Full Year and Fourth Quarter Reports 2012

Tele2 Russia Holding AB

corporate reg. no. 556469-7836

FULL YEAR AND FOURTH QUARTER 2012 REPORT

The Board of Directors herewith presents the full year report for Tele2 Russia Holding AB, corporate reg. no. 556469-7836, and its subsidiaries for January 1 – December 31, 2012.

The figures presented in this report refer to Q4 2012. The figures shown in parentheses refer to the comparable periods in 2011.

Tele2 Russia Holding AB is the parent company of a number of wholly owned companies incorporated in the Russian federation. Tele2 Russia Holding AB and its subsidiaries are referred to as "Tele2 Russia" in this full year report.

Tele2 Russia Holding AB is owned by Tele2 Russia Telecom BV, Netherlands (99.9 percent) and Tele2 Russia Two AB, Sweden (0.1 percent). The ultimate parent company is Tele2 AB ("Tele2"), which indirectly owns 100 percent of the company.

TELE2 RUSSIA

The operations of Tele2 Russia include all operations of Tele2 in Russia. Tele2 Russia offers mobile telephony services, mainly prepaid services to the residential market and also services to the corporate market.

Tele2 Russia has GSM licences in 43 regions covering approximately 62 million inhabitants. Tele2 Russia's strategy is to have a balanced approach to rolling out new regions, while maintaining a stable profitability in the more mature regions.

The overall operational development in the quarter was characterized by a balanced competitive environment in combination with a robust customer intake. Tele2 Russia continued to pursue market share during the quarter, especially in regions that have not yet reached critical mass. Through a combination of launch costs for new regions in the Far East and increased cost for acquiring new subscribers, Tele2 Russia experienced some margin contraction during Q4 2012. Going forward the company will maintain its ambition to stay competitive in the market and grow its customer base, leading to maintained level of marketing expenses, In the quarter, EBITDA amounted to SEK 1,228 (1,189) million, equivalent to a margin of 36 (40) percent. EBITDA was negatively impacted by SEK -45 million of which the majority was related to an inventory write-down.

The total customer base grew by 373,000 (250,000 see Note 6) customers in Q4 2012 divided into 141,000, 105,000 and 127,000 customers for the months of October, November and December respectively. During the last 12 months, Tele2 Russia's customer base has grown by 2.1 million new users, proving that there is a continued solid demand for Tele2 Russia's services despite competitors' introduction of 3G services. The total customer base amounted to 22.7 (20.6) million at the end of Q4 2012. The churn level of the total customer base was steady during the quarter, helped by a fairly stable market environment. Tele2 Russia will maintain its effort to be best in class in customer retention and continue to work with a commission structure to the retail channels in order to further enhance the quality of customer intake.

Despite an impact from customer base growth in newcomer and challenger regions with lower initial service usage, and generally high competitive pressure throughout Tele2

Russia's footprint, MoU for the total operations increased by 7 percent compared to the year-earlier period, amounting to 265 (247). ARPU was SEK 50 (49) or RUB 235 (224).

On the regulatory side, the time schedule for testing the viability of technology neutrality was clarified by the State Commission for Radio Frequency (GKRCh). The deadline for handing in test results is set to the 1st of June 2013. Tele2 expects that the regulatory authorities will maintain their established support to the regional operators and enable them to provide essential future-proof data services and that a positive decision on technology neutrality will be taken in 2013.

Tele2 Russia will keep looking for possibilities to carefully expand its operations through new licences as well as by complementary acquisitions.

DIVIDEND

The Board of Tele2 Russia Holding AB has decided to recommend the AGM a total dividend of SEK 2,100,000,000.

FINANCIAL GUIDANCE

The following assumptions should be taken into account when estimating the operational performance of the Russian mobile operations in 2013:

- Tele2 Russia expects total revenue of between SEK 13,700 13,800 million.
- Tele2 Russia expects EBITDA of between SEK 4,800 4,900 million.

OTHER ITEMS

Risks and uncertainty factors

Tele2 Russia's operations are affected by a number of external factors. The risk factors considered to be most significant to Tele2 Russia's future development are operating risks such as the availability of frequencies and telecom licences, the political and economic environment in Russia, integration of new business models, destructive price competition, changes in regulatory legislation and financial risks such as currency risk, interest risk, liquidity risk and credit risk. In addition to the risks described in Tele2 Russia's annual report for 2011 (see Directors' report and Note 2 of the report for a detailed description of Tele2 Russia's risk exposure and risk management), no additional significant risks are estimated to have developed.

