



Documentation to be presented
at the Annual General Meeting of

TELE2 AB (publ)

Wednesday 10 May 2006

Agenda

for the Annual General Meeting of Tele2 AB (publ) Wednesday 10 May 2006 at 1.30 p.m. CET at the Skandia cinema, Drottninggatan 82, in Stockholm.

Proposed agenda

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and auditors' report and of the consolidated financial statements and the auditors' report on the consolidated financial statements.
7. Resolution on the adoption of the income statement and balance sheet and of the consolidated income statement and the consolidated balance sheet.
8. Resolution on the proposed treatment of the company's unappropriated earnings or accumulated loss as stated in the adopted balance sheet.
9. Resolution on the discharge of liability of the directors of the Board and the Chief Executive Officer.
10. Determination of the number of directors of the Board.
11. Determination of the remuneration to the Board of Directors and the auditor.
12. Election of the directors of the Board.
13. Approval of the procedure of the Nomination Committee.
14. Resolution on a policy on remuneration and other terms of employment for senior executives.
15. Resolution on an offer on reclassification of Class A shares into Class B shares.
16. Resolution to authorise the Board of Directors to resolve on the purchase and transfer of the company's own shares.
17. Resolution to authorise the Board of Directors to raise certain loan financing.
18. Resolution on coverage of tax loss for previous incentive programme.
19. Closing of the Meeting.

The Board of Directors' proposals to be presented at the Annual General Meeting of Tele2 AB (publ) on Wednesday 10 May 2006

The following proposals are numbered according to the proposed agenda.

DIVIDENDS (item 8)

The Board of Directors proposes a dividend of SEK 1.75 per share. The record date is proposed to be Monday 15 May 2006. A motivated statement in connection with the Board of Directors' proposal for treatment of the Company's unappropriated earnings according to Chapter 18, Section 4 of the Companies Act is found in **Appendix 1**.

POLICY ON REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR SENIOR EXECUTIVES (item 14)

The Board of Directors proposes that Tele2 shall keep and continue to apply its current policy on senior executives' fixed salary, variable remuneration, participation in incentive programmes, pensions and other terms of employment. The policy on remuneration and other terms of employment for the senior executives is available at the company's website, www.tele2.com.

OFFER ON RECLASSIFICATION OF CLASS A SHARES INTO CLASS B SHARES (item 15)

The Board of Directors proposes that the Meeting resolves that owners of class A shares shall have the right to reclassification of their class A shares into class B shares, whereby each class A share shall be able to be reclassified as a class B share. A request for reclassification shall be able to be made from the period from and including 30 May 2006 up to and including 13 June 2006 by notification to the company on a special form which is to be sent to owners of Class A shares in good time before 30 May 2006, as well as being made available at the company's premises and on the company's website. More detailed terms and conditions for reclassification shall be determined by the Board of Directors.

The proposals under items 15 and 16 are conditional upon the Meeting passing a resolution in accordance with both proposals and for their validity requires approval of shareholders representing at least two-thirds of the shares and number of votes represented at the Meeting.

AUTHORISATION FOR THE BOARD OF DIRECTORS TO PURCHASE AND TRANSFER THE COMPANY'S OWN SHARES (item 16)

The Board of Directors proposes that the Meeting authorises the Board of Directors to pass a resolution on purchasing the Company's own shares in accordance with the following conditions:

1. The purchase of Class B shares shall take place on the Stockholm Stock Exchange in accordance with the rules regarding purchase and sale of own shares as set out in the company's listing agreement with the Stockholm Stock Exchange.
2. Purchase of Class B shares may take place on one or more occasions for the period up until the next Annual General Meeting.

3. So many Class B shares may be purchased up to an amount where the company's holding does not at any time exceed 5 percent of the total number of shares in the company.
4. Purchase of Class B shares at the Stockholm Stock Exchange 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.
5. Payment for the shares shall be in cash.

