



## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING**

**The shareholders of Tele2 AB (publ) are hereby invited to the Annual General Meeting on Tuesday 24 May 2016 at 10.00 a.m. CET at the Hotel Rival, Mariatorget 3 in Stockholm.**

### **NOTICE ETC.**

Shareholders who wish to attend the Annual General Meeting shall

- be entered in the share register maintained by Euroclear Sweden on Wednesday 18 May 2016,
- give notice of their attendance no later than Wednesday 18 May 2016. Notice to attend is to be made on the company's website at [www.tele2.com](http://www.tele2.com), by telephone to +46 (0) 771 246 400 or by mail to Computershare AB "AGM Tele2", P.O. Box 610, SE-182 16 Danderyd, Sweden.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the Annual General Meeting. In order for such re-registration to be completed on Wednesday 18 May 2016 the shareholder must inform their nominees well before that day. Shareholders attending by a proxy or a representative should send documents of authorisation to the mail address above, well before the Annual General Meeting. A template proxy form is available on the company's website [www.tele2.com](http://www.tele2.com). Shareholders cannot vote or, in other way, attend the Annual General Meeting by remote access.

### **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, 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) Lorenzo Grabau (re-election, proposed by the Nomination Committee).
  - (b) Irina Hemmers (re-election, proposed by the Nomination Committee).
  - (c) Eamonn O'Hare (re-election, proposed by the Nomination Committee).
  - (d) Mike Parton (re-election, proposed by the Nomination Committee).
  - (e) Carla Smits-Nusteling (re-election, proposed by the Nomination Committee).
  - (f) Sofia Arhall Bergendorff (new election, proposed by the Nomination Committee).
  - (g) Georgi Ganey (new election, proposed by the Nomination Committee).
  - (h) Cynthia Gordon (new election, proposed by the Nomination Committee).
16. Election of the Chairman of the Board.
  17. Determination of the number of Auditors and election of Auditor.
  18. Approval of the procedure of the Nomination Committee.
  19. Resolution regarding guidelines for remuneration to senior executives.
  20. Resolution regarding a long-term incentive plan, including the following resolutions:
    - (a) adoption of an incentive programme;
    - (b) authorisation to resolve on new issue of Class C shares;
    - (c) authorisation to resolve on repurchase of own Class C shares; and
    - (d) transfer of own Class B shares.
  21. Resolution to authorise the Board to resolve on repurchase of own shares.
  22. Resolution regarding amendments of the Articles of Association.
  23. Resolutions regarding shareholder Thorwald Arvidsson's proposals (a)-(q).
  24. Resolutions regarding shareholder Karolis Stasiukynas' proposal.
  25. Resolutions regarding shareholder Martin Green's proposal.
  26. 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 Wilhelm Lüning, 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 and election of the members of the Board and the Chairman of the Board (items 13, 15(a)-(h) and 16)**

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

The Nomination Committee proposes that Lorenzo Grabau, Irina Hemmers, Eamonn O'Hare, Mike Parton, and Carla Smits-Nusteling shall be re-elected as members of the Board, and that Sofia Arhall Bergendorff, Georgi Ganey and Cynthia Gordon shall be elected as new members of the Board.

The Nomination Committee proposes that Mike Parton shall be re-elected as Chairman of the Board.

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

The Nomination Committee proposes that the remuneration for Board work and Committee work shall remain unchanged for the period until the close of the next Annual General Meeting.

Accordingly, the Nomination Committee proposes that SEK 1,430,000 is to be allocated to the Chairman of the Board and SEK 550,000 to each of the other seven members of the Board. For work within the Committees of the Board, the Nomination Committee proposes a total of SEK 724,000 of which for work within the Audit Committee SEK 210,000 shall be allocated to the Chairman and SEK

105,000 to each of the other three members. For work within the Remuneration Committee SEK 79,000 shall be allocated to the Chairman and SEK 40,000 to each of the other three members.

The Nomination Committee's proposal represents a total Board remuneration of SEK 6,004,000.

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

#### **Determination of the number of Auditors and election of Auditor (item 17)**

The Nomination Committee proposes that the company shall have a registered accounting firm as auditor and that the registered accounting firm Deloitte AB shall be re-elected as auditor until the close of the 2017 Annual General Meeting. Deloitte AB has informed Tele2 that the authorised public accountant Thomas Strömberg will be appointed as auditor-in-charge if Deloitte AB is re-elected as auditor.

