

TELIASONERA AB
Form F-4 POS
December 18, 2002

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As filed with the Securities and Exchange Commission on December 18, 2002.

Registration No. 333-100213

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM F-4**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TeliaSonera AB

(Exact name of Registrant as specified in its charter)

Sweden
*(State or other jurisdiction of
incorporation or organization)*

4813
*(Primary standard industrial
classification code number)*

Not Applicable
*(I.R.S. Employer
Identification No.)*

**Mårbackagatan 11
S-123 86 Farsta, Sweden
+46 8 713 10 00**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Telia International Carrier, Inc.

**10780 Parkridge Blvd., Suite 300
Reston, VA 20191
(703) 546-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy of communications to:

Petri Haussila, Esq.

**White & Case LLP
Eteläranta 14
FIN-00130 Helsinki, Finland
+358 9 228 641**

Approximate date of commencement of proposed sale of the securities to the public: From time to time after this post-effective amendment to the registration statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Aggregate Offering Price Proposed Maximum	Amount of Registration Fee ⁽¹⁾
Ordinary shares, nominal value SEK 3.20 per share ⁽²⁾	66,719,622(3)	\$ 3.81(4)	\$ 254,201,759.82(4)	\$ 23,386.56
Warrants to purchase ordinary shares	217,602(5)	(6)	8,093,450.27(6)	\$ 744.60
Total			262,295,210.09	\$ 24,131.16

(1) Previously paid.

(2) American depositary receipts (ADRs) evidencing American depositary shares (ADSs) issuable on deposit of the shares of TeliaSonera AB registered hereby have been registered pursuant to a separate Registration Statement on Form F-6.

(3) The amount to be registered relates to the TeliaSonera shares estimated to be (i) issued to holders of shares of Sonera Corporation in the United States in connection with the exchange offer (including to holders of ADRs evidencing ADSs representing the right to receive Sonera shares and to holders of Sonera warrants entitling holders to subscribe for Sonera shares) and (ii) issued and sold outside of the United States in connection with the exchange offer but that may be resold in the United States from time to time during the distribution thereof.

(4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, as amended (the Securities Act). The registration fee was computed pursuant to Rules 457(c) and 457(f) under the Securities Act based on the average of the high and low sales prices of Sonera shares on the Helsinki Exchanges on September 26, 2002 and the noon buying rate in New York City for cable transfers in euros as certified for customs purposes by the Federal Reserve Bank of New York on September 26, 2002, which was \$0.9755 per 1.00.

(5) The amount to be registered relates to TeliaSonera warrants estimated to be (i) issued to holders of Sonera warrants in the United States in connection with the exchange offer and (ii) issued and sold outside of the United States in connection with the exchange offer but that may be resold from time to time during the distribution thereof.

(6) The registration fee for the TeliaSonera warrants to be issued to holders of Sonera warrants in connection with the exchange offer is based on the exercise price of each series of Sonera warrants in accordance with Rule 457(g).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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December 18, 2002

Dear Sonera Security Holder:

On December 9, 2002, Telia announced that it had completed its offer to exchange all of outstanding Sonera shares and Sonera American depository shares, or ADSs, and certain Sonera warrants into Telia shares, Telia ADSs, and Telia warrants. I am pleased to inform you that the offer was highly successful. A total of 1,059,532,967 Sonera shares, including shares represented by Sonera ADSs, were tendered in connection with the exchange offer, representing a total of 95.0 percent of the total voting rights attaching to Sonera shares outstanding. In connection with the completion of the exchange offer, Telia AB changed its name to TeliaSonera AB.

As a result of completion of the exchange offer, TeliaSonera is required under Finnish law to offer to purchase the remaining Sonera shares, whether in the form of shares or ADSs, and warrants, that were not tendered in the exchange offer. TeliaSonera is, accordingly, making a mandatory redemption offer to acquire all of the outstanding shares, including ADSs, and warrants of Sonera that have not been tendered in the exchange offer on the terms and conditions set forth in the attached prospectus supplement. We urge you to read the prospectus supplement and the exchange offer prospectus referred to in the prospectus supplement carefully.

Under the terms of the mandatory redemption offer:

For each Sonera share you tender, you may elect to receive 1.51440 TeliaSonera shares or, alternatively, 5.00 in cash.

For each Sonera ADS you tender, you may elect to receive 0.30288 TeliaSonera ADSs or, alternatively, the U.S. dollar equivalent of 5.00 in cash (less applicable fees and expenses). Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares.

For each Sonera warrant issued pursuant to Sonera's 1999 and 2000 stock option programs you tender, you may elect to receive one TeliaSonera warrant of a corresponding series or, alternatively, between 0.02 and 1.66 in cash depending on the series of warrants you tender. Each TeliaSonera warrant entitles the holder to subscribe for 1.5 TeliaSonera shares.

The amount of TeliaSonera shares, TeliaSonera ADSs and TeliaSonera warrants offered in the mandatory redemption offer in exchange for each Sonera share, Sonera ADS and Sonera warrant, respectively, is the same as that offered in the recently completed exchange offer. The cash price of 5.00 per share being offered to holders of Sonera shares, including Sonera shares represented by Sonera ADSs, is based on the volume-weighted average trading price of Sonera shares on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002.

Sonera shareholders should also be aware that TeliaSonera has started a separate compulsory acquisition proceeding under Finnish law under which the remaining holders of Sonera shares will be required to surrender their remaining Sonera shares to TeliaSonera for redemption at a fair price. To the extent shareholders do not participate in the mandatory redemption as described in the attached prospectus supplement, their Sonera shares will be redeemed in connection with the compulsory acquisition proceeding. TeliaSonera has offered to redeem the remaining Sonera shares in the compulsory acquisition proceeding for 5.00 per share. TeliaSonera will provide Sonera shareholders with information regarding the compulsory acquisition proceedings as required under Finnish law.

On behalf of the Board of Directors of TeliaSonera and the management of TeliaSonera, we thank you for your attention in this matter.

Sincerely,

/s/ TAPIO HINTIKKA

TAPIO HINTIKKA

Chairman of the Board of Directors

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As announced on December 9, 2002, to effect the merger between Telia and Sonera, Telia completed an offer to acquire all of the outstanding shares, including shares in the form of American depositary shares, or ADSs, and certain warrants of Sonera Corporation, in exchange for Telia shares, including Telia ADSs, and Telia warrants. As a result of the completion of the exchange offer, which commenced on October 7, 2002 and expired on November 15, 2002, after a five-business day extension, Telia acquired 1,059,532,967 Sonera shares, including shares in the form of ADSs, representing 95.0 percent of the total voting rights attaching to Sonera shares outstanding. In connection with the completion of the exchange offer, Telia AB changed its name to TeliaSonera AB.

As a result of TeliaSonera's acquisition of Sonera shares representing more than two-thirds of the total voting rights attaching to Sonera shares, in accordance with the Finnish Securities Market Act, TeliaSonera is required to offer to purchase the remaining Sonera shares, whether in the form of Sonera shares or Sonera ADSs, and Sonera warrants, that were not tendered in the exchange offer. TeliaSonera is, accordingly, making a mandatory redemption offer to acquire all of the outstanding shares, including shares in the form of ADSs, and warrants of Sonera that were not tendered in the exchange offer for either:

TeliaSonera shares, in the form of TeliaSonera shares or TeliaSonera ADSs, or TeliaSonera warrants; or

cash.

Under the terms of the mandatory redemption offer:

For each Sonera share you tender, you may elect to receive 1.51440 TeliaSonera shares or, alternatively, \$5.00 in cash.

For each Sonera ADS you tender, you may elect to receive 0.30288 TeliaSonera ADSs or, alternatively, the U.S. dollar equivalent of \$5.00 in cash (less applicable fees and expenses). Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares.

For each Sonera warrant of a certain series issued pursuant to Sonera's 1999 and 2000 stock option programs you tender, you may elect to receive one TeliaSonera warrant of a corresponding series or, alternatively, between \$0.02 and \$1.66 in cash depending on the series of warrants you tender. Each TeliaSonera warrant entitles the holder to subscribe for 1.5 TeliaSonera shares.

The amount of TeliaSonera shares, TeliaSonera ADSs and TeliaSonera warrants offered in the mandatory redemption offer in exchange for each Sonera share, Sonera ADS and Sonera warrant, respectively, is the same as that offered in the exchange offer. The cash price of \$5.00 per share being offered to holders of Sonera shares, including Sonera shares represented by Sonera ADSs, is based on the volume-weighted average trading price of Sonera shares on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002, the time when Telia's obligation to commence a mandatory redemption offer first arose in accordance with the Finnish Securities Market Act.

The mandatory redemption offer to holders of Sonera shares, Sonera ADSs and Sonera warrants will commence on Monday, December 30, 2002 and will expire at 9:00 a.m. New York City time (4:00 p.m. Helsinki time) on Friday, January 31, 2003, unless the mandatory redemption offer is extended.

TeliaSonera's shares are listed on the A-list of the Stockholm Exchange under the symbol TLSN and on the main list of the Helsinki Exchanges under the symbol TLS1V. TeliaSonera's ADSs are quoted on the Nasdaq National Market, or NASDAQ, under the symbol TLSN. TeliaSonera's series 2002/2005:A warrants are listed on the Helsinki Exchanges under the symbol TLS1VEW102. On December 17, 2002, the closing price of TeliaSonera's shares on the Stockholm Exchange and the Helsinki Exchanges was SEK 33.10 and \$3.59 per share, respectively, and the closing price of TeliaSonera ADSs on NASDAQ was \$18.40 per ADS.

This mandatory redemption offer prospectus supplements the exchange offer prospectus, dated October 1, 2002. You should read this prospectus supplement together with the exchange offer prospectus.

See RISK FACTORS beginning on page S-12 of this prospectus supplement and on page 27 of the exchange offer prospectus to read about factors you should consider before investing in TeliaSonera's securities.

We are not asking you for a proxy and you are requested not to send us a proxy.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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QUESTIONS AND ANSWERS ABOUT THE MANDATORY REDEMPTION OFFER

Q. What is the proposed transaction?

- A. In accordance with Finnish law, TeliaSonera is making a mandatory redemption offer to acquire all of the outstanding Sonera shares, whether in the form of shares or ADSs, and Sonera warrants that it did not acquire in connection with Telia's exchange offer for all of the outstanding Sonera shares, Sonera ADSs and certain Sonera warrants.

Q. What will Sonera securityholders receive in this mandatory redemption offer?

- A. Under the terms of the mandatory redemption offer:

For each Sonera share you tender, you may elect to receive 1.51440 TeliaSonera shares or, alternatively, \$5.00 in cash.

For each Sonera ADS you tender, you may elect to receive 0.30288 TeliaSonera ADSs or, alternatively, the U.S. dollar equivalent of \$5.00 in cash (less applicable fees and expenses). Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares.

For each Sonera warrant of a certain series issued pursuant to Sonera's 1999 and 2000 stock option programs you tender, you may elect to receive one TeliaSonera warrant of a corresponding series or, alternatively, between \$0.02 and \$1.66 in cash depending on the series of warrants you tender. Each TeliaSonera warrant entitles the holder to subscribe for 1.5 TeliaSonera shares.

Q. I am a registered holder of Sonera shares. How do I participate in this mandatory redemption offer?

- A. If you are a holder of Sonera shares registered directly in the shareholders' register held by the Finnish Central Securities Depository, or the FCSD, and you wish to accept the mandatory redemption offer, you must complete, sign and return the acceptance form which, unless otherwise agreed with your account operator, is being mailed to you. The acceptance form must be returned to your account operator on or before the expiration of the mandatory redemption offer period. If your account operator requires you to return the acceptance form before the expiration of the mandatory redemption offer period, you must return the acceptance form to your account operator on or before such date and time specified by your account operator. Shareholders who have their Sonera shares registered with the FCSD can accept the mandatory redemption offer at any asset management branch of Nordea Bank Finland Plc, the Finnish share agent.

Q. I hold Sonera shares through a nominee. How do I participate in this mandatory redemption offer?

- A. If your Sonera shares are registered in the name of a nominee (e.g., an agent, bank, broker or other custodial institution) and you wish to accept the mandatory redemption offer, you have to make such acceptance in accordance with the nominee's instructions. TeliaSonera will not send you any documents relating to the mandatory redemption offer directly.

Q. I hold certificates for Sonera ADSs. How do I participate in this mandatory redemption offer?

- A. If you hold certificates for Sonera ADSs, complete and sign the enclosed ADS letter of transmittal and deliver it, together with your Sonera ADR certificates, evidencing your Sonera ADSs, and any other required documents, to the U.S. exchange agent at one of the addresses set forth on the ADS letter of transmittal before the expiration of this mandatory redemption offer.

Q. I hold Sonera ADSs in book-entry form. How do I participate in this mandatory redemption offer?

- A. If you hold your Sonera ADSs in book-entry form, instruct your broker or custodian to arrange, before the expiration date of this mandatory redemption offer, for the book-entry transfer of your Sonera ADSs into the U.S. exchange agent's account at The Depository Trust Company, commonly known as DTC, and deliver a message to the U.S. exchange agent via DTC's book-entry confirmation system confirming that you have received and agree to be bound by the terms of

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this mandatory redemption offer. Your broker or custodian will provide you with a form you must complete to instruct your broker or custodian to tender your Sonera ADSs.

Q. I am a registered holder of Sonera warrants. How do I participate in this mandatory redemption offer?

- A. If you are a holder of Sonera warrants directly registered in the register of warrant holders held by the FCSD and you wish to accept the mandatory redemption offer, you must complete, sign and return the acceptance form which, unless otherwise agreed with your account operator, is being mailed to you. The acceptance form must be returned to your account operator on the date of or before the expiration of the mandatory redemption offer period. If your account operator requires you to return the acceptance form before the expiration of the mandatory redemption offer period, you must return the acceptance form to your account operator on or before such date specified by your account operator. Warrant holders who have their Sonera warrants registered with the FCSD can accept the mandatory redemption offer at any asset management branch of the Finnish share agent.

Q. I hold Sonera warrants through a nominee. How do I participate in this mandatory redemption offer?

- A. If your Sonera warrants are registered in the name of a nominee (e.g., an agent, bank, broker or other custodial institution) and you wish to accept the mandatory redemption offer, you have to make such acceptance in accordance with the nominee's instructions. TeliaSonera will not send you any documents relating to the mandatory redemption offer directly.

Q. How do I elect whether to receive TeliaSonera securities or cash in connection with my tender of Sonera securities?

- A. In the event you are a holder of Sonera shares directly registered in the register of shareholders held by the FCSD, a holder of Sonera warrants directly registered in the register of warrant holders held by the FCSD or a holder of Sonera ADR certificates, in completing the applicable acceptance form or ADS letter of transmittal, you should complete the appropriate information in the acceptance form or ADS letter of transmittal as to whether you are electing to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants, or alternatively, cash consideration in connection with the mandatory redemption offer. Directly registered holders of Sonera shares or Sonera warrants or holders of Sonera ADR certificates who fail to fill in the appropriate election information as between consideration in cash or securities will be deemed, unless they have a different arrangement with their account operator or unless their account operator has different procedures for the processing of acceptances, to have elected to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants, respectively, in the mandatory redemption offer.

If you hold Sonera shares or Sonera warrants through a nominee or if you hold Sonera ADSs in book-entry form, you must instruct your nominee, broker or custodian to make the appropriate election. If you hold Sonera shares or Sonera warrants through a nominee or if you hold Sonera ADSs in book-entry form and you fail to properly instruct your nominee, broker or custodian to make the appropriate election between cash or securities, you will be deemed, unless you have a different arrangement with your nominee, broker or custodian, to have elected to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants, respectively, in the mandatory redemption offer.

Q. How long do I have to decide whether to tender in the mandatory redemption offer?

- A. Unless extended by TeliaSonera, the mandatory redemption offer will expire at 9:00 a.m. New York City time/4:00 p.m. Helsinki time on Friday, January 31, 2003, after which time you will no longer be able to tender your Sonera shares, Sonera ADSs or Sonera warrants in the mandatory redemption offer. TeliaSonera may extend the mandatory redemption offer as described below under the next caption.

Q. Can the mandatory redemption offer be extended and, if so, under what circumstances?

- A. Yes. TeliaSonera may extend the mandatory redemption offer at any time and for any

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reason in accordance with applicable laws and regulations. TeliaSonera will not extend the mandatory redemption offer period by more than ten business days.

Q. Can I change my mind and decide not to participate in this mandatory redemption offer after I tender my securities?

- A. To the extent you elected to receive TeliaSonera securities in the mandatory redemption offer, you may withdraw your tender of Sonera securities at any time before the expiration of the mandatory redemption offer period, scheduled for 9:00 a.m. New York City time/4:00 p.m. Helsinki time, on Friday, January 31, 2003. If this mandatory redemption offer is extended, you may also withdraw your tender during such extended mandatory redemption offer period.

If, however, you elected to receive cash consideration in connection with the mandatory redemption offer, the payment of cash will be made as promptly as practicable after the receipt of your acceptance of the mandatory redemption offer and you will not have the right to withdraw your tender of Sonera securities.

Q. Will I receive fractional interests in TeliaSonera shares or TeliaSonera ADSs?

- A. No. To the extent you elect to receive TeliaSonera securities as consideration for the Sonera securities you tender, you will not receive fractional TeliaSonera shares or fractional TeliaSonera ADSs in connection with the mandatory redemption offer. You will receive cash consideration to the extent you are entitled to fractions of TeliaSonera shares or TeliaSonera ADSs in exchange for your Sonera shares or Sonera ADSs. Your fractional entitlements will be combined with those of other holders and subsequently sold on your behalf and on the behalf of such other holders on the Stockholm Exchange or the Helsinki Exchanges, in the case of TeliaSonera shares, or on NASDAQ, in the case of TeliaSonera ADSs. You will receive cash corresponding to the net proceeds of the sale of your fractional entitlement to a TeliaSonera share or TeliaSonera ADS.

