

Offer Document

**Voluntary public cash offer to acquire
all issued and outstanding shares in**

TANDBERG Television ASA

made by

Telefonaktiebolaget LM Ericsson (publ)

Offer price:
NOK 106 per share in cash

Offer period:
From and including 27 February 2007 to and including 16.30 CET on 13 March 2007

Financial Advisor and Receiving Agent

SEB ENSKILDA

26 February 2007

Important Information

General

This Offer Document has been prepared in connection with the Voluntary Cash Offer (the "Offer") submitted by Telefonaktiebolaget LM Ericsson (publ) (the "Offeror" or "Ericsson") pursuant to the Norwegian Securities Trading Act section 4-18.

The Offer and this Offer Document has been controlled and approved by Oslo Børs in accordance with section 4-14 of the Norwegian Securities Trading Act. No other regulatory body has controlled the Offer Document.

Shareholders of TANDBERG Television ASA (TANDBERG Television or the "Company") must rely upon their own examination of the Offer and should study this Offer Document carefully and, if necessary, seek independent advice concerning the Offer and this Offer Document.

The Offeror does not represent that this Offer Document contains correct and complete information relevant to the Offer.

With the exception of the Offeror, no person is entitled or authorised to provide any information or make any representations in connection with the Offer other than the information included in this Offer Document. If such information or representation is provided or made by any other party than the Offeror, such information or representation, as the case may be, should not be relied upon as having been provided or made by or on behalf of the Offeror.

This Offer Document is governed by Norwegian Law.

Copies of this Offer Document will be distributed to the shareholders of TANDBERG Television registered in the shareholders register in the VPS as of 27 February 2007, except for TANDBERG Television Shareholders in jurisdictions where this Offer Document may not be lawfully distributed, and are available free of charge at the office of the Receiving Agent:

SEB Enskilda ASA
Filipstad Brygge 1
P.O. Box 1363 Vika
0113 Oslo
Norway
Tel: +47 21 00 85 00
Fax: +47 21 00 89 62

SEB Enskilda is acting as the Receiving Agent for the Offer and financial adviser to the Offeror. In its capacity as Receiving Agent and financial adviser SEB Enskilda is acting for no other party in connection with the Offer and will not be responsible to any person other than the Offeror, nor for providing advice in relation to the Offer.

This Offer Document has been prepared in the English language only. A Norwegian language summary and acceptance form have also been prepared and is included in section 8 and appendix 3 of the Offer Document. In the event of any discrepancy between the contents of the English and the Norwegian text, the English language shall prevail.

Restrictions

General

The distribution of this Offer Document and the making of the Offer may, in certain jurisdictions (including, but not limited to, Canada, Australia and Japan), be restricted by law. Therefore, persons obtaining this Offer Document or into whose possession this Offer Document otherwise comes, are required to, and should inform themselves of and observe all such restrictions. The Offeror, TANDBERG Television and the Receiving Agent do not accept or assume any responsibility or liability for any violation by any person whomsoever of any such restriction.

This Offer Document is not directed to persons whose participation in the offering requires that further offer documents are issued or that registration or other measures are taken, other than those required under Norwegian law. No document or materials relating to the Offer may be distributed in or into any country where such distribution or offering requires any of the aforementioned measures to be taken or would be in conflict with any law or regulation of such a country. In the event of such distribution or offering still being made, an acceptance form sent from such a country may be disregarded.

To the extent permissible under applicable law or regulation, and in accordance with normal Norwegian market practice, the Offeror or their brokers (acting as agents) may from time to time make certain market purchases of, or arrangements to purchase, directly or indirectly, TANDBERG Television shares or other securities that are immediately convertible into, exchangeable for, or exercisable for, TANDBERG Television shares, other than pursuant to the Offer, before, during or after the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required by law or regulation in Norway.

This Offer Document does not represent an offer to acquire or obtain securities other than shares in TANDBERG Television that are offered to be acquired according to this Offer Document.

SEB Enskilda is acting as financial adviser for the Offeror and no one else in connection with the Offer and will not be responsible to anyone other than the Offeror for providing the protections afforded to customers of SEB Enskilda or for providing advice in relation to the Offer.

United States of America

The Offer is being made for securities of a Norwegian company and is subject to Norwegian disclosure requirements which are different from certain US disclosure requirements. In addition, US investors should be aware that this Offer Document has been prepared in accordance with a Norwegian format and style, which differs from the US format and style.

In particular, the appendices to this document contain information concerning the Offer required by Norwegian disclosure requirements which may be material and which has not been summarised elsewhere in this document. In addition, the financial statements of TANDBERG Television reproduced in this document have been prepared in accordance with International Financial Reporting Standards and generally accepted accounting principles in Norway and thus may not be comparable to financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. Also, the settlement procedure with respect to the Offer will comply with the rules of Norway, which differ from US domestic tender offer procedures in certain material respects, particularly with regard to the date of payment of consideration.

The Offeror is incorporated under the laws of Sweden. Some or all of the officers and directors of Ericsson and the Offeror are residents of countries other than the United States and a substantial portion, of the assets of the Offeror are located outside the United States. As a result, it may not be possible for US shareholders of TANDBERG Television to effect service of process within the United States upon the Offeror (or such officers or directors) or to enforce against any of them judgement of US courts predicated upon the federal or state securities laws of the United States.

The Offer is not open to any U.S. persons as defined under US federal securities law or any shareholder residing in the United States. Accordingly, any tenders received under this Offer from such shareholders will not be accepted. The Offer is not intended for distribution or dissemination in the United States or to U.S. shareholders residing outside the United States. No tender offer for any TANDBERG Television shares by Ericsson has been made in the United States.

Canada

Neither this Offer Document nor any copy of it may be taken or transmitted into Canada or distributed or redistributed in Canada or to any individual outside Canada who is a resident of Canada, except in compliance with applicable rules.

Japan

Neither this Offer Document nor any copy of it may be taken or transmitted into Japan or distributed or redistributed in Japan or to any resident thereof for the purpose of solicitation of subscription of offer for sale of any securities or in the context where its distribution may be construed as such solicitation or offer.

Australia

This Offer is not being made directly or indirectly in or into and may not be accepted in or from Australia. Accordingly, if any copies of this Offer Document (and any accompanying documents) are mailed or otherwise distributed or sent in or into Australia, that action does not constitute an offer and any purported acceptance by or on behalf of an Australia resident will be invalid.

No Offer Document has been lodged with the Australian Securities & Investments Commission ("ASIC") and ASIC has not approved the Offer in Australia without a prospectus being lodged.

Other

Further, the Offer is not open to any shareholder of TANDBERG Television in any other jurisdiction where it is unlawful for any person to receive or accept the Offer. No action has been taken to permit the distribution of this Offer in any jurisdiction where action would be required for such purposes. Accordingly, any tenders received under this Offer from such shareholders will not be accepted.

