeting 2023. Together with rights granted under the incentive programmes for the years 2020, 2021 and 2022, the maximum dilution is up to 0.84 percent of outstanding shares and 0.65 percent of votes.

If the maximum profit of SEK 360 per right is reached, all invested shares are retained under LTI 2023 and a fulfilment of the retention and performance conditions of 100 percent, the maximum cost, as defined in IFRS 2, is estimated to SEK 123 million and the maximum social security cost is estimated to SEK 186 million.

For information on Tele2's other equity-related incentive programmes, reference is made to the Annual & Sustainability report for 2022, note 31.

#### *Effect on key ratios*

If LTI 2023 had been introduced in 2022 with the assumptions stated above, including a fulfilment of performance conditions resulting in 50 percent vesting of performance rights, and a full vesting of retention rights, the diluted earnings per share would have decreased by 0.5 percent, from SEK 8.03 to SEK 7.99 on a pro forma basis.

The annual cost of LTI 2023, including financing costs and social security costs, is estimated to approximately SEK 37 million given the above assumptions. This cost can be related to the company's total personnel costs, including social security costs, of SEK 3,420 million in 2022.

#### *Delivery of Class B shares*

To ensure the delivery of shares under LTI 2023, as well as other outstanding equity-related incentive programmes, the Board proposes that the Annual General Meeting resolves to authorise the Board to resolve on a directed issue of Class C shares to Nordea Bank in accordance with item 19(b), and further to authorise the Board to subsequently resolve to repurchase the Class C shares from Nordea Bank in accordance with item 19(c). The Class C shares will then be held by the company, whereafter the appropriate number of Class C shares will be reclassified into Class B shares and subsequently be delivered to the participants under LTI 2023 as well as other outstanding equity-related incentive programmes.

The Board further proposes that the Annual General Meeting resolves that a maximum of 2,100,000 Class B shares may be transferred to the participants in accordance with the terms of LTI 2023. These shares can either be Class B treasury shares held by the company or Class B shares held by the company after reclassification from Class C shares.

In the event delivery of shares under LTI 2023 cannot be achieved as a result of the majority requirement for item 19(d) not being met, participants may instead acquire Class B shares from a third party who has entered into an equity swap agreement with Tele2, provided that the Annual General Meeting resolves in accordance with the proposal in item 19(f) below.

#### Authorisation to issue Class C shares (item 19(b))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the Annual General Meeting 2024, to increase the company's share capital by not more than SEK 875,000 by the issue of not more than 700,000 Class C shares, each with a ratio value of SEK 1.25. With disapplication of the shareholders' preferential rights, Nordea Bank shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of Class B shares to participants under LTI 2023 as well as in accordance with LTI 2020 - LTI 2022.

#### Authorisation to resolve to repurchase own Class C shares (item 19(c))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the Annual General Meeting 2024, to repurchase its own Class C shares. The repurchase may only be effected through a public offer directed to all holders of Class C shares and 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 per share. 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 LTI 2023 as well as in accordance with LTI 2020 - LTI 2022.

#### Resolution on the transfer of own Class B shares (item 19(d))

The Board proposes that the Annual General Meeting resolves that Class C shares that the company purchases by virtue of the authorisation to repurchase its own Class C shares in accordance with item 19(c) above, following reclassification into Class B shares, may be transferred to participants in LTI 2023, to participants in other outstanding equity-related incentive programmes in accordance with the approved terms, or sold on Nasdaq Stockholm as set out in accordance with item 19(e) below.

The Board proposes that the Annual General Meeting resolves that a maximum of 2,100,000 Class B shares may be transferred to participants in accordance with the terms of LTI 2023. These shares can either be Class B treasury shares held by the company or Class B shares held by the company after reclassification from Class C shares.

#### Resolution on the sale of own Class B shares (item 19(e))

The Board proposes that the Annual General Meeting authorises the Board to resolve, on one or more occasions, for the period up until the Annual General Meeting 2024, to sell Class B shares on Nasdaq Stockholm. The number of Class B shares to be sold may not exceed the number of Class B shares that the company holds at the point in time of the Board's resolution. Sale of Class B shares may only be in consideration of cash payment at a price within the share price interval registered at that time, meaning the interval between the highest purchase price and the lowest selling price.

The purpose of the authorisation is to ensure the company's undertakings, including social security costs and payment of preliminary salary tax, in connection with delivery of shares to the participants in Tele2's long-term incentive programme LTI 2021 – LTI 2023.