Q. If I elect to receive TeliaSonera securities as consideration in the mandatory redemption offer, when will I receive my TeliaSonera securities and any cash attributable to any fractional TeliaSonera securities?

- A. TeliaSonera will deliver the TeliaSonera securities to be issued in the exchange for properly tendered Sonera securities on or about 11 business days after the expiration of the mandatory redemption offer period. The Finnish share agent or the U.S. exchange agent, as applicable, will deliver any cash to which you may be entitled within ten business days after the sale of the combined fractional entitlements on the Stockholm Exchange or the Helsinki Exchanges, in the case of TeliaSonera shares or, on NASDAQ, in the case of TeliaSonera ADSs.

Q. If I elect to receive cash consideration in the mandatory redemption offer, when will I receive my cash consideration?

- A. TeliaSonera will make cash payments,

in the case of a tendering Sonera shareholder or Sonera warrant holder, into the bank account related to the book-entry account of such tendering Sonera securityholder within five business days after the execution of the sale of the tendered Sonera securities to TeliaSonera on or outside the Helsinki Exchanges. Such sale will be executed within five business days after the receipt of acceptance relating to such Sonera securities; and

in the case of a tendering Sonera ADS holder, (a) by book-entry transfer of the applicable amount in U.S. dollars into the DTC account of the DTC participant which tendered the Sonera ADSs on behalf of such holder in the mandatory redemption offer by means of the DTC book-entry confirmation system or (b) by means of a check in U.S. dollars to the order of the tendering Sonera ADS holder as provided in the corresponding ADS letter of transmittal, in either case, as promptly as practicable after the execution of the sale of the Sonera shares underlying the Sonera ADSs to TeliaSonera on or outside the Helsinki Exchanges.

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Q. If I decide not to tender my Sonera securities in the mandatory redemption offer, will I be entitled to any appraisal rights?

- A. TeliaSonera has initiated a compulsory acquisition proceeding under the Finnish Companies Act, under which TeliaSonera is requiring that you, as a remaining holder of Sonera shares or Sonera ADSs, surrender, and you may demand that TeliaSonera redeem, your Sonera shares or Sonera ADSs at, absent a separate agreement, a fair price as determined by an arbitration tribunal. Finnish law does not provide for any other kind of appraisal rights.

The compulsory acquisition proceeding does not cover Sonera warrants. Any Sonera warrants not tendered in connection with the mandatory redemption offer will remain outstanding and exercisable subject to the terms and conditions of such warrants.

Q. Will I have to pay brokerage commissions?

- A. No, as long as your Sonera securities are registered in your name and you tender them directly to:

the Finnish share agent or your book-entry account operator, if you hold Sonera shares or Sonera warrants; or

the U.S. exchange agent, if you hold Sonera ADSs.

If your Sonera securities are held through your bank, broker or other nominee, you should consult with them as to whether or not they will charge any transaction fee or service charge to tender your Sonera securities in the mandatory redemption offer.

Q. Who can answer my questions?

- A. If you hold shares or warrants you should contact your book entry account operator.
Clients of Nordea Bank Finland Plc should contact:

Nordea Bank Finland Plc

Aleksanterinkatu 36
Helsinki 00020 NORDEA
For information call
+358-200-3000

If you hold ADSs you should contact either:

The information agent in the United States:

Georgeson Shareholders Communications Inc.

17 State Street, 10th Floor
New York, NY 10004
Banks and brokers call
212-440-9800
All others call (toll free)
866-297-1410

or

The U.S. exchange agent at:

Citibank, N.A.

111 Wall Street
New York, NY 10005
For information, call toll free

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WHERE YOU CAN FIND MORE INFORMATION

TeliaSonera, formerly known as Telia AB, has filed a registration statement on Form F-4 to register with the U.S. Securities and Exchange Commission, or SEC, the TeliaSonera shares and TeliaSonera warrants that Sonera shareholders and warrant holders received in the exchange offer and will receive in the mandatory redemption offer, including TeliaSonera shares represented by TeliaSonera ADSs and the TeliaSonera shares issuable upon exercise of the TeliaSonera warrants, and a registration statement on Form F-6 in respect of the TeliaSonera ADSs. This document is a part of the registration statement on Form F-4 and together with the exchange offer prospectus constitutes a prospectus of TeliaSonera. As allowed by the SEC, this prospectus supplement and the exchange offer prospectus do not contain all of the information included in the registration statement, some parts of which are omitted in accordance with the rules and regulations of the SEC. For further information, you should refer to the registration statement.

The SEC permits TeliaSonera and Sonera to incorporate by reference information into this prospectus supplement and the exchange offer prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this document, except for any information superseded by information contained directly in this document.

TeliaSonera and Sonera incorporate by reference the documents listed below that we filed with the SEC under the Securities Exchange Act of 1934:

- Sonera's report on Form 6-K dated October 1, 2002;
- Sonera's report on Form 6-K dated October 2, 2002;
- Sonera's report on Form 6-K dated October 8, 2002;
- Sonera's report on Form 6-K dated October 9, 2002;
- Sonera's report on Form 6-K dated October 10, 2002;
- Sonera's report on Form 6-K dated October 25, 2002;
- Sonera's report on Form 6-K dated October 31, 2002;
- Sonera's report on Form 6-K dated November 5, 2002;
- Sonera's reports on Form 6-K dated November 7, 2002;
- Sonera's reports on Form 6-K and Form 6-K/A dated November 8, 2002;
- Sonera's report on Form 6-K dated November 13, 2002;
- Sonera's report on Form 6-K dated November 14, 2002;
- Sonera's report on Form 6-K dated November 18, 2002;
- Sonera's reports on Form 6-K dated November 21, 2002;
- Sonera's report on Form 6-K dated November 26, 2002;
- Sonera's report on Form 6-K/A dated November 27, 2002;

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Sonera s reports on Form 6-K dated November 27, 2002;

Sonera s report on Form 6-K dated November 29, 2002;

Sonera s report on Form 6-K dated December 3, 2002;

Sonera s reports on Form 6-K dated December 9, 2002;

Sonera s report on Form 6-K dated December 11, 2002; and

Sonera s report on Form 6-K dated December 16, 2002.

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Each of these reports on Form 6-K contains press releases that Sonera has filed with the Helsinki Exchanges in both Finnish and English. These press releases are available through the Internet web site maintained by the Helsinki Exchanges at www.hex.fi.

In addition, TeliaSonera and Sonera incorporate by reference into this document additional documents and any amendments thereto that they may file with or submit to the SEC from the date of this document to the date of completion of the mandatory redemption offer. These include reports such as any special reports on Form 6-K so designated.

You may read and copy any reports, statements or other information on file with the SEC, including the exchange offer prospectus, at the SEC's public reference room located at 450 Fifth Street, NW, Washington, D.C. 20549 or at one of the SEC's other public reference rooms in New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. SEC filings are also available to the public from commercial document retrieval services and at the Internet world wide web site maintained by the SEC at www.sec.gov. You will also be able to inspect any periodic reports and other information filed with the SEC by TeliaSonera at the offices of the Nasdaq National Market. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into this document. Shareholders may obtain documents incorporated by reference into this document by requesting them in writing or by telephone from the appropriate company at the following addresses:

TeliaSonera AB
Marbackagatan 11
S-123 86
Farsta, Sweden
+46 8 713 1000
www.telia.com

Sonera Corporation
Teollisuuskatu 15
FIN-00510
Helsinki, Finland
+358 20401
www.sonera.com

If you would like to request documents from TeliaSonera or Sonera, in order to obtain timely delivery, please make your request no later than five business days before the end of the mandatory redemption offer period, or Friday, January 24, 2003.

If you would like to receive a copy of the exchange offer prospectus, please contact Georgeson Shareholders Communications Inc., the information agent in the United States, 17 State Street, 10th Floor, New York, NY 10004, telephone: (212) 440-9800 (banks and brokers) or (866) 297-1410 (all others).

You should rely only on the information contained in or incorporated by reference into this prospectus supplement. No one has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this prospectus supplement. This prospectus supplement is dated December 18, 2002. You should not assume that the information contained in, or incorporated by reference into, this prospectus supplement is accurate as of any date other than that date, and neither the mailing of this prospectus supplement, nor the issuance of new TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants shall create any implication to the contrary.

IMPORTANT INFORMATION

This mandatory redemption offer prospectus consists of this prospectus supplement and the exchange offer prospectus. Unless the context requires otherwise, all references in this document to this prospectus include this prospectus supplement and the exchange offer prospectus.

In connection with the completion of the exchange offer, Telia AB changed its name to TeliaSonera AB. In this prospectus supplement, all references to Telia are to Telia AB prior to the completion of the exchange offer and all references to TeliaSonera are to TeliaSonera AB from the time of the completion of the exchange offer and the change of Telia AB's name to TeliaSonera AB.

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Please be advised that the terms and conditions of the mandatory redemption offer differ in certain respects from the terms and conditions of the exchange offer. Accordingly, we strongly urge you to read this entire prospectus supplement.

Certain information presented in tabular format in this prospectus supplement have been rounded to the nearest whole number or the nearest decimal. Therefore, the sum of a number in a column may not conform exactly to the total figure given for the column.

Notice to Residents of Australia

This prospectus supplement may not contain all the information required to be contained in disclosure documents under the laws of Australia. TeliaSonera is not subject to the continuous disclosure requirements of the Corporations Act 2001 (Commonwealth).

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INDICATIVE TIMETABLE

Beginning of the mandatory redemption offer period	December 30, 2002
Expiration of the mandatory redemption offer period	January 31, 2003*
Announcement by TeliaSonera and Sonera of the results of the mandatory redemption offer	On or about February 6, 2003*
Delivery of TeliaSonera securities	On or about February 17, 2003*
TeliaSonera shares and TeliaSonera warrants 2002/2005:A issued in connection with the mandatory redemption offer become eligible for trading on the main list of the Helsinki Exchanges	On or about February 17, 2003

* These dates will change if TeliaSonera extends the mandatory redemption offer period.

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SUMMARY

The following is a summary of material information relating to the mandatory redemption offer. This summary does not contain all the information you should consider before participating in the mandatory redemption offer. You should carefully read this entire prospectus supplement, as well as the exchange offer prospectus, and the additional documents referred to in this prospectus supplement and the exchange offer prospectus to fully understand the mandatory redemption offer.

Background

On March 26, 2002, Telia and Sonera entered into a combination agreement under which Telia and Sonera agreed to merge. To effect the merger, Telia made an offer to acquire all of the outstanding shares, including shares in the form of ADSs, and certain warrants of Sonera in exchange for Telia shares, including Telia ADSs, and Telia warrants. As a result of the completion of the exchange offer, which commenced on October 7, 2002 and expired on November 15, 2002, after a five business day extension, Telia acquired 1,059,532,967 Sonera shares, including shares in the form of ADSs, representing 95.0 percent of the total voting rights attaching to Sonera shares outstanding. In connection with the completion of the exchange offer, Telia AB changed its name to TeliaSonera AB and the members of the board of directors of TeliaSonera assumed their present positions at TeliaSonera.

As a result of TeliaSonera's acquisition of Sonera shares representing more than two-thirds of the total voting rights attaching to Sonera shares, in accordance with the Finnish Securities Market Act, TeliaSonera is required to offer to purchase the remaining Sonera shares, whether in the form of shares or ADSs, and Sonera warrants that were not tendered in the exchange offer.

Mandatory Redemption Offer Price and its Determination

In the mandatory redemption offer, holders of Sonera securities may elect to receive either TeliaSonera securities or cash as consideration for the Sonera securities they tender.

Under the terms of the mandatory redemption offer:

For each Sonera share you tender, you may elect to receive 1.51440 TeliaSonera shares or, alternatively, \$ 5.00 in cash.

For each Sonera ADS you tender, you may elect to receive 0.30288 TeliaSonera ADSs or, alternatively, the U.S. dollar equivalent of \$ 5.00 in cash (less applicable fees and expenses). Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares.

For each Sonera warrant of a certain series issued pursuant to Sonera's 1999 and 2000 stock option programs you tender, you may elect to receive one TeliaSonera warrant of a corresponding series or, alternatively, between \$ 0.02 and \$ 1.66 in cash depending on the series of warrants you tender. Each TeliaSonera warrant entitles the holder to subscribe for 1.5 TeliaSonera shares.

The amount of TeliaSonera shares, TeliaSonera ADSs and TeliaSonera warrants offered in the mandatory redemption offer in exchange for each Sonera share, Sonera ADSs and Sonera warrant, respectively, is the same as that offered in the exchange offer. For a discussion of the determination of the exchange ratios used in connection with the exchange offer, see the description included under the caption "THE TRANSACTION" in the exchange offer prospectus.

The cash price of \$ 5.00 per share being offered to holders of Sonera shares, including Sonera shares represented by Sonera ADSs, has been determined in accordance with the Finnish Securities Market Act and is based on the volume-weighted average trading price of Sonera shares on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002, the time when the obligation to commence a mandatory redemption offer first arose in accordance with the Finnish Securities Market Act.

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The cash price per warrant being offered to holders of the Sonera warrants 1999A is based on the volume-weighted average trading price of such warrants on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002.

Sonera warrants of a series other than the 1999A series are not listed on any established market. The cash price per such unlisted series of Sonera warrants has been determined based on conventional option valuation methods. In making such valuations, the unlisted Sonera warrants have been treated as European call options without applying any discount to reflect certain special conditions of the warrants.

Compulsory Acquisition

Because TeliaSonera acquired in the exchange offer more than nine-tenths of all outstanding shares, including shares represented by ADSs, of Sonera and the total votes attaching to Sonera shares, TeliaSonera has the right to initiate a compulsory acquisition proceeding under the Finnish Companies Act to acquire all of the remaining Sonera shares, including shares in the form of ADSs, that were not tendered in the exchange offer.

On December 9, 2002, TeliaSonera notified Sonera of its redemption claim under the compulsory acquisition procedure for all the remaining shares of Sonera, including shares in the form of ADSs, not held by TeliaSonera. TeliaSonera announced that it will redeem the remaining Sonera shares in the compulsory acquisition proceeding for 5.00 per share. The redemption price announced by TeliaSonera in the compulsory acquisition proceeding is the same as the cash redemption price for each Sonera share offered by TeliaSonera in the mandatory redemption offer. TeliaSonera has also notified Sonera that it will, without further delay, initiate arbitration proceedings in accordance with the compulsory acquisition procedures under the Finnish Companies Act in order to redeem all of the remaining Sonera shares. The redemption of the remaining Sonera shares under the compulsory acquisition proceeding is not expected to take place prior to the completion of the mandatory redemption offer. It is expected that the redemption of the remaining Sonera shares will take place during the second quarter of 2003 and the distribution of cash pursuant to the compulsory acquisition is expected to take place during the third quarter of 2003.

Any disputes concerning the right of redemption or the redemption price in the compulsory acquisition would be resolved by an arbitral tribunal of one or more arbitrators appointed by the Finnish Central Chamber of Commerce in accordance with the Finnish Companies Act. Under the Finnish Companies Act, the arbitration tribunal so appointed has considerable latitude in deciding upon the method or methods used in determining the redemption price of the remaining Sonera shares. Therefore, no assurance can be given as to the amount of the final cash redemption price to be paid in connection with the compulsory acquisition and such amount could be more or less than the amount of share consideration per Sonera share and more than the amount of cash consideration per Sonera share delivered in connection with the mandatory redemption offer. In addition, under the Finnish Companies Act, holders of the remaining Sonera shares and the trustee appointed on behalf of the shareholders have the right to appeal the decision of the arbitral tribunal in respect of the right of redemption and the cash redemption price to be paid in connection with a compulsory acquisition. Therefore, the final determination of such cash redemption price for shareholders electing to appeal such price could be subject to protracted litigation.

Holders of Sonera shares represented by Sonera ADSs who wish to dispute the redemption price under the compulsory acquisition procedures must first surrender their ADSs to the Sonera ADS depository for cancellation and withdraw the deposited Sonera shares and have such shares registered in their name in Sonera's shareholders' register.

Ownership of TeliaSonera in Sonera

As of the date of this prospectus supplement, TeliaSonera holds 1,059,532,967 Sonera shares, representing 95.0 percent of the total voting rights attaching to the Sonera shares outstanding, including Sonera shares represented by Sonera ADSs. In addition, as of the date of this prospectus supplement, TeliaSonera holds 26,746,972 Sonera warrants, each of which entitles the holder to subscribe for one Sonera share. Except for Sonera shares, including Sonera shares represented by Sonera ADSs, and Sonera

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warrants acquired by TeliaSonera pursuant to the exchange offer and except for any Sonera shares owned by Sonera as treasury shares, neither TeliaSonera nor, to the best of TeliaSonera's knowledge, any of its affiliates, as defined in the Finnish Securities Market Act, owns any Sonera securities or possesses any voting rights in Sonera.

Agreements on the Use of Voting Power in Sonera

To the best knowledge of TeliaSonera, there are no agreements regarding the use of voting power in Sonera.

The Kingdom of Sweden and the Republic of Finland, which as of the date of this prospectus supplement own 46.0 percent and 19.4 percent, respectively, of the issued and outstanding shares of TeliaSonera, have entered into a shareholders' agreement regarding, among other things, the voting of their shares in TeliaSonera in certain matters.

Delisting of Sonera Securities

Sonera will seek to delist its shares and 1999A warrants from the Helsinki Exchanges as soon as practicable under applicable rules and regulations. Sonera ADSs were delisted from NASDAQ as of the close of business on December 6, 2002.