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Definitions and Glossary of Terms

These abbreviations and definitions also refer to the pages prior to this section

Acceptance	Acceptance of the Offer by a TANDBERG Television Shareholder.
Acceptant	TANDBERG Television Shareholder who accepts the Voluntary Offer.
Company	TANDBERG Television
Compulsory Acquisition	The acquisition by the Offeror pursuant to section 4-25 of the Norwegian Public Limited Companies Act of the remaining shares in TANDBERG Television, to be effected if and following the Offeror becoming owner of TANDBERG Television Shares representing more than 90 per cent of the total issued shares and voting rights outstanding.
Financial Advisor	SEB Enskilda
Form of Acceptance or Acceptance Form	The Form of Acceptance, to be used by TANDBERG Television Shareholders when accepting the Offer, enclosed with this document as appendix 2 and 3.
Ericsson	Telefonaktiebolaget LM Ericsson (publ)
Mandatory Offer	An offer as defined in the Norwegian Securities Trading Act of 19 June 1997 No. 79 section 4-1
NOK	Norwegian Kroner, the lawful currency of the Kingdom of Norway.
Norwegian Public Limited Companies Act	The Norwegian Act relating to Public Limited Liability Companies of 13 June 1997 No. 45 ("Allmennaksjeloven").
Norwegian Register of Business Enterprises	The Norwegian Register of Business Enterprises at Brønnøysund, Norway ("Foretaksregisteret").
Norwegian Stock Exchange Regulations	The Norwegian Stock Exchange Regulations no. 30 of 17 January 1994 ("Børsforskriften").
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 19 June 1997 No. 79 ("Verdipapirhandelloven").
Offer	The Voluntary Cash Offer.
Offer Document	This Offer Document dated 26 February 2007 prepared in connection with the Voluntary Offer made by the Offeror.
Offeror	Ericsson
Offer Period	The period where TANDBERG Television Shareholders may accept the Voluntary Offer, running from and including 27 February 2007 to and including 16.30 hours CET, 13 March 2007.
Offer Price	The consideration of NOK 106 per TANDBERG Television Share to be paid in cash in accordance with the terms and conditions of this Offer.
Oslo Børs	Oslo Børs ASA (translated Oslo Stock Exchange).
Receiving Agent	SEB Enskilda
SEB Enskilda	SEB Enskilda ASA
TANDBERG Television	TANDBERG Television ASA, a public limited liability company incorporated under the laws of Norway.
TANDBERG Television Shareholders or Shareholders	Owners of TANDBERG Television Shares, including beneficial owners of nominee registered TANDBERG Television Shares registered in the shareholders register in the VPS as of 27 February 2007.
TANDBERG Television Shares or Shares	All issued and outstanding shares in TANDBERG Television, each having a nominal value of NOK 2 per share.
Voluntary Cash Offer	The Offer described in this Offer Document pursuant to which the Offeror offers to purchase the TANDBERG Television Shares not already owned or acquired by the Offeror.
VPS	The Norwegian Central Securities Depository ("Verdipapirsentralen").

Responsibility Statements

Ericsson

This Offer Document has been prepared in accordance with section 4-18 of the Norwegian Securities Trading Act in order to provide the TANDBERG Television Shareholders with a basis for considering the Offer. The Offer Document has been filed with and approved by Oslo Børs in accordance with section 4-14 of the Norwegian Securities Trading Act.

The information in the Offer Document regarding TANDBERG Television is based exclusively on the Company's public accounts and other material in the public domain. The Offeror disclaims any responsibility and liability for the accuracy or completeness of the Offer Document in terms of the information on TANDBERG Television. In the opinion of the Offeror, the information in the Offer Document regarding TANDBERG Television and the Offer provides a correct and adequate presentation of issues of material importance when considering the Offer.

As per 26 February 2007, the Offeror and related parties, as defined in the Norwegian Securities Trading Act section 4-5, cf. section 1-4, and/or its employees, owned 9,399,150 shares in TANDBERG Television, and has entered into irrevocable acceptances of the Offer in respect of 12,607,144 shares in TANDBERG Television, representing 15.7 per cent of the voting rights and share capital in TANDBERG Television.

26 February 2007

Telefonaktiebolaget LM Ericsson (publ)

Receiving Agent

SEB Enskilda ASA is acting as Receiving Agent and financial adviser to the Offeror in relation to the Offer.

The information regarding TANDBERG Television in this Offer Document is based on material available in the public domain. SEB Enskilda does not provide any guarantees nor do we accept any responsibility in any way whatsoever with respect to the accuracy or completeness of the information included in this Offer Document.

As at 26 February 2007, SEB Enskilda and related parties, as defined in the Norwegian Securities Trading Act section 4-5, cf. section 1-4, and/or its employees hold 0 shares in TANDBERG Television and 0 shares in the Offeror, not including shares held as hedge towards derivative positions.

Oslo, 26 February 2007

SEB Enskilda ASA

Norwegian Legal Counsel

Wiersholm, Mellbye & Bech, Advokatfirma AS has acted as Norwegian legal advisor to Ericsson in connection with the Offer described in this Offer Document. We are of the opinion that the matters contained in section 6 of this Offer Document regarding tax-related matters are correctly described.

Our opinion is strictly limited to matters governed by Norwegian law and jurisdiction. We express no opinion in relation to the description of commercial, financial or accounting issues described in this Offer Document.

Oslo, 26 February 2007

Wiersholm, Mellbye & Bech, Advokatfirma AS

1 Background for the Offer

1.1 General

The Offeror is offering to acquire all issued and outstanding shares in TANDBERG Television on the terms and subject to the limitations and conditions set out in this Offer Document. The Offer Price is NOK 106 per share in cash, and the Offer is fully financed as described in Section 2.8 below. As of 26 February 2007, the Offeror, including any related party or close associate to the Offeror (as defined in section 4-5 cf. section 1-4, of the Norwegian Securities Trading Act) owned 9,399,150 shares, including any rights to shares convertible loans, as set out in the Norwegian Public Limited Companies Act section 11-1, in TANDBERG Television, or other securities issued by TANDBERG Television. In addition, Ericsson has entered into irrevocable acceptances of the Offer in respect of 12,607,144 shares in TANDBERG Television, representing 15.7 per cent of the voting rights and share capital in TANDBERG Television

1.2 The Offeror

The Offer is made by Telefonaktiebolaget LM Ericsson (publ), a Swedish company headquartered in Stockholm, Sweden. Telefonaktiebolaget LM Ericsson (publ) reserves the right to use a wholly owned subsidiary as the acquiring entity. In such a case, Telefonaktiebolaget LM Ericsson (publ) will guarantee for its subsidiary's rights and obligations with regards to this Offer Document.

Ericsson is a world-leading provider of telecommunications equipment and related services to mobile and fixed network operators globally. Through its Sony Ericsson Mobile Communications joint venture Ericsson offers a range of mobile devices, including those supporting multimedia applications and other personal communication services. In addition, Ericsson has products for special applications within defense systems, enterprise, cables, mobile platforms and power modules

Ericsson invests heavily in R&D and actively promote open standards and systems. Also reflecting its ongoing commitment to technological leadership, Ericsson has one of the industry's most comprehensive intellectual property portfolio containing over 20,000 patents.

In 2006, Ericsson generated revenues of SEK 178 bn and a net profit of SEK 26 bn. The market capitalisation of Ericsson is SEK 412 bn.

Ericsson is a Swedish company with company registration number 556016-0680. Its headquarters are located, and the Board of Directors is seated, in Torshamnsgatan 23, Kista, 164 83 Stockholm, Sweden.

1.3 The Target Company

The target company is TANDBERG Television ASA, Fyrstikkalleen 3, 5th floor, P.O. Box 6643 Etterstad, 0607 Oslo, Norway with registered organisation number registered NO 977 234 913, a Norwegian Public Limited Company.

The TANDBERG Television Shares are listed on the Oslo Stock Exchange under the ticker code "TAT" and are registered in the VPS under the International Securities Identification Number (ISIN) NO 000 3070906.

1.4 Contact between the parties prior to the Offer

There has been no contact between the parties prior to the Offer, except for such information given to the Chairman of the Board in TANDBERG Television mentioned in 2.1.