The term of office is conditional upon that the Annual General Meeting resolves to amend the Articles of Association on term-of-office from four (4) years to one (1) year in accordance with item 22 on the agenda.

#### **Approval of the procedure of the Nomination Committee (item 18)**

The Nomination Committee proposes that the work of preparing proposals to the 2017 Annual General Meeting regarding the Board and auditor, in the case that an auditor should be elected, and their remuneration, Chairman of the Annual General Meeting and the procedure for the Nomination Committee shall be performed by a Nomination Committee.

The Nomination Committee will be formed during September 2016 in consultation with the largest shareholders of the company as per 31 August 2016. The Nomination Committee will consist of at least three members appointed by the largest shareholders of the company who have wished to appoint a member. The Chairman of the Board will be a member of the Committee and will also act as its convenor. The members of the Committee will appoint the Committee Chairman at their first meeting.

The Nomination Committee is appointed for a term of office commencing at the time of its formation in September 2016 and ending when a new Nomination Committee is formed. If a member resigns during the Committee term, the Nomination Committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation on the Nomination Committee, the Committee may choose to ask the next largest qualified shareholder to participate. In the event of changes to the ownership structure of the company, the Committee may choose to amend its composition in order to ensure that the Committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the 2017 Annual General Meeting.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Dividend (item 11)**

The Board proposes a dividend of SEK 5.35 per share. The record date for dividend is proposed to be on Thursday 26 May 2016. If the Annual General Meeting resolves in accordance with the proposal the dividend is estimated to be paid out to the shareholders on Tuesday 31 May 2016.

### **Guidelines for remuneration to senior executives (item 19)**

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

The objectives of Tele2's remuneration guidelines are to offer 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. Senior executives covered by the proposed guidelines include the CEO and members of the Leadership Team ("**senior executives**").

Remuneration to the senior executives should comprise annual base salary, and variable short-term incentive (STI) and long-term incentive (LTI) programs. The STI shall be based on the performance in relation to established objectives. The objectives shall be related to the company's overall result and the senior executives' individual performance. The STI can amount to a maximum of 100 percent of the annual base salary.

Over time, it is the intention of the Board to increase the proportion of variable performance-based compensation as a component of the senior executives' total compensation.

Other benefits may include e.g. company car and for expatriated senior executives e.g. housing benefits for a limited period of time. The senior executives may also be offered health care insurances.

The senior executives are offered defined contribution pension plans. Defined contributions for pensions to the CEO can amount to a maximum of 25 percent of the annual salary (base salary and STI). For the other senior executives defined contributions for pensions can amount to a maximum of 20 percent of the senior executive's annual salary (base salary and STI).

The maximum period of notice of termination of employment shall be 12 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 18 months for the CEO and 12 months for any of the other senior executives.

Under special circumstances, the Board may deviate from the above guidelines. In such a case, the Board is obligated to give account of the reason for the deviation during the following Annual General Meeting.

Board members, elected at General Meetings, may in certain cases receive a fee for services performed within their respective areas of expertise, outside of their Board duties. Compensation for these services shall be paid at market terms and be approved by the Board.

In accordance with the Swedish Corporate Governance Code the Remuneration Committee within the Board monitors and evaluates the application of the guidelines for remuneration to the senior executives established by the Annual General Meeting. Also, the company's auditor has, pursuant to Ch 8 Sec 54 of the Companies Act (2005:551), provided a statement with respect to whether there has been compliance with the guidelines for remuneration to the senior executives which have been applied during 2015. The Remuneration Committee's evaluation and the auditor's review states that Tele2 during 2015 has complied with the guidelines for remuneration which has been adopted by the Annual General Meeting.

### **Incentive programme (items 20(a)-(d))**

The Board proposes that the Annual General Meeting resolves to adopt a retention and performance based incentive programme in accordance with items 20(a)-(d) below. Since the resolutions are conditional upon each other they are proposed to be adopted in connection with each other.