Change of Name from Telia AB to TeliaSonera AB

In connection with the exchange offer, the extraordinary general meeting of Telia's shareholders authorized the change, subject to the completion of the exchange offer, of Telia's name to TeliaSonera. On December 9, 2002, the Swedish Patent and Registration Office registered the change in Telia's name to TeliaSonera AB. The articles of association of Telia were amended to reflect the change in the company's name. A copy of the company's articles of association, as amended to reflect the name change, is attached as Annex A to this prospectus supplement.

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RISK FACTORS

In deciding whether to tender your Sonera securities in connection with the mandatory redemption offer, you should carefully consider the risks set forth below and the risks discussed under the caption RISK FACTORS in the exchange offer prospectus in addition to the other information contained in this prospectus supplement and the exchange offer prospectus.

To the extent you elect to receive TeliaSonera securities in connection with the mandatory redemption offer, you will receive a fixed number of TeliaSonera securities and not a fixed value. As a result, the value of the TeliaSonera securities you will receive at the completion of the mandatory redemption offer may be less than the value of such TeliaSonera securities at the date of this prospectus supplement or the date you tender your Sonera securities.

Under the terms of the mandatory redemption offer, holders of Sonera securities are being offered a fixed number of securities of TeliaSonera, rather than securities of TeliaSonera with a fixed value. Because the market price of the TeliaSonera shares may fluctuate, the value of the TeliaSonera securities you receive at the time of the completion of the mandatory redemption offer will depend on the market price of such securities at that time and may vary significantly from the value of such securities at the date of this prospectus supplement. The terms of the mandatory redemption offer will not be adjusted based on fluctuations in the market price of TeliaSonera shares or on the relative financial performance of TeliaSonera and Sonera. As a result, the market price of the TeliaSonera securities you receive at the time of the completion of the mandatory redemption offer could be significantly lower than the market price of such securities at the date of this prospectus supplement.

The price of TeliaSonera shares may change as a result of changes in the business, operations or prospects of TeliaSonera, market assessments of the impact of the merger, regulatory considerations, general market and economic conditions, factors affecting the telecommunications industry in general and other factors. You should obtain current market quotations for TeliaSonera's and Sonera's securities.

If you elect to receive cash consideration in the mandatory redemption offer, your election will be irrevocable and you will not be able to withdraw your tender.

Under the terms of the mandatory redemption offer, to the extent you elect to receive cash consideration for the Sonera securities you tender in the mandatory redemption offer, TeliaSonera will arrange for the cash payment to be made as promptly as practicable after the execution of the sale of the tendered Sonera securities to TeliaSonera. As a result, you will not have the right to withdraw your tender of Sonera securities to the extent you elect to receive cash consideration in the mandatory redemption offer.

If you are a holder of Sonera shares or ADSs and you did not participate in the mandatory redemption offer you will be required to participate in a compulsory acquisition proceeding that will result in a cash payment that may be either less or more than the value of the consideration to be delivered in connection with the mandatory redemption offer.

On December 9, 2002, TeliaSonera notified Sonera that it had commenced a compulsory acquisition procedure under the Finnish Companies Act, under which it has the right to redeem the remaining Sonera shares from the minority shareholders of Sonera, whether in the form of shares or ADSs, to TeliaSonera for a fair price. TeliaSonera announced that it will offer to redeem the remaining Sonera shares, including shares in the form of ADSs, at a price of 5.00 per share in the compulsory acquisition procedure. Any disputes concerning the right of redemption or the redemption price in a compulsory acquisition will be resolved by an arbitral tribunal of one or more arbitrators appointed by the Central Chamber of Commerce of Finland in accordance with the Finnish Companies Act. Under the Finnish Companies Act, the arbitration tribunal so appointed has considerable latitude in deciding upon the method or methods used in determining the fair price of the shares of the target company and in establishing the final amount of such fair price; inasmuch as the Finnish Companies Act does not contain any similar provisions to those included in the Finnish Securities Market Act and used in the determination of the fair price established in connection

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with a mandatory redemption offer pursuant to such the Finnish Securities Market Act. Therefore, no assurance can be given as to the amount of the cash redemption price to be paid in connection with the compulsory acquisition and such amount could be more or less than the amount of share consideration per Sonera share received and more than the amount of cash consideration per Sonera share received in connection with this mandatory redemption offer. In addition, under the Finnish Companies Act, Sonera shareholders and a trustee appointed on behalf of the shareholders have the right to appeal the decision of the arbitral tribunal in respect of the right of redemption and the cash redemption price to be paid in connection with the compulsory acquisition and, therefore, the final determination of such cash redemption price for shareholders electing to appeal such price could be subject to protracted litigation.

The market for your Sonera securities may be less liquid than before the mandatory redemption offer and if you do not participate in the mandatory redemption offer, the value of your Sonera securities may be lower.

The exchange of Sonera securities pursuant to the mandatory redemption offer will reduce the number of Sonera securityholders and the number of Sonera securities that might otherwise trade publicly and, depending upon the number of Sonera securities so tendered, could adversely affect the liquidity and market value of the remaining Sonera securities held by the public. Furthermore, Sonera effected a delisting of Sonera ADSs from NASDAQ as of the close of business on December 6, 2002, in connection with the completion of the exchange offer. While it is possible that the Sonera ADSs would continue to be traded in the over-the-counter market and that price quotations would be reported, there can be no assurance that such an over-the-counter market will develop. The extent of the public market for the Sonera ADSs and the availability of such quotations will depend upon such factors as the number of holders remaining after the completion of the mandatory redemption offer, the interest on the part of securities firms in maintaining a market in Sonera ADSs, the announced termination of the deposit agreement for the Sonera ADSs and the possible termination of registration of Sonera's securities under the Exchange Act, which would adversely affect the amount of publicly available information on Sonera's securities. Sonera will also seek to delist its shares and warrants from the Helsinki Exchanges as soon as practicable under applicable rules and regulations.

Table of Contents**THE COMPANIES****TeliaSonera**

In connection with the completion of Telia's exchange offer for all of the outstanding shares, including shares in the form of ADSs, and certain warrants of Sonera, Telia changed its name to TeliaSonera. Certain information about TeliaSonera, its business, results of operations and financial condition is included in the exchange offer prospectus under the captions "THE TRANSACTION - The Combined Company Following the Exchange Offer," "INFORMATION ABOUT TELIA," "OPERATING AND FINANCIAL REVIEW AND PROSPECTS OF TELIA," "INFORMATION ABOUT SONERA" and "OPERATING AND FINANCIAL REVIEW AND PROSPECTS OF SONERA." To the best knowledge of TeliaSonera, as of the date of this prospectus supplement, the information contained in this prospectus supplement, as well as the exchange offer prospectus, relating to TeliaSonera is in all material respects in accordance with the facts and this prospectus supplement and the exchange offer prospectus does not omit anything likely to affect the import of such information in any material respect.

Sonera

As a result of the completion of the exchange offer, Sonera Corporation is a 95.0 percent owned subsidiary of TeliaSonera. Certain information about Sonera, its business, results of operations and financial condition is included in sections "INFORMATION ABOUT SONERA," and "OPERATING AND FINANCIAL REVIEW AND PROSPECTS OF SONERA" in the exchange offer prospectus. To the best knowledge of TeliaSonera, as of the date of this prospectus supplement, the information contained in this prospectus supplement, as well as the exchange offer prospectus, relating to Sonera is in all material respects in accordance with the facts and this prospectus supplement and the exchange offer prospectus does not omit anything likely to affect the import of such information in any material respect.

Ownership of TeliaSonera

As of December 9, 2002, TeliaSonera's issued and outstanding share capital was SEK 14,738,421,520.00 consisting of 4,605,756,725 TeliaSonera shares, nominal value SEK 3.20 each. Each TeliaSonera share entitles the holder to one vote at general meetings of shareholders. The calculation of percentages in the "Percentage of outstanding shares" column in the table below is based upon the number of TeliaSonera shares issued and outstanding on November 29, 2002. As of November 29, 2002, the principal shareholders of TeliaSonera and their respective holdings (calculated as if the exchange offer had been completed as of November 29, 2002, and each share tendered pursuant to the exchange offer were exchanged for TeliaSonera shares as of such date) were as follows:

Shareholder	Number of shares ⁽¹⁾	Percent of outstanding shares and votes ⁽¹⁾
		(%)
Swedish State ⁽²⁾	2,118,278,261	46.0
Finnish State ⁽³⁾	891,800,231	19.4
Robur Fonder	84,421,225	1.8
SEB fonder	38,719,016	0.8
Alecta	36,830,096	0.8
AMF Pension	35,000,000	0.8
Första AP-fonden	27,720,045	0.6
AFA Försäkring	27,404,700	0.6
Fjärde AP-fonden	26,782,700	0.6
Skandia	25,371,533	0.6
Other shareholders	1,293,428,918	28.1
	<hr/>	
Total	4,605,756,725	100.0
	<hr/>	
Members of the TeliaSonera board of directors (as a group) ⁽⁴⁾	25,384,948	0.6

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- (1) Calculated as if the exchange offer had been completed as of November 29, 2002, and each Sonera share tendered pursuant to the exchange offer were exchanged for TeliaSonera shares as of November 29, 2002.
- (2) The business address and telephone number of the Swedish State is c/o The Swedish Ministry of Industry, Employment and Communications, Jakobsgatan 26, SE-103 33 Stockholm, Sweden, +46-8-4051000.
- (3) The business address and telephone number of the Finnish State is c/o The Finnish Ministry of Transport and Communications, Eteläesplanadi 16-18, P.O. Box 31, FIN-00023 Government, Finland, +358-9-16002.
- (4) Includes 25,361,533 TeliaSonera shares beneficially owned by Livförsäkrings AB Skandia, a wholly owned subsidiary of Försäkringsaktiebolaget Skandia. Lars-Eric Petersson, Deputy Chairman of the TeliaSonera board of directors is also President, Chief Executive Officer and director of Försäkringsaktiebolaget Skandia. Mr. Petersson may be deemed to have an interest in the TeliaSonera shares beneficially owned by Livförsäkrings AB Skandia within the meaning of Rule 13d-3 under the Exchange Act; however, Mr. Petersson believes that he does not possess the power to direct the voting of these shares and disclaims beneficial ownership of the TeliaSonera shares held by Livförsäkrings AB Skandia.

Ownership of Sonera

As of December 9, 2002, Sonera's issued and outstanding share capital was 479,579,743.47, consisting of 1,115,301,729 Sonera shares, without nominal value. Each Sonera share entitles the holder to one vote at general meetings of shareholders. The calculation of percentages in the Percentage of outstanding shares column in the table below is based upon the number of Sonera shares issued and outstanding on December 9, 2002.

The principal shareholders of Sonera and their respective holdings were as follows:

Shareholder	Number of shares	Percent of outstanding shares and votes
		(%)
TeliaSonera AB	1,059,532,967	95.0
Sonera Corporation (treasury shares)	550,000	0.0
Norvestia Oy Ab	145,000	0.0
Assai Oy	40,000	0.0
BNP Arbitrage	29,200	0.0
Kalevi Korsu	21,667	0.0
Estate of Johann Siefen	15,839	0.0
Markku Koskinen	15,000	0.0
Mikko Pursiheimo	14,500	0.0
Spede-Tuotanto Oy	13,500	0.0
Nominee registered foreign owners in total	49,607,157	4.4
Other shareholders	5,316,899	0.5
Total	1,115,301,729	100.0

Sonera currently holds 550,000 of its own shares, equal to approximately 0.05 percent of Sonera's outstanding shares. Sonera cannot exercise voting rights with respect to such shares held in treasury.

The depositary has advised Sonera that, as of December 9, 2002, there were 2,409,109 Sonera ADSs outstanding, representing approximately 0.22 percent of outstanding Sonera shares, held by 86 record holders. A significant number of Sonera ADSs are held of record by broker nominees. The number of beneficial owners of Sonera ADSs is unknown but Sonera estimates that the number of beneficial owners of Sonera ADSs was approximately 9,000 as of December 9, 2002.

Table of Contents***Ownership of TeliaSonera in Sonera***

As of the date of this prospectus supplement, TeliaSonera holds 1,059,532,967 Sonera shares, representing approximately 95.0 percent of the total voting rights attaching to the Sonera shares outstanding, including Sonera shares represented by Sonera ADSs. In addition, as of the date of this prospectus supplement, TeliaSonera holds 26,746,972 Sonera warrants, each of which entitles the holder of one Sonera share. Except for Sonera shares, including Sonera shares represented by Sonera ADSs, and Sonera warrants acquired by TeliaSonera pursuant to the exchange offer and except for any Sonera shares owned by Sonera as treasury shares, neither TeliaSonera nor, to the best of TeliaSonera's knowledge, any of its affiliates, as defined in the Finnish Securities Market Act, owns any Sonera securities or possesses any voting rights in Sonera.

Recent Developments***Completion of the Exchange Offer***

As a result of the completion of the exchange offer, which commenced on October 7, 2002 and expired on November 15, 2002 after a five business day extension, Telia acquired 1,059,532,967 Sonera shares, representing 95.0 percent of the total voting rights attaching to the Sonera shares outstanding. In connection with the completion of the exchange offer, Telia AB changed its name to TeliaSonera AB. On December 9, 2002, TeliaSonera shares and series 2002/2005:A warrants became available for trading on the Helsinki Exchanges and TeliaSonera ADSs became available for trading on NASDAQ.

The Board of Directors of TeliaSonera

The board of directors of TeliaSonera currently has eleven ordinary members, composed of a chairman, a deputy chairman and nine other directors, three of whom are employee representatives. The current members of the board of directors of TeliaSonera and certain information relevant to such persons are set forth below:

Name	Year Born	Director Since	Number of TeliaSonera shares owned as of November 29, 2002⁽¹⁾	Position
Tapio Hintikka	1942	2002		Chairman
Lars-Eric Petersson	1950	2000	4,800(2)	Deputy Chairman
Carl Bennet	1951	2000	10,000(3)	Director
Ingvar Carlsson	1934	2000	400	Director
Eva Liljebloom	1958	2002	999	Director
Caroline Sundewall	1958	2001	1,000	Director
Roger Talermo	1955	2002		Director
Tom von Weymarn	1944	2002	4,316	Director
Yvonne Karlsson	1959	2001	100	Director ⁽⁴⁾
Berith Westman	1945	1993	650	Director ⁽⁴⁾
Elof Isaksson	1942	2000	1,150	Director ⁽⁴⁾

- (1) Calculated as if the exchange offer had been completed as of November 29, 2002, and each of the Sonera shares tendered by the members of the TeliaSonera board of directors pursuant to the exchange offer were exchanged for TeliaSonera shares as of November 29, 2002.
- (2) Excludes 25,361,533 shares beneficially owned by Livförsäkrings AB Skandia, an affiliate of Skandia, of which Mr. Petersson is the President, Chief Executive Officer and a member of the board of directors.
- (3) Includes shareholdings through affiliated person.
- (4) Employee representative.

For summary biographical information regarding TeliaSonera's directors see the information included under the captions **DIRECTORS**, **SENIOR MANAGEMENT AND EMPLOYEES OF TELIA** and

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DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES OF SONERA in the exchange offer prospectus.

Mr. Tapio Hintikka, Chairman of the board of directors of TeliaSonera, retired from Hackman Oyj Abp on December 1, 2002.

Under the terms of the shareholders' agreement between the Kingdom of Sweden and the Republic of Finland, as amended, relating to the combination of Telia and Sonera, the board of directors of the combined company is to comprise a total of nine non-executive members and up to three employee representatives. Of the nine initial members of the board of directors, one was to have been a newly appointed director who was not previously a member of the board of directors of either Telia or Sonera. Mr. Anders Igel, the President and Chief Executive Officer of TeliaSonera, was elected to serve, upon the completion of the exchange offer, as the ninth member of the board of directors of TeliaSonera. Mr. Igel, however, subsequently relinquished his position as an appointee to the TeliaSonera board of directors. The ninth member of TeliaSonera's board of directors is expected to be nominated in connection with the annual general meeting of shareholders of TeliaSonera in 2003.

On December 10, 2002, Lars-Eric Petersson announced that he will not seek reelection to the board of directors of TeliaSonera at the annual general meeting of shareholders of TeliaSonera in 2003.

Management of TeliaSonera

TeliaSonera operates as an integrated company with strong central control over strategic matters and over achievement of synergies and stand-alone improvements. At the same time, responsibilities for achieving profitability, day-to-day operations and local business is decentralized to country-based profit centers managed without frequent corporate headquarter management involvement. Central control of TeliaSonera is to be carried out by the corporate headquarters and two operational units.

Corporate Headquarters

The executive officers of TeliaSonera include:

Anders Igel, chief executive officer.

Harri Koponen, deputy chief executive officer.

Kim Ignatius, chief financial officer.

Michael Kongstad, responsible for corporate communications.

Jan Henrik Ahrnell, responsible for corporate legal affairs.

Harri Koponen will as of January 1, 2003 be responsible for the operational unit Marketing, Products and Services, with responsibility for the control of common product and services development in TeliaSonera's home markets and key account responsibility for large multi-domestic home market accounts.

Lars-Gunnar Johansson is responsible for the operational unit Networks and Technology, which is responsible for the common telecommunications platforms and IT support platforms in TeliaSonera's home markets and also has responsibility for procurement.

The two operational units, Marketing, Products and Services and Networks and Technology, will have authority over country-based profit centers on central control matters and over decisions involving a longer time horizon. Country-based profit centers and the two operational units will use the same financial reporting systems, including customer segment profits, product segment profits and selected key performance indicators.

Country-based Profit Centers

Country-based profit centers are grouped into four units as of January 1, 2003. The persons responsible for such profit centers are as follows:

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Marie Ehrling, responsible for the profit center Sweden.