1.5 Reasons for the Offer

In 2006, Ericsson announced its intention to strengthen its position in the multimedia segment. TV is the largest market in the multimedia segment, and TANDBERG Television and its product portfolio will be a cornerstone of Ericsson's future multimedia offering. The ambition of Ericsson is to provide the market with an end-to-end solution for IP-TV and video. The moving picture will be in the center of all services and the TV will be the center of the connected home. TANDBERG Television's current product portfolio fits perfectly with Ericsson's current portfolio without any overlap. The combined product portfolio creates a compelling end-to-end solution for IPTV and video.

1.6 Plans for the future business of TANDBERG Television

The development of the TV platform means that the distribution capacity demand increases, new interactive features requires more flexibility and cost effective solutions, and HD- and Mobile-TV requires improved compression and streaming. This means that TV will change from a media distributed over a dedicated broadcast

network to a media that will be distributed over multi purpose networks with broadcast capabilities. Encoding / Compression and IP technologies are key in this evolution.

TANDBERG Television offer a broad suite of open, standards-based products that provide the highest-quality digital TV solutions, including IPTV, HDTV, video on demand, advertising on demand, IPTV and interactive TV applications. TANDBERG Television's products which are focused on the media services combined with Ericsson's carrier class infrastructure products will result in a complete end-to-end solution that can be offered to the market.

With the acquisition of TANDBERG Television, Ericsson will get access to TANDBERG Television's solid global market presence in the IPTV, cable and satellite segment as well as one of the leading brands in the next generation networked media products. Combine that with Ericsson's excellent global reach of Telco customers, and both Ericsson and TANDBERG Television will benefit from the enlarged market presence. Both TANDBERG Television and Ericsson are world leaders in their respective technology fields. The combination of the companies will create a totally integrated product portfolio for distribution of IPTV and video.

1.7 Impact on Employees, Board of Directors and the Management

The Offeror regards TANDBERG Television's management and organization as valuable for the Offeror's future business and the Offeror will seek to adjust the day-to-day operations in a way that utilizes the best in both organizations. If the Offeror through this offer receives an accept from the existing shareholders, then a process will start with the objective of moving, all or part of, the legal structure and business activities of TANDBERG Television's into Ericsson. Regardless whether the employees are being transferred from the legal TANDBERG Television or remains employed by TANDBERG Television after the incorporation in Ericsson, the aim is to secure that the employees will keep their basic employment terms and conditions. The Offeror does not expect the implementation of the Offer to have significant legal, financial or work related effects for the TANDBERG Television employees.

The Offeror's intention is to continue to build on the extensive competencies in TANDBERG Television. Together with the Offeror's global market organization this integration will give increased possibilities in the market place for both TANDBERG Television's and the Offeror's products and services.

The work with this integration will be performed in consultation with the management in TANDBERG Television in order not to loose momentum in TANDBERG Television and to reach the business objectives of the Offeror.

The Offeror will after the acquisition propose a new board of directors in TANDBERG Television.

1.8 Statement from the Board of Directors of TANDBERG Television

The Board of Directors has a duty to issue a statement on the Offer including information on the employees view and other factors of significance for assessing whether the Offer should be accepted by the shareholders. Information should also be given about the views, if any, of the Board members and the CEO in their capacity as Shareholders. Under section 4-16, cf. section 4-18, of the Norwegian Securities Trading Act, such statement must be given at least one week before the Offer Period expires.

2 The Offer

This Offer Document serves the purpose of being a Voluntary Cash Offer to acquire all TANDBERG Television Shares.

This Voluntary Cash Offer is made to all TANDBERG Television Shareholders and has been sent to all shareholders with known addresses appearing in the shareholders register in the VPS as of 27 February 2007 except for TANDBERG Television Shareholders in jurisdictions where this Offer Document may not be lawfully distributed.

2.1 Introduction

The Offeror announced on 26 February 2007 that it would make a voluntary cash offer to purchase the outstanding Shares of TANDBERG Television. On 25 February 2007 the Offeror informed the Chairman of TANDBERG Television that Ericsson intended to launch a voluntary public cash offer for all outstanding shares in TANDBERG Television.

On 26 February 2007 Ericsson owned 9,399,150 shares representing 11.67 per cent of the voting rights and share capital in TANDBERG Television and has entered into irrevocable acceptances of the Offer in respect of 12,607,144 shares in TANDBERG Television, representing 15.7 per cent of the voting rights and share capital in TANDBERG Television, such acceptances being conditional upon the Offer being made and the terms of the Offer.

The Offer covers 100 per cent of the share capital of TANDBERG Television currently issued.

2.2 Offer Price

Shareholders accepting the Offer will receive a consideration of NOK 106 per Share to be paid in cash in accordance with the terms and conditions of this Offer (the "Offer Price"). The Offer Price values all 80,529,876 Shares in the Company accumulated at NOK 8,536,166,856. See section 3 "The Offer Price" for a more detailed description regarding the price offered for the outstanding Shares in TANDBERG Television.

In the event TANDBERG Television pays out any dividend or other distribution to its shareholders, for which the record date occurs prior to settlement of the Offer, the Offer price will be reduced with the amount distributed per TANDBERG Television share.

2.3 Offer Period

The Offer Period under the Offer is from and including 27 February 2007 to and including 13 March 2007 at 16.30 hours CET (Norwegian time). The Offeror expressly reserves the right to approve acceptances that are received after the expiration of the Offer Period and at any time to extend the Offer Period. The Offer Period will not be extended beyond 29 May 2007. The completion of the Offer may take place at a later date solely as a result of the failure to receive all necessary regulatory and / or governmental approvals or clearances, on terms acceptable to Ericsson, in which case the completion of the Offer may be extended to not later than 30 September 2007. If the Offeror extends the Offer Period, all subsequent dates referred to in this Offer Document will be postponed correspondingly.

Any extension of the Offer Period will be announced in the manner described in section 2.6 below.

2.4 Acceptance of the Offer

In order for a TANDBERG Television Shareholder to accept the Offer, a Form of Acceptance (or a copy thereof), must be correctly filled out, signed and delivered before **16:30 hours CET on 13 March 2007**, subject to any extension of the Offer Period, to the Receiving Agent. On the Form of Acceptance the information on shareholdings and certain other matters relating to the relevant Shareholder has already been entered. The Form of Acceptance also contains information on the cash payment. The Form of Acceptance is enclosed as Appendix 2 and 3 to this Offer Document.

If the Form of Acceptance is signed by a person acting on behalf of the TANDBERG Television Shareholder, evidence of the authority of such person to sign the Form of Acceptance, e.g. an authorisation and/or a company registration certificate, must be delivered together with the Form of Acceptance in order for the Acceptance to be valid.

Only by complying with the above, may a TANDBERG Television Shareholder obtain the settlement described in section 2.7 below.

It is the Acceptant's responsibility to: (i) correctly fill out the Form of Acceptance; and (ii) deliver the Form of

Acceptance to the Receiving Agent before 16:30 hours CET on 13 March 2007, subject to any extension of the Offer Period, in order to accept the Offer.

The Form of Acceptance must be received by the Receiving Agent at the address below by means of post, delivery or fax:

SEB Enskilda ASA
Filipstad Brygge 1
P.O. Box 1363 Vika
0113 Oslo
Norway
Tel: +47 21 00 85 00
Fax: +47 21 00 89 62

The Offeror reserves the right to reject any or all acceptances of the Offer which are not in proper form, or which may be unlawful. The Offeror reserves the right, but shall in no event be obliged, to accept any incorrect or late delivered Acceptance Forms and the right to treat an acceptance of the Offer as valid, in whole or in part, even though it is not entirely in order or not accompanied by the required evidence of authority or if it is received at places other than set out above.

TANDBERG Television Shareholders whose TANDBERG Television Shares are split between several VPS accounts will receive a separate Form of Acceptance for each account and are required to submit a separate Form of Acceptance for each account.

