

The Nomination Committee of Tele2 AB's motivated opinion regarding proposal of the Board of Directors at the Annual General Meeting in 2009

Background

In accordance with the decision reached at the 2008 Annual General Meeting, a Nomination Committee was convened by Cristina Stenbeck in September 2008 in preparation for the 2009 Annual General Meeting consisting of the largest shareholders in Tele2 AB ("**Tele2**"). The Nomination Committee consists of Cristina Stenbeck as representative of Investment AB Kinnevik and Emesco AB, Åsa Nisell as representative of Swedbank Robur fonder, Ramsay Brufer as representative of Alecta, and Peter Lindell as a representative of AMF Pension. The four shareholder representatives in the Nomination Committee jointly represent more than 50 percent of the voting rights in the Company.

The Board member Cristina Stenbeck has been appointed Chairman of the Nomination Committee, which deviates from what the Swedish Code of Corporate Governance (the "**Code**") prescribes. The other members of the Nomination Committee have declared their decision regarding election of the Chairman of the Nomination Committee as being in the Company's and shareholders' best interest and a natural consequence of Cristina Stenbeck representing the Company's largest shareholders.

The Nomination Committee's proposal regarding the Board of Directors of Tele2

The Nomination Committee proposes the following:

- Eight members of the Board of Directors and no deputy members of the Board of Directors.
- Re-election of the following persons as members of the Board of Directors:

Mia Brunell Livfors	Vigo Carlund
John Hepburn	Mike Parton
John Shakeshaft	Cristina Stenbeck
Pelle Törnberg	Jere Calmes

- Re-election of Vigo Carlund as Chairman of the Board of Directors.
- Election of Mike Parton as Deputy Chairman of the Board of Directors.

Motivated opinion

The Nomination Committee has held five meetings either in person or by telephone, with additional contacts between meetings. As the basis for its work, the Nomination Committee has had, among other documents, an evaluation of the Board and its work. To assess the degree to which the present Board fulfils the requirements to be placed on the Board, given the Company's situation and future direction, discussion has centered on Board size and composition with respect to experience and expertise. The existing Board of Directors contains a good balance of financial and operational expertise as well as shareholder representation. This Board of Directors provides a strong sense of continuity as well as industry expertise and knowledge that will benefit the Board's continued agenda for the business. No suggestions of Board members have been received by the Nomination Committee from persons other than the members of the Nomination Committee.

In view of the evaluation made, the Nomination Committee proposes re-election of all of the current members of the Board of Directors.

The Nomination Committee is of the opinion that the proposed composition of the Board of Directors reflects diversity and good variety regarding qualifications and experiences within strategic important areas for Tele2, such as mobile telephony, mobile Internet and different broadband services as well as market specific competencies and a strong sense of corporate governance.

The proposal for the composition of Tele2's Board of Directors meets the requirements of the NASDAQ OMX Stockholm and the Code for independent members of the Board of Directors. Five of the members of the Board of Directors are independent in relation to both the Company and Company management as well as to the Company's major shareholders.

Detailed information about all persons proposed as members of the Board of Directors of Tele2, including the Nomination Committee's assessment of each member's independence, may be found on the Company's website, www.tele2.com.

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The Nomination Committee of Tele2 AB