Income statement

	2012	2011	2012	2011
SEK million	Full year	Full year	Q4	Q4
Net sales	12 984	11 463	3 402	2 988
Operating expenses	-9 308	-7 916	-2 456	-2 043
Other operating income	14	26	3	-2
Other operating expenses	-12	-20	-1	5
Operating profit, EBIT	3 678	3 553	948	948
Interest income/costs	-688	-562	-185	-132
Exchange rate differences, external	6	-3		-2
Exchange rate differences, Tele2 group	-34	106	14	-77
Exchange rate differences, Tele2 Russia group	39	-93	-11	80
Other financial items	-11	3	-4	
Profit after financial items, EBT	2 990	3 004	762	817
Group Contribution, Tele2 group	-98	-104	-98	-104
Tax on profit 1, 8	-865	-721	-434	-135
NET PROFIT	2 027	2 179	230	578

Comprehensive income

	2012	2011	2012	2011
SEK million Note	Full year	Full year	Q4	Q4
Net profit	2 027	2 179	230	578
Components that may be reclassified to net profit:				
Exchange rate differences	83	-80	34	13
Exchange rate differences, tax effect	-35	1	25	4
Total components that may be reclassified to net profit	48	-79	59	17
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	2 075	2 100	289	595

Change in equity

			Dec 31, 2012			Dec 31, 2011	
		Attributal	ble to		Attributa	ble to	
SEK million	Note	equity holders of the parent company	Non- controlling interests	Total equity	equity holders of the parent company	Non- controlling interests	
Equity, January 1		2 369		2 369	-5 739		-5 739
Share-based payments	4	5		5	8		-5 7 59
Shareholders' contribution	3				6 000		6 000
Dividends	3	-2 300		-2 300			3
Comprehensive income for the period		2 075		2 075	2 100	-	2 100
EQUITY, END OF PERIOD		2 149	-	2 149	2 369		2 369

Balance sheet

SEK million Note	Dec 31, 2012	Dec 31, 2011
ASSETS		
NON-CURRENT ASSETS		
Goodwill	810	813
Other intangible assets 8	1 414	1 120
Intangible assets	2 224	1 933
Tangible assets 8	6 340	6 264
Other financial assets	211 15	5
Deferred tax assets	712	727
NON-CURRENT ASSETS	9 281	8 929
CURRENT ASSETS		
Inventories	19	49
Current receivables	714	662
Cash and cash equivalents	451	271
CURRENT ASSETS	1 184	982
ASSETS	10 465	9 911
EQUITY AND LIABILITIES		
EQUITY	0.440	2 369
Attributable to equity holders of the parent company 3	2 149	2 369
EQUITY	2 149	2 309
LONG-TERM LIABILITIES		0.470
Interest-bearing liabilities, Tele2 group	114	2 478
Other interest-bearing liabilities 2,5	5 718	2 944
Deferred tax liability	293	268
LONG-TERM LIABILITIES	6 125	5 690
SHORT-TERM LIABILITIES		05
Interest-bearing liabilities, Tele2 group	400	95
OH THE REPORT OF THE PROPERTY	100	12
Other interest-bearing liabilities	0.004	4 7 4 5
Non-interest-bearing liabilities	2 091	
	2 091 2 191	1 745 1 852

Cash flow statement

		2012	2011	2012	2012	2012	2012	2011	2011
SEK million	Note	Full year	Full year	Q4	Q3	Q2	Q1	Q4	Q:
OPERATING ACTIVITIES									
Cash flow from operations, excluding paid taxes		4 123	3 904	993	1 118	1 028	984	1 001	1 150
Taxes paid	1	-879	-807	-454	-163	-94	-168	-148	-230
Changes in working capital		257	132	210	17	60	-30	97	18
CASH FLOW FROM OPERATING ACTIVITIES		3 501	3 229	749	972	994	786	950	938
INVESTING ACTIVITIES									
Capital expenditure in intangible and tangible assets, CAPEX		-1 326	-1 672	-175	-407	-501	-243	-519	-465
Cash flow after CAPEX		2 175	1 557	574	565	493	543	431	473
Sale of shares and participations			1						
Cash flow from investing activities	***************************************	-1 326	-1 671	-175	-407	-501	-243	-519	-465
CASH FLOW AFTER INVESTING ACTIVITIES		2 175	1 558	574	565	493	543	431	473
FINANCING ACTIVITIES									
Change in net borrowings from Tele2 group		-2 561	-5 768	-304	-430	-1 855	28	-300	-467
Change in net lending to Tele2 group			1 490		•			-22	1
Other change of loans	5	2 810	2 841	-21	-63	1 331	1 563	-40	-4
Dividends	3	-2 300		-	*		-2 300		
Cash flow from financing activities		-2 051	-1 437	-325	-493	-524	-709	-362	-470
NET CHANGE IN CASH AND CASH EQUIVALENTS		124	121	249	72	-31	-166	69	3
Cash and cash equivalents at beginning of period		271	153	184	121	129	271	192	196
Exchange rate differences in cash and cash equivalents		56	-3	18	-9	23	24	10	-7
CASH AND CASH EQUIVALENTS AT END OF THE PER	NOD	451	271	451	184	121	129	271	192