Anni Vepsäläinen, responsible for the profit center Finland.

Kenneth Karlberg, responsible for the profit center Norway, the Baltic countries and Denmark.

Aimo Eloholma, responsible for the profit center International Operations, which will include Russia, Turkey, Eurasia and International Carrier.

Country-based profit centers are to be responsible for all operational resources, including marketing, sales, network operations and development of products and services. In Sweden and Finland, the network operations units will be maintained separately from the units carrying out the corresponding retail activities, with transparent financial reporting, and will also provide wholesale services to third-party operators. In Sweden and Finland, profit center responsibilities are allocated based on the following customer segments: consumer, business and large corporate customers.

For summary biographical information regarding the management of TeliaSonera see the information included under the captions DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES OF TELIA and DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES OF SONERA in the exchange offer prospectus.

Marie Ehrling will assume the position of Head of TeliaSonera's Swedish operations on January 1, 2003. Ms. Ehrling was previously the Deputy Chief Executive Officer and Chief Operating Officer for SAS, the Scandinavian airlines group.

Legal and Regulatory Proceedings

On October 23, 2002, Elisa Communications Oyj filed a complaint against Sonera with the FCA claiming that Sonera's pricing for providing wholesale broadband Internet services (ADSL) to other telecommunications operators is discriminatory and excessive under the Finnish Competition Act. On October 30, 2002, Sonera received a request for information from the Finnish Competition Authority (FCA) regarding Sonera's pricing of broadband Internet services. Sonera responded to this request on November 29, 2002. Sonera is currently not in a position to assess what the final outcome of this complaint will be.

On November 8, 2002, Sonera was served a writ by the trustee for the bankruptcy estate of Broadband Mobile AB, a company formed to exploit a UMTS license in Norway in which Sonera held a 50 percent interest. In the writ the bankruptcy estate trustee asserts claims of NOK 332 million (approximately 45 million) primarily from the shareholders of Broadband Mobile AB and alternatively from the board members and the CEO of Broadband Mobile AB. Based upon advice of counsel, Sonera believes that it has good defenses against the claims and intends to defend vigorously against such claims.

In October 2002, the Finnish newspaper Helsingin Sanomat published allegations that certain current or former executives and/or employees of Sonera had acted in violation of the Finnish Telecommunications Data Privacy Act. In response to these allegations, the Finnish Communications Regulatory Authority (FICORA) opened an investigation into the matter. On November 13, 2002, FICORA issued a decision in which it found defects in Sonera's management of information security and the processing of identification data and required Sonera to bring itself into compliance with the Telecommunications Data Privacy Act. Based on the request filed by Sonera in October 2002, the Finnish National Bureau of Investigation has also been investigating the allegations. Five Sonera employees, including Jari Jaakkola, then executive vice president and member of Sonera's executive management team, who has been responsible for corporate communications and investor relations within Sonera, and Henri Harmia, then vice president and head of the integration efforts of the Telia-Sonera combination, were detained in connection with the investigation on the basis of suspicion of reasonable grounds for gross violations of the Telecommunications Data Privacy Act. Each of these employees was subsequently released. In addition, Kaj-Erik Relander, who served as president and chief executive officer of Sonera from January 1, 2001 to July 31, 2001 was also temporarily detained by the National Bureau of Investigation on the basis of suspicion of reasonable grounds for gross violations of the Telecommunications Data Privacy Act and subsequently released. While no official charges in this matter

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have been brought to date, to the best of Sonera's knowledge, the investigation is continuing. Messrs. Jaakkola and Harmia together with the other Sonera employees detained in connection with this matter have temporarily been relieved of their duties pending the outcome of this matter.

On December 11, 2002, TeliaSonera filed a petition with the Turkish Capital Markets Board to seek an exemption from the tender offer requirements under Turkish capital markets regulations that would otherwise require TeliaSonera to make a tender offer for the remaining shares of Turkcell Iletisim Hizmetleri A.S.

Results of Operations for the Three Months Ended September 30, 2002

On October 25, 2002, Telia announced the results for its third quarter of 2002. For the three months ended September 30, 2002, Telia had net sales of SEK 14,496 million (1,584 million), a slight increase over net sales of SEK 14,431 million (1,577 million) for the comparable period in 2001. Telia recorded an operating loss of SEK 10,815 million (1,182 million) in the three months ended September 30, 2002, as compared to operating income of SEK 2,745 million (300 million) for the comparable period in 2001, mainly as a result of write downs of Telia International Carrier's fixed assets and fixed network operations in Denmark amounting to SEK 8,936 million (976 million) and restructuring costs of SEK 2,825 million (309 million) and SEK 286 million (31 million) in relation to Telia International Carrier and Telia's Danish operations, respectively.

Telia's interim report for the three months ended September 30, 2002 is included as Annex B to this prospectus supplement.

On October 25, 2002, Sonera announced its results for its third quarter of 2002. For the three months ended September 30, 2002, Sonera had revenues of 551 million (SEK 5,043 million), a slight increase over net sales of 549 million (SEK 5,024 million) for the comparable period in 2001. Sonera recorded an operating profit of 100 million (SEK 915 million) in the three months ended September 30, 2002, a 59 percent increase over operating profit of 63 million (SEK 577 million) for the comparable period in 2001, mainly due to the lower losses from Sonera's Service Businesses segment and the consolidation of Fintur Holdings B.V. as of the beginning of September 2002.

Sonera's interim report for the three months ended September 30, 2002 is included as Annex C to this prospectus supplement.

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THE MANDATORY REDEMPTION OFFER

General Terms

Sonera Shares and ADSs

TeliaSonera is offering:

1.51440 TeliaSonera shares, nominal value SEK 3.20 each, or, alternatively, 5.00 in cash, in exchange for each Sonera share, with no nominal value, validly tendered in the mandatory redemption offer; and

0.30288 TeliaSonera ADSs or, alternatively, the U.S. dollar equivalent of 5.00 in cash (less applicable fees and expenses), in exchange for each Sonera ADS validly tendered in the mandatory redemption offer. Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares.

Fractional entitlements to TeliaSonera shares or TeliaSonera ADSs will not be delivered to holders of Sonera securities validly tendered in the mandatory redemption offer. Instead, fractional entitlements to TeliaSonera shares or TeliaSonera ADSs following from the exchange ratio will subsequently be combined and sold on the Stockholm Exchange or the Helsinki Exchanges, in the case of TeliaSonera shares, or on NASDAQ, in the case of TeliaSonera ADSs, in each case on behalf of, and proceeds of the sales (after deduction of related fees and expenses) will be distributed pro rata to, the Sonera security holders entitled to fractional entitlements. See Fractional Entitlements to TeliaSonera Shares and TeliaSonera ADSs below.

The 550,000 Sonera shares currently held by Sonera in treasury are excluded from the mandatory redemption offer.

Sonera Warrants

TeliaSonera is offering one warrant issued by TeliaSonera or, alternatively, cash in exchange for each warrant issued pursuant to Sonera's 1999 and 2000 stock option programs validly tendered in the mandatory redemption offer. In this connection TeliaSonera is offering:

one TeliaSonera warrant 2002/2005:A or, alternatively, 0.96 in cash for each Sonera warrant 1999A;

one TeliaSonera warrant 2002/2005:B or, alternatively, 0.23 in cash for each Sonera warrant 1999B;

one TeliaSonera warrant 2002/2008:A or, alternatively, 0.02 in cash for each Sonera warrant 2000A1;

one TeliaSonera warrant 2002/2008:B or, alternatively, 0.02 in cash for each Sonera warrant 2000B1;

one TeliaSonera warrant 2002/2008:C or, alternatively, 0.02 in cash for each Sonera warrant 2000C1;

one TeliaSonera warrant 2002/2008:D or, alternatively, 0.34 in cash for each Sonera warrant 2000A2;

one TeliaSonera warrant 2002/2008:E or, alternatively, 0.34 in cash for each Sonera warrant 2000B2;

one TeliaSonera warrant 2002/2008:F or, alternatively, 0.34 in cash for each Sonera warrant 2000C2;

one TeliaSonera warrant 2002/2010:A or, alternatively, 1.11 in cash for each Sonera warrant 2000A3;

one TeliaSonera warrant 2002/2010:B or, alternatively, 1.11 in cash for each Sonera warrant 2000B3;

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one TeliaSonera warrant 2002/2010:C or, alternatively, 1.11 in cash for each Sonera warrant 2000C3;

one TeliaSonera warrant 2002/2010:D or, alternatively, 1.66 in cash for each Sonera warrant 2000A4;

one TeliaSonera warrant 2002/2010:E or, alternatively, 1.66 in cash for each Sonera warrant 2000B4; and

one TeliaSonera warrant 2002/2010:F or, alternatively, 1.66 in cash for each Sonera warrant 2000C4.

The warrants are subject to terms and conditions complying with Swedish market practice for listed companies as well as certain additional terms and conditions, reflecting the terms and conditions of the Sonera warrants. The approximately 0.95 percent difference between the exchange ratio for Sonera shares, whereby holders of Sonera shares will receive 1.51440 TeliaSonera shares for each Sonera share they tender, and the terms of the TeliaSonera warrants, whereby each TeliaSonera warrant will entitle the holder thereof to subscribe for 1.5 TeliaSonera shares, has been compensated for by setting the exercise price of each TeliaSonera warrant at a correspondingly lower level than the exercise price for the Sonera warrants. The terms of the warrants issued by TeliaSonera are described under the caption THE EXCHANGE OFFER Terms and Conditions of the New Telia Warrants in the exchange offer prospectus.

Change in the share capital of TeliaSonera following completion of the mandatory redemption offer

At the extraordinary general meeting in Telia held on November 4, 2002, it was resolved to authorize the board of directors of Telia to decide on the issuance of shares and debentures with attached warrants to subscribe for new shares necessary for the completion of the exchange offer together with any subsequent mandatory redemption offer.

Issue of shares and warrants on November 28, 2002.

In accordance with such authorization, the board of directors of Telia decided, on November 28, 2002, to issue 1,604,556,725 new Telia shares in furtherance of the exchange offer. The board of directors also resolved to issue debentures with a total of 31,220,339 attached warrants to subscribe for new Telia shares, each warrant entitling the holder to subscribe for 1.5 new Telia shares. The debentures with attached warrants were subscribed for by Telia Förlagslan AB, a wholly-owned subsidiary of Telia AB, for further transfer to holders of Sonera warrants who tendered their Sonera warrants in the exchange offer or in the subsequent mandatory redemption offer. Following completion of the exchange offer a total of 26,746,972 TeliaSonera warrants were transferred from Telia Förlagslan AB to Sonera warrant holders who had tendered their Sonera warrants in the exchange offer.

As of the date of this prospectus supplement, the issued share capital of TeliaSonera is SEK 14,738,421,520, consisting of 4,605,756,725 TeliaSonera shares, each with a nominal value of SEK 3.20.

Issue of shares and transfer of warrants upon completion of the mandatory redemption offer.

Upon completion of the mandatory redemption offer, the board of directors of TeliaSonera will resolve, as authorized by the shareholders at the extraordinary shareholders meeting on November 4, 2002, to increase the share capital of TeliaSonera from SEK 14,738,421,520 by a maximum of SEK 281,883,334.40 to a maximum of SEK 15,020,304,854.40, through the issuance of a maximum of 88,088,542 new TeliaSonera shares, the maximum share issue being based on the assumption that (i) all remaining holders of Sonera shares and Sonera ADSs tender their Sonera shares and Sonera ADSs in the mandatory redemption offer in exchange for TeliaSonera shares and ADSs, respectively, and (ii) all holders of Sonera warrants, excluding TeliaSonera, exercise their warrants to subscribe for Sonera shares, and thereafter tender these Sonera shares in the mandatory redemption offer in exchange for TeliaSonera shares. The maximum of 88,088,542 new

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TeliaSonera shares corresponds to a dilution of 1.9 percent in relation to the number of issued and outstanding TeliaSonera shares as of the date of this prospectus supplement.

Assuming none of the holders of Sonera warrants exercise their warrants to subscribe for Sonera shares, but instead tender their Sonera warrants in the mandatory redemption offer in exchange for TeliaSonera warrants, upon completion of the mandatory redemption offer, a maximum of 2,948,527 TeliaSonera warrants will be transferred from Telia Förlagslan AB to holders of Sonera warrants who tender their Sonera warrants. Upon completion of the mandatory redemption offer, Telia Förlagslan AB will in such case, as a result of the exchange offer and the mandatory redemption offer, have transferred a total of 29,695,499 TeliaSonera warrants, each entitling the holder to subscribe for 1.5 new TeliaSonera shares. If fully subscribed and assuming that all holders of Sonera shares and Sonera ADSs tender their shares in exchange for TeliaSonera shares and TeliaSonera ADSs, respectively, in the mandatory redemption offer, these warrants will lead to an increase in the share capital of TeliaSonera from SEK 15,006,016,057.60 by a maximum of SEK 142,538,393.60 to a maximum of SEK 15,148,554,451.20 through issuance of a maximum of 44,543,248 new TeliaSonera shares, corresponding to a dilution of 0.9 percent in relation to the number of issued and outstanding TeliaSonera shares as of the date of this prospectus supplement.

Determination of the Offer Price

According to the Finnish Securities Market Act, TeliaSonera is required to make a mandatory redemption offer to purchase the remaining Sonera shares, including Sonera shares represented by Sonera ADSs, and Sonera warrants for cash at their fair price. The fair price to be paid in connection with a mandatory redemption offer shall be determined by taking into account: (i) the volume-weighted average trading price of the target company's shares during the 12-month period prior to the time when the obligation to commence a mandatory redemption offer first arises, (ii) any higher price paid by the bidder for the target company's shares purchased during such 12-month period, and (iii) any special circumstances.

In a ruling dated September 30, 2002, the Finnish Financial Supervision Authority stated that, in the case of an exchange offer, the duty to commence a mandatory redemption offer, if any, subsequent to such exchange offer under the Finnish Securities Market Act, shall arise at the expiration of the exchange offer period and the 12-month period referred to in item (i) and item (ii) above should be deemed to refer to the 12-month period ending at the time of the expiration of the exchange offer period.

In relation to item (ii) above, the Finnish Financial Supervision Authority stated in its ruling that the purchases of Sonera shares by Telia pursuant to the exchange offer would be taken into account as purchases of Sonera shares and that, in order to determine whether the cash redemption price paid in connection with such purchases were to be considered higher than the 12-month volume-weighted average trading price determined pursuant to item (i) above, the Telia shares offered in connection with the exchange offer should be valued based upon the lower of the volume-weighted average price prevailing for the Telia shares during a relatively short period prior to the expiration of the exchange offer period (for example, five trading days) and the market price prevailing for Telia shares prior to the announcement of the exchange offer, which equalled 4.41 per Telia share (based upon the closing market price per Telia share on March 25, 2002, converted into euros at the SEK-to-euro currency exchange rate for that day). In the event that the exchange offer consideration, based upon such method of valuation, represented a value more than insignificantly higher than the volume-weighted average trading price of the Sonera shares during the 12-month period prior to the expiration of the exchange offer period, such higher value should be taken into account in establishing the fair price. In addition, the Finnish Financial Supervision Authority stated that, by extending the exchange offer on terms unchanged to the remaining shareholders of Sonera in connection with the mandatory redemption offer so that the shareholders of Sonera have an opportunity to choose between the cash redemption price and share consideration in the form of TeliaSonera shares, TeliaSonera is released from any obligation to pay a higher cash redemption price as a result of item (ii) above. The discussion above is also relevant, to the extent applicable, to Sonera warrants.

Consequently, as there were no major changes in the trading price and trading volumes for Telia shares and Sonera shares during the exchange offer period and in the absence of any special circumstances of the

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kind referred to in item (iii) above and since the remaining shareholders of Sonera are being offered shares as consideration in the mandatory redemption offer based on the same exchange ratio as in the exchange offer, TeliaSonera has determined that the cash redemption price for each Sonera share in connection with the mandatory redemption offer is equal to the volume-weighted average trading price of Sonera shares during the 12 months from November 15, 2001 to November 15, 2002.

TeliaSonera's obligation to make the mandatory redemption offer arose at the expiration of the exchange offer period on November 15, 2002. The volume-weighted average trading price of Sonera's shares during the 12-month period from November 15, 2001 to November 15, 2002 is 5.00. In accordance with the ruling of the Finnish Financial Supervision Authority, the purchases of Sonera shares by Telia pursuant to the exchange offer have not been taken into account in calculating the volume-weighted average trading price of Sonera's shares.

Except for the purchases of Sonera shares and Sonera warrants by Telia pursuant to the exchange offer, neither TeliaSonera nor, to the best of its knowledge, any of its affiliates, as defined in the Finnish Securities Market Act, has acquired Sonera shares or securities that are convertible, exchangeable or redeemable for Sonera shares during the period from November 15, 2001 to November 15, 2002.

The cash price per warrant being offered to holders of the Sonera warrants 1999A is based on the volume-weighted average trading price of such warrants on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002.

Sonera warrants of a series other than the 1999A series are not listed on any established market. The cash price per such unlisted series of Sonera warrants has been determined based on conventional option valuation methods. In making such valuations, the unlisted Sonera warrants have been treated as European call options without applying any discount to reflect certain special conditions of the warrants.

For a discussion of the determination of the exchange ratios used in connection with the exchange offer and this mandatory redemption offer, see the description included under the caption "THE TRANSACTION" in the exchange offer prospectus.

Market Price Information

The volume-weighted average trading price of Sonera shares on the Helsinki Exchanges during the 12-month period from November 15, 2001 to November 15, 2002 is 5.00.

The volume-weighted average trading price of Sonera 1999A warrants on the Helsinki Exchange during the 12-month period from November 15, 2001 to November 15, 2002 is 0.96.