## ***Adoption of an incentive programme (item 20(a))***

### *Summary of the programme*

The Board proposes that the Annual General Meeting resolves to adopt a retention and performance based incentive programme (the "**Plan**"), based on the same structure as last year. The Plan is proposed to include in total approximately 200 senior executives and other key employees within the Tele2 group. The participants in the Plan 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 the Plan. The participants will thereafter be granted free of charge retention and performance rights on the terms stipulated below.

In the event delivery of shares under the Plan 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 objective of the proposed Plan is to create conditions for retaining competent employees in the Tele2 group. The Plan 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 the Plan requires a personal investment in Tele2 shares, be it shares already held or shares purchased on the market in connection the application to participate in the Plan.

By offering an allotment of performance rights which are based on profits and other retention and performance based conditions, the participants are rewarded for increased shareholder value. Further, the Plan rewards employees' loyalty and long-term value growth in the company. Against this background, the Board is of the opinion that the adoption of the Plan 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*

In order to participate in the Plan, the employees have to own Tele2 shares. These shares can either be shares already held, provided that the shares are not used as investment shares under the equity-related incentive programmes for the years 2014 or 2015, or shares purchased on the market in connection with notification to participate in the Plan. The maximum number of shares that the employee can hold under the Plan will correspond to approximately 8-13 per cent of the employee's annual base salary as further described below. For each Tele2 share held under the Plan, 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 period 1 April 2016 – 31 March 2019 (the "**Measurement Period**") and the participant maintaining at the release of the interim report January – March 2019 the invested shares and, with certain exceptions, the employment within the Tele2 group, each right entitles the participant to receive one Tele2 Class B share. 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 share during the Measurement 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 the Plan will not be compensated for dividend proposed at the Annual General Meeting 2016.

### *Retention and performance conditions*

The rights are divided into Series A (retention rights) and Series B and 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 share (TSR) during the Measurement Period exceeding 0 per cent as entry level.

*Series B* Tele2's average normalised return of capital employed (ROCE) during the Measurement Period being at least 5.5 per cent as entry level and at least 8 per cent as the stretch target.

*Series C* The total shareholder return on the Tele2 shares (TSR) during the Measurement Period being equal to the median TSR for a peer group comprising Elisa, Iliad, Millicom International Cellular, TalkTalk Telecom Group, Telenor, TeliaSonera and TDC as entry level, and exceeding the median TSR for the peer group with 10 percentage points as the stretch target.

The determined levels of the conditions include an "entry" level and a "stretch" target with a linear interpolation applied between those 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 per cent for Series A, 20 per cent for Series B and 50 per cent 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 stretch target for Series B and Series C is met, all retention or performance rights (as applicable) vest in the relevant series. The Board intends to disclose the outcome of the retention and performance based conditions in the annual report for the financial year 2019.

#### *Retention and performance rights*

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

- Granted free of charge after the Annual General Meeting 2016.
- Vest three years after grant (vesting period).
- May not be transferred or pledged.
- Each right entitles the participant to receive one Tele2 Class B 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 2019.
- 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 Class B shares that each retention and performance right entitles to at the end of the vesting period. It can be noted that the participants in the Plan will not be compensated for dividend proposed at the Annual General Meeting 2016.

#### *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 the Plan, 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 the Plan no longer serve their purpose. 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*

In total, the Plan is estimated to comprise up to 319,500 Tele2 shares held by the participants entitling to allotment of up to 1,512,000 rights whereof 319,500 retention rights and 1,192,500 performance rights. The participants are divided into different categories and in accordance with the above, the Plan will comprise the following number of shares and maximum number of rights for the different categories:

- the CEO: may acquire up to 10,000 shares within the Plan, entitling the holder to allotment of 1 Series A right and 4.5 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 10,000 Series A rights and 45,000 rights each of Series B and C;