Number of customers

		Numb	non-time or				Net inta	ake			
by thousands	Note	2012 Dec 31	2011 Dec 31	2012 Full year	2011 Full year	2012 Q4	2012 Q3	2012 Q2	2012 Q1	2011 Q4	2011 Q3
Mobile	6	22 716	20 636	2 080	2 198	373	710	693	304	250	681
TOTAL		22 716	20 636	2 080	2 198	373	710	693	304	250	681

Net sales

SEK million	Note	2012 Full year	2011 Full year	2012 Q4	2012 Q3	2012 Q2	2012 Q1	2011 Q4	2011 Q3
Net sales	7	12 984	11 463	3 402	3 257	3 277	3 048	2 988	3 015
External net sales		12 984	11 463	3 402	3 257	3 277	3 048	2 988	3 015

EBITDA and **EBIT**

SEK million	2012 Full year	2011 Full year	2012 Q4	2012 Q3	2012 Q2	2012 Q1	2011 Q4	2011 Q3
EBITDA	4 720	4 452	1 228	1 231	1 196	1 065	1 189	1 206
Depreciation/amortization and other impairment	-1 042	-899	-280	-255	-279	-228	-241	-220
EBIT	3 678	3 553	948	976	917	837	948	986

Key ratios

SEK million	2012	2011	2010	2009	2008
Net sales	12 984	11 463	10 142	7 540	6 809
Number of customers (by thousands)	22 716	20 636	18 438	14 451	10 422
EBITDA	4 720	4 452	3 560	2 463	2 364
EBIT	3 678	3 553	2 765	1 827	1 834
EBT	2 990	3 004	2 320	751	526
Net profit	2 027	2 179	1 884	512	328
EBITDA margin, %	36,4	38,8	35,1	32,7	34,7
EBIT margin, %	28,3	31,0	27,3	24,2	26,9
Cash flow from operating activities	3 501	3 229	2 927	1 499	1 378
Paid CAPEX	1 326	1 672	1 556	2 109	1 619
Cash flow after CAPEX	2 175	1 557	1 371	-610	-241
Equity	2 149	2 369	-5 739	-6 901	-7 195
Total assets	10 465	9 911	10 445	9 369	7 906
Net debt	5 481	5 258	12 934	13 809	13 127

Parent company

INCOME STATEMENT

	2012	2011
SEK million	Full year	Full year
Administrative expenses	-2	-4
Operating loss, EBIT	-2	-4
Dividend from group companies	4 167	3 082
Result from shares in group companies, other	A	-269
Net interest expenses and other financial items	-387	-402
Profit after financial items, EBT	3 778	2 407
Tax on profit/loss	14	107
NET PROFIT	3 792	2 514

BALANCE SHEET

SEK million Note	Dec 31, 2012	Dec 31, 2011
ASSETS		
NON-CURRENT ASSETS		
Shares in group companies	13 572	13 445
Receivables, Tele2 group	3 971	-
Deferred tax assets	452	438
Other financial assets	5	5
NON-CURRENT ASSETS	18 000	13 888
CURRENT ASSETS		
Current receivables	7	10
Current receivables Tele2 Russia group	11	22
CURRENT ASSETS	18	32
ASSETS	18 018	13 920
EQUITY AND LIABILITIES		
EQUITY		
Unrestricted equity 3	12 587	11 095
EQUITY	12 587	11 095
LONG-TERM LIABILITIES		
Interest-bearing liabilities, Tele2 Russia group	5 322	2 606
Other interest-bearing liabilities	<u>-</u>	97
LONG-TERM LIABILITIES	5 322	2 703
SHORT-TERM LIABILITIES		
Interest-bearing liabilities, Tele2 group	14	117
Interest-bearing liabilities, Tele2 Russia group		5
Other interest-bearing liabilities	95	-
SHORT-TERM LIABILITIES	109	122
EQUITY AND LIABILITIES	18 018	13 920