Furthermore, the Board of Directors proposes that the Meeting authorises the Board of Directors to pass a resolution on transferring the Company's own shares in accordance with the following conditions:

1. The transfer of Class B shares shall take place:
 - (i) on the Stockholm Stock Exchange in accordance with the rules regarding purchase and sale of own shares as set out in the company's listing agreement with the Stockholm Stock Exchange; or
 - (ii) in connection with an acquisition of companies or businesses, on market terms.
2. The transfer of Class B shares may take place on one or more occasions for the period up until the next Annual General Meeting.
3. So many Class B shares may be transferred as are purchased according to the Meeting's authorisation to the Board of Directors to pass a resolution on purchasing the Company's own shares set out above.
4. The transfer of Class B shares on the Stockholm Stock Exchange 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.
5. 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 purpose of the authorisation is so that the Board of Directors obtains increased freedom to act and obtains the ability to continuously adapt the company's capital structure and thereby contribute to increased shareholder value as well as have the ability to finance future acquisitions.

A motivated statement in connection with the Board of Directors' proposal to repurchase the Company's own shares according to Chapter 19, Section 22 of the Companies Act is found in **Appendix 1**.

The proposals under items 15 and 16 are conditional upon the Meeting passing a resolution in accordance with both proposals and for their validity require the approval of shareholders representing at least two-thirds of the shares and number of votes represented at the Meeting.

RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO RAISE CERTAIN LOAN FINANCING (item 17)

According to the provisions of the new Companies Act, which entered into force on 1 January 2006, a resolution to take up participating debentures, i.e. loan financing, where the interest rate is dependent upon the company's profits or financial position, must be taken at the General Meeting. According to the previous Companies Act, a resolution from the General Meeting was only required when the interest of the loan was dependent on the dividends to the shareholders or the

company's profit. This means that such loan financing must be resolved on by the General Meeting or by the Board of Directors with the support of an authorisation from the General Meeting. The Board of Directors proposes that the Meeting resolves to authorise the Board of Directors to resolve on one or several occasions during the period up until the next Annual General Meeting to raise certain loan financing on market terms that are subject to the provisions in Chapter 11 Section 11 of the Swedish Companies Act (2005:551), where the interest rate is dependent upon the company's profits or financial position. The authorisation may only be used if the Board of Directors assesses that this type of interest rate provision is the most marketable and favourable for the company in each individual case. The background to the authorisation is that the company is to have the ability at all times to raise loan financing on attractive terms for the company and thereby contribute to increased value for the shareholders.

RESOLUTION ON COVERAGE OF TAX LOSS FOR PREVIOUS INCENTIVE PROGRAMME (item 18)

Background

In 1997 it was resolved to implement an incentive programme for key employees of Netcom Systems AB (currently Tele2 AB, and referred to below as "Netcom"). The design of the incentive programme required NCI, a special purpose company, to be registered and it came to be owned by Invik & Co AB (currently Investment AB Kinnevik, and referred to below as "Invik"). NCI had a share capital of SEK 6.6 million made up of 25,000 shares, i.e. SEK 264 per share. NCI acquired an option from Netcom which gave NCI the right under certain circumstances to acquire 500,000 Netcom Class B shares at a price of SEK 150 per share. NCI had the right to call these shares at a rate of 100,000 shares per year during 5 years from 1999, subject to certain yearly turnover growth figures for Netcom. The key employees were given the opportunity to acquire shares in NCI together with call options in NCI. The prices of both the shares and the options were set on market terms and were based on calculations made by Öhrlings Coopers & Lybrand.

Consequences of the incentive programme

In September 2000, the Swedish Tax Authority began an audit of the tax returns of participants of the incentive programme and decided in August 2001 to increase the tax payable for participants of the incentive programme. The Tax Authority decided, among other things, that taxation would be deemed to be income from employment, and not to be income from capital. The decision of the Tax Authority was appealed to the County Administrative Court. Tele2 has run the proceedings on behalf of the persons affected. The County Administrative Court allowed on the whole the decision of the Tax Authority to increase the tax payable by all persons involved. The case has been appealed to the Administrative Court of Appeal which has yet to reach a decision.

