



EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 21 SEPTEMBER 2018

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1. The Nomination Committee's motivated statement regarding the proposal of new Board members to be elected at the 2018 Extraordinary General Meeting

Tele2 Nomination Committee

In accordance with the procedure of the Nomination Committee adopted by the 2018 Annual General Meeting, a Nomination Committee consisting of members appointed by the largest shareholders in Tele2 has been convened. The Nomination Committee is comprised of Georgi Ganev, appointed by Kinnevik, John Hernander, appointed by Nordea Funds, and Hans Ek, appointed by SEB Investment Management.

The members of the Nomination Committee appointed Georgi Ganev as Chairman of the Nomination Committee. As Georgi Ganev is also a member of the Board of Tele2, this appointment deviates from the Swedish Corporate Governance Code. The other members of the Nomination Committee have explained the appointment as being in Tele2's and its shareholders' best interests and a natural consequence of Georgi Ganev having been appointed by Tele2's largest shareholder, Kinnevik.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes:

- That the Board shall consist of seven members for the period from the Extraordinary General Meeting until the merger of Tele2 and Com Hem Holding AB ("Com Hem") has been registered with the Swedish Companies Registration Office, and nine members once the merger has been registered with the Swedish Companies Registration Office.
- The election of Lars-Åke Norling, and Andrew Barron and Eva Lindqvist (both today Board members of Com Hem), as new Board members. Lars-Åke Norling from the Extraordinary General Meeting, and Andrew Barron and Eva Lindqvist from the merger being registered with the Swedish Companies Registration Office.

This means that for the period from the Extraordinary General Meeting until the merger has been registered with the Swedish Companies Registration Office, the Board of Tele2 will consist of the current Board members, Sofia Arhall Bergendorff, Anders Björkman, Georgi Ganev (as Chairman), Cynthia Gordon, Eamonn O'Hare and Carla Smits-Nusteling, and the new member Lars-Åke Norling. When the merger has been registered with the Swedish Companies Registration Office, Andrew Barron and Eva Lindqvist will join the Board as new members.

The Nomination Committee's work

The Nomination Committee has since the 2018 Annual General Meeting held one meeting, with additional discussions and interviews with Board members and candidates. As outlined to the 2018 Annual General Meeting, the Nomination Committee's work has, since the announcement of the proposed merger of Tele2 and Com Hem, focused primarily on preparing a proposal for a well-balanced Board of the new combined Tele2, well suited to oversee the creation of a leading integrated operator with a well-positioned offering of ubiquitous connectivity and digital services.

In its assessment of the degree to which the proposed Board meets the requirements placed on it, the Nomination Committee reviewed the current and proposed Board members' ability to devote the necessary time and commitment required, as well as the balance and diversity of contributions of experiences from different areas and geographic regions of the broader digital communications industry.

The Nomination Committee's motivated statement regarding its proposals

The Nomination Committee is of the opinion that Tele2's current Board composition demonstrates adequate skills and commitment to meet the requirements placed on it. In order to ensure an orderly succession planning, as well as to ensure that the Board has in-depth knowledge and experience from Com Hem's broadband and digital TV operations, the Nomination Committee has resolved to propose

a temporary increase of the Board's size by complementing Tele2's current Board of six members with three new members – Lars-Åke Norling, Andrew Barron and Eva Lindqvist. It is the Nomination Committee's intention that the Board in the future returns to a more traditional, smaller size.

Lars-Åke Norling is proposed to assume his position upon election by the General Meeting. Andrew Barron and Eva Lindqvist are currently members of the Board of Com Hem, Andrew since 2013 (as Chairman since 2014) and Eva since 2014. They are proposed to assume their positions when the proposed merger has been registered with the Swedish Companies Registration Office.

Lars-Åke Norling is joining Kinnevik as an Investment Director and Sector Head of TMT in September 2018, concurrent to which he will join the Board of Millicom, the leading provider of cable and mobile services in Latin America. Most recently he was the Chief Executive Officer of Total Access Communications (dtac) in Thailand, where he executed a digital transformation and led a turnaround of the company's financial performance. He has also been EVP of Developed Asia for Telenor as well as Chief Executive Officer of Digi Telecommunications Malaysia and of Telenor Sweden. Lars-Åke holds an MBA from Gothenburg School of Economics, an MSc in Engineering Physics from Uppsala University and an MSc in Systems Engineering from Case Western Reserve University, USA.

Andrew Barron is currently, in addition to his assignment as Chairman of Com Hem, a Board member of Ocean Outdoor, a pure play operator of premium digital out-of-home advertising in the U.K., and Arris, a telecoms equipment manufacturer. Andrew has also served as Chairman of Primacom, the fourth largest cable company in Germany. Prior to his assignment at Primacom, Andrew held key senior management positions such as Chief Operating Officer at Virgin Media, one of the largest U.K. cable companies. Previously, Andrew was with Modern Times Group where he held the position as Chief Operating Officer. Andrew has also served as CEO of Chello Media, a division of UPC, he was an EVP at The Walt Disney Company working primarily in television, and has six years' experience as a consultant with McKinsey & Company. Andrew holds a Bachelor's degree in History and Management Studies from Trinity College, Cambridge University, and an MBA from Stanford University.