ANY TANDBERG TELEVISION SHAREHOLDER WHOSE TANDBERG TELEVISION SHARES ARE REGISTERED IN THE NAME OF A BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY OR OTHER NOMINEE MUST CONTACT SUCH PERSON IF SUCH TANDBERG TELEVISION SHAREHOLDER DESIRES TO ACCEPT THE VOLUNTARY CASH OFFER FOR SUCH TANDBERG TELEVISION SHARES.

IN ORDER FOR A TANDBERG TELEVISION SHAREHOLDER TO VALIDLY ACCEPT THE VOLUNTARY CASH OFFER, THE FORM OF ACCEPTANCE MUST BE SIGNED BY THE TANDBERG TELEVISION SHAREHOLDER OR HIS AUTHORISED ATTORNEY.

All TANDBERG Television Shares to be acquired under the Offer must be transferred free of any encumbrances or other third-party rights whatsoever and with all shareholder rights attached to them. Any third party with registered encumbrances or other third-party rights over the relevant VPS-account(s) must sign the Acceptance Form and thereby waive their rights to the Shares and approve the transfer of Shares to the Offeror free of any encumbrances.

The Acceptance will be irrevocable and cannot be withdrawn after receipt by the Receiving Agent.

Any TANDBERG Television Shareholder, by returning the Form of Acceptance to the Receiving Agent, is bound to accept the transfer of TANDBERG Television Shares against cash consideration subject to the terms and conditions as set forth in this Offer Document and the Form of Acceptance, as from the moment the Receiving Agent has received the Form of Acceptance.

TANDBERG Television Shares covered by acceptances will be transferred to a special VPS account established in the Acceptant's name (mirror account) where the TANDBERG Television Shares will be blocked in favour of the Receiving Agent on behalf of the Offeror (and must be otherwise free of third-party rights). It will not be possible for Shareholders to administer the Shares after the blocking has been established. This blocking will only apply for Shares in TANDBERG Television, and Shareholders may freely administer any other securities registered on the current VPS account. Shareholders accepting the Offer will retain ownership of their TANDBERG Television Shares until completion of the Offer. All Shareholder rights shall, to the extent provided under Norwegian law, be vested with the Shareholder until completion of the Offer.

By accepting the Offer, each Shareholder gives the Receiving Agent an irrevocable power of attorney to register such blocking of each Shareholder's TANDBERG Television Shares in favour of the Receiving Agent pending transfer of such TANDBERG Television Shares to the Offeror upon completion and settlement of the Offer. Payment for the Shares will be made immediately after the TANDBERG Television Shares are transferred to the Offeror.

Unless otherwise specified in the acceptance form, an Acceptance will comprise all of the Acceptant's TANDBERG Television Shareholder's TANDBERG Television Shares.

2.5 Conditions for completion of the Offer

The Offer to acquire TANDBERG Television Shares is subject to the satisfaction of all the conditions set out below:

- a. Receipt of acceptances for more than 90 percent of the Shares and votes outstanding.
- b. That all necessary approvals and clearances from authorities have been obtained on terms acceptable to the Offeror.
- c. That prior to completion of the Offer there are no actions, changes, events, violations, circumstances, information or effects that are or are reasonably expected to become, materially adverse to the value, business, assets (including intangible assets), liabilities, capitalisation, financial conditions or results or operations of the Company or the Company if controlled by the Offeror ("Material Adverse Change"), nor that the acquisition of or value of the shares in TANDBERG Television is rendered partially or wholly impossible or significantly changed or impeded as a result of legislation, regulation, change of control, any decision of court or public authority, or other comparable measures, including actions by TANDBERG Television or any third party, beyond the Offeror's control.

As soon as the conditions for completion of the Offer above have been met or waived, Ericsson will issue a notification to that effect in accordance with the section 2.6 below.

The Offer will be withdrawn if the conditions referred to above are not met or waived prior to completion of the Offer. If the above conditions have not been met or waived by the Offeror, the Offer will lapse, in which case all TANDBERG Television Shareholders who have accepted the Offer will be released from their Acceptances.

The Offeror reserves the right, in its sole discretion, at any time to waive, in whole or part, one or more of the conditions to the Offer and with respect to the condition a. above, to complete the Offer at lower level of acceptance.

Notification on whether the conditions have been met or waived or that the Offer has been withdrawn will be announced as soon as possible after the end of the Offer Period, including any extension thereof, to the TANDBERG Television Shareholders by the Offeror. Due to practical circumstances pertaining to the registration of Acceptances and to the offer process in general, some time may elapse before the Offeror will be able to give such notification. For other announcements, see section 2.6 "Announcements and Amendments to the Offer" below.

The Shares shall upon completion of the Offer be delivered by the accepting shareholders free of any and all encumbrances. In the Acceptance Form the Acceptant authorises SEB Enskilda to transfer the Shares to a blocked account in the VPS immediately upon their Acceptance, but ownership rights in the Shares and all Shareholder rights, including the rights to vote and to receive dividend, shall remain with the Acceptant until the Offer is completed.

2.6 Announcements and Amendments of the Offer

Announcements issued by or on behalf of the Offeror regarding the Offer and/or the Offer Document will be deemed to have been made once they have been received by Oslo Børs and distributed through its electronic information system. In this respect, the Offeror will have no obligation to publish, advertise or otherwise communicate any such announcement other than by making such release to Oslo Børs.

The Offeror expressly reserves the right to revise the Offer by increasing the Offer Price or extend the Offer Period for all shares. Any such revision of the Offer or extension of the Offer Period will be announced through the information system at Oslo Børs, as set out in the first paragraph in this section 2.6, prior to the expiry of the original or extended (as the case may be) Offer Period, cf. section 2.3. The benefit of the increased Offer Price will be made available also to those TANDBERG Television Shareholders who have accepted the Offer in its original or previously revised form (hereinafter "Previous Acceptors"). The acceptance by a Previous Acceptor shall be deemed an acceptance of the Offer as revised, including any extensions of the Offer Period.

In addition, the Offeror reserves the right to amend the Offer and/or to issue a new offer, in accordance with the Norwegian Securities Trading Act, whereby the Offer will be amended accordingly. Such amended/new offer shall be deemed as accepted by the Previous Acceptors, provided that the changes made represent amendments favourable to the Previous Acceptors.

2.7 Settlement

Settlement will be made in Norske Kroner (NOK) to the bank account that at the time of Acceptance was registered in the VPS for dividend payments. In the event that no such bank account exists, settlement will be made by bank giro (a settlement system used in Norway, similar to a Norwegian currency banker's draft), or by cheque.

If the conditions in section 2.5 are fulfilled and/or waived by the Offeror, settlement will be as soon as reasonably possible following announcement that the conditions of the Offer have been met or waived. The Settlement Date

will be the later of 2 April 2007 and five business days following the announcement that the conditions to the Offer has been successfully met or waived. Ericsson expects that the conditions for the completion of the Offer will be met before 16 April 2007, however, no guarantee can be made. If the Offer Period is extended, the latest settlement date will be postponed correspondingly, cf. section 2.3.

Interest compensation will neither be paid for the period from the date of acceptance until the settlement date, nor will interest compensation be paid to the Acceptants if the Offer Period is extended.

2.8 Financing of the Offer

The Offeror will use own funds to finance the Offer.

2.9 Costs

The Offeror will pay commissions and costs directly related to VPS transactions in connection with the Offer. As such, Acceptants will not incur any brokerage fees or other costs directly related to VPS transactions in connection with the Offer. Any tax consequences or costs incurred by TANDBERG Television Shareholders for financial or legal advice, or any other costs in connection with the Offer will not be paid by the Offeror.