The interpretation of the relevant tax legislation made by the Tax Authority and the County Administrative Court can have completely absurd tax consequences for the participants. An investment in the programme of SEK 1.7 million (whose value has currently fallen to under SEK 200,000) can, for example, lead to demands for tax payments of approximately SEK 5.7 million.

Reasons for the proposal

The reason for an incentive programme is both to make employees participate in the success of the company, as well as to allow the company to retain relevant and necessary expertise to ensure continued positive development. A participant of an incentive programme must foresee that the invested amount can be lost entirely and that tax is payable on any gains that occur. A participant

of an incentive programme does not, however, foresee a loss of more than three times the amount invested. The tax consequences which the incentive programme can have is not something that the participants or the company could have been able to foresee or ought to have foreseen when the programme was established.

The Board of Directors is of the opinion that the unforeseen tax burden of the incentive programme should not be placed on the persons who have helped build up the company to its current shareholder value and proposes that the Meeting resolves that the company shall compensate former employees and participants of the programme for the actual tax loss which the judgment of the County Administrative Court can lead to for such persons.

In the Board's view, the proposal on coverage of tax losses for former employees and participants of the incentive programme leads to moral considerations. The proposal is in the interests of the company and its purpose, apart from any moral obligation, is to maintain current employees' faith in the company and to facilitate new recruitment. The largest shareholders of the company, Investment AB Kinnevik and Emesco AB, support the proposal of the Board of Directors but will refrain from voting so that the other shareholders can resolve the issue.

Conditions and calculations for the loss to be covered by the Company

One condition for payment in accordance with the proposed resolution is that the participants of the incentive programme lose the case in the Administrative Court of Appeal. The proposal of the Board of Directors means that the approximately 10 persons who are affected by the proposed resolution shall be compensated by way of net compensation in the form of salary after deduction of taxes and social security contribution charges. The Board of Directors proposes that the company shall cover the loss exceeding the respective individuals' investment in the incentive programme. The expression loss shall mean the tax amount including interest which each respective participant shall pay to the Tax Authority as a result of his or her participation in the incentive programme, less (i) any allowable deduction for losses as well as (ii) any amount recovered from the investment and profits (if any) before tax.

The coverage payment which the Meeting is proposed to resolve on also includes the company's employer contribution charges in connection with the payment and at most may total a gross amount of SEK 60 million.

The Nomination Committee's proposals to be presented at the Annual General Meeting of Tele2 AB (publ) on Wednesday 10 May 2006

The following proposals are numbered according to the proposed agenda.

NOMINATION COMMITTEE PROPOSALS (items 1 and 10-13)

The Nomination Committee proposes that the lawyer Martin Börresen is appointed to be the Chairman of the Meeting.

The Nomination Committee proposes that the Board of Directors shall consist of 8 directors without alternate directors. For the period until the close of the next Annual General Meeting, the Nomination Committee proposes the re-election of Vigo Carlund, John Hepburn, Jan Loeber, John Shakeshaft and Cristina Stenbeck as directors of the Board and the election of Mia Brunell, Donna Cordner and Daniel Johannesson as directors of the Board. The Nomination Committee proposes that the Meeting appoint Vigo Carlund to be Chairman of the Board of Directors. Furthermore, it is proposed that the Board of Directors at the Constituent Board Meeting appoint a Remuneration Committee and an Audit Committee.

The Nomination Committee proposes that the Meeting resolves that the remuneration to the Board of Directors (including remuneration for the work in the committees of the Board of Directors) for the period until the close of the next Annual General Meeting shall be a total of SEK 3,750,000, of which SEK 800,000 shall be allocated to the Chairman of the Board, SEK 400,000 to each of the other directors and a total of SEK 150,000 for work in the committees of the Board of Directors. Furthermore, remuneration to the auditor shall be paid in accordance with an approved bill which specifies time, persons who worked and tasks performed.