Eva Lindqvist is currently, in addition to her assignment as Board member of Com Hem, member of the Board of Sweco, Mr Green & Co, Kähns Holding, Tarsier Studios, Bodycote and Keller Group, and is a member of the Royal Swedish Academy of Engineering Sciences. Eva has, prior to her current assignments, served as a Board member of several listed companies in different sectors. Eva has also served as Senior Vice President of Telia's mobile operations, CEO of TeliaSonera International Carrier and has held senior positions at Ericsson. Eva graduated with an MBA from Melbourne University and an M.Sc. from Linköping University in applied physics.

The Nomination Committee is of the opinion that the proposed Board composition demonstrates the right skills and commitment needed to support the new combined Tele2's management in its delivery of long term value creation for the company's present and future shareholders. The Board will benefit from Lars-Åke Norling's experience from the TMT sector in and outside of the Nordics, as well as from his passion for driving digital transformation through innovation. Furthermore, the Board will be further enhanced by the addition of Andrew Barron, with his vast experience in European media and telecoms, and of Eva Lindqvist, with experience from leading telecom operators as well as a best-in-class corporate governance and capital markets skill-set drawing on her experience from Board positions spanning multiple industries. The addition of Andrew Barron and Eva Lindqvist will also ensure that the Board has the necessary in-depth knowledge and experience from Com Hem's broadband and digital TV operations in its oversight of the integration of Tele2's and Com Hem's operations.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Committee gives particular consideration to the importance of a diverse set of Board members, including their gender, age and nationality, as well as their experiences, professional backgrounds and business disciplines. The Committee believes the composition of the proposed Board is fit-for-purpose in respect of the various dimensions of diversity, and will continue to pursue a high degree of diversity and gender balance in its efforts to compose the most capable Board.

Finally, it is noted that the Nomination Committee has evaluated each Board member's independence in the work of preparing its proposals for the Extraordinary General Meeting, and has found that the proposed Board is in compliance with relevant requirements for independence.

Other information

Information about the proposed members of the Board, including the Nomination Committee's assessment of each member's independence, may be found on the company's website at www.tele2.com under the heading "Shareholders' Meetings 2018" (which can be found under the section "Governance").

Please note that until the proposed merger has been registered with the Swedish Companies Registration Office, Tele2 and Com Hem shall act as two independent and separately listed companies with their current Boards, respectively.

August 2018

THE NOMINATION COMMITTEE
TELE2 AB (PUBL)

2. Information on the proposed new members of the Board

Lars-Åke Norling

Proposed new Board member

Born: 1968

Nationality: Swedish citizen

Independence: Independent in relation to the company and management but not independent in relation to the company's major shareholders.

Holdings in Tele2: -

Other current assignments: Investment Director and Sector Head of TMT at Kinnevik AB (publ), Board member of Millicom.

Previous assignments: Chief Executive Officer of Total Access Communications (dtac) in Thailand, EVP of Developed Asia for Telenor, Chief Executive Officer of Digi Telecommunications Malaysia and of Telenor Sweden.

Education: MBA from Gothenburg School of Economics, MSc in Engineering Physics from Uppsala University and MSc in Systems Engineering from Case Western Reserve University, USA.

Andrew Barron

Proposed new Board member

Born: 1965

Nationality: British citizen

Independence: Independent in relation to the company and management as well as in relation to the company's major shareholders.

Holdings in Tele2: -

Other current assignments: Chairman of the Board of Com Hem, Board member of Ocean Outdoor and Arris.

Previous assignments: Chairman of Primacom, senior management positions such as Chief Operating Officer at Virgin Media, Chief Operating Officer at Modern Times Group, CEO of Chello Media, EVP at The Walt Disney Company and consultant with McKinsey & Company.

Education: Bachelor's Degree in History and Management Studies from Trinity College, Cambridge University, and an MBA from Stanford University.

Eva Lindqvist

Proposed new Board member

Born: 1958

Nationality: Swedish citizen

Independence: Independent in relation to the company and management as well as in relation to the company's major shareholders.

Holdings in Tele2: -

Other current assignments: Member of the Board of Com Hem, Sweco, Mr Green & Co, Kähns Holding, Tarsier Studios, Bodycote and Keller Group, and is a member of the Royal Swedish Academy of Engineering Sciences.

Previous assignments: Member of the Board of ASSA ABLOY, Alimak Group and Caverion. Senior Vice President of Telia's mobile operations, CEO of TeliaSonera International Carrier and senior positions at Ericsson.

Education: MBA from Melbourne University and M.Sc. from Linköping University in applied physics.