2.10 Tax

TANDBERG Television Shareholders accepting the Offer are themselves responsible for any tax liability arising as a result of the settlement in cash and any costs incurred in obtaining advice on this matter. A general description of the tax implications of the Offer is contained in section 6 "Tax consequences" of this Offer Document.

2.11 Acquisition of TANDBERG Television Shares outside the Offer

To the extent permissible under applicable law or regulation, and in accordance with normal Norwegian market practice, the Offeror and/or its affiliates or their brokers (acting as agents) may from time to time make certain market purchases of, or arrangements to purchase, directly or indirectly, TANDBERG Television Shares or other securities that are immediately convertible into, exchangeable for, or exercisable for, TANDBERG Television Shares, other than pursuant to the Offer, before, during or after the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required by law or regulation in Norway.

2.12 Mandatory Offer

If the Offeror, as a result of the Offer or otherwise, acquires TANDBERG Television Shares representing more than 40 per cent of the voting rights, the Offeror will be required under chapter 4 of the Norwegian Securities Trading Act to make a Mandatory Offer for the remaining TANDBERG Television Shares. The offer price for the mandatory offer must be equal to, or higher than, the highest price paid, or agreed to be paid, by Ericsson for TANDBERG Television shares during the six month period prior to the date on which the obligation to make a Mandatory Offer is triggered. If it is clear that the market price is higher than the price resulting from the previous sentence when the Mandatory Offer obligation is triggered, the offer price shall at least be as high as the market price.

2.13 Compulsory Acquisition of Shares

If, as a result of the Offer, the Mandatory Offer or otherwise, the Offeror acquires and holds more than 90 per cent of the total issued TANDBERG Television Shares representing more than 90 per cent of the voting rights in TANDBERG Television, then the Offeror would have the right (and each remaining Shareholder in TANDBERG Television would have the right to require the Offeror) to commence the Compulsory Acquisition for cash for any TANDBERG Television Shares not owned by the Offeror pursuant to section 4-25 of the Norwegian Public Limited Companies Act. At the earliest, such Compulsory Acquisition may commence simultaneously to the Mandatory Offer being launched.

The price to be paid in a Compulsory Acquisition, will, in the absence of an agreement between the Offeror and the remaining TANDBERG Television Shareholders, be determined in accordance with section 4-25, second and third paragraph of the Norwegian Public Limited Companies Act. According to such provisions, the Offeror shall first offer the remaining Shareholders a price at which it is willing to purchase TANDBERG Television Shares. If the Offeror presents the offer in writing to all of the remaining Shareholders with a known address, and the offer is announced in the Norwegian Company Register's electronic bulletin for public announcements and in a newspaper generally read at TANDBERG Television's place of business, the Offeror may set a time limit for each Shareholder to contest or refuse the offer. Such time limit may not be less than two months from the electronic announcement. Shareholders who have not contested such offer within the expiration of such time limit are deemed to have accepted such offer. If certain Shareholders do not accept such offer, the price to be paid to those Shareholders in the Compulsory Acquisition will be determined by a Norwegian court. The Norwegian court will have full discretion

with respect to evaluating the price to be paid for Shares as of the commencement of the Compulsory Acquisition. The consideration paid by the Offeror and accepted by Shareholders pursuant to the Offer is likely to be among the factors considered by the Norwegian court.

2.14 Delisting of the TANDBERG Television Shares

The Offeror intends to propose to the general meeting of Shareholders of TANDBERG Television following completion of the Offer that TANDBERG Television shall apply for its Shares to be withdrawn from listing at Oslo Børs. Such proposal requires the approval of a 2/3 majority of the general meeting of Shareholders of TANDBERG Television to be adopted. Any such withdrawal of listing is to be decided by Oslo Børs in accordance with the Norwegian Stock Exchange Regulations section 25-2. The Board of Directors of Oslo Børs may decide on its own initiative to have the TANDBERG Television Shares withdrawn from listing at Oslo Børs at an earlier date.

2.15 Jurisdiction and Choice of Law

The Offer is subject to Norwegian law. Any dispute arising out of or in connection with the Offer or this Offer Document should be solved in accordance with the procedures described in section 7 "Legal Consequences" in this Offer Document.

2.16 Miscellaneous

Confirmation of receipt of Forms of Acceptance or other documents will not be issued by or on behalf of the Offeror.

This Offer Document will be sent to all Shareholders in TANDBERG Television registered in the shareholders register in the VPS on 27 February 2007 to the addresses held on file at VPS, except for TANDBERG Television Shareholders in jurisdictions where this Offer Document may not be lawfully distributed.

Further information on the Offer may be obtained from:

SEB Enskilda ASA
Filipstad Brygge 1
P.O. Box 1363 Vika
0113 Oslo
Norway
Tel: +47 21 00 85 00
Fax: +47 21 00 89 62

3 The Offer Price

3.1 The Offered Consideration in the Voluntary Cash Offer

The Offer Price in the Offer is NOK 106 for each TANDBERG Television Share, to be paid in cash.

The Offer Price reflects a valuation of TANDBERG Television based on public information. The Offer Price represents a dividend adjusted premium of 31%, 49% and 58% to the volume-weighted average price on Oslo Børs in the 20-day period, 3 months and 6 months prior to 15 January 2007, when Arris announced its intention make an offer for the Company. Furthermore, the Offer Price represents a NOK 10 per share premium to the offer announced by Arris on 15 January 2007.

In the event TANDBERG Television pays out any dividend or other distribution to its shareholders, for which the record date occurs prior to settlement of the Offer, the Offer price will be reduced with the amount distributed per TANDBERG Television share.

The graph below shows the development in trading price (closing price, in NOK) and traded volume (number of shares traded, in thousands) for the TANDBERG Television Shares on Oslo Børs in the period from 19 February 2004 to 23 February 2007:



Source: Oslo Børs

4 Brief Description of TANDBERG Television

The following chapter contains a brief presentation of TANDBERG Television and its operations. The information on TANDBERG Television is based on the Company's public accounts and other material in the public domain. The Offeror disclaims any responsibility and liability for the accuracy or completeness of the Offer Document in terms of the information of TANDBERG Television. For a more detailed description of the Company, please refer to TANDBERG Television's web site: www.tandbergtv.com. Information may also be obtained through the annual reports, quarterly reports, or by reference to TANDBERG Television.

4.1 Company Information

TANDBERG Television is a public company listed on Oslo Børs with ticker symbol "TAT", headquartered in Oslo, Norway.

TANDBERG Television offer a broad suite of open, standards-based products that provide the highest-quality digital TV solutions, including IPTV, HDTV, video on demand, advertising on demand, IPTV and interactive TV applications. All of which are designed to maximize service offerings and generate greater returns on network investment.

The Company's market leading solutions for the creation, management and delivery of video across cable, satellite, IP, wireless, telco and terrestrial networks are used by the world's leading network operators, broadcasters, content owners and program makers to deliver new viewer experiences and advertising opportunities. With over 870 employees, including an award-winning R&D team of highly skilled software and hardware engineers based in the UK, USA and Germany, TANDBERG Television has offices around the world and regional headquarters in Southampton, UK; Atlanta, Georgia and Hong Kong. With a premiere customer base consisting of satellite, cable, telco and broadcaster customers in over 48 countries around the world, TANDBERG Television has a highly professional global sale and support operation, as well as a network of over 80 Business Partners.

4.2 Financial Figures for TANDBERG Television

Below is a summary of the consolidated figures for TANDBERG Television.

