

Notice of Telenor ASA's Annual General Meeting

Telenor ASA's Annual General Meeting will be held in the Expo Visitors' Centre at Fornebu, on Thursday 19 May 2011 at 15.00 CET.

The Annual General Meeting will be opened and chaired by the Chairman of the Corporate Assembly, Mr. Jan Erik Korssj oen, ref. section 5-12, first paragraph of the Act relating to Public Limited Liability Companies (Norway), and section 8, first paragraph of the Articles of Association.

AGENDA

- 1. Approval of the notice of the Annual General Meeting.**
- 2. Election of a representative to sign the minutes of the Annual General Meeting together with the Chairman of the Meeting.**
- 3. Approval of the financial statements and report from the Board of Directors for the financial year 2010. The Board proposes a dividend payment of NOK 3.80 per share.**

The dividend is payable to the company's shareholders as of 19 May 2011. There will be potential withholdings in the dividend payments to non-Norwegian shareholders for withholding tax (up to 25% of the dividend) in accordance with applicable regulations. Expected payment date for dividends is 3 June 2011.

- 4. Approval of remuneration to the company's auditor.**
- 5. Information on and vote on the Board's declaration regarding the determination of salary and other remuneration to senior employees pursuant to section 6-16a in the Act relating to Public Limited Liability Companies.**
- 6. Reduction of the share capital by cancelling of own shares as well as redemption of shares owned by the Kingdom of Norway through the Ministry of Trade and Industry and reduction of other equity.**

In April 2010 Telenor entered into an agreement with the Kingdom of Norway, the largest shareholder in the company, regarding share buyback subject to Telenor being granted an authority to conduct such share buybacks. Telenor was granted such authorisation at the Annual General Meeting on 19 May 2010. The authorisation is valid until the Annual General Meeting in 2011.

Pursuant to the agreement, the Kingdom of Norway is committed to participate in the share buyback on a proportionate basis by way of redemption of a proportionate number of its shares so that the Kingdom of Norway's ownership interest in Telenor will remain unaffected.

The compensation to the Kingdom of Norway for the redeemed shares will be determined by the average price paid in the market under the buyback, plus an interest based on NIBOR + 1% p.a., calculated from the dates of each purchase of shares until the time of cancellation.

The company has in accordance with the existing Annual General Meeting's authorisation and on the background of the agreement acquired 22,877,098 own shares through purchases in the market.

On this basis the Board proposes that the following is resolved by the Annual General Meeting:

"The company's share capital is reduced by NOK 298,171,398 by (i) cancellation of 22,877,098 own shares and (ii) redemption of 26,818,135 shares owned by the Kingdom of Norway through the Ministry of Trade and Industry against payment of an amount of NOK 2,513,848,493 to the Kingdom of Norway. The payment corresponds to an average volume weighted price at the time of the company's repurchase of own shares in the market after the previous Annual General Meeting, together with compensation for interest. The amount of the payment that exceeds the nominal value of the shares shall be covered by other equity. The excess amount, NOK 2,215,677,095, will thereby be covered by other equity."

Section 4 of the Articles of Association shall, effective as of the date of the share capital reduction, be amended to read:

"The company's share capital is NOK 9,649,161,678 divided into 1,608,193,613 shares, each with a par value of NOK 6."

A confirmation from the company's auditors that there will be full cover for the company's undistributable reserves after the reduction of the share capital and other equity is enclosed.

- 7. Authorisation to acquire own shares.**

The Board of Telenor has authorisation to acquire own shares for the purposes of fulfilling its obligations under option programmes and Long Term Incentive (LTI) programmes for senior managers and key personnel as well as for the general share programmes for employees in the Telenor Group. The authorisation is valid until the Annual General Meeting in 2011.

In addition, the Board has in previous years had authorisation to acquire own shares for the purpose of cancellation. Such repurchase of own shares, with subsequent cancellation, will be an important tool in order to optimise the company's capital structure.

The Board proposes that authorisation is given for the abovementioned purpose. The authorisation will replace the authorisation given at the Annual General Meeting in 2010.

Telenor has entered into an agreement with the Kingdom of Norway through the Ministry of Trade and Industry, which will enter into force subject to the Annual General Meeting's passing of the resolution as proposed by the Board. In summary, the agreement implies that the Kingdom of Norway is committed, through the Ministry of Trade and Industry's participation and voting in Telenor's Annual General Meeting, to contribute to the cancellation of a proportionate number of its shares so that the Kingdom of Norway's ownership interest in Telenor will remain unaffected. The agreement presupposes that the subsequent Annual General Meeting will be invited to approve cancellation of the repurchased shares and the corresponding, proportionate number of shares owned by the Kingdom of Norway. The agreement only covers repurchase of shares for the purpose of cancellation (as described above). The compensation to the Kingdom of Norway through the Ministry of Trade and Industry for the redeemed shares will be determined by the average price paid in the market under the buyback, plus an interest based on NIBOR + 1% p.a., calculated from the dates of each purchase of shares until the time of cancellation.