The Nomination Committee proposes that the Meeting approves the following procedure for preparation of the election of the Board of Directors. The work of preparing a proposal on the directors of the Board and auditor, in case auditor should be elected, and their remuneration as well as the proposal on the Chairman of the Annual General Meeting of 2007 shall be performed by a Nomination Committee. The Nomination Committee, which will consist of at least three members representing the shareholders of the company, will be formed during September 2006 in consultation with the largest shareholders in the company at that time. The Nomination Committee is elected for a term of office of one year. The majority of the members of the Committee may not be members 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 members of the Committee will appoint the Chairman among themselves at the first meeting. The composition of the Committee will be communicated in the company's interim report for the third quarter of 2006.

The above proposal is supported by shareholders representing more than 50 percent of the votes in the company including, among others, AMF Pension, Emesco AB, Investment AB Kinnevik, Nordeas fonder, SEB Fonder and SEB Trygg Liv.

A report on the Nomination Committee's work is available at the company's website, www.tele2.com.

CV's of proposed directors of Tele2 AB (publ)

Proposed Board of directors	Elected	Nationality	Education, background and present engagements	Independent/dependent	Born	Shareholding in Tele2 AB
Vigo Carlund, Chairman	1995	Sweden	Has worked for Kinnevik companies since 1968. Has been the CEO in Svenska Traktor AB 1980-1982, the CEO in Svenska Motor AB SMA 1983-1989 and the CEO in SMA Group USA, 1986-1997. Presently CEO and President of Investment AB Kinnevik until August 1, 2006, and chairman of the board in Metro International S.A. and Korsnäs AB, vice chairman in Tele2 AB and, moreover, board member in Millicom International Cellular S.A., Transcom Worldwide S.A., Modern Times Group MTG AB and Invik & Co. AB.	Dependent in relation to the company, its management and Dependent in relation to major shareholder	1946	24 191 Class B-share
Cristina Stenbeck	2003	USA	B.Sc. Has been associated with Kinnevik companies since 2003. Presently vice chairman of Investment AB Kinnevik and Invik & Co. AB and board member of Metro International S.A., Millicom International Cellular S.A., Modern Times Group MTG AB, Tele2 AB, and Transcom Worldwide S.A.	Dependent in relation to the company, its management and Dependent in relation to major shareholders	1977	No shareholding
Jan Loeber	2004	USA (German born)	MBA and B.Sc. in Physics. President of Nokia North America, 1987-1990. Founder and CEO of Unitel UK (IMobile UK), 1990-1993. Managing Director, Bankers Trust Company, London and New York, 1993-1994. Founder and President of GTS Carrier Services/ EBONE 1995-2000. Presently advisor and Chairman of Interxion- SAMI and board member of Option NV, Newfoundland Communications Inc, Vinovia B.V. and Interxion Holding B.V.	Independent	1943	22 500 Class B-shares
John Hepburn	2005	Canada	MBA, Harvard. Has held various positions at Morgan Stanley since 1976, amongst others, managing director and vice chairman of Morgan Stanley Europe Ltd. Presently advisory director at Morgan Stanley, chairman of Sportfact Ltd, vice chairman of UKRD Ltd. and board member of Grand Hotel Holdings.	Independent	1949	95 015 Class B-shares
John Shakeshaft	2003	UK	MA Cambridge University. Executive Director at Morgan Stanley 1990-1994. Managing Director and partner of Barings Bank, 1995-2000. Managing Director and partner of Lazard 2000-2002. Managing director and partner of Cardona Lloyd, 2002-2004. Presently Managing Director of Financial Institutions of ABN AMRO Bank, UK. Chairman of the Alternative Theatre Company Ltd and board member of the Economy Bank NV and Questair Inc, and external Audit Committee member of the University of Cambridge.	Independent	1954	No shareholding
Daniel Johansson (new BoD)	2006e	Sweden	B.Sc. of Economics and ISMP. CEO of Investment AB Kinnevik, 1983-1991. CEO of Telenordia AB, 1995-1997. CEO of Telenor Bedrift A/S, 1997-1998. Director General of Swedish State Railways, SJ, 1998-2001. Executive VP of Skanska AB, 2001-2003. Presently retired but active as advisor and chairman of the Board of Millicom International Cellular S.A. and Carmen Systems AB, and moreover, board member of Unibet Plc, UK, and Kentor AB.	Independent	1943	No shareholding
Donna Cordner (new BoD)	2006e	USA	Master in International Studies and B.Sc. Senior Vice President and Managing Director of Media and Communications at ABN AMRO Bank NV, 1994-1998. Managing Director for Telecom and Media Project and Sectorial Finance for Americas, Societe Generale, NY, 1998-2000. Managing Director, Global Head, Telecom and Media Structured Finance for Citigroup, NY, 2000-2003. CEO of HOFKAM Ltd, Uganda, 2003-2005. Presently board member of Millicom International S.A. and consultant for Global Leadership Council; USAID, Private Sector Partnership, NY.	Independent	1965	No shareholding
Mia Brunell (new BoD)	2006e	Sweden	B.Sc. in Economics. Has held several positions in Modern Times Group MTG AB since 1992 before becoming CFO of the company in 2001. Will become President and CEO of Investment AB Kinnevik as of August 1, 2006. Board member of CTC Media, a Russian broadcast associate company of MTG. Proposed board member for Invik & Co. AB.	Dependent in relation to the company, its management and Dependent in relation to major shareholders	1965	No shareholding