Profit and Loss Statement

The table below shows a summary of the Company's audited consolidated income statements for the years 2004, 2005 and 2006. For all periods up to and including the year ended 31 December 2004, TANDBERG Television prepared its financial statements in accordance with Norwegian generally accepted accounting principles (NGAAP), and reported in Norwegian Kroner. The financial statements for the year ended 31 December 2005 where the first where TANDBERG Television prepared its financial statements in accordance with International Financial Reporting Standards (IFRS).

(Figures in USD mill, except per share data)	Unaudited		
	2006	2005	2004
Operating revenue	350.3	289.8	202.3
Cost of goods sold	(147.8)	(126.6)	(103.8)
Operating expenses	(128.5)	(100.3)	(60.7)
Ordinary depreciation	(7.2)	(4.9)	(2.7)
Depreciation of intangible assets	(10.8)	(3.8)	(0.3)
Operating profit	56.0	54.2	34.8
Net financial items	3.1	5.6	(3.7)
Sale of investment in Entone	2.7	-	-
Pre-tax profit	61.8	59.8	31.1
Associated companies	5.8	(0.6)	-
Tax on income	(12.0)	(11.4)	1.8
Net income	55.6	47.8	32.9
Earnings per share (USD)	0.70	0.64	0.59
Diluted earnings per share (USD)	0.69	0.64	0.58

Balance Sheet

The table below shows a summary of the Company's audited balance sheets for the consolidated company as of 31 December 2006, 2005 and 2004.

(Figures in USD mill)	For the years ended 31 December		
	2006	2005	2004
Assets			
Intangible assets	280.3	197.1	27.2
Fixed tangible assets	15.6	12.6	7.9
Investments	-	8.5	-
Inventories	28.4	21.4	18.5
Trade receivables	84.1	66.9	58.7
Other current assets	35.2	16.7	-
Cash in bank	125.2	75.1	94.9
Total assets	568.8	398.3	207.2
Liabilities and equity			
Paid in equity	323.8	228.1	106.3
Other equity	154.9	101.3	51.4
Non-current liabilities	23.2	13.1	14.7
Current liabilities	66.9	55.8	34.8
Total liabilities and equity	568.8	398.3	207.2

4.3 Share Capital and Shareholders

Stock exchange listing

The TANDBERG Television Shares are listed on the main list on Oslo Børs with the ticker symbol TAT.

Share capital

As of the date of this Offer Document, TANDBERG Television has a share capital of NOK 161,059,752, divided into 80,529,876 shares, each with a par value of NOK 2.00.

4.3.1 Shareholders

The table below shows the 20 largest TANDBERG Television Shareholders as of the date of this Offer Document. At the same date TANDBERG Television had 3,453 shareholders, of which 2,887 were Norwegian and 566 were foreign according to VPS.

Shareholder	No. of shares	Ownership in %
FOLKETRYGDFONDET	6,842,800	8,5 %
SVENSKA HANDELSBANKEN DEPOT	6,254,350	7,8 %
FIDELITY FUNDS-EUROP. GROWTH/SICAV	4,177,790	5,2 %
DEUTSCHE BANK AG LONDON	4,046,033	5,0 %
ORKLA ASA	3,324,000	4,1 %
UBS AG, LONDON BRANCH	3,197,187	4,0 %
LEHMAN BROTHERS INTERNATL. EUROPE	2,896,852	3,6 %
JPMORGAN CHASE BANK	2,878,634	3,6 %
BARCLAYS BANK PLC	2,788,916	3,5 %
BANK OF NEW YORK, BRUSSELS BRANCH	2,532,800	3,1 %
CREDIT SUISSE SECURITIES (USA) LLC	2,034,600	2,5 %
JPMORGAN CHASE BANK	1,999,253	2,5 %
STANDARD LIFE INVESTMENT FUNDS	1,878,932	2,3 %
GOLDMAN SACHS INTERNATIONAL	1,562,617	1,9 %
DNB NOR MARKETS, AKSJEHAND/ANALYSE	1,274,617	1,6 %
DFA-INTL SML CAP VAL PORT	1,258,215	1,6 %
VITAL FORSIKRING ASA	1,220,420	1,5 %
UBS AG, LONDON BRANCH	1,038,215	1,3 %
SKAGEN VEKST	1,029,200	1,3 %
VERDIPAPIRFONDET KLP AKSJENORGE	921,700	1,1 %
Total top 20	53,157,131	66,0 %
Other	27,372,745	34,0 %
Total	80,529,876	100,0 %

5 Brief Description of Ericsson

The Offer is made by Telefonaktiebolaget LM Ericsson (publ), a Swedish company headquartered in Stockholm, Sweden. This Section contains only limited information of the Offeror and its operations. A more detailed description of Ericsson could be found on www.Ericsson.com which contains a general description of the company, annual reports and quarterly reports.

5.1 Company information

Ericsson was founded in 1876 by Lars Magnus Ericsson in Stockholm and is now a global company with activities in over 140 countries.

Ericsson invests heavily in R&D and actively promote open standards and systems. Also reflecting its ongoing commitment to technological leadership, Ericsson has one of the industry's most comprehensive intellectual property portfolio containing over 20,000 patents.

Ericsson is a world-leading provider of telecommunications equipment and related services to mobile and fixed network operators globally. Ericsson also provides its customers with services for network operations and revenue generation. Through its Sony Ericsson Mobile Communications joint venture Ericsson offers a range of mobile devices, including those supporting multimedia applications and other personal communication services. In addition, Ericsson has products for special applications within defense systems, enterprise, cables, mobile platforms and power modules

Ericsson is a Swedish company with company registration number 556016-0680. Its headquarters are located, and the Board of Directors is seated, in Torshamnsgatan 23, Kista, 164 83 Stockholm, Sweden.

5.2 Financial information

In 2006, Ericsson generated revenues of SEK 178 bn and a net profit of SEK 26 bn. The market capitalisation of Ericsson is SEK 412 bn.

The table below shows a summary of key financial figures for Ericsson for 2006 and 2005.

Profit and loss

SEKbn	2006	2005
Net sales	177.8	151.8
Gross margin (%)	42.2	45.7
Operating income	35.8	33.1
Operating margin	20.1	21.8
Income after financial items	35.9	33.3
Net income	26.3 ¹⁾	24.3
Cash flow	12.2	19.6

¹⁾ Including restructuring charges of SEK 2.9 bn and capital gain of SEK 3.0 bn in third quarter 2006

Balance sheet and other performance indicators

SEKbn	2006	2005
Net cash	40.7	50.6
Interest bearing provisions and liabilities	21.6	30.9
Days outstanding	86	81
Inventory turnover	5.1	5.0
Customer financing, net	3.7	4.9
Equity ratio	56.2%	49.0%

6 Tax Consequences

Below is a summary of some of the Norwegian tax rules of relevance to the transfer of TANDBERG Television Shares in accordance with the Offer. This summary is not an exhaustive description of all tax issues that may be of significance to the TANDBERG Television Shareholders and does not include international tax law. The summary is based on current Norwegian tax law as of the date of this Offer Document. This law may be amended, also with retroactive effect. The summary is only meant to provide general information and does not analyse all aspects that may be of importance. The taxation of each Shareholder depends on the respective TANDBERG Television Shareholder's specific situation, and each Shareholder should consult a tax adviser in order to establish the tax consequences for the Shareholder itself, as well as the relevance and implications of Norwegian or international tax law and possible amendments thereof.

6.1 Tax Consequences for Norwegian Shareholders

6.1.1 Companies that are TANDBERG Television Shareholders

Companies that are TANDBERG Television Shareholders (i.e. limited companies, public limited companies and similar units) are not subject to taxation for capital gain originating from realisation of shares in companies domiciled within the European Economic Area, whereas any loss incurred via such realisation does not give any right to tax deduction. Consequently, shareholder companies may sell the TANDBERG Television Shares in accordance with the Offer without capital gains taxation. Costs incurred in connection with an acquisition or the sale of TANDBERG Television Shares are not tax-deductible.

