

## SUPPLEMENT DATED 6 FEBRUARY 2024 TO THE PROSPECTUS DATED 25 APRIL 2023

### **TELE2 AB (publ)**

*(Incorporated with limited liability in the Kingdom of Sweden)*

**€5,000,000,000**

### **Guaranteed Euro Medium Term Note Programme**

**guaranteed by**

### **TELE2 SVERIGE AB**

*(Incorporated with limited liability in the Kingdom of Sweden)*

This Supplement (the **Supplement**) to the Prospectus dated 25 April 2023 (the **Prospectus**), which comprises a base prospectus for the purposes of the Prospectus Regulation, constitutes a supplement to the prospectus for the purposes of Article 23 (1) of the Prospectus Regulation and is prepared in connection with the €5,000,000,000 Guaranteed Euro Medium Term Note Programme (the **Programme**) established by Tele2 AB (publ) (the **Issuer**). Terms defined in the Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuer.

Each of the Issuer and Tele2 Sverige AB (the **Guarantor**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Purpose of the Supplement**

The purpose of this Supplement is (a) to incorporate by reference the translation of the condensed consolidated financial statements of the Issuer for the financial quarter ending 31 December 2023, as set out in the Issuer's Interim Report Fourth Quarter 2023 (the **Q4 2023 Issuer's Interim Report**); (b) to incorporate by reference the audited non-consolidated financial statements of the Guarantor for the financial year ending 31 December 2022, together with the auditor's report thereon, as set out in the Guarantor's Annual Report 2022 (the **Guarantor's Annual Report 2022**); (c) to make amendments to the Board of Directors section of the Prospectus; and (d) to include new no significant change and no material adverse change statements in the General Information section of the Prospectus.

### **The Q4 2023 Issuer's Interim Report**

On 30 January 2024, the Issuer published the translation of its condensed consolidated financial statements for the financial quarter ending 31 December 2023 (which can be found at: <https://www.tele2.com/files/Main/3372/3917601/full-year-and-q4-report-2023.pdf>). By virtue of this Supplement, those financial statements are incorporated by reference in, and form part of, the Prospectus, including the information set out at the following pages:

Condensed consolidated income statement	Page 17
Condensed consolidated comprehensive income	Page 18
Condensed consolidated balance sheet	Pages 19
Condensed consolidated cash flow statement	Page 20
Condensed consolidated statements of changes in equity	Page 21

Notes	Pages 23 to 26
Non-IFRS measures	Pages 27 to 29
Other financial metrics	Page 30

The condensed consolidated financial statements of the Issuer for the financial quarter ending 31 December 2023 have been compiled and prepared on a basis which are comparable with the historical financial information and consistent with the Issuer's accounting policies.

### **The Guarantor's Annual Report 2022**

On 1 February 2024, the Guarantor published the translation of its audited non-consolidated financial statements for the year ended 31 December 2022, together with the auditor's report thereon as set out in the Guarantor's Annual Report 2022 (which can be found at: [https://www.tele2.com/files/New-Structure-2021/Investors/Financial\\_Reports/2022/Tele2\\_Sverige\\_AB\\_Annual\\_Report\\_2022.pdf](https://www.tele2.com/files/New-Structure-2021/Investors/Financial_Reports/2022/Tele2_Sverige_AB_Annual_Report_2022.pdf)). By virtue of this Supplement, those financial statements are incorporated by reference in, and form part of, the Prospectus, including the information set out at the following pages:

Income Statement	Page 5
Balance Sheet	Pages 6 to 7
Statement of Changes in Equity	Page 8
Cash Flow Statement	Page 9
Notes	Pages 10 to 25
Auditor's Report	Pages 27 to 28*

*\*These page references refer to the PDF version of the Annual Report*

Copies of this Supplement, the Q4 2023 Issuer's Interim Report and the Guarantor's Annual Report 2022 will also be available to view on the website of the Issuer ([www.tele2.com/investors/debt-financing/emtn-programme/](http://www.tele2.com/investors/debt-financing/emtn-programme/)) and the Luxembourg Stock Exchange's website: "[www.luxse.com](http://www.luxse.com)".

Only the information in the sections listed in the cross-reference lists above are incorporated by reference in the Prospectus. Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement.

Any documents themselves incorporated by reference in the documents incorporated by reference do not (and shall not be deemed to) form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference.

### **Updates to the Board of Directors section in the Prospectus**

The table under the section headed "Board of Directors" beginning on page 82 of the Prospectus shall be deemed deleted and replaced with the following table:

“

<b>Directors</b>	<b>Role</b>	<b>Principal activities outside the Group</b>
Georgi Ganev	Non-Executive Director	CEO of Kinnevik AB (publ), Member of the Boards of Global Fashion Group and Aira.
Andrew Barron	Chairman of the Board, Non-Executive Director	Board member of Verisure, Openreach, Astound Broadband and Delta Fiber.
Lars-Åke Norling	Non-Executive Director, Chairman of the Remuneration Committee and member of the Audit Committee	CEO of Nordnet.
Eva Lindqvist	Non-Executive Director, Chairman of the Audit Committee	Board member of Nordlo, Excillum, Keller Group plc and Nominet Ltd. Elected Member of the Royal Swedish Academy of Engineering Sciences, Member of the Board of CLS Holding plc.
Stina Bergfors	Non-Executive Director, Member of the Remuneration Committee	Board member of H&M and Handelsbanken Involvement in the Prince Daniel Fellowship at the Royal Swedish Academy of Engineering Sciences IVA.
Sam Kini	Non-Executive Director, Member of the Audit Committee	GCIO at Unilever.”

The press release statement under the section titled “Board of Directors” beginning on page 83 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

“In the press release dated 31 January 2024, Tele2 announced that the Nomination Committee will propose the election of Mathias Hermansson and Nicholas Högberg as new Board members at the 2024 Annual General Meeting. As at the date of this Prospectus, the 2024 Annual General Meeting has not yet been held.”

### **General Information**

The no significant change statement for the Issuer at paragraph (4) of the section titled "General Information" on page 111 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

"There has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2023, or of the Guarantor since 31 December 2022."

The no material adverse change statement at paragraph (3) of the section titled "General Information" on page 111 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no material adverse change in the prospects of the Issuer, the Guarantor or the Group since 31 December 2022.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.