Restrictions on Ability of Certain Persons to Participate in the Mandatory Redemption Offer

Due to restrictions under the laws of Australia, the Hong Kong Special Administrative Region of the People's Republic of China, Japan and New Zealand, the mandatory redemption offer, insofar as it comprises an offer of TeliaSonera securities, will not be made in any of Australia, the Hong Kong Special Administrative Region of the People's Republic of China, Japan or New Zealand. The mandatory redemption offer will, however, insofar as it comprises an offer of cash, be made in Australia, the Hong Kong Special Administrative Region of the People's Republic of China, Japan or New Zealand.

Due to restrictions under the laws of Italy and South Africa, the mandatory redemption offer, both as it comprises an offer of TeliaSonera securities or cash, will not be made in Italy or South Africa.

The legal restrictions mentioned above will, however, not prevent persons in such restricted jurisdictions from having their Sonera securities redeemed in a compulsory acquisition proceeding as described elsewhere in this prospectus supplement.

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Mandatory Redemption Offer Period and Extension

The offer to holders of Sonera shares, ADSs and warrants will commence on Monday, December 30, 2002 and expire at 9:00 a.m. New York City time/4:00 p.m., Helsinki time on Friday, January 31, 2003 unless the offer is extended.

Under Finnish law, TeliaSonera may, from time to time, extend the period of time during which the mandatory redemption offer is open. In addition, TeliaSonera will not extend the mandatory redemption offer period by more than ten business days.

If TeliaSonera extends the period of time during which the mandatory redemption offer is open, the mandatory redemption offer will expire at the latest time and date to which TeliaSonera extends the mandatory redemption offer. TeliaSonera expects to announce by press release on or about four business days following the expiration date of the mandatory redemption offer period (i) the number of outstanding Sonera shares, Sonera ADSs and Sonera warrants that have been validly tendered pursuant to the offer and (ii) whether the mandatory redemption offer will be extended. These announcements will also be posted on TeliaSonera's website at www.telia.com.

TeliaSonera will accept all Sonera securities that have been validly tendered and not withdrawn pursuant to the terms of the mandatory redemption offer. TeliaSonera reserves the right, at any time and from time to time beginning two business days after the commencement of the mandatory redemption offer period, to extend or amend this mandatory redemption offer in any respect in accordance with applicable law, provided, however, that the mandatory redemption offer period must be at least one month.

Procedures for Tendering

TeliaSonera has retained Nordea Bank Finland Plc to act as Finnish share agent in connection with the mandatory redemption offer made to holders of Sonera shares and warrants. TeliaSonera has retained Citibank, N.A. to act as the U.S. exchange agent in connection with the mandatory redemption offer made to Sonera ADS holders.

Holders of Sonera Shares

If you are a holder of Sonera shares who is directly registered in the shareholders' register held by the Finnish Central Securities Depository on or about December 27, 2002, you will receive an acceptance form with tender instructions from the book-entry account operator managing the book-entry account where your Sonera shares are registered, unless otherwise agreed with the account operator. The acceptance forms are also available from your book-entry account operator.

Shareholders who have their shares registered with the FCSD can accept the mandatory redemption offer at any asset management branch of Nordea Bank Finland Plc, the Finnish share agent.

If your Sonera shares are registered in the name of a nominee (or other custodial institution) and you wish to accept the mandatory redemption offer, you have to make such acceptance in accordance with such nominee's instructions. TeliaSonera will not send you any documents relating to the mandatory redemption offer directly.

If your Sonera shares have been pledged, the consent of the appropriate pledgee is required for acceptance of the mandatory redemption offer and it is your responsibility to obtain such consent.

If you wish to accept the mandatory redemption offer, you have to complete, sign and return the acceptance form to your account operator in accordance with such account operator's instructions or to any asset management branch of the Finnish share agent on or before 4:00 p.m. Helsinki time on Friday, January 31, 2003 or, if the mandatory redemption offer period has been extended, before the expiry of the mandatory redemption offer period as extended. Your book-entry account operator may ask you to return your acceptance form at an earlier date. Do not send your acceptance form to TeliaSonera or Sonera.

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You may accept the mandatory redemption offer only in relation to all of your Sonera shares. If you hold both Sonera shares and Sonera warrants, or Sonera warrants of more than one series, you are not obligated to tender all of your Sonera securities but may elect instead to tender only your Sonera shares or your Sonera warrants of a particular series. Except as provided in the foregoing sentence, any partial tender of your Sonera shares may be rejected as a non-acceptance of the mandatory redemption offer. Under the terms of the mandatory redemption offer, you may elect to receive only one form of consideration, either TeliaSonera shares or cash, with respect to the total number of Sonera shares you validly tender in the mandatory redemption offer.

By accepting the mandatory redemption offer, you authorize Nordea Bank Finland Plc or your account operator to effect the transfer of your Sonera shares to TeliaSonera in exchange for either TeliaSonera shares or cash, as the case may be, including the necessary registrations in the book-entry account and the authorization to subscribe for TeliaSonera shares, and to transfer the title of tendered Sonera shares to TeliaSonera. The authorization also covers the sale of any fractional entitlements to TeliaSonera shares by Nordea Bank Finland Plc as described below under Fractional Entitlements to TeliaSonera Shares and TeliaSonera ADSs.

If you elect to receive TeliaSonera shares in exchange for your Sonera shares, following receipt of a duly completed acceptance form by your account operator or any asset management branch of the Finnish share agent, each Sonera share you have tendered in the mandatory redemption offer will be converted into one Sonera exchanged share, which represents a Sonera share in the book-entry system that has been tendered and designated for exchange. The Sonera exchanged shares will be registered on your book-entry account. You must allow five business days for the registration of the acceptance before the Sonera exchanged shares are entered into your book-entry account. You may not transfer any of your Sonera exchanged shares and your Sonera exchanged shares will not be eligible for trading on the Helsinki Exchanges. A transfer restriction in respect of such exchanged shares will be registered in the book-entry system. During the mandatory redemption offer period and until the completion of the mandatory redemption offer by TeliaSonera, each Sonera exchanged share is equal to and, with the exception of the transfer restriction, carries the same rights as one Sonera share.

In connection with the completion of the mandatory redemption offer, each Sonera exchanged share will be converted into 1.51440 TeliaSonera shares. See Fractional Entitlements to TeliaSonera Shares and TeliaSonera ADSs.

The conversion will take place after the increase in TeliaSonera's share capital in connection with the completion of the mandatory redemption offer has been registered with the Swedish Patent and Registration Office.

The method of delivery of acceptance forms and all other required documents is at your option and risk, and the delivery will be deemed made only when actually received by your book-entry account operator or an asset management branch of the Finnish share agent. In all cases, you should follow the instructions sent to you by your book-entry account operator and allow sufficient time to ensure timely delivery.

If you are a holder of Sonera shares located outside Finland and the United States, please see Restrictions on Ability of Certain Persons to Participate in the Mandatory Redemption Offer above.

Holders of Sonera ADSs

If you hold your Sonera ADSs in the form of a Sonera ADR certificate, you may tender your Sonera ADSs to the U.S. exchange agent by delivering to the U.S. exchange agent a properly completed and duly executed letter of transmittal, with all applicable signature guarantees from an eligible guarantor institution, together with the Sonera ADR certificate evidencing your Sonera ADSs specified on the face of the letter of transmittal, prior to the expiration date for the mandatory redemption offer.

If you hold your Sonera ADSs in a brokerage account, you should instruct your broker, dealer, commercial bank, trust company or other entity through which you hold your Sonera ADSs to arrange for the DTC participant holding the Sonera ADSs in its DTC account to tender your Sonera ADSs in the mandatory

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redemption offer to the U.S. exchange agent by means of delivery through the book-entry confirmation facilities of DTC of your Sonera ADSs to the DTC account of the U.S. exchange agent, together with an agent's message acknowledging that the tendering DTC participant has received and agrees to be bound by the letter of transmittal, prior to the expiration date of the mandatory redemption offer.

Tendered Sonera ADSs will be held in an account controlled by the U.S. exchange agent, and consequently you will not be able to sell, assign, transfer or otherwise dispose of such securities, until such time as (1) you withdraw your Sonera ADSs from the mandatory redemption offer; (2) your Sonera ADSs have been exchanged for TeliaSonera ADSs (in which case you will only be able to sell, assign, transfer or otherwise dispose of the TeliaSonera ADSs received in respect of your Sonera ADSs); or (3) your Sonera ADSs have been returned to you because they were not accepted for exchange.

Please note that registered holders of Sonera ADSs should send their properly completed and duly executed letters of transmittal together with their corresponding Sonera ADR certificate(s) only to the U.S. exchange agent and not to TeliaSonera or Sonera. Letters of transmittal properly completed and duly executed, together with the corresponding Sonera ADR certificates, must be received by the U.S. exchange agent before 9:00 a.m., New York City time, on January 31, 2003 to be accepted for exchange. The method of delivery of Sonera ADR certificates and letters of transmittal and all other required documents is at your option and risk, and the delivery will be deemed made only when actually received by the U.S. exchange agent. In all cases, you should allow sufficient time to ensure timely delivery.

You may accept the mandatory redemption offer only in relation to all of your Sonera ADSs.

Guaranteed Delivery Procedures

If you desire to tender your Sonera ADSs in the mandatory redemption offer and your Sonera ADSs are not immediately available or time will not permit all required documents to reach the U.S. exchange agent prior to the expiration date of the mandatory redemption offer or the procedure for book-entry transfer cannot be completed on a timely basis, you may nevertheless properly tender your Sonera ADSs if all the following conditions are satisfied:

your tender is made by or through an eligible institution;

a properly completed and duly executed notice of guaranteed delivery, substantially in the form provided with this prospectus supplement, is received by the U.S. exchange agent as provided below prior to the expiration date; and

Sonera ADSs in proper form for transfer, together with, in the case of Sonera ADSs evidenced by Sonera ADR certificates, a properly completed and duly executed letter of transmittal (or a copy thereof), together with any required signature guarantees or, in the case of Sonera ADSs held through a book-entry transfer facility, a book-entry confirmation along with an agent's message and any other required documents, are received by the U.S. exchange agent within three NASDAQ trading days after the date of execution of the notice of guaranteed delivery. A NASDAQ trading day is a day on which NASDAQ is open for business.

Any notice of guaranteed delivery may be delivered by hand, by courier or mail to the U.S. exchange agent and must include a guarantee by an eligible institution in the form set forth in the notice of guaranteed delivery. In the case of Sonera ADSs held through the book-entry transfer system of DTC, the notice of guaranteed delivery must be delivered to the U.S. exchange agent by a DTC participant by means of the DTC book-entry transfer confirmation system.

If you are a holder of Sonera shares located outside Finland and the United States, please see [Restrictions on Ability of Certain Persons to Participate in the Mandatory Redemption Offer](#) above.

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Holders of Sonera Warrants

If you are a holder of Sonera warrants who is directly registered in the register of warrant holders held by the Finnish Central Securities Depository on or about December 27, 2002, you will receive an acceptance form with tender instructions from the book-entry account operator managing the book-entry account where your Sonera warrants are registered, unless otherwise agreed with the account operator. The acceptance forms are also available from your book-entry account operator.

Warrant holders who have their Sonera warrants registered with FCSD can accept the mandatory redemption offer at any asset management branch of the Finnish share agent.

If your Sonera warrants are registered in the name of a nominee (or other custodial institution) and you wish to accept the mandatory redemption offer, you have to make such acceptance in accordance with such nominee's instructions. TeliaSonera will not send you any documents relating to the mandatory redemption offer directly.

If your Sonera warrants have been pledged, the consent of the appropriate pledgee is required for acceptance of the mandatory redemption offer and it is your responsibility to obtain such consent.

If you wish to accept the mandatory redemption offer, you have to complete, sign and return the acceptance form to your account operator in accordance with such account operator's instructions or to any asset management branch of the Finnish share agent on or before 4:00 p.m. Helsinki time on January 31, 2003 or, if the mandatory redemption offer period has been extended, before the expiry of the mandatory redemption offer period as extended. Your book-entry account operator may ask you to return your acceptance form at an earlier date. Do not send your acceptance form directly to TeliaSonera or Sonera.

You may accept the mandatory redemption offer only in relation to all of your Sonera 1999A warrants, Sonera 1999B warrants, Sonera 2000A1 warrants, Sonera 2000A2 warrants, Sonera 2000A3 warrants or Sonera 2000A4 warrants. If you hold both Sonera shares and Sonera warrants, or Sonera warrants of more than one series, you are not obligated to tender all of your Sonera securities but may elect instead to tender only your Sonera shares or your Sonera warrants of a particular series. Except as provided in the foregoing sentence, any partial tender of Sonera warrants of a particular series may be rejected as a non-acceptance of the mandatory redemption offer. By tendering your Sonera 2000A warrants of a certain series, you are also deemed to tender your Sonera 2000B and 2000C warrants attached to your Sonera 2000A warrants of that series. You may elect to receive cash as consideration in relation to certain series of Sonera warrants and TeliaSonera warrants in relation to other series. You may not elect to receive both cash and TeliaSonera warrants for tendered warrants of a particular series.

By accepting the mandatory redemption offer, you authorize Nordea Bank Finland Plc or your account operator to effect the transfer of your Sonera warrants to TeliaSonera in exchange for either TeliaSonera warrants or cash, as the case may be, including necessary registrations in the book-entry accounts, and to transfer the title of tendered warrants to TeliaSonera.

If you elect to receive TeliaSonera warrants in exchange for your Sonera warrants, following receipt of a duly completed acceptance form by your account operator or any asset management branch of the Finnish share agent, each Sonera 1999A warrant will be converted into one Sonera 1999A exchanged warrant, each Sonera 1999B warrant will be converted into one Sonera 1999B exchanged warrant, each Sonera 2000A1 warrant will be converted into one Sonera 2000A1 exchanged warrant, each Sonera 2000A2 warrant will be converted into one Sonera 2000A2 exchanged warrant, each Sonera 2000A3 warrant will be converted into one Sonera 2000A3 exchanged warrant and each Sonera 2000A4 warrant will be converted into one Sonera 2000A4 exchanged warrant. Each Sonera 2000A exchanged warrant represents one Sonera 2000A warrant, one Sonera 2000B warrant and two Sonera 2000C warrants. The Sonera exchanged warrants will be registered on your book-entry account. You must allow five business days for the registration of the acceptance before the Sonera exchanged warrants are entered into your book-entry account. You may not transfer any of your Sonera exchanged warrants and none of the Sonera exchanged warrants will be eligible for trading on the Helsinki Exchanges. A transfer restriction in respect of the exchanged warrants will be registered in the book-entry system. During the mandatory redemption offer period and until the completion

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of the mandatory redemption offer by TeliaSonera, each Sonera exchanged warrant is equal to, and carries, with the exception of the transfer restriction, the same rights as, the underlying Sonera warrants.

In connection with the completion of the mandatory redemption offer, Sonera exchanged warrants will be converted into TeliaSonera warrants in the book-entry system as follows:

each Sonera 1999A exchanged warrant will be converted into one TeliaSonera warrant 2002/2005:A;

each Sonera 1999B exchanged warrant will be converted into one TeliaSonera warrant 2002/2005:B;

each Sonera 2000A1 exchanged warrant will be converted into one TeliaSonera warrant 2002/2008:A, one TeliaSonera warrant 2002/2008:B and two TeliaSonera warrants 2002/2008:C;

each Sonera 2000A2 exchanged warrant will be converted into one TeliaSonera warrant 2002/2008:D, one TeliaSonera warrant 2002/2008:E and two TeliaSonera warrants 2002/2008:F;

each Sonera 2000A3 exchanged warrant will be converted into one TeliaSonera warrant 2002/2010:A, one TeliaSonera warrant 2002/2010:B and two TeliaSonera warrants 2002/2010:C; and

each Sonera 2000A4 exchanged warrant will be converted into one TeliaSonera warrant 2002/2010:D, one TeliaSonera warrant 2002/2010:E and two TeliaSonera warrants 2002/2010:F.

The method of delivery of acceptance forms and all other required documents is at your option and risk, and the delivery will be deemed made only when actually received by your book-entry account operator or an asset management branch of the Finnish share agent. In all cases, you should follow the instructions sent to you by your book-entry account operator and allow sufficient time to ensure timely delivery.

If you are a holder of Sonera warrants located outside Finland and the United States, please see [Restrictions on Ability of Certain Persons to Participate in the Mandatory Redemption Offer](#) above.

Withdrawal Rights

Withdrawal of Tendered Sonera Shares and Sonera Warrants

Sonera securities tendered in the mandatory redemption offer in exchange for TeliaSonera securities, including the Sonera exchanged shares and Sonera exchanged warrants, may be withdrawn at any time prior to the applicable expiration of the mandatory redemption offer period.

Holders of Sonera securities who elect to receive cash as consideration for the Sonera securities they tender in the mandatory redemption offer will not have withdrawal rights.

For your withdrawal to be effective, you must follow the procedures described below and the instructions sent to you by your book-entry account operator, including:

in the event that you are a holder of Sonera exchanged shares or Sonera exchanged warrants who is directly registered in the shareholders register or the register of warrant holders held by the Finnish Central Securities Depository, you must submit a written notice of withdrawal to your book-entry account operator, for arrival prior to the applicable expiration date and time of the mandatory redemption offer; and

in the event that you are a holder of Sonera exchanged shares or Sonera exchanged warrants that are registered in the name of a nominee (or other custodial institution), you must instruct such nominee (or other custodial institution) to submit a written notice of withdrawal to the book-entry account operator of your nominee, for arrival prior to the applicable expiration date and time of the mandatory redemption offer.