6.1.2 Private Individuals who are TANDBERG Television Shareholders

Gain from sale of TANDBERG Television Shares by a Shareholder who is a private individual is taxable as general income at a rate of 28 per cent. Loss is deductible in the general income.

With effect from the income year 2007, the taxable gain will be calculated as the difference between the received consideration and the tax base value, including any RISK-adjustments (under previous legislation) up to 1 January 2007, and less any unused calculated allowance. The main purpose of the calculated allowance is to determine the dividends which will be exempt from tax, if the dividends distributed one year do not exceed the calculated allowance, the unused allowance will be added to the tax cost price of the share in the computation of the allowance the following year, and may also be carried forward and set off against future dividends received on, or capital gains originated from realisation of, the same share. The allowance one year will be allocated to the shareholder owning the share on 31 December in the relevant income year. The deduction for any unused allowance in the realisation may not lead to or increase a deductible loss, i.e. any unused allowance exceeding the capital gain originating from the realisation of a share will be annulled.

If a TANDBERG Television Shareholder transfers TANDBERG Television Shares acquired at various points, the TANDBERG Television Shares that were acquired first shall be regarded as being transferred first (Norwegian: the FIFO principle) when estimating the taxable gain or loss. Costs incurred in connection with acquisition and transfer of TANDBERG Television Shares are deductible in the year of sale.

6.2 Tax Consequences for Foreign Shareholders

Gain from sale of TANDBERG Television Shares by a foreign TANDBERG Television Shareholder will not be subject to taxation in Norway, unless the foreign shareholder is a private individual and (i) holds the TANDBERG Television Shares effectively connected with a business carried out in Norway, or (ii) has been a resident of Norway for tax purposes within the five calendar years prior to the sale, and the profit is not exempt from taxation pursuant to the provisions of a tax treaty.

7 Legal Consequences

The Offer and acceptance thereof shall be governed by and construed in accordance with Norwegian law. Any dispute arising out of or in connection with the Offer or the Offer Document shall be subject to the exclusive jurisdiction of the Norwegian courts with Oslo District Court as the agreed legal venue.

The Offer will, if completed, result in the Offeror becoming the owner of all the TANDBERG Television Shares validly tendered under the Offer. Apart from this, and legal matters described elsewhere in the Offer Document, e.g. section 2.12 (Mandatory Offer) and section 7.1 (Regulatory and Competition Law Matters), the Offeror is not aware of any other legal consequences of the Offer.

7.1 Regulatory and Competition Law Matters

Notification to national competition authorities

When assets or shares in a Norwegian company are acquired, and the acquirer, as a result of the acquisition obtains control over the company, a standardised notification shall be issued to the Norwegian Competition Authority if the turnover of the undertakings concerned exceeds certain thresholds. The transaction implied by the Offer will trigger the thresholds, and a standardised notification will be filed with the Norwegian Competition Authority. The transaction implied by the Offer is most likely subject to an anti-trust approval being obtained from the Norwegian Competition Authority (the "NCA"). In Norway, notifications must be filed at the latest on the same day as final agreement is entered into or control is acquired. The transaction will be filed with the NCA by way of a standardised notification. From receipt of such notification, the NCA must decide within 15 working days whether a complete notification has to be filed or not. If such order is not issued within the deadline, the transaction is to be considered as cleared by the NCA. If a complete notification is requested, the NCA must notify the parties within 25 working days from receipt of such notification as to whether intervention may take place. The total deadline for clarification will normally be 100 working days of duration from the filing of a complete notification.

It is currently being investigated whether the transaction implied by the Offer may be subject to a notification requirement in other states, including outside the EEA area. The time limits for a phase I investigation varies pursuant to national merger control rules. During such investigation a global stand still requirement will normally apply.

Notification to the EU Commission

It is currently being investigated whether the transaction implied by the Offer may be notifiable to the EU Commission. If the transaction triggers the application of the Commission's powers, the national competition authorities of the EU and EFTA states are precluded from applying their merger notification rules to the transaction. The Commission has 25 working days from the filing of a complete notification to consider whether the transaction gives rise to any concerns under competition law (phase I). If such concerns arise, a phase II investigation will be opened. The time limit for such investigation is, as a starting point, 90 working days.

8 Norsk sammendrag (Summary in Norwegian)

This section provides a summary in Norwegian of the information in this Offer Document. The summary does not include all the information contained in the English text. The English language version is the legally binding version and shall prevail in case of any discrepancies between the English text and this Norwegian summary.

Dette kapittelet inneholder et sammendrag på norsk av innholdet i dette Tilbudsdokumentet. Sammendraget inneholder ikke all informasjon som inngår i den engelske teksten. Den engelske teksten er den juridisk bindende versjonen og vil ha forrang ved eventuelle uoverensstemmelser mellom det norske sammendraget og den engelske teksten.

8.1 Innledning

Ericsson ("Tilbyder") tilbyr å kjøpe samtlige utestående aksjer i TANDBERG Television ASA ("Selskapet") på de vilkår og betingelser som fremgår av dette Tilbudsdokumentet ("Tilbudsdokumentet"). Tilbudsprisen er NOK 106 pr. aksje i kontanter ("Kontanttilbudet"). Per 26. februar 2007 eide Tilbyder, inkludert nærstående til Tilbyder (som definert i verdipapirhandelloven § 4-5, jf § 1-4), 9,399,150 aksjer, herunder rettigheter til aksjer, konvertible lån (som angitt i allmennaksjeloven § 11-1), eller andre verdipapirer utstedt av TANDBERG Television.

Tilbudsdokumentet sendes til alle aksjonærer i TANDBERG Television som er registrert i aksjeeierregisteret i VPS per 27. februar 2007 til de adresser som er registrert i VPS, bortsett fra til aksjonærer i jurisdiksjoner hvor Tilbudsdokumentet ikke lovlig kan fremsettes.

8.1.1 Tilbyder

Kontanttilbudet er fremsatt av Ericsson, et svensk selskap med hovedkvarter i Stockholm. Telefonaktiebolaget LM Ericsson (publ) reserverer seg retten til å bruke et heleiet datterselskap som kjøpende enhet. I et slikt tilfelle vil Telefonaktiebolaget LM Ericsson (publ) garantere for datterselskapets rettigheter og plikter med hensyn til dette Tilbudsdokumentet.

Ericsson er en verdensledende tilbyder av telekommunikasjonsutstyr og relaterte tjenester knyttet til mobile og fastlinje telekomoperatører over hele verden. Gjennom sitt Sony Ericsson Mobile Communication joint venture tilbyr Ericsson en rekke mobile enheter, inkludert enheter som supporterer multimedia applikasjoner og andre personlige kommunikasjonstjenester. I tillegg tilbyr Ericsson produkter for spesielle applikasjoner innenfor forsvarssystemer, selskaper, kabel, mobile plattformer og kraftmoduler.

Ericsson investerer betydelig i forskning og utvikling og promoterer aktivt åpne standarder og systemer. Ericsson har også en av industriens mest omfattende base av intellektuelle rettigheter med over 20,000 patenter, noe som reflekterer Ericsson's kommittering til teknologisk ledelse.

I 2006 genererte Ericsson inntekter på SEK 178 milliarder og hadde et netto resultat på SEK 26 milliarder. Markedsverdien av egenkapitalen på Ericsson er SEK 412 milliarder.