NOTES

ACCOUNTING PRINCIPLES AND DEFINITIONS

The full year report for the group was prepared in accordance with IAS 34 and the Swedish Annual Accounts Act, and the full year report for the parent company was prepared in accordance with the Swedish Annual Accounts Act and the Swedish Financial Reporting Board recommendation RFR 2 Reporting for legal entities and its statements.

New and amended IFRS standards and IFRIC interpretations

The amended IFRS standards and IFRIC interpretations, which became effective on January 1, 2012, have had no material effect on the consolidated financial statements.

From January 1, 2012 internal sales within Russia are not reported in net sales and internal sales. The comparable periods are re-presented. The effects on the financial statements are stated in Note 7.

Within the scope of Annual Improvements to IFRSs 2009-2011 the improved IAS 32 (effective for annual periods beginning on or after January 1, 2013) clarifies that income tax relating to distributions shall be accounted for according to IAS 12. Tele2 Russia has sought guidance from the improved IAS 32 and from Q4 2012 onwards taxes on dividends from subsidiaries are recognized in the income statement instead of in other comprehensive income. The comparable periods are re-presented and the effects on the financial statements are presented in Note 8.

In all other respects, Tele2 Russia has presented its full year report in accordance with the accounting principles and calculation methods used in the 2011 Annual Report. The description of these principles and definitions is found in the Annual Report 2011.

NOTE 1 TAXES

In Q4 2012, Tele2 Russia paid withholding tax for dividend of SEK -223 million.

NOTE 2 CONTINGENT LIABILITIES

The parent company Tele2 Russia Holding AB and the group company Tele2 Financial Services AB have provided irrevocable undertakings for the group company OJSC Saint-Petersburg Telecom's obligations related to the bonds issued during 2011 and 2012 (for additional information please refer to Note 5).

NOTE 3 TRANSACTIONS WITH RELATED PARTIES

In Q4 2012, Tele2 Financial Services AB made a group contribution of SEK 98 (104) million to the Tele2 group.

In Q1 2012, the parent company Tele2 Russia Holding AB paid a dividend of SEK 2 300 million to the Tele2 group.

Tele2 Sweden provides management and technical services to the Tele2 Russia group. Tele2 AB has issued long-term incentive programmes to a number of employees in the Tele2 Russia group, for additional information please refer to Note 4. For additional information regarding transactions with related parties please refer to Note 31 of the Annual Report 2011.

Apart from above stated transactions with other companies within the Tele2 group, no other significant related party transactions have been carried out during 2012.

NOTE 4 INCENTIVE PROGRAMS (LTI)

The parent company of the Tele2 group, Tele2 AB (publ), has issued long-term incentive programmes (LTI) to a number of employees in the Tele2 Russia group. Additional information related to LTI programs are presented in Note 29 of the Annual Report 2011.

LTI 2012

	2012
Number of share rights	Jun 15-Dec 31
Allocated June 15, 2012	197,810
Forfeited	-30,250
Total outstanding share rights	167,560

At the Annual General Meeting held on May 7, 2012, the shareholders of Tele2 AB (publ) ("the company") approved a performance-based incentive programme for senior executives and other key employees in the Tele2 group. The Plan has the same structure as last year's incentive program. Detailed information of the Plan has been disclosed in the interim report January – June 2012.

LTI 2011

	2012	Cumulative	
Number of share rights	Jan 1–Dec 31	from start	
Allocated June 17, 2011		201,320	
Outstanding as of January 1, 2012	184,570		
Allocated, compensation for dividend	14,411	14,411	
Forfeited	-37,488	-54,238	
Total outstanding share rights	161,493	161,493	

LTI 2010

	2012	Cumulative	
Number of share rights	Jan 1–Dec 31	from start	
Allocated June 9, 2010		106,400	
Outstanding as of January 1, 2012	106,116		
Allocated, compensation for dividend	8,250	23,126	
Forfeited	-38,982	-54,142	
Total outstanding share rights	75,384	75,384	