The written notice of withdrawal must be submitted to the book-entry account operator to which the original acceptance form was delivered. Account details for the redelivery of the tendered securities must be included in the notice of withdrawal.

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Your book-entry account operator is entitled to charge a fee for withdrawals as agreed between you and your account operator.

After the expiration of the mandatory redemption offer period, holders who tendered their Sonera securities will have no withdrawal rights.

Withdrawal of Tendered Sonera ADSs

If you tendered your Sonera ADSs in exchange for Telia Sonera ADSs to the U.S. exchange agent by means of delivery of a letter of transmittal together with the Sonera ADR certificate evidencing your Sonera ADSs, you may withdraw your tender by delivering to the U.S. exchange agent a properly completed and duly executed notice of withdrawal, guaranteed by an eligible guarantor institution (unless the notice of withdrawal related to a tender made for the account of an eligible guarantor institution), prior to the expiration of the mandatory redemption offer period in the United States.

If you tendered your Sonera ADSs in exchange for Telia Sonera ADSs by means of the book-entry confirmation procedures of DTC, you may withdraw your tender by instructing your broker, dealer, commercial bank, trust company or other entity to cause the DTC participant through which your Sonera ADSs were tendered to deliver a notice of withdrawal to the U.S. exchange agent by means of an agent's message transmitted through the book-entry confirmation facilities of DTC, prior to the expiration of the mandatory redemption offer period in the United States.

Other

Neither Sonera, TeliaSonera, the U.S. exchange agent, the Finnish share agent nor any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal nor will any of them incur any liability for failure to give any notification. Any Sonera shares, Sonera ADSs or Sonera warrants properly withdrawn will be deemed not to have been validly tendered for purposes of TeliaSonera's mandatory redemption offer. However, if you elect to receive TeliaSonera securities in connection with the mandatory redemption offer you may re-tender withdrawn Sonera shares, Sonera ADSs or Sonera warrants by following the applicable procedures discussed above under "Procedures for Tendering" at any time prior to the applicable expiration of the mandatory redemption offer period.

Validity of the Tender of Securities

TeliaSonera will determine questions as to the validity, form, eligibility, including time of receipt, and acceptance for exchange of any tender of Sonera shares, Sonera ADSs and Sonera warrants, in its sole discretion and TeliaSonera's determination shall be final and binding. TeliaSonera reserves the right to reject any and all tenders of Sonera shares, Sonera ADSs and Sonera warrants that it determines are not in proper form or the acceptance of or exchange for which may be unlawful. No tender of Sonera shares, Sonera ADSs or Sonera warrants will be deemed to have been validly made until all defects and irregularities in tenders of Sonera securities have been cured or waived. Neither TeliaSonera, the U.S. exchange agent, the Finnish share agent nor any other person will be under any duty to give notification of any defects or irregularities in the tender of any Sonera shares, Sonera ADSs or Sonera warrants or will any of them incur any liability for failure to give any such notification. TeliaSonera's interpretation of the terms and conditions of the mandatory redemption offer, including the acceptance forms and instructions thereto, will be final and binding.

If you send in an otherwise complete acceptance form, letter of transmittal or electronic message but fail to make a valid election as to the consideration you wish to receive in the mandatory redemption offer, you will be deemed, unless you have otherwise agreed with your account operator or unless your account operator has different procedures for the processing of acceptances, to have elected to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants, as the case may be, in exchange for your validly tendered Sonera securities.

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Announcement of the Results of the Mandatory Redemption Offer

TeliaSonera will make the results of the mandatory redemption offer public by an announcement to be issued on or about four business days after the expiration of the mandatory redemption offer period. The announcement will be made by means of a press release which will also be posted on TeliaSonera's website at www.telia.com.

Acceptance of Sonera Securities, Terms of Payment and Delivery of TeliaSonera Securities

Cash Consideration

If you elect to receive cash consideration in the mandatory redemption offer for your tendered Sonera securities:

TeliaSonera will pay for all Sonera securities that have been validly tendered in the mandatory redemption offer for cash as promptly as practicable after the receipt of acceptance relating to such securities.

The payment of the cash consideration will be made:

in the case of a tendering Sonera shareholder or Sonera warrant holder, into the bank account related to the book-entry account of such tendering Sonera securityholder on or about five business days after the execution of the sale of the tendered Sonera securities to TeliaSonera on or outside the Helsinki Exchanges. Such sale will be executed within five business days after the receipt of acceptance relating to such Sonera securities; and

in the case of a tendering Sonera ADS holder, (a) by book-entry transfer of the applicable amount in U.S. dollars into the DTC account of the DTC participant which tendered the Sonera ADSs on behalf of such holder in the mandatory redemption offer by means of the DTC book-entry confirmation system or (b) by means of a check in U.S. dollars to the order of the tendering Sonera ADS holder as provided in the corresponding letter of transmittal, in either case as promptly as practicable the execution of the sale of the Sonera shares underlying the Sonera ADSs to TeliaSonera on or outside the Helsinki Exchanges.

Title to Sonera shares and Sonera warrants tendered in the mandatory redemption offer in exchange for cash consideration will transfer to TeliaSonera upon the payment by TeliaSonera of such cash consideration.

To the extent permitted, the acceptance of Sonera securities for cash consideration in the mandatory redemption offer will be executed as a sale and purchase of such securities on the Helsinki Exchanges.

Security Consideration

If you elect to receive TeliaSonera securities in the mandatory redemption offer in exchange for your tendered Sonera securities:

TeliaSonera will accept for exchange and will exchange all Sonera securities that have been validly tendered and not withdrawn pursuant to the terms of the mandatory redemption offer at the earliest practicable time following the expiration date of the mandatory redemption offer.

Such TeliaSonera securities will be delivered to you or, in the case of tendered Sonera ADSs, to an account for the benefit of the depository for TeliaSonera ADSs, at the earliest practicable date after the expiration of the mandatory redemption offer period which, in the case of Sonera shares or Sonera warrants, shall be on or about 11 business days following the expiration date of the mandatory redemption offer.

Holders of TeliaSonera shares delivered in the mandatory redemption offer will be able to exercise their rights as TeliaSonera shareholders from the date of the registration of the shares in the holders' securities accounts with the VPC (the Swedish Central Securities Depository) or the FCSD (the Finnish Central Securities Depository), respectively. Holders of TeliaSonera warrants will be able to exercise their rights as

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TeliaSonera warrant holders from the date of the registration of the warrants in the holders' securities accounts with the VPC or the FCSD, respectively. The rights of holders of TeliaSonera shares and TeliaSonera warrants that are held through VPC or FCSD are subject to the rules and regulations of VPC and FCSD concerning, among other matters, voting at shareholders' meetings, payment of dividends and trading and settlement. For a further discussion of VPC and FCSD, see DESCRIPTION OF SHARES AND SHARE CAPITAL OF TELIA FCSD Registered Telia Shares and Telia Warrants, THE SWEDISH SECURITIES MARKET and THE FINNISH SECURITIES MARKET in the exchange offer prospectus.

Title to Sonera shares and Sonera warrants tendered in the mandatory redemption offer in exchange for TeliaSonera shares and TeliaSonera warrants will transfer to TeliaSonera upon the acceptance by TeliaSonera of the exchange of the Sonera exchanged shares and Sonera exchanged warrants for TeliaSonera shares and TeliaSonera warrants, respectively, in accordance with the above.

Delivery of TeliaSonera Shares and TeliaSonera Warrants. TeliaSonera shares and TeliaSonera warrants will be delivered to the Finnish book-entry accounts of the holders of the Sonera exchanged shares or Sonera exchanged warrants, through a book-entry link between the Finnish Central Securities Depository and the Swedish Central Securities Depository. See DESCRIPTION OF SHARES AND SHARE CAPITAL OF TELIA FCSD Registered Telia Shares and Telia Warrants in the exchange offer prospectus. For a description of fractional entitlements, see Fractional Entitlements to TeliaSonera Shares and TeliaSonera ADSs below.

Assuming that there is no extension of the mandatory redemption offer period the TeliaSonera shares and TeliaSonera warrants are expected to be entered into the relevant book-entry accounts on or about February 17, 2003.

Delivery of TeliaSonera ADSs. Subject to the terms and conditions of the mandatory redemption offer, upon TeliaSonera's acceptance of Sonera ADSs tendered in the mandatory redemption offer and confirmation from the TeliaSonera depository of TeliaSonera's deposit of the applicable number of TeliaSonera shares to be represented by the TeliaSonera ADSs to be issued in the mandatory redemption offer, the U.S. exchange agent will deliver the applicable whole number of TeliaSonera ADSs, together with any cash in respect of fractional entitlements to TeliaSonera ADSs, to the tendering holders of Sonera ADSs in the following manner:

if you tendered your Sonera ADSs to the U.S. exchange agent by means of delivery of a letter of transmittal together with the Sonera ADR certificate(s) evidencing your Sonera ADSs, the U.S. exchange agent will deliver a single TeliaSonera ADR certificate evidencing the applicable number of TeliaSonera ADSs, together with a check in U.S. dollars for any cash in lieu of fractional entitlements to TeliaSonera ADSs according to the issuance and delivery instructions of the tendering Sonera ADS holder provided in the letter of transmittal; or

if you tendered your Sonera ADSs by means of DTC's book-entry confirmation system, the U.S. exchange agent will deliver the applicable whole number of TeliaSonera ADSs, together with any cash in lieu of fractional entitlements to TeliaSonera ADSs in U.S. dollars, to the account of the DTC participant who tendered the Sonera ADSs on your behalf in the mandatory redemption offer.

Dividend Payments

The TeliaSonera shares to be issued in connection with the mandatory redemption offer, including the TeliaSonera shares to be represented by TeliaSonera ADSs, will have the same dividend rights as the other currently outstanding TeliaSonera shares with respect to the fiscal year 2002 and subsequent years.

The TeliaSonera ADS depository will deliver any dividends paid upon deposited TeliaSonera shares to the holders of TeliaSonera ADSs in the manner set forth under the TeliaSonera deposit agreement.

The Swedish Central Securities Depository will transfer any dividend paid by TeliaSonera on the TeliaSonera shares held in Finnish book-entry accounts in a single sum in Swedish kronor to the Finnish Central Securities Depository which in turn is responsible for distributing the dividends to the Finnish book-

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entry account operators in euros. The book-entry account operators will pay the dividend to the bank accounts related to the book-entry accounts of the holders entitled to the dividend.

For a description of Swedish, Finnish and United States federal income tax consequences of dividend payments see **TAXATION** in the exchange offer prospectus.

Fractional Entitlements to TeliaSonera Shares and TeliaSonera ADSs

Fractional entitlements to TeliaSonera shares or fractional entitlements to TeliaSonera ADSs will not be delivered to holders of Sonera securities validly tendered in the mandatory redemption offer. To the extent that holders of Sonera securities are entitled to receive fractions of TeliaSonera shares or fractions of TeliaSonera ADSs in exchange for their Sonera securities, those fractional entitlements will be combined with the other holders' fractional entitlements and subsequently sold on behalf of such holders on the Stockholm Exchange or the Helsinki Exchanges, in the case of TeliaSonera shares or, on NASDAQ, in the case of TeliaSonera ADSs. Each such holder of Sonera securities who would not upon application of the applicable exchange ratio receive full consideration in the form of TeliaSonera shares or TeliaSonera ADSs will receive the maximum whole number of TeliaSonera shares or TeliaSonera ADSs, as applicable, together with cash consideration corresponding to the fraction of the price of the TeliaSonera share or TeliaSonera ADS, which price shall be based on the average net sale price (after deduction of related fees and expenses, excluding any commission) of all the shares, in the case of shareholders, and of all the ADSs, in the case of ADS holders, combined from the fractional entitlements and sold on behalf of those tendering holders.

By the acceptance of the mandatory redemption offer, the tendering Sonera shareholder, or tendering holder of Sonera ADSs, authorizes Nordea Bank Finland Plc, in the case of fractional entitlements to TeliaSonera shares, or the U.S. exchange agent, in the case of fractional entitlements to TeliaSonera ADSs, to combine such holders' fractional entitlements to a TeliaSonera share or TeliaSonera ADS with other such fractional entitlements and sell them on the Stockholm Exchange or the Helsinki Exchanges, in the case of TeliaSonera shares, or on NASDAQ, in the case of TeliaSonera ADSs. The sales are intended to take place promptly after delivery of the TeliaSonera securities following the expiration of the mandatory redemption offer period.

The payment of the consideration for the fractional entitlements will be made, in the case of a tendering Sonera shareholder, into the bank account related to the book-entry account of the tendering Sonera shareholders entitled to fractional entitlements and, in the case of a tendering Sonera ADS holder, (a) by book-entry transfer of the applicable amount in U.S. dollars into the DTC account of the DTC participant which tendered the Sonera ADSs on behalf of such holder in the mandatory redemption offer by means of the DTC book-entry confirmation system or (b) by means of a check in U.S. dollars to the order of the tendering Sonera ADS holder as provided in the corresponding letter of transmittal, within ten business days after the sale of the combined fractional entitlements on the Stockholm Exchange or the Helsinki Exchanges or on NASDAQ, as the case may be.

No commissions will be charged to the holders for the sale of fractional entitlements.

Costs and Finnish Transfer Taxes

If a holder of Sonera shares or Sonera warrants is directly registered in the shareholders' or warrant holders' register held by the Finnish Central Securities Depository, such holder will not have to pay any duties and fees in Finland relating to book-entry registrations in connection with his or her acceptance of the mandatory redemption offer or either the receipt of cash consideration or the conversion of Sonera shares into TeliaSonera shares or Sonera warrants into TeliaSonera warrants. The book-entry account operator may charge a fee for other services in connection with the mandatory redemption offer as agreed between the securityholder and the account operator. If a holder has Sonera shares or Sonera warrants registered in the name of a nominee (or other custodial institution) such nominee may charge such holder for tendering Sonera shares or Sonera warrants on such holder's behalf.

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TeliaSonera has been informed that, at present, TeliaSonera securities registered with the Finnish Central Securities Depository will be treated in the same way as securities of a domestic issuer for purposes of custody fees.

TeliaSonera shall be responsible for the payment of Finnish transfer taxes, if any, levied on the exchange of Sonera securities as well as fees relating to the registrations of Sonera exchanged securities and TeliaSonera securities in the Finnish book-entry system in connection with the mandatory redemption offer.

Compulsory Acquisition

Under the Finnish Companies Act, as a result of its acquisition of more than nine-tenths of all Sonera shares and more than nine-tenths of the total votes attaching to Sonera shares in connection with the exchange offer, TeliaSonera has the right to redeem the remaining Sonera shares of the minority shareholders of Sonera, whether in the form of shares or ADSs, for a fair price in a compulsory acquisition proceeding. On December 9, 2002, TeliaSonera notified Sonera of its redemption claim under the compulsory acquisition procedure for all the remaining shares of Sonera, including shares in the form of ADSs, not held by TeliaSonera. TeliaSonera announced that it will redeem the remaining Sonera shares in the compulsory acquisition proceeding for 5.00 per share. The redemption price announced by TeliaSonera in the compulsory acquisition proceeding is the same as the cash consideration for each Sonera share offered by TeliaSonera in the mandatory redemption offer. TeliaSonera has also notified Sonera that it will, without further delay, initiate arbitration proceedings in accordance with the compulsory acquisition procedures under the Finnish Companies Act in order to redeem all of the remaining Sonera shares.

Any disputes concerning the right of redemption or the redemption price in a compulsory acquisition would be resolved by an arbitral tribunal of one or more arbitrators appointed by the Finnish Central Chamber of Commerce in accordance with the Finnish Companies Act. The District Court of Helsinki has appointed a trustee to look after the interests of holders of Sonera shares, including shares represented by ADSs, which are not able to attend the redemption proceedings. Under the Finnish Companies Act, the arbitration tribunal so appointed has considerable latitude in deciding upon the method or methods used in determining the fair price of the shares of the target company and in establishing the final amount of such fair price inasmuch as the Finnish Companies Act does not contain any similar provisions to those included in the Finnish Securities Market Act and used in the determination of the fair price in connection with a mandatory redemption offer pursuant to the Finnish Securities Market Act, as described in more detail above. Therefore, no assurance can be given as to the amount of the cash redemption price to be paid in connection with a compulsory acquisition following the completion of the mandatory redemption offer and such amount could be more or less than the amount of share consideration per Sonera share and more than the amount of cash consideration per Sonera share received in connection with the mandatory redemption offer. Under the Finnish Companies Act, the shareholders of a target company and the trustee have the right to appeal the decision of the arbitral tribunal in respect of the right of redemption and the cash redemption price to be paid in connection with a compulsory acquisition. Any such appeal is to be launched, in the first instance, with the local district court in the domicile of the target company, with the decision of such local district court being subject to further appeal to the relevant Court of Appeals in Finland and, in the event that permission is granted, to the Finnish Supreme Court. Therefore, the final determination of such cash redemption price for shareholders electing to appeal such price could be subject to protracted litigation.

The date fixed for the termination of the deposit agreement governing the terms of the Sonera ADSs is January 31, 2003. Under the terms of the Sonera deposit agreement, holders of outstanding Sonera ADSs have the right to surrender their Sonera ADSs to the depository for the Sonera ADSs and withdraw the deposited Sonera shares represented thereby for a period of six months following the date of termination. Under the terms of the compulsory acquisition, TeliaSonera will acquire title to all Sonera shares, including Sonera shares represented by Sonera ADSs. ***Notwithstanding the terms of the Sonera deposit agreement, holders of Sonera ADSs wishing to dispute the right of redemption or the redemption price in the compulsory acquisition must surrender their Sonera ADSs to the Sonera ADS depository and withdraw the Sonera shares represented thereby and have such shares registered in their name in the shareholders***

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register of Sonera. Otherwise any Sonera ADSs outstanding will represent only the right to receive the U.S. dollar equivalent to the cash corresponding to the redemption price.