The Board proposes that the following is resolved by the Annual General Meeting regarding authorisation to acquire own shares for the purpose of cancellation:

- "1. Pursuant to the Act Relating to Public Limited Companies section 9-4, the Board is authorised to purchase 83,000,000 own shares with a nominal value of a total of NOK 498,000,000, corresponding to approximately 5% of the company's share capital.*
- 2. The amount paid per share shall be a minimum of NOK 6 and a maximum of NOK 200.*
- 3. The Board is free to decide how the acquisition of shares takes place, but shall ensure that general principles of equal treatment of shareholders shall be complied with. Own shares should be disposed of by way of cancellation.*
- 4. This authorisation will be effective from the time it is registered in the Norwegian Register of Business Enterprises. The authorisation is valid until the Annual General Meeting in 2012."*

The Board proposes that the following is resolved by the Annual General Meeting regarding authorisation to acquire own shares for the purposes of fulfilling Telenor's obligations pursuant to option and LTI programmes for senior employees and general share programmes for employees:

- "1. Pursuant to the Act Relating to Public Limited Companies section 9-4, the Board is authorised to purchase 1,000,000 own shares with a nominal value of a total of NOK 6,000,000 corresponding to approximately 0.06% of the company's share capital. The authorisation may be used in connection with fulfilment of the company's obligations pursuant to Telenor's option programme for 2006, the company's LTI programmes for senior employees and in connection with Telenor's general share programme for employees.*
- 2. The amount paid per share shall be a minimum of NOK 6 and a maximum of NOK 200.*
- 3. The Board is free to decide how the acquisition of shares takes place, but shall ensure that general principles of equal treatment of shareholders shall be complied with. Disposal of own shares acquired according to this authorisation, can only take place as part of fulfilment of the company's obligations under the company's option programmes and LTI programmes for senior employees, and in connection with general share programmes for employees, see no. 1 above.*
- 4. This authorisation will be effective from the time it is registered in the Norwegian Register of Business Enterprises. The authorisation is valid until the Annual General Meeting in 2012."*

8. Election of shareholder representatives and deputy shareholder representatives to the Corporate Assembly.

All of the members of the Corporate Assembly elected by the shareholders are up for election. The members of the Corporate Assembly are appointed for a period of two years. There are ten members, including the Chairman of the Corporate Assembly, as well as three deputy shareholder representatives, who shall be elected, ref. section 7 of the Articles of Association. The Nomination Committee's recommendation is enclosed.

9. Election of members to the Nomination Committee.

The four members of the Nomination Committee are up for election. The members of the Nomination Committee are elected for a period of 2 years. Pursuant to Telenor ASA's Articles of Association, paragraph 9, the Chairman of the Corporate Assembly is a permanent member and shall also be the Chairman of the Nomination Committee, while one member is elected by and from the shareholder elected members and deputy members of the Corporate Assembly. The two remaining

members are elected by the Annual General Meeting. Proposal for candidates to be elected is enclosed.

10. Determination of remuneration to the members of the Corporate Assembly.

In accordance with section 8, second paragraph of the Articles of Association, the Board has decided that in order for shareholders who wish to participate in the general meeting either in person or through a representative, to have the right to attend and vote at the meeting, they must give notice of their attendance to the company's account operator:

Nordea Bank Norge ASA, Issuer Services
PO Box 1166 Sentrum, N-0107 Oslo, Norway
Telefax +47 22 48 63 49 or +47 22 48 49 90

By 16 May 2011 at 16.00 CET. Please use the form enclosed.

Shareholders, who do not have the opportunity to be present at the Annual General Meeting, may be represented by a representative. The form for issuance of proxy, with more detailed instructions for use of the proxy form, is enclosed. Proxy may, if desirable, be given to the Chairman of the Board of Directors, Mr. Harald Norvik, or to the person who will chair the Annual General Meeting, Mr. Jan Erik Korssj en.

If shares are registered by a nominee in the VPS register, cf. section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wants to vote for their shares, the beneficial shareholder must re-register the shares in a separate VPS account in their own name prior to the general meeting, or prove that the transfer into such account is reported to VPS prior to the general meeting.

Telenor ASA is a Norwegian public limited liability company (Nw. allmennaksjeselskap) subject to the Norwegian Act relating to Public Limited Liability Companies. The company has, per the date of this notice issued 1,657,888,846 shares and each share represents one voting right. The shares do also in other respects carry equal rights. The company has, per the date of this notice, a holding of 24,950,021 own shares of which voting rights cannot be exercised.

A shareholder has the right to table draft resolutions for items included on the agenda and to require that members of the Board of Directors and the CEO in the Annual General Meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) items which are presented to the shareholders for decision, and (iii) the company's financial situation, including information about activities in other companies in which the company participates, and other matters to be discussed in the Annual General Meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

This notice, the enclosures hereto, other documents regarding matters to be discussed in the Annual General Meeting, including the documents to which this notice refers, draft resolutions for items on the proposed agenda, as well as the Articles of Association of Telenor ASA, are available at www.telenor.com. Shareholders may contact the company by mail, email or phone in order to request the documents in question. Address: Telenor ASA, Investor Relations, Snar yveien 30, N-1331 Fornebu, Norway; email: ir@telenor.com or phone: +47 67 89 25 38.

Overview of appendices etc. to the notice which are or will be available at www.telenor.com:

Appendix 1: Registration and proxy form for the Annual General Meeting
Appendix 2: Annual report 2010, including financial statements and report from Board of Directors.

Appendix 3: Recommendation from the Nomination Committee

Appendix 4: Confirmation from the company's auditors that there will be full cover for the company's undistributable reserves after the reduction of the share capital and other equity

Fornebu, 28 April 2011
The Board of Directors of Telenor ASA