- senior executives and certain key employees (approximately 8 individuals) are divided into two subcategories where category (i) (approximately 4 individuals) may acquire up to 7,500 shares each within the Plan, entitling the holder to allotment of 1 Series A right and 3.5 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 7,500 Series A rights and 26,250 rights each of Series B and C. Category (ii) (approximately 4 individuals) may acquire up to 4,500 shares each within the Plan, entitling the holder to allotment of 1 Series A right and 3 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 4,500 Series A rights and 13,500 rights each of Series B and C;
- category 1 (approximately 44 individuals in total): may acquire up to 2,000 shares each within the Plan, entitling the holder to allotment of 1 Series A right and 1.5 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 2,000 Series A rights and 3,000 rights each of Series B and C;
- category 2 (approximately 53 individuals in total): may acquire up to 1,500 shares each within the Plan, entitling the holder to allotment of 1 Series A right and 1.5 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 1,500 Series A rights and 2,250 rights each of Series B and C; and
- category 3 (approximately 94 individuals in total): may acquire up to 1,000 shares each within the Plan, entitling the holder to allotment of 1 Series A right and 1.5 rights each of Series B and C per invested share, which entitles the holder to receive a maximum of 1,000 Series A rights and 1,500 rights each of Series B and C.

#### *Scope and costs of the Plan*

The Plan 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 69.95 (closing share price of the Tele2 Class B shares on 31 March 2016 of SEK 75.30 less deduction for the proposed dividend of SEK 5.35 per share), a maximum participation, an annual employee turnover of 7 per cent among the participants of the Plan, an average fulfilment of performance conditions of approximately 50 per cent, and full vesting of retention rights, the cost for the Plan, excluding social security costs, is estimated to approximately SEK 47 million. The cost will be allocated over the years 2016-2019. At a 100 per cent fulfilment of the performance conditions the cost is approximately SEK 60 million.

Social security costs will also be recorded as a personnel expense in the income statement by current reservations. The social security costs are estimated to around SEK 28 million with the assumptions above (approximately SEK 43 million at a 100 per cent fulfilment of the performance conditions), an average social security tax rate of 33 per cent and an annual share price increase for Tele2's Class B shares of 10 per cent during the vesting period.

The participant's maximum profit per right in the Plan is limited to SEK 256, which equals four times the average closing share price of the Tele2 Class B shares during February 2016 with deduction for the proposed dividend. If the value of the Tele2 Class B shares exceeds SEK 256 at vesting, the number of Class B shares that each right entitles the participant to receive will be reduced correspondingly. The maximum dilution is up to 0.41 per cent of outstanding shares, 0.29 per cent of votes and 0.24 per cent in terms of costs for the Plan as defined in IFRS 2 divided by Tele2's market capitalisation, excluding the dividend proposed to the Annual General Meeting 2016. Together with rights granted under the shares based incentive programmes for the years 2013, 2014 and 2015, the maximum dilution is up to 1.00 per cent of outstanding shares and 0.71 per cent of votes.

If the maximum profit of SEK 256 per right is reached, all invested shares are retained under the Plan and a fulfilment of the performance conditions of 100 per cent, the maximum cost of the Plan as defined in IFRS 2 is approximately SEK 74 million and the maximum social security cost is approximately SEK 128 million.

For information on Tele2's other equity-related incentive programmes, reference is made to the annual report for 2015, note 33.

*Effect on key ratios*

If the Plan had been introduced in 2015 with the assumptions above, the impact on basic earnings per share would have resulted in a dilution of 0.8 per cent or from SEK 2.82 to SEK 2.80 on a pro forma basis.

The annual cost of the Plan including financing costs and social charges is estimated to approximately SEK 26 million given the above assumptions. This cost can be related to the company's total personnel costs, including social charges, of SEK 3,417 million in 2015.

*Delivery of shares under the Plan*

To ensure the delivery of Tele2 Class B shares under the Plan 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 AB (publ) in accordance with item 20(b), and further to authorise the Board to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ) in accordance with item 20(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 the Plan as well other outstanding equity-related incentive programmes.

The Board further proposes that the Annual General Meeting resolves that a maximum of 1,820,000 Class B shares may be transferred to the participants in accordance with the terms of the Plan. 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.

*Preparation*

Tele2's Remuneration Committee has prepared this Plan in consultation with external advisors and major shareholders. The Plan has been reviewed by the Board at board meetings during the end of 2015 and the first months of 2016.

The above proposal is supported by major shareholders.

***Authorisation to issue Class C shares (item 20(b))***

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the Annual General Meeting 2017, to increase the company's share capital by not more than SEK 2,275,000 by the issue of not more than 1,820,000 Class C shares, each with a ratio value of SEK 1.25. With disapplication of the shareholders' preferential rights, Nordea Bank AB (publ) 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 the Plan.

