

To the shareholders' Meeting of Telenor ASA

## **Statement on coverage for restricted equity in connection with a capital reduction**

We have verified that there is coverage for the remaining share capital and other undistributable equity in connection with the capital reduction in Telenor ASA.

### *The Board of Directors' responsibility*

The board is responsible for ensuring that the capital reduction does not exceed an amount that will leave full cover for the Company's undistributable equity pursuant to the Norwegian Public Limited Liability Companies Act section 12-2.

### *Auditor's responsibility*

Our responsibility is to make a statement on whether there is full coverage for the Company's restricted equity pursuant to the Norwegian Public Limited Liability Companies Act section 12-2. We conducted our examination and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our work to obtain reasonable assurance for the fact that there is coverage for the remaining share capital and other undistributable equity, having considered events subsequent to the balance sheet date and any loss likely to be incurred. The examination includes testing the calculations for which the board is responsible and an assessment of whether events subsequent to the balance sheet date that can result in an inadequate coverage, have been sufficiently considered.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Opinion*

In our opinion, there is coverage for the remaining share capital and other undistributable equity subsequent to the capital reduction of NOK 257 999 994, from NOK 8 654 748 192 to NOK 8 396 748 198, and distribution in excess of the nominal value of NOK 3 854 795 221 in accordance with the Norwegian Public Limited Liability Companies Act.

Oslo 26 Mars 2020  
ERNST & YOUNG AS

Erik Mamelund  
State Authorized Public Accountant (Norway)

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