Appendix 1

The Board of Directors' statement in accordance with Chapter 18, Section 4, and Chapter 19, Section 22 of the Companies Act (2005:551)

The board of directors hereby presents the following statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Companies Act.

The board of directors' reasons for the proposed dividend and the authorisation to repurchase and transfer the Company's own Class B shares being in accordance with the provisions of Chapter 17, Section 3, para. 2 and 3 of the Companies Act are as follows:

The Company's objects, scope, and risks

The Company's objects and scope of business are set out in the articles of association and the annual reports provided. The business run by the Company does not entail any risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the Company and the Group

The financial position of the Company and the Group as at 31 December 2005 is stated in the latest annual report. The annual report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

Det framgår av förslaget till vinstdisposition att styrelsen föreslår att utdelning lämnas med 1,75 kronor per aktie vilket motsvarande ett belopp om 776 miljoner kronor. Den föreslagna utdelningen utgör 3,66 procent av moderbolagets eget kapital och 2,19 procent av koncernens eget kapital.

The proposal on dividend states that the Board of Directors proposes a dividend of SEK 1.75 per share, which corresponds to amount of SEK 776 million. The proposed dividend constitutes 3.66 percent of the parent company's equity and 2.19 percent of the Group's equity. The non-restricted equity in the parent company and the Group's retained profits amounted to SEK 3 845 million and SEK 15 556 million respectively at the end of the 2005 financial year. The Board of Directors proposes that the record day provision for the dividend is Monday 15 May 2006.

The annual report states that the equity-debt ratio is 52 percent. The proposed dividend and authorisation to purchase and transfer the Company's own Class B shares does not endanger the completion of any necessary investments.

The company's financial position does not give rise to any other conclusion than that the Company can continue its business and that the Company can be expected to fulfil its obligations on both a short and long-term basis.

Justification for dividend and repurchase

With reference to the above and to what has otherwise come to the knowledge of the board of directors, the board of directors is of the opinion that after a comprehensive review of the financial position of the Company and of the Group it follows that the proposed dividend and authorisation to repurchase and transfer the Company's own Class B shares to create flexibility in the work with the Company's capital structure is justified according to the provisions of Chapter 17, Section 3, para. 2 and 3 of the Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the company's and group's equity and the company's and the group's consolidating requirements, liquidity and financing needs in general.

Stockholm, April 2006

Tele2 AB (publ)

The Board of Directors