***Authorisation to resolve to repurchase own Class C shares (item 20(c))***

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the Annual General Meeting 2017, 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 the Plan.

***Resolution on the transfer of own Class B shares (item 20(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 20(c) above, following reclassification into Class B shares, may be transferred to participants in the Plan as well as participants in other outstanding equity-related incentive programmes in accordance with the approved terms.

The Board further proposes that the Annual General Meeting resolves that a maximum of 1,820,000



Class B shares may be transferred to participants in accordance with the terms of the Plan. 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.

#### **Authorisation for the Board to resolve on repurchase of own shares (item 21)**

The Board proposes that the Board is authorised to pass a resolution on repurchasing the company's own shares if the purpose is to retire shares through a decrease of the share capital 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 in cash.

The purpose of the authorisation is to give the Board flexibility to continuously decide on changes to the capital structure during the year and thereby contribute to increased shareholder value.

The Board shall be able to resolve that repurchase of own shares shall be made within a repurchase program in accordance with the Commission's Regulation (EC) no 2273/2003, if the purpose of the authorisation and the repurchase only is to decrease the company's share capital.

#### **Amendment of the Articles of Association (item 22)**

The Board proposes amendments to the Articles of Association. The proposed amendments comprise that it is clarified that the company shall have a registered accounting firm as auditor, the auditor's term of office is changed from four (4) to one (1) year and certain adjustments of the Articles of Association due to changed legislation.

##### *Current wording*

The Company shall *have no more than three Auditors, with no more than the same number of Deputy Auditors, or a registered accounting firm.* The Auditors term of office shall last until the end of the Annual General Meeting which is held *during the fourth financial year after the Auditor was elected.*

##### § 7

##### *Proposed wording*

The Company shall *as Auditor have no less than one and no more than three registered accounting firms.* The Auditors term of office shall last until the end of the *first* Annual General Meeting which is held *after the year the Auditor was appointed.*

##### § 10

To be entitled to participate in a general meeting, shareholders must be recorded in a print-out or another presentation of the complete share register relating to the circumstances as of five business days before the meeting, and give notice to the company no later than *1 p.m.* on the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall before the fifth business day prior to the meeting.

To be entitled to participate in a general meeting, shareholders must be recorded in a print-out or another presentation of the complete share register relating to the circumstances as of five business days before the meeting, and give notice to the company no later than on the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall before the fifth business day prior to the meeting.

## § 11

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 first paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the *Central Securities Depositories and Financial Instruments Accounts Act* (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 first paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

## RESOLUTIONS PROPOSED BY THE SHAREHOLDERS

### Proposals from shareholder Thorwald Arvidsson (item 23 (a)-(q))

Shareholder Thorwald Arvidsson proposes that the meeting resolves:

- (a) to adopt a zero tolerance policy regarding accidents at work for the company;
- (b) to instruct the Board to set up a working group to implement this zero tolerance policy;
- (c) to submit a report of the results in writing each year to the Annual General Meeting, as a suggestion, by including the report in the printed version of the Annual Report;
- (d) to adopt a vision on absolute equality between men and women on all levels in the company;
- (e) to instruct the Board to set up a working group with the task of implementing this vision in the long term and closely monitor the development both regarding gender equality and ethnicity;
- (f) to submit a report in writing each year to the Annual General Meeting, as a suggestion, by including the report in the printed version of the Annual Report;
- (g) to instruct the Board to take necessary actions to set-up a shareholders' association in the company;
- (h) that members of the Board shall not be allowed to invoice their Board remuneration through a legal person, Swedish or foreign;
- (i) that the Nomination Committee during the performance of their tasks shall pay particular attention to questions related to ethics, gender and ethnicity;
- (j) in relation to item (h) above, instruct the Board to approach the Swedish government and / or the Swedish Tax Agency to draw their attention to the desirability of changes in the legal framework in this area;
- (k) to amend the Articles of Association (§5 first paragraph) shares of series A as well as series B and C, shall entitle to one vote;
- (l) to instruct the Board to approach the Swedish government, and draw the government's attention to the desirability of changing the Swedish Companies Act in order to abolish the possibility to have differentiated voting powers in Swedish limited liability companies;
- (m) to amend the Articles of Association (§6) by adding two new paragraphs (the second and third paragraph) in accordance with the following. Former ministers of state may not be elected as members of the Board until two years have passed since he / she resigned from the assignment. Other full-time politicians, paid by public resources, may not be elected as members of the Board until one year has passed from the time that he / she resigned from the assignment, if not extraordinary reasons justify a different conclusion;