Ericsson er et svensk selskap med organisasjonsnummer 556016-0680. Selskapets hovedkontor og styret i selskapet er lokalisert i Torshamnsgatan 23, Kista, 164 83 Stockholm, Sverige.

8.1.2 Målselskapet

Målselskapet er TANDBERG Television ASA, et norsk allmennaksjeselskap med organisasjonsnummer NO 977 234 913. Selskapets adresse er Fyrstikkalleen 3, 5 etasje, Postboks 6643 Etterstad, 0607 Oslo.

Aksjene i TANDBERG Television er registrert på Oslo børs med tickerkode "TAT", og er registrert i VPS under ISIN NO 000 3070906.

8.1.3 Kontakt mellom partene i forkant av Kontanttilbudet

Det har ikke vært kontakt mellom partene i forkant av Tilbudet, med unntak for den informasjonen som er gitt til Styreformannen i TANDBERG Television som beskrevet i 8.2.1.

8.1.4 Bakgrunn for Kontanttilbudet

I 2006 annonserte Ericsson sin intensjon om å styrke sin posisjon innenfor multimedia segmentet. TV er det største markedet i multimedia segmentet, og TANDBERG Television med sin produktportefølje vil være en hjørnestein for Ericsson's fremtidige tilbud av multimedieprodukter. Ericsson's ambisjon er å tilby markedet en ende-til-ende løsning for IP-TV og video. Bevegelig bilde vil være sentrum for alle tjenester og TV vil være senter for det tikoblede hjemmet. TANDBERG Television's produktportefølje passer perfekt med Ericsson's nåværende portefølje uten noe overlapp. Den kombinerte produktporteføljen skaper en sterk ende-til-ende løsning for IP-TV og video.

8.1.5 Planer for den videre driften av TANDBERG Television

Utviklingen av TV plattformen betyr at etterspørsel etter distribusjonskapasitet øker, nye interaktive tjenester krever mer fleksibilitet og kostnadseffektive løsninger, og HD- og Mobil-TV krever forbedret kompresjon og streaming. Dette innebærer at TV vil endres fra å være media distribuert over et dedikert broadcasting nettverk til et media som vil bli distribuert over ulike nettverk med broadcasting muligheter. Enkoding / Kompresjon og IP teknologier er viktige faktorer i denne utviklingen.

TANDBERG Television tilbyr en bred portefølje av åpne standardbaserte produkter som gir den høyeste kvaliteten for digital TV løsninger, inkludert IPTV, HDTV, video på etterspørsel, annonsering på etterspørsel, IP-TV og interaktive TV applikasjoner. TANDBERG Television's produkter som er fokusert på mediatjenester, kombinert med Ericsson's carrier klasse infrastrukturprodukter vil resultere i at en komplett ende til ende løsning kan bli tilbudt til markedet.

Gjennom et kjøp av TANDBERG Television vil Ericsson få tilgang til TANDBERG Television's solide markedstilstedeværelse innen IP-TV, kabel og satellittsegmentet såvel som et av de ledende merkevarenavnene i fremtidens kringkastningsnettverk. Dersom man kombinerer dette med Ericsson's sterke globale rekkevidde av telekom kunder vil både Ericsson og TANDBERG Television tjene på en utvidet markedstilstedeværelse. Både TANDBERG Television og Ericsson er verdensledende innenfor sine respektive teknologifelter. Kombinasjonen av selskapene vil skape en totalt integrert produktportefølje for distribusjon av IPTV og video.

8.1.6 Betydning for ansatte, styret og ledelsen

Tilbyder ser på TANDBERG Televisions ledelse og organisasjon som verdifulle for Tilbyder's fremtidige virksomhet og vil søke å justere dag til dag virksomheten på en måte som utnytter det beste i begge organisasjonene. Dersom Tilbyder gjennom dette tilbudet mottar aksept fra selskapets eksisterende aksjonærer vil Ericsson starte en prosess med mål om å flytte hele eller deler av den juridiske strukturen og forretningsmessige aktiviteter av TANDBERG Television til Ericsson. Uavhengig av om de ansatte er overført fra TANDBERG Televisions juridiske enhet eller blir ansatte i TANDBERG Television etter sammenslåingen med Ericsson, er målet å sikre at de ansatte vil beholde sin grunnleggende ansatte vilkår og betingelser. Tilbyder forventer ikke at implementeringen av Kontanttilbudet vil ha signifikante juridiske, finansielle eller arbeidsrelaterte effekter for TANDBERG Television ansatte.

Tilbyders intensjon er å fortsette å bygge på den ekstensive kompetansen i TANDBERG Television. Sammen med Tilbyders globale markedsorganisasjon vil denne integrasjonen gi økte muligheter i markedet for både TANDBERG Television's og Tilbyders produkter og tjenester.

Arbeidet med denne integrasjonen vil bli gjennomført i samarbeid med ledelsen i TANDBERG Television for å ikke miste momentum i TANDBERG Television og for å realisere forretningsmålene til Tilbyder.

Tilbyder vil etter gjennomføringen av Kontanttilbudet foreslå et nytt styre in TANDBERG Television.

8.1.7 Uttalelse fra styret i TANDBERG Television

Styret i TANDBERG Television er i henhold til verdipapirhandelloven § 4-16, jf § 4-18 forpliktet til å avgi en uttalelse om Tilbudet. I henhold til verdipapirhandelloven skal slik uttalelse gis senest én uke før tilbudsperiodens utløp.

8.2 Kontanttilbudet

8.2.1 Innledning

Tilbyder offentliggjorde den 26. februar 2007 at den vil fremme et frivillig Kontanttilbud (det "Kontanttilbudet") på samtlige av de utestående aksjene i TANDBERG Television. Den 25. februar 2007 informerte Tilbyder styreformannen i TANDBERG Television om at Tilbyder ønsker å fremme tilbud om kjøp av samtlige aksjer i TANDBERG Television.

Den 26. februar 2007 eide Ericsson 9,399,150 aksjer tilsvarende 11.67 prosent av stemmene og aksjekapitalen i TANDBERG Television og inngikk ugjenkallelige aksept for Kontanttilbudet for 12,607,144 aksjer i TANDBERG Television, noe som tilsvarer 15.7 prosent av de utestående stemmene og aksjekapitalen i TANDBERG Television, slike aksept er betinget av at Kontanttilbudet blir fremsatt og betingelsene i Kontanttilbudet.

Kontanttilbudet omfatter 100 prosent av aksjekapitalen i TANDBERG Television.

8.2.2 Tilbudspris

Aksjonærer som aksepterer Kontanttilbudet vil motta et vederlag på NOK 106 pr. aksje som vil bli utbetalt i overensstemmelse med de vilkår og betingelser som fremgår av dette Kontanttilbudet ("Tilbudsprisen"). Tilbudsprisen dekker samtlige 80,529,876 aksjer i Selskapet og er på totalt NOK 106. Se punkt 3 "The Offer Price" for en mer detaljert beskrivelse om Tilbudsprisen på utestående aksjer i TANDBERG Television.

8.2.3 Tilbudsperioden

Tilbudsperioden er fra og med 27. februar 2007 til og med kl. 16.30 norsk tid den 13. mars 2007. Tilbyder forbeholder seg rett til å akseptere aksepterte som er mottatt etter utløpet av tilbudsperioden og til enhver tid forlenge Tilbudsperioden. Tilbudsperioden vil ikke bli forlenget utover 29. mai 2007. Gjennomføringen av Tilbudet vil kunne finne sted på en senere dato kun dersom Ericsson ikke har mottatt all nødvendig regulatorisk og / eller myndighetsgodkjenninger på betingelser som er akseptable for Ericsson. I et slikt tilfelle kan tidspunktet for