



Press Release  
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## Annual General Meeting

**Tele2 AB (publ) today announced that the Company's Annual General Meeting (AGM) of shareholders held today in Stockholm re-elected Mia Brunell, Vigo Carlund, John Hepburn, Mike Parton, John Shakeshaft, Cristina Stenbeck and Pelle Törnberg as Board Members. Jere Calmes was elected as a new Board Member. Further, Vigo Carlund was re-elected as Chairman of the Board of Directors.**

Jere Calmes is currently President of Pharmacy Chain 36.6, a leading Russian health & beauty retailer, and CEO of its Management Company having joined the organisation in 2007. Previously, Jere Calmes was Chief Operating Officer at Wind Telecomunicazioni S.p.A., a telecom operator in Italy. Before that he was Executive Vice President and General Manager at VimpelCom, a leading telecommunications operator in Russia and the CIS. Between 1995 and 2001 Jere Calmes held various senior positions within Motorola in London, Cairo and St. Petersburg. Jere Calmes speaks fluent Russian.

The AGM discharged the Board of Directors and the CEO from liability for the 2007 financial year. Further, the AGM resolved in accordance with the proposal of the Board of Directors on an ordinary dividend of SEK 3.15 per share and a special dividend of SEK 4.70 per share. Monday 19 May, 2008 was decided as the record date for the dividend and it is expected that the dividend will be distributed by VPC on Thursday May 22, 2008.

The AGM resolved to:

- Set the remuneration for the period until the close of the next Annual General Meeting to the Board of Directors in accordance with the following. Fixed remuneration of SEK 4,975,000, of which SEK 1,200,000 is allocated to the Chairman of the Board of Directors, SEK 450,000 to each of the other Board. For work within the Audit Committee SEK 200,000 shall be allocated to the Chairman and SEK 100,000 to each of the other members and for work within the Remuneration Committee SEK 50,000 shall be allocated to the Chairman and SEK 25,000 to each of the other members. Furthermore, remuneration to the auditor shall be paid in accordance with an approved bill which specifies time, persons who worked and tasks performed.
- Appoint Deloitte AB as auditor with the authorised public accountant Jan Berntsson as main responsible auditor, for a period of four years
- Adopt the following procedure for the election of members of the Board of Directors and auditor. The work of preparing a proposal on the directors of the Board and auditor, and their remuneration as well as the proposal on the



Chairman of the Annual General Meeting of 2009 shall be performed by a Nomination Committee. The Nomination Committee, which will consist of at least three representatives of larger shareholders, will be formed during September 2008 in consultation with the largest shareholders in the Company at that time. The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the third quarter report in 2008 and ending when a new Nomination Committee is formed. The majority of the members of the Committee may not be directors of the Board of Directors or employed by the Company. If a member of the Committee resigns before the work is concluded, a replacement member is to be appointed in the corresponding manner. Cristina Stenbeck will be a member of the Committee and will also act as its convenor. The composition of the Committee will be communicated in the Company's interim report for the third quarter of 2008.

- Approve the guidelines on remuneration for senior executives.
- Adopt an incentive programme for allocation to senior executives and other key employees in the Tele2 Group, in accordance with the Board's proposals.

The incentive program ("the Plan") includes in total approximately 80 senior executives and other key employees within the Tele2 group. The participants in the Plan are required to own shares in Tele2. These shares can either be shares already held or shares purchased on the market in connection with notification to participate in the Plan. Thereafter the participants will be granted, by the Company free of charge, retention rights and performance rights on the terms stipulated below.

For each share held under the Plan, the participants will be granted retention rights and performance rights by the Company. Subject to fulfilment of certain retention and performance based conditions during the period 1 April 2008 - 31 March 2011 (the "Measure Period"), the participant maintaining the employment within the Tele2 group at the date of the release of the interim report January - March 2011 and subject to the participant maintaining the invested shares, each retention right and performance right entitles the employee to receive one Class B share. Dividends paid on the underlying share will increase the number of retention and performance shares being allotted in order to treat the shareholders and the participants equally.

In total, the Plan is estimated to comprise up to 164,000 shares and entitling up to 752,000 rights whereof 164,000 retention rights and 588,000 performance rights. The participants are divided into different groups and in accordance with the above, the Plan will comprise up to 8,000 shares and seven rights per invested share for the CEO, up to 36,000 shares and six rights per invested share for senior executives (approximately 9 persons) and up to 120,000 shares and four rights per invested share for other participants (approximately 70 persons).

The participant's maximum profit per right in the Plan is limited to SEK 540, five times the average closing share price of the Tele2 Class B shares during



March 2008 (SEK 108). The maximum dilution is up to 0.19 percent in terms of shares outstanding, 0.11 percent in terms of votes and 0.12 percent in terms of costs for the programme as defined in IFRS 2 divided by Tele2's market capitalisation.

The Board of Directors was authorized during the period until the next Annual General Meeting, to increase the Company's share capital by not more than SEK 1,062,500 by the issue of not more than 850,000 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. Moreover, it was resolved to authorise the Board of Directors, during the period until the next Annual General Meeting, 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. 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. Further, it was resolved that Class C shares that the Company purchases by virtue of the authorisation to repurchase its own shares, following reclassification into Class B shares, may be transferred to participants in accordance with the terms of the Plan.

- Authorise the Board of Directors to pass a resolution on one or more occasions for the period up until the next Annual General Meeting on purchasing so many Class A and/or Class B shares that the Company's holding does not at any time exceed 10 percent of the total number of shares in the Company. The purchase of shares shall take place on the OMX Nordic Exchange Stockholm and may only 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. Moreover, it was resolved to authorise the Board of Directors to pass a resolution on one or more occasions for the period up until the next Annual General Meeting on transferring the Company's own Class A and/or Class B shares on the OMX Nordic Exchange Stockholm or in connection with an acquisition of companies or businesses. The transfer of shares on the OMX Nordic Exchange Stockholm may only occur at a price within the share price interval registered at that time. The authorisation includes the right to resolve on disapplication of the preferential rights of shareholders and that payment shall be able to be made in other forms than cash. The Board of Directors shall be able to resolve that purchase of own shares shall be made within a repurchase programme in accordance with the Commissions Regulation (EC) no 2273/2003, since the purpose of the authorisation and the purchase only is to decrease the Company's equity.



At a statutory meeting of the Board of Directors, an Audit Committee and a Remuneration Committee were appointed. John Shakeshaft was appointed as Chairman of the Audit Committee and Mia Brunell, Jere Calmes and Mike Parton were appointed as members of the committee. Vigo Carlund was appointed as Chairman of the Remuneration Committee and Mia Brunell, Jere Calmes and John Hepburn were appointed as members of the committee.

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**Further information can be obtained from:**

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*Tele2 is one of Europe's leading alternative telecom operators. Tele2's mission is to provide price leading and easy-to-use telecom. Tele2 always strives to offer the market's best prices. We have 25 million customers in 15 countries. Tele2 offers fixed and mobile telephony, broadband, data network services, cable TV and content services. Ever since Jan Stenbeck founded the company in 1993, it has been a tough challenger to the former government monopolies and other established providers. Tele2 has been listed on the OMX Nordic Exchange since 1996. In 2007, we had an operating revenue of SEK 43.4 billion and reported an operating profit (EBITDA) of SEK 6.6 billion. Please visit us at [www.tele2.com](http://www.tele2.com).*