#### Resolution on equity swap agreement with a third party (item 19(f))

Should the majority requirement for item 19(d) above not be met, the Board proposes that the Annual General Meeting resolves that Tele2 can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer Class B shares in Tele2 to the participants in LTI 2023.

#### **Authorisation for the Board to resolve to repurchase own shares (item 20)**

The Board proposes that the Board is authorised to resolve on repurchasing the company's own shares if the purpose is to retire shares through a decrease of the share capital, as well as to ensure delivery of B-shares to the participants in the Tele2's long-term incentive programmes, in accordance with the following conditions:

- The repurchase of Class A and/or Class B shares shall take place on Nasdaq Stockholm in accordance with Nasdaq Stockholm's rules regarding purchase of own shares.
- The repurchase of Class A and/or Class B shares may take place on one or more occasions for the period up until the next Annual General Meeting.
- So many Class A and/or Class B shares may, at the most, be repurchased so that the company's holding does not at any time exceed 10 percent of the total number of shares in the company.
- The repurchase of Class A and/or Class B shares at Nasdaq Stockholm may occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and lowest selling price.
- It is the from time to time lowest-priced, available, shares that shall be repurchased by the company.
- Payment for the shares shall be made in cash.

The purpose of the authorisation is both to give the Board flexibility to continuously decide on changes to the capital structure during the upcoming year, and thereby contribute to increased shareholder value, as well as to hedge delivery of B-shares to the participants in Tele2's long-term incentive programmes, in accordance with the resolution under item 19(d) and previous Annual General Meetings' resolutions.

## **Resolutions proposed by shareholders**

### **Proposals from shareholder Martin Green (items 21 (a)-(c))**

Shareholder Martin Green proposes that the Annual General Meeting resolves:

- (a) that an investigation is carried out regarding the company's procedures to ensure that the current members of the Board and Leadership Team fulfil the relevant legislative and regulatory requirements, as well as the demands that the public opinions ethical values places on persons in leading positions. In addition, the investigation shall include the current attitude and practical handling performed by the company's administrators and executives,
- (b) in the event that the investigation clarifies that there is need, swift, relevant measures shall be taken to ensure that the requirements are fulfilled, and
- (c) taking into consideration the nature and scope of any needs, the investigation and any measures should be presented as soon as possible, however not later than during the Annual General Meeting 2024.

## **Miscellaneous**

### **Shares and votes**

As at the date of this notice, there are a total number of 696,221,597 shares in Tele2, whereof 22,551,882 Class A shares, 670,269,715 Class B shares and 3,400,000 Class C shares, corresponding to a total of 899,188,535 votes. As at the date on which this notice is disclosed Tele2 holds 1,810,230 of its own Class B shares and 3,400,000 of its own Class C shares, corresponding to a total of 5,210,230 votes which cannot be represented at the Annual General Meeting.

### **Special majority requirements with respect to the proposed resolutions in items 19 and 20**

Resolutions under items 19(b), 19(c), 19(e) and 20 are valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Resolution under item 19(d) is valid only if supported by shareholders holding not less than nine-tenth of both the votes cast and the shares represented at the Annual General Meeting.

### **Authorisation**

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

### **Documentation**

The Nomination Committee's motivated statement regarding its proposal to Board and information about the proposed Board members as well as the complete proposal from the shareholder under item 21 (in original language) is available on the company's website, [www.tele2.com](http://www.tele2.com).

The reasoned statement of the Board pursuant to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act (2005:551), the remuneration report and the Auditor's statement pursuant to Chapter 8 Section 54 of the Swedish Companies Act (2005:551) are available at the company's website [www.tele2.com](http://www.tele2.com) under the heading "General Shareholders' Meetings", found under the section "Investors". The annual report is available on the company's website [www.tele2.com](http://www.tele2.com) under the heading "Reports and presentations", found under the section "Investors", no later than three weeks before the Annual General Meeting. All documentation is also available at the company's premises at Torshamnsgatan 17 in Kista, 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) 8 402 92 09 or by mail addressed to Tele2 AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, 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, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group and the consolidated accounts.

### **Processing of personal data**

For information on how your personal data is processed, see the privacy notice available on Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. For information on Tele2's processing of personal data, please see Tele2's privacy notice <https://www.tele2.com/investors/the-share/privacy-notice/>.

### **Other information**

Schedule for the Annual General Meeting:

The doors open for shareholders at 2.40 p.m. CEST.

The Annual General Meeting commences at 3.00 p.m. CEST.

Stockholm, April 2023  
TELE2 AB (PUBL)  
THE BOARD

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