- (n) to instruct the Board to approach the Swedish government and draw its attention to the need for a national provision regarding so called cooling off periods for politicians;
- (o) to instruct the Board to prepare a proposal regarding representation on the Board and Nomination Committees for the small and medium sized shareholders to be resolved upon at the 2017 Annual General Meeting or at an Extraordinary General Meeting if such meeting is held before the 2017 Annual General Meeting;
- (p) special examination of the internal as well as the external entertainment in the company; and
- (q) to instruct the Board to prepare a proposal of a policy in this area, a policy that shall be modest, to be resolved upon at the 2017 Annual General Meeting, or if possible an Extraordinary General Meeting prior to such Meeting.

#### **Proposal from shareholder Karolis Stasiukynas (item 24)**

Shareholder Karolis Stasiukynas proposes that the board is instructed to initiate an audit, in all Tele2's markets, regarding expenses for litigation processes and compensations, expenses for commercials and the sources that were used to pay for it.

#### **Proposal from shareholder Martin Green (item 25)**

Shareholder Martin Green proposes that an investigation is conducted 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 sets out for persons in leading positions. The results of the investigation shall be presented to the 2017 Annual General Meeting.

## **MISCELLANEOUS**

### **Shares and votes**

There are a total number of 451,083,339 shares in the company, whereof 20,260,910 Class A shares, 428,923,429 Class B shares and 1,899,000 Class C shares, corresponding to a total of 633,431,529 votes. The company currently holds 2,995,972 of its own Class B shares and 1,899,000 of its own Class C shares corresponding to 4,894,972 votes which cannot be represented at the Annual General Meeting.

### **Special majority requirements and conditions with respect to the proposed resolutions in items 20-23**

Resolutions under items 20(b), 20(c), 21, 22 and 23(m) 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 20(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. Items 20(a)-20(d) are conditional upon each other and are therefore proposed to be adopted as one resolution supported by a majority of shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

A valid resolution under item 23(k) requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting as well as one-half of all the Class A shares in the Company and not less than nine-tenths of the Class A shares represented at the Annual General Meeting.

In order for a resolution under item 23(p) to result in special examination it is required that the proposal is supported by shareholders holding either at least one-tenth of all shares in the company or at least one-third of the shares represented at the Annual General Meeting.

### **Authorisation**

The Board, or the person that the Board will appoint, 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 annual report, the reasoned statement of the Board pursuant to Ch 18 Sec 4 and Ch 19 Sec 22 of the Companies Act (2005:551), the report on the results of the Remuneration Committee's evaluation according to the Swedish Code of Corporate Governance, the Auditor's statement pursuant to Ch 8 Sec 54 of the Companies Act (2005:551), the proposed wording of the Articles of Association, the Nomination Committee's motivated statement explaining its proposals regarding the Board and information on the proposed members of the Board are available at the company's website [www.tele2.com](http://www.tele2.com), at the company's premises at Skeppsbron 18 in 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) 771-246 400 or in writing at the address Computershare AB "AGM Tele2", P.O. Box 610, SE-182 16 Danderyd, 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.

Stockholm, April 2016

TELE2 AB (PUBL)

THE BOARD

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### **Other information**

Schedule for the Annual General Meeting:

The doors open for shareholders at 9.00 a.m. CET.

The Annual General Meeting commences at 10.00 a.m. CET.

### **Interpretation**

The Annual General Meeting will mainly be held in Swedish. As a service to the shareholders, simultaneous interpretation from Swedish to English as well as from English to Swedish will be provided. This service may be requested when attendance to the Annual General Meeting is notified.

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*The information is of such character, which Tele2 AB (publ) shall disclose in accordance with the Securities Market Act (2007:528) and/or the law on Trading with Financial Instruments (1991:980). The information was distributed for disclosure at 8.30 a.m. CET on 19 April 2016.*