

# NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN COM HEM HOLDING AB (PUBL)

The shareholders of Com Hem Holding AB (publ), company reg. no. 556858-6613, ("Com Hem" or the "Company") are hereby invited to attend the Extraordinary General Meeting (the "EGM") to be held on Friday 21 September 2018, at 13.00 CET at Fleminggatan 18 in Stockholm, Sweden. Registration for the EGM will commence at 12.30 CET.

Notice of attendance etc.

Shareholders who wish to attend the EGM shall be entered in the share register maintained by Euroclear Sweden AB on Friday 14 September 2018, and give notice of their attendance no later than on Monday 17 September 2018. Notice of attendance can be made at [www.comhemgroup.com/egm2018](http://www.comhemgroup.com/egm2018), or by telephone to +46 (0) 8 402 92 48 (weekdays 9.00 – 16.00 (CET)) or by mail to the following address:

Com Hem Holding AB (publ)  
c/o Euroclear Sweden AB  
Box 191  
SE-101 23 Stockholm  
Sweden

When giving notice of attendance, please state your name, address, telephone number, personal identity number/corporate identity number and shareholding and, if applicable, representation by proxy and the number of assistants (no more than two). This information will only be used for preparation of the voting list.

Shareholders represented by proxy must issue a power of attorney for their representative, such power of attorney to be signed and dated by the shareholder. The power of attorney (in original) should in due time prior to the EGM be submitted to the address set out above. If the power of attorney is issued by a legal entity, a certified copy of the legal entity's certificate of registration must be enclosed, or if such document does not exist, a corresponding document of authority. A template power of attorney in Swedish will be available at [www.comhemgroup.com/egm2018](http://www.comhemgroup.com/egm2018) and will also be sent to shareholders upon request.



## Nominee registered shares

Shareholders with nominee registered shares must, in order to be entitled to participate in the EGM, temporarily have their shares registered in their own name with Euroclear Sweden AB. Such registration must be effective no later than as of Friday 14 September 2018. This means that shareholders, in due time before that day, should notify their banker or broker.

## Proposed agenda

1. Opening of the Meeting
2. Election of the 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 check and verify the minutes
6. Determination of whether the Meeting has been duly convened
7. The merger with Tele2 and approval of the merger plan
8. Resolution regarding shareholder Martin Green's proposals
9. Closing of the Meeting

## Proposed resolutions etc.

### Item 2 - Election of the Chairman of the Meeting

The Board proposes that Björn Kristiansson, member of the Swedish Bar Association, is elected to be the Chairman of the Meeting.

### Item 7 - The merger with Tele2 and approval of the merger plan

Tele2 AB (publ)'s ("Tele2") and Com Hem's Boards have jointly adopted a merger plan, dated 9 January 2018. The merger plan has been registered with the Swedish Companies Registration Office on 19 January 2018 and the registration was announced on 23 January 2018.

In order to carry through the proposed merger between Tele2 and Com Hem, the Board proposes that the EGM resolves to approve the merger plan.

According to the merger plan, the merger shall be undertaken by way of absorption, with Tele2 as the absorbing company and Com Hem as the transferring company. According to the merger plan, the exchange ratio for the merger consideration has been determined in such way that each share in Com Hem shall be exchanged for 1.0374 new Class B shares in Tele2 (the "Non-Cash Consideration") and SEK 37.02 in cash.

Registration of the merger with the Swedish Companies Registration Office is conditional upon the conditions in the merger plan, *inter alia*, that the Extraordinary General Meetings of both Tele2 and Com Hem approve the merger plan and that all permits and approvals of the competition authorities that are necessary for the merger have been obtained. The merger is expected to be registered with the Swedish Companies Registration Office in Q4 2018 and will result in the dissolution of Com Hem, whereby all of Com Hem's assets and

liabilities will be transferred to Tele2. Settlement of the merger consideration will take place following the Swedish Companies Registration Office's registration of the merger.

## Item 8 – Resolution regarding shareholder Martin Green's proposals

Shareholder Martin Green proposes that the EGM resolves:

- i) that an investigation is carried out regarding the Company's procedures to ensure that the current members of the board and management fulfil relevant legislative and regulatory requirements, as well as the demands that the society's 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;
- ii) in the event that the investigation clarifies that this is required, swift and relevant measures shall be taken to ensure that these requirements are fulfilled; and
- iii) the investigation and any measures should be presented as soon as possible taking into consideration the nature and scope of any requirements, however not later than during the Annual General Meeting 2019.

Special majority requirements and voting commitment with respect to the proposed resolutions in item 7

The resolution is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the EGM.

Kinnevik, the largest shareholder of Com Hem, holding approximately 19.2 per cent of the shares and votes, has undertaken to vote in favour of the Board's proposal under item 7.

## Documents

The merger plan as well as an information document regarding the merger – including, among other things, a description of the background and reasons for the merger as well as a description of the merged company – will as of August 29, 2018 be available at the Company at the address Fleminggatan 18, Stockholm as well as at the Company's website [www.comhemgroup.com](http://www.comhemgroup.com) under the heading "The merger of Com Hem and Tele2".

## Number of shares and votes in the Company

As per the day of this notice, the number of shares and votes in the Company amounts to 177,470,814. The Company currently holds 642,604 own shares.

## Information at the EGM

The Board and the Chief Executive Officer shall according to the Swedish Companies Act (2005:551) upon request by a shareholder and where the Board is of the opinion that it may be accommodated without significant harm to the Company, provide information at the EGM in respect of any circumstance which may affect the assessment of a matter on the agenda.



Stockholm, August 2018  
Com Hem Holding AB (publ)  
The Board of Directors

**For queries, please contact:**

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About Com Hem Group

Com Hem Group supplies broadband, TV, play and telephony services to Swedish households and companies under its two brands Com Hem and Boxer. The Group also includes the communication operator iTUX Communication AB which provides open fibre to service providers. We bring our 1.45 million customers a large range of digital-TV channels and play services via set top boxes as well as on-the-go for tablets and smartphones. Our powerful and future-proofed network with speeds up to 1.2 Gbit/s, covers 60% of the country's households, making the Com Hem Group an important driver of creating a digital Sweden. Com Hem Group was founded in 1983 and has approximately 1,100 employees. Com Hem Group is headquartered in Stockholm and in 2017, Group sales totalled SEK 7,136 million. Since 2014 the Com Hem share is listed on Nasdaq Stockholm.