Under the terms of Sonera's stock option programs, in connection with a compulsory acquisition, holders of Sonera warrants shall be given an opportunity to exercise the Sonera warrants to subscribe for shares within a specified period of time and otherwise in accordance with the terms of the option programs. In addition, under the terms of Sonera's 2000 stock option program, in connection with a mandatory redemption offer, holders of Sonera warrants issued pursuant to such program shall be given an opportunity to exercise such Sonera warrants within a specified period of time and otherwise in accordance with the terms of Sonera's 2000 stock option program and to sell all or a part of their respective warrants to TeliaSonera, Sonera or to another party appointed by Sonera at the price defined in the terms of Sonera's 2000 stock option program. Holders of such Sonera warrants shall notify TeliaSonera, Sonera or such other party appointed by Sonera of their intention to sell such Sonera warrants within two months after the obligation to make a mandatory redemption offer was made public.

Trading in Sonera Securities During the Mandatory Redemption Offer Period and After the Expiration of the Mandatory Redemption Offer Period

Sonera shares and Sonera 1999A warrants not tendered in the mandatory redemption offer will continue to trade on the Helsinki Exchanges. The trading in Sonera shares and Sonera 1999A warrants will continue on the Helsinki Exchanges after the completion of the mandatory redemption offer in case all such shares and warrants are not tendered in the mandatory redemption offer. See Delisting of Sonera Securities.

Financing of the Mandatory Redemption Offer

To the extent Sonera securityholders elect to receive cash consideration for their Sonera securities in the mandatory redemption offer, such cash consideration will be financed through existing cash reserves and credit facilities of TeliaSonera.

To the extent the holders of Sonera shares, including holders of Sonera ADSs, elect to receive TeliaSonera shares or TeliaSonera ADSs, respectively, in exchange for their Sonera shares in the mandatory redemption offer, TeliaSonera will issue new TeliaSonera shares, including shares to be represented by ADSs in consideration for the Sonera shares and Sonera ADSs tendered in the mandatory redemption offer. TeliaSonera has, in connection with the exchange offer, issued TeliaSonera warrants which, to the extent holders of Sonera warrants elect to receive TeliaSonera warrants in the mandatory redemption offer, will be used as consideration for the Sonera warrants tendered in the mandatory redemption offer.

The financing of the mandatory redemption offer and the issue of new TeliaSonera shares, including shares to be represented by ADSs, are not expected to affect the operations or liabilities of Sonera.

Listing of TeliaSonera Shares, TeliaSonera ADSs and TeliaSonera Warrants 2002/2005:A

TeliaSonera shares are listed on the A-list of the Stockholm Exchange and on the main list of the Helsinki Exchanges; TeliaSonera warrants 2002/2005:A are listed on the main list of the Helsinki Exchanges; and TeliaSonera ADSs are quoted for trading on NASDAQ.

Delisting of Sonera Securities

Sonera will seek to delist its shares and warrants from the Helsinki Exchanges as soon as practicable under applicable rules and regulations. Sonera ADSs were delisted from NASDAQ on December 6, 2002.

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Ownership of Sonera in TeliaSonera

To the best knowledge of TeliaSonera, Sonera does not own any TeliaSonera securities.

Fees and Expenses

The expenses to be incurred in connection with the mandatory redemption offer are included in the estimated 135 million in expenses incurred or to be incurred in connection with the merger of Telia and Sonera. See THE EXCHANGE OFFER Other Fees and Expenses in the exchange offer prospectus for a description of the fees and expenses incurred or to be incurred in connection with the merger of Telia and Sonera.

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TAXATION

The following description is based on the tax laws of Finland, Sweden and the United States and the relevant tax treaties between these countries as in effect on the date of this prospectus supplement and is subject to changes in Finnish, Swedish and U.S. law or the above mentioned treaties, possibly with retroactive effect. This description addresses only the Finnish, Swedish and United States federal income tax considerations of holders of Sonera shares, Sonera ADSs or Sonera warrants who elect to receive cash in connection with the mandatory redemption offer. For a description of the Finnish, Swedish and United States federal income tax consequences of holders of Sonera shares, Sonera ADSs or Sonera warrants who elect to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants as consideration in connection with the mandatory redemption offer, please refer to the exchange offer prospectus under the caption TAXATION. The tax treatment of each holder of shares, ADSs or warrants depends in part upon such holder's particular situation. You should consult a professional advisor as to the tax consequences of the mandatory redemption offer and the effect of tax laws of any other jurisdiction. Holders of shares, ADSs and warrants who are tax residents outside of Finland and the United States are urged to consult their own tax advisor as to the consequences resulting from the mandatory redemption offer.

The description below is not intended to constitute a complete analysis of all tax consequences relating to the mandatory redemption and the compulsory acquisition. You should consult your own tax advisor concerning the tax consequences of your particular situation.

Finnish Tax Considerations

Under Finnish tax law, tendering Sonera securities in the mandatory redemption offer for cash consideration is considered to be a sale of such securities for tax purposes.

Any capital gains arising from the sale of securities by Finnish resident individuals and estates are taxed as capital income. Any gain or loss is calculated as the sales price less the original acquisition costs and the selling expenses. Alternatively, in lieu of applying the actual acquisition costs, individuals and estates may choose to apply a presumptive acquisition cost equal to 20 percent of the sales price, or, if the securities sold have been held for a minimum of ten years, 50 percent of the sales price. If the presumptive acquisition cost is used instead of the actual acquisition cost, any selling expenses are deemed to be included therein and may, therefore, not be deducted in addition to the presumptive acquisition cost.

Finnish residents must report any sales of securities made during the tax year on their tax return. Capital gains of individuals and estates are currently taxed at a flat rate of 29 percent. For individuals and estates, capital losses are primarily deductible from capital gains arising in the same year and the following three years.

Revenues arising from the sale of shares by Finnish resident companies are counted as part of gross income, while the acquisition cost of the shares is deductible in the taxation of the relevant company. The applicable corporate tax rate is currently 29 percent.

Non-residents who are not generally liable for tax in Finland will normally not be subject to Finnish taxes on capital gains realized in the transfer of shares of a Finnish company, except when more than 50 percent of the total assets of the company in question consists of real estate located in Finland or unless the capital gains realized in the transfer of shares relate to business carried on in Finland by a foreign seller. In such case, the foreign seller is regarded to have a permanent establishment in Finland for income tax purposes.

Under the Finnish Income Tax Act, any benefit derived from employee stock warrants is taxed as employment income at the time when the employee stock warrants are exercised. The exercise of employee stock warrants is deemed to take place when the shares are subscribed for pursuant to the warrants or when the warrants are disposed of or when they are redeemed. Taxable employment income will be calculated using the fair market value of the shares at the exercise date or the cash consideration received pursuant to the mandatory redemption offer less the price paid for the shares and/or warrants. Hence the amounts received for employee stock warrants in the mandatory redemption offer, as reduced by the acquisition cost of

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the warrants and expenses related to the acquisition, are taxed as employment income. Employment income is taxed at a progressive rate.

Swedish Tax Considerations

The following applies to holders of Sonera shares, Sonera ADSs and Sonera warrants who are non-residents of Sweden for tax purposes. This summary is not applicable if the Sonera shares, Sonera ADSs or Sonera warrants pertain to a permanent establishment or fixed place of business in Sweden. In particular, employees who tender their Sonera warrants are urged to consult a tax advisor.

Under Swedish tax law, the tender of Sonera securities in the mandatory redemption offer for cash consideration is considered to be a sale of such securities for tax purposes. However, the cash consideration election with respect to the mandatory redemption offer can generally be made by holders of shares, ADSs or warrants not resident in Sweden for tax purposes without any Swedish tax consequences. A corporation not domiciled in Sweden may, however, be liable for Swedish capital gains taxation if the corporation has a permanent establishment in Sweden to which the securities are effectively connected.

United States Federal Income Tax Considerations

The following is a description of the material U.S. federal income tax consequences that may be relevant with respect to the mandatory redemption offer and the compulsory acquisition. This description addresses only the U.S. federal income tax considerations of holders who hold Sonera shares, Sonera ADSs or Sonera warrants as capital assets and who elect to receive cash in connection with the mandatory redemption offer or who receive cash pursuant to the compulsory acquisition. For a description of the U.S. federal income tax consequences of holders of Sonera shares, Sonera ADSs or Sonera warrants who elect to receive TeliaSonera shares, TeliaSonera ADSs or TeliaSonera warrants as consideration in connection with the mandatory redemption offer, please refer to the exchange offer prospectus under the caption TAXATION United States Federal Income Tax Considerations. Except as set forth below, this description does not address tax considerations applicable to holders that may be subject to special tax rules, including:

banks, financial institutions or insurance companies;

real estate investment trusts, regulated investment companies or grantor trusts;

dealers or traders in securities or currencies;

tax-exempt entities;

persons that received Sonera shares, Sonera ADSs or Sonera warrants as compensation for the performance of services;

persons that held Sonera shares, Sonera ADSs or Sonera warrants as part of a hedging or conversion transaction or as a position in a straddle for United States federal income tax purposes; or

persons that have a functional currency other than the U.S. dollar.

This description is based

on the Internal Revenue Code of 1986, as amended (the Code), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date hereof; and

in part, on the representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

All of the foregoing are subject to change, which change could apply retroactively and could affect the tax consequences described below.

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For purposes of this description, a U.S. Holder is a beneficial owner of Sonera shares, Sonera ADSs or Sonera warrants that, for U.S. federal income tax purposes, is:

a citizen or resident of the United States;

a partnership or corporation created or organized in or under the laws of the United States or any state thereof, including the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust, if such trust validly elects to be treated as a U.S. person for U.S. federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over its administration and (2) one or more U.S. persons have the authority to control all of the substantial decisions of such trust.

A Non-U.S. Holder is a beneficial owner of Sonera shares, Sonera ADSs or Sonera warrants that is not a U.S. Holder.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Sonera shares, Sonera ADSs or Sonera warrants, the tax treatment of the partnership or a partner in such partnership generally will depend upon the status of the partner and the activities of the partnership. A partnership or a partner in a partnership that holds Sonera shares, Sonera ADSs or Sonera warrants should consult its own tax advisor.

You should consult your own tax advisor with respect to the U.S. federal, state, local and foreign tax consequences of the mandatory redemption offer and the compulsory acquisition.

The Mandatory Redemption and Compulsory Acquisition

The receipt by a U.S. Holder of cash for Sonera shares, Sonera ADSs or Sonera warrants tendered pursuant to the mandatory redemption offer or compulsory acquisition will be a taxable transaction for United States federal income tax purposes and may also be a taxable transaction under applicable state, local or foreign tax laws.

If you are a U.S. Holder, you generally will recognize gain or loss for United States federal income tax purposes equal to the difference, if any, between the amount realized from the sale of Sonera shares, Sonera ADSs or Sonera warrants and your adjusted tax basis in such Sonera shares, Sonera ADSs or Sonera warrants. Such gain or loss will be capital gain or loss. If you are a non-corporate U.S. Holder, the maximum marginal United States federal income tax rate applicable to such gain will be lower than the maximum marginal United States federal income tax rate applicable to ordinary income if your holding period for such Sonera shares, Sonera ADSs or Sonera warrants exceeds one year.

Subject to the discussion below under Backup Withholding Tax and Information Reporting Requirements, if you are a Non-U.S. Holder, you generally will not be subject to U.S. federal income tax on any gain realized in connection with the mandatory redemption or the compulsory acquisition unless

such gain is effectively connected with your conduct or trade or business in the United States or

if you are an individual, you are present in the United States for 183 days or more in the taxable year such gain is realized and certain other conditions are met.

Backup Withholding Tax and Information Reporting Requirements

U.S. backup withholding tax and information reporting requirements generally apply to certain payments to certain non-corporate U.S. holders of stock. Information reporting generally will apply to payments of proceeds from the sale or exchange of Sonera shares, Sonera ADSs or Sonera warrants made within the United States to a holder of Sonera shares, Sonera ADSs or Sonera warrants, other than an exempt recipient, including a corporation, a payee that is not a U.S. person that provides an appropriate certification and certain other persons. A payor will be required to withhold backup withholding tax from any proceeds from the sale

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or exchange of Sonera shares, Sonera ADSs or Sonera warrants made within the United States to a holder, other than an exempt recipient, if such holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding tax requirements. The backup withholding tax rate currently is 30 percent.

In the case of such payments made within the United States to a foreign simple trust, a foreign grantor trust or a foreign partnership, other than payments to a foreign simple trust, a foreign grantor trust or a foreign partnership that qualifies as a withholding foreign trust or a withholding foreign partnership within the meaning of the applicable U.S. Treasury Regulations and payments to a foreign simple trust, a foreign grantor trust or a foreign partnership that are effectively connected with the conduct of a trade or business in the United States, the beneficiaries of the foreign simple trust, the persons treated as the owners of the foreign grantor trust or the partners of the foreign partnership, as the case may be, will be required to provide the certification discussed above in order to establish an exemption from backup withholding tax and information reporting requirements. Moreover, a payor may rely on a certification provided by a payee that is not a U.S. person only if such payor does not have actual knowledge or a reason to know that any information or certification stated in such certificate is incorrect.

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ENFORCEMENT OF CIVIL LIABILITIES

TeliaSonera is a public company incorporated under the laws of the Kingdom of Sweden. All of TeliaSonera's directors and executive officers live outside the United States. All or a substantial portion of TeliaSonera's assets, and of the assets of these individuals, are located outside the United States. As a result, it may not be possible for you to effect service of process within the United States upon these individuals or TeliaSonera, or to enforce against them judgments obtained in the United States. TeliaSonera has been advised by its Swedish counsel, Mannheimer Swartling Advokatbyrå, that as a general rule judgments of U.S. courts in civil and commercial matters are not directly enforceable in Sweden. Also, the enforcement of civil liabilities based solely on U.S. securities law by original action before a Swedish court may encounter difficulties. However, foreign arbitral awards are as a general rule enforceable in Sweden, although awards of punitive damages may be unenforceable regardless from which judicial body or jurisdiction they originate.

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ANNEX A

ARTICLES OF ASSOCIATION OF TELIASONERA AKTIEBOLAG

(corporate registration number 556103-4249) adopted at the
Extraordinary General Meeting on 4 November 2002.

§ 1 Name

The Company's name is TeliaSonera Aktiebolag.

The Company is a public limited company (plc).

§ 2 Domicile

The Board of Directors shall have its registered office in Stockholm.

§ 3 Objects

The Company's objects are to offer, directly or indirectly, in a broad sense, telecommunications services and thereto associated information services, as well as to conduct other activities which are compatible with such services.

§ 4 Share capital

The share capital shall amount to no less than SEK 8 billion and no more than SEK 32 billion.

§ 5 Nominal value of shares

The shares shall have a nominal value of SEK 3.20 each.

§ 6 Board of Directors

The Board of Directors shall consist of, besides persons who may be appointed under other rules as a consequence of operations of law, no less than four and no more than nine members and no more than three deputy members. The members and deputy members are elected annually at the annual general meeting to serve until the end of the following annual general meeting.

§ 7 Auditors

No less than two and no more than three auditors and no more than the same number of deputy auditors shall be appointed by the annual general meeting to audit the annual report and financial accounts of the Company as well as the Board of Directors' and Managing Director's administration of the Company.

§ 8 Notice of a general meeting

Notice of a general meeting shall be made in the form of an advertisement placed in the Swedish Official Gazette (*Post- och Inrikes Tidningar*), *Dagens Nyheter* and *Svenska Dagbladet* or, if it is not possible to advertise in any of those just mentioned publications, another Swedish daily newspaper with national coverage.

Notice of an annual general meeting and notice of any extraordinary general meeting at which resolutions to amend the Company's Articles of Association will be considered, shall be issued no earlier than six weeks and no later than four weeks prior to the meeting. Notice of any other extraordinary general meeting shall be issued no earlier than six weeks and no later than two weeks prior to the meeting.

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§ 9 General meetings

In order to be entitled to participate in a general meeting, shareholders must be entered in a transcription of the entire share register in respect of their shareholdings ten days prior to the meeting, and must also notify the Company of their intention to attend the meeting no later than 4 p.m. on the day stated in the notice of the meeting. This day must not be a Sunday, other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not fall earlier than the fifth working day before the meeting.

Shareholders may be accompanied at the meeting by one or two persons to assist them, but only if the shareholder notifies the Company of the number of accompanying persons in the manner stated in the previous paragraph.

The annual general meeting shall transact the following matters:

1. Elect a chairman for the general meeting.
2. Prepare and approve the voting list.
3. Approve the agenda.
4. Elect two persons to check the minutes.
5. Confirm that the general meeting has been duly summoned.
6. Consider the annual accounts and the auditors' report as well as the consolidated annual accounts and auditors' report for the group.
7. Resolve
 - a) whether to approve the profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet,
 - b) how the Company's profit or loss according to the approved balance sheet is to be appropriated,
 - c) whether the members of the Board of Directors and the Managing Director should be discharged from liability for the period covered by the accounts.
8. Determine the number of Board members and deputy members, who are to be elected by the meeting.
9. Determine the amounts of fees of the Board of Directors.
10. Elect the Board of Directors and any deputy members.
11. When required, determine the number of auditors and deputy auditors.
12. When required, determine the remuneration to the auditors.
13. When required, elect the auditors and deputy auditors.
14. Consider any other business which is incumbent upon the general meeting under the Swedish Companies Act.

§10 Voting rights

Each shareholder is at the general meeting entitled to vote for the total number of shares he or she owns or represents.

§11 Financial year

The Company's financial year is the calendar year.