LTI 2009

	2012	Cumulative
Number of share rights	Jan 1-Dec 31	from start
Allocated June 1, 2009		184,160
Outstanding as of January 1, 2012	139,912	
Allocated, compensation for dividend	*	26,752
Forfeited	-8,380	-79,380
Exercised	-131,532	-131,532
Total outstanding share rights	<u> </u>	

The exercise of the share rights in LTI 2009 was conditional upon the fulfilment of certain retention and performance based conditions for the Tele2 group, measured from April 1, 2009 until March 31, 2012. The outcome of these decided performance conditions was in accordance with below:

		Minimum hurdle	Stretch target	Perfor- mance	Allotment
	Retention and performance	(20%)	(100%)	outcome	
	based conditions				
Series A	Total Shareholder Return Tele2		≥ 0%	156.2%	100%
	(TSR)				
Series B	Average normalised Return on	14%	17%	22.0%	100%
	Capital Employed (ROCE)				
Series C	Total Shareholder Return Tele2	> 0%	≥ 10%	65.2%	100%
	(TSR) compared to a peer group				

Weighted average share price for share rights at date of exercise amounted to SEK 124.00 during 2012.

NOTE 5 FINANCING

In Q2 2012, Tele2 Russia issued a 6 billion Rouble bond. The bond has a final maturity of 10 years and a put option providing for an effective tenor of 3 years. The coupon rate for the period is 9.10 percent per annum with semi-annual coupon payments.

In Q1 2012 Tele2 Russia issued a 7 billion rouble bond (with 2 tranches). The bond has a final maturity of 10 years and a put option providing for an effective tenor of 2 years. The coupon rate for the period is 8.90 percent per annum with semi-annual coupon payments.

NOTE 6 NUMBER OF CUSTOMERS

In Q4 2011, number of customers in Russia decreased by 96 000 customers, as a one-time adjustment, due to changes in IT systems.

NOTE 7 CHANGED ACCOUNTING PRINCIPLE FOR INTERNAL SALE

From January 1, 2012 internal sales within Russia are not reported in net sales and internal sales. The comparable periods are restated. The effects on the financial statements are stated below.

Net sales	(=)	=	¥1.	X=	100	-	
Internal sales, elimination	206	49	66	60	31	154	39
Russia	-206	-49	-66	-60	-31	-154	-39
Internal net sales							
SEK million	Full year	Q4	Q3	Q2	Q1	Full year	Q4
	2011	2011	2011	2011	2011	2010	2010

NOTE 8 OTHER RECLASSIFICATIONS WITHHOLDING TAX ON DIVIDEND

Withholding taxes on dividends, paid by Russian subsidiaries, were previously reported as other comprehensive income. From 2012, these taxes are reported as current tax in the income statement. The comparable periods are restated. The effects on the financial statements are stated below.

A	2011	2011	2011	2011	2010	2009
SEK million	Full year	Q4	Q3	Q2	Full year	Full year
Income statement						
Current income tax	-153	:=1	9	-161	-12	-19

CONSTRUCTION IN PROGRESS

A reclassification was made of construction in progress related to intangible assets from previously been reported as construction in progress in tangible assets until it was completed and by that time reclassified to intangible assets, to being reported as construction in progress in intangible assets already from the start. The effects on the financial statements are stated below.

	2012	2012	2012	2011	2010
SEK million	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
Balance sheet					
Intangible assets	97	134	116	107	8
Tangible assets	-97	-134	-116	-107	-8

Stockholm, February 5, 2013

Mats Granryd Lars Nilsson

Jonas Bengtsson

REVIEW REPORT

Introduction

We have reviewed the full year report for Tele2 Russia Holding AB for the period January 1 - December 31, 2012. The Board of Directors is responsible for the preparation and presentation of this full year report in accordance with IAS 34 and the Annual Accounts Act. Our responsibility is to express a conclusion on this full year report based on our review.

Scope of Review

We conducted our review in accordance with the Standard on Review Engagements (SÖG) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review has a different focus and is substantially less in scope than an audit conducted in accordance with ISA and other generally accepted auditing practices. The procedures performed in a review do not enable us to obtain a level of assurance that would make us aware of all significant matters that might be identified in an audit. Therefore, the conclusion expressed based on a review does not give the same level of assurance as a conclusion expressed based on an audit.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the full year report is not, in all material respects, prepared for the Group in accordance with IAS 34 and the Annual Accounts Act, and for the Parent Company in accordance with the Annual Accounts Act.

Stockholm, February 5, 2013 Deloitte AB

Thomas Strömberg
Authorized Public Accountant