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§12 Record day provision

Any person who, on the record day determined by the Company is entered in the share register or list of shareholders in accordance with Chap. 3 section 12 of the Swedish Companies Act, shall be regarded as authorized to receive dividends and, in the event of a bonus issue, new shares to which existing shareholders are entitled, and also to exercise shareholders' pre-emption rights to participate in share issues.

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ANNEX B

Interim Report**January-September 2002**

Telia AB (publ), SE-123 86 Farsta, Corp. Reg. No. 556103-4249, Registered office: Stockholm

Q3 in Brief

Underlying EBITDA improved 25% to MSEK 4,281 (3,420). Substantially strengthened margin from 24% to 30%

Strong free cash flow of MSEK 2,059

Restructuring of the Danish fixed network operations affected operating income by MSEK -3,072

Costs totaling MSEK 12,089 for restructuring and streamlining efforts, primarily within International Carrier and the Danish fixed network operations, impacted operating income, falling to MSEK -10,815 (2,745)

Net sales increased to MSEK 14,496 (14,431). Sales for comparable units increased 5%

The prospectus for the merger with Sonera was published on September 30, 2002

Review of Earnings

MSEK	Jul-Sep 2002	Jul-Sep 2001	Jan-Sep 2002	Jan-Sep 2001	Jan-Dec 2001
Net sales	14,496	14,431	42,727	42,226	57,196
Change in net sales (%)	0.5	7.0	1.2	6.8	5.8
Underlying EBITDA	4,281	3,420	11,249	9,782	12,915
Underlying EBITDA margin (%)	29.5	23.7	26.3	23.2	22.6
Depreciation, amortization and write-downs	-11,057	-2,775	-16,768	-7,690	-13,975
Items not reflecting underlying business operations	-3,997	-239	-4,801	62	384
Income from associated companies	-42	2,339	333	2,390	6,136
Operating income	-10,815	2,745	-9,987	4,544	5,460
Income after financial items	-10,964	2,491	-10,507	3,902	4,808
Net income	-10,118	1,900	-9,961	2,441	1,869
Basic and diluted loss/earnings per share (SEK)	-3.37	0.63	-3.32	0.81	0.62
Free cash flow	2,059	-1,527	2,674	-5,913	-6,506
Investments	1,956	5,965	6,646	15,578	20,735
of which CAPEX	1,783	5,630	5,896	12,864	17,713
Number of employees	16,244	22,509	16,244	22,509	17,149

Comments from Anders Igel, President and CEO of Telia

The efficiency programs carried out during the year are beginning to yield positive results. It is gratifying to note that earnings, excluding restructuring costs and write-downs, showed substantial improvement during the quarter. The significant increase in the underlying EBITDA margin combined with reduced investments resulted in a sharp increase in free cash flow.

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During the third quarter, we have reviewed operations that did not show satisfactory earnings trends, specifically the international carrier operations, which we previously announced, and the fixed network operations in Denmark. We are now taking action to deal with operations that are a drain on Telia's earnings. These actions have resulted in substantial costs for restructuring and write-downs, which explains the negative operating income.

On September 30, we published the prospectus for the planned merger between Telia and Sonera and merger preparations are fully underway.

Review of the Group

Underlying EBITDA margin reached 30 percent. Extensive streamlining costs impacted operating income

Net sales for the Telia Group increased 0.5 percent to MSEK 14,496 during the third quarter. Sales were affected by the extensive divestitures in 2001 as part of the Group's refinement. Sales for comparable units increased 5 percent.

Demand remained good in all growth areas. During the third quarter, Mobile's sales increased 12 percent; Internet Services' sales increased 30 percent; and International Carrier's sales increased 17 percent. Within Networks, sales fell 4 percent for comparable units due to the introduction of local carrier preselection in Sweden.

Net Sales and Margins by Quarter (MSEK)

Significantly improved underlying EBITDA

The program of ongoing efficiency-enhancing measures is starting to yield results. During the third quarter, underlying EBITDA climbed a full 25 percent to MSEK 4,281 and the margin improved from 24 to 30 percent.

Mobile's margin increased from 26 to 31 percent; Internet Services improved its earnings 60 percent; and the increase for International Carrier was 58 percent. Weak development in Denmark led to a decreased

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margin within Networks, dropping from 38 percent to 35 percent. Underlying EBITDA in the Swedish fixed network operations improved and the margin was strengthened from 41 to 42 percent.

Distribution of Net Sales in Q3

Extensive restructuring and efficiency measures

The International Carrier business area and operations in Denmark have undergone an extensive review.

Looking forward, the International Carrier operations will be concentrated to wholesale sales of capacity, IP and voice to large customers on the profitable segments of Telia's wholly owned network in Europe and across the Atlantic. The expected result of these measures is for the carrier operations to report positive cash flow on a monthly basis in 2003, adjusted for restructuring costs.

Telia's Danish mobile and fixed network operations have so far had a negative impact on Telia's earnings. The cable TV operations, including Internet Cable, have developed well with a positive contribution to EBITDA. Customer growth in the Danish mobile operations was good and the number of customers now totals 449,000. This means that the focus of the cable TV and mobile operations will be sustained.

The Danish fixed network operations and Internet services, including broadband over ADSL show unsatisfactory development, however, and Telia deems that the current focus will not lead to satisfactory profitability. For this reason, the operations are now being switched to focus on potentially profitable areas and the product range and operating costs will be cut by more than half. The objective is to attain positive underlying EBITDA at the end of 2003. The possibility of reaching this objective however, is greatly dependent on the regulatory developments in Denmark, among other factors.

To adapt the operations to the new focus and to streamline other operations in the Group, costs totaling MSEK 12,089 were incurred in the third quarter, of which MSEK 3,160 were for restructuring and MSEK 8,929 entailed write-downs.

Depreciation, amortization, and write-downs in the third quarter totaled MSEK 11,057 (2,775). Write-downs totaled MSEK 8,112 (149) and mainly comprised write-downs of fixed assets in International Carrier and the fixed network operations in Denmark.

Items not reflecting underlying business operations totaled MSEK -3,997 (MSEK -239) and mainly referred to restructuring costs within International Carrier and the fixed network operations in Denmark, as well as capital gains within Holding. The item also included MSEK 159 from certain pension-related costs.

Income from associated companies totaled MSEK -42 (2,339). The comparative quarter was affected by capital gains of MSEK 3,034. Not including capital gains, income from associated companies improved by MSEK 645 in the third quarter 2002.

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As a result of extensive write-downs and restructuring costs, operating income decreased to MSEK -10,815 (2,745) in the third quarter.

Financial items improved during the quarter to MSEK -149 (-254).

Income after financial items totaled MSEK -10,964 (2,491).

After minority stakes and a positive tax effect of MSEK 852 arising from a previously unutilized loss carry-forward, the net income reported for the third quarter was MSEK -10,118 (1,900).

Nine-month period

During the nine-month period, net sales advanced 1 percent compared with the same period in the preceding year. Sales for comparable units increased 6 percent.

Underlying EBITDA improved 15 percent to MSEK 11,249 (9,728).

Depreciation, amortization and write-downs totaled MSEK 16,768 (7,690), of which write-downs totaled MSEK 8,208 (149).

Items not reflecting underlying business operations totaled MSEK -4,801 (62) and consist of, in addition to restructuring costs and third quarter write-downs within International Carrier and the Danish fixed network operations, streamlining costs within other operations (MSEK 370), certain pension-related costs (MSEK 354), and a capital gain (MSEK 50).

Income from associated companies totaled MSEK 333 (2,390). Not including capital gains and write-downs, earnings showed an improvement of MSEK 2,151 during the nine-month period.

Operating income decreased to MSEK -9,987 (4,544).

Financial items totaled MSEK -520 (-642), resulting in income after financial items totaling MSEK -10,507 (3,902).

After minority stakes and a positive tax effect of MSEK 544 arising from a previously unutilized loss carry-forward, the net income reported was MSEK -9,961 (2,441).

Strong cash flow, sustained low debt/equity ratio

The substantial increase in underlying EBITDA and low level of investment generated strong free cash flow (cash flows from operating activities less CAPEX) of MSEK 2,059 in the quarter. This strong cash flow enabled the Group to reduce its net interest-bearing liabilities from MSEK 10,336 to MSEK 8,107 and the low debt/equity ratio was maintained despite significant restructuring provisions and write-downs.

MSEK	Sep 30, 2002	Dec 31, 2001	Dec 31, 2000
Interest coverage ratio (multiple)	-6.4	3.0	7.3
Change in total assets (%)	-13.3	4.5	60.2
Asset turnover ratio (multiple)	0.48	0.46	0.54
Equity/ assets ratio (%)	45.0	46.2	44.4
Capital employed	74,076	90,971	92,374
Net interest-bearing liability	8,107	10,661	20,235
Debt/equity ratio (multiple)	0.16	0.18	0.37

Reduced investments

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Investments decreased 67 percent to MSEK 1,956 (5,965) in the third quarter due to lower investments in production facilities (CAPEX) in the Swedish fixed network, International Carrier and in the mobile networks.

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Investments during the nine-month period totaled MSEK 6,646 (15,578), which represents a 57 percent decrease compared with the same period in the preceding year.

Continued staff cuts

During the nine-month period, the number of Group employees decreased by 905 to 16,244.

Publication of the prospectus for the merger with Sonera

On September 30, 2002, Telia published the prospectus for the merger with Sonera, along with instructions and terms and conditions for the exchange offer through which the merger will be effected. The exchange offer acceptance period commenced on October 7, 2002 and will end on November 8, 2002. The result of the offer is expected to be published on November 14, 2002.

Extraordinary meeting of shareholders

In connection with the planned merger with Sonera, an extraordinary meeting of Telia shareholders will be held on Monday, November 4, 2002 at 5:00 pm at Berwaldhallen in Stockholm, Sweden. Notice of the meeting was advertised in the newspapers on October 4.

Changes in Telia's Management

Within Telia's Group Management, Jörgen Latte was appointed as Acting CFO and Head of Corporate Financial Control on September 1, and Eva Lindqvist was appointed as head of the business area International Carrier on September 9. Marie Ehrling will be appointed as head of Telia's Swedish operations on January 1, 2003. After the planned merger with Sonera, Ehrling will be responsible for the profit center TeliaSonera Sverige.

Review of Business Areas**Mobile Strong improvement in profitability and continued customer growth**

Mobile has developed positively during the quarter with a continued stream of customers, improved earnings and strengthened margins.

MSEK	Jul-Sep 2002	Jul-Sep 2001	Jan-Sep 2002	Jan-Sep 2001
Net sales	5,743	5,247	16,214	14,692
of which external	5,367	4,786	15,131	13,143
Underlying EBITDA	1,800	1,375	4,391	3,616
EBITDA margin (%)	31.3	26.2	27.1	24.6
Depreciation, amortization etc.	-1,036	-980	-2,875	-2,499
Items not reflecting underlying business operations	-38	-33	-386	-47
Income from associates	81	105	212	224
Operating income	807	467	1,342	1,294
Investments	633	2,100	2,012	3,307
of which CAPEX	633	1,835	1,761	3,027

Continued customer growth, increased use of SMS and increased traffic per customer in all Nordic markets contributed to a 12 percent increase in external net sales, to MSEK 5,367 in the third quarter, compared to the corresponding quarter of 2001. The number of customers during the quarter increased by 130,000 to 5,258,000, while the number of customers via service providers fell by 6,000 to 173,000.

Sales rose 15 percent to MSEK 15,131 for the nine-month period.

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Volume growth combined with streamlining efforts in all Nordic operations led to a 31 percent improvement in underlying EBITDA, to MSEK 1,800, and the margin was strengthened to 31.3 (26.2) percent during the quarter.

Depreciation increased to MSEK 1,036 (980).

Items not reflecting underlying business operations totaled MSEK -38 (-33) and primarily refer to pension provisions in the Swedish operations.

Income from associated companies, of which the greater part refers to operations in the Baltic states and Russia, fell to MSEK 81 (105). The poorer result is due to the fact that the operations in Russia, after the formation of MegaFon, consist to a large part of start-up operations.

Operating income increased to MSEK 807 (467). Operating income for the nine-month period increased to MSEK 1,342 (1,294).

Investments decreased to MSEK 633 (2,100) and were primarily for capacity expansion in the Norwegian, Danish and Swedish networks. The high level of investment in the comparative year is attributable to the acquisition of a 3G license in Denmark (MSEK 1,170).

Continued customer growth and improved profitability in Sweden

In Sweden, external net sales in mobile telephony rose 4 percent to MSEK 2,820. At the same time, the price level fell 4 percent due to reduced interconnect fees.

The number of GSM customers during the quarter increased by 57,000 to 3,401,000 and the number of customers via service providers increased by 2,000 to 89,000.

The average traffic volume per customer and month rose to 135 minutes (131).

SMS climbed 24 percent and 134 million messages were sent during the quarter.

Reduced interconnect fees and an increased share of prepaid customers led to a drop in the average revenue per user (ARPU), to SEK 293 (303).

Churn was 13 percent compared with 11 percent during the second quarter 2002.

Increased traffic per customer and cost-cutting measures resulted in a 6 percent improvement in underlying EBITDA, to MSEK 1,518, and the margin increased to 48.4 (46.3) percent.

Telia s and Tele2 s jointly owned network company, Svenska UMTS-nät AB, signed a loan agreement with a group of banks for SEK 11 billion in loans and credit on current account for the 3G buildout in Sweden. The buildout and financing of the UMTS network in Sweden is proceeding according to plan.

A GPRS service, Telia GPRS LAN-access, was introduced during the quarter. The service targets businesses with employees who need to access information in the company s internal systems when they are away from the office.

Two new subscription types for businesses were also launched: Work for voice services and Executive for voice and data services.

On October 1, 2002, Telia further reduced its interconnect fee in the GSM network from SEK 0.92 to SEK 0.88 per minute. The price for the HomeRun broadband service was also reduced.

Continued growth and improved earnings in Norway

In Norway, external net sales in mobile telephony rose 25 percent to MSEK 1,484. The number of customers during the quarter increased by 26,000 to 1,022,000, while the number of customers via service providers fell by 8,000 to 84,000.

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SMS growth remained strong. During the third quarter, 197 million messages were sent, up 47 percent from the same quarter of the preceding year.

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Simple and attractive customer offers and an increased share of postpaid customers contributed to an increase in the traffic volume per customer per month to 169 (147) minutes and ARPU climbed to NOK 377 (341).

Underlying EBITDA climbed 48 percent to MSEK 629 and the margin improved to 41.6 percent (35.4). This improvement in earnings is attributable to customer growth, increased traffic volume and streamlining efforts.

Strong sales growth in Denmark

In Denmark, external sales in mobile telephony rose 62 percent to MSEK 250. The increase was mainly attributable to customer growth. Sales of mobile subscriptions have continued to be successful and the number of customers increased during the quarter by 36,000 to 449,000.

During the third quarter, a total of 58 million SMS messages were sent, a jump of nearly 300 percent. There was also a slight improvement in traffic volume per user and ARPU.

Underlying EBITDA improved to MSEK -119 (-128).

Most of the investments made during the quarter referred to the expansion of the GSM 900 network, which is expected to be completed during the year.

Sales growth and reduced deficit in Finland

In the Finnish market, external sales for mobile telephony jumped 34 percent to MSEK 235 compared with the same quarter of 2001. The number of customers rose by 12,000 to 247,000. Prepaid customers represented the greater part of this growth.

SMS increased 29 percent.

Underlying EBITDA improved to MSEK -34 (-95), partly due to the fact that a greater part of the traffic is now carried in Telia's own network as a result of the roaming agreement with Suomen 2G.

Telia has committed to selling its mobile operations in Finland as stipulated by the EU in its approval of the merger with Sonera.

Growth in the Baltic states and Russia

The associated companies in Russia and the Baltic states continued to show positive development and the total number of customers surged 635,500 to 3,814,000 during the quarter. The customer growth was primarily attributable to the Russian operations.

Business solutions, telephony

External net sales for telephony in Business Solutions totaled MSEK 408 and underlying EBITDA improved to MSEK -21 (-73).

Reduced losses in other business

For other operations, which mainly include mobile portals, shops and radio contracting, external net sales fell 17 percent to MSEK 170. The decline is chiefly attributable to retail operations. Reduced costs for the portal business resulted in an improvement in underlying EBITDA to MSEK -158 (-184).

Internet Services Stronger market position in broadband

Within Internet Services, external net sales rose 30 percent to MSEK 1,034 during the third quarter compared with the same quarter of 2001. The increase is attributable to continued demand for broadband access, greater demand for TV services and higher prices. The average price level climbed 7 percent during the quarter.

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MSEK	Jul-Sep 2002	Jul-Sep 2001	Jan-Sep 2002	Jan-Sep 2001
Net sales	1,046	765	3,057	2,337
of which external	1,034	797	3,027	2,325
Underlying EBITDA	-92	-229	-406	-747
EBITDA margin (%)	-8.8	-29.9	-13.3	-32.0
Depreciation, amortization etc.	-124	-108	-493	-281
Items not reflecting underlying business operations	-19	-15	-116	-24
Income from associates	-33	-9	-51	-36
Operating income	-268	-361	-1,066	-1,088
Investments	67	129	303	672
of which CAPEX	68	129	274	605

Sales for the nine-month period increased 30 percent.

Telia's Internet services continued to report weak development. Third quarter sales fell to MSEK 30 (31). This was attributable to weak demand, primarily for content services (portal services) and payment services. The operations also reported weak profitability.

The range of services is being restructured in order to create a service portfolio with solid long-term growth and sustainable profitability. Telia is also concentrating greater efforts on developing accesses and related value-added services such as VOIP and other types of communications-related services, an area where Telia has high expertise and a strong market position with over 1.2 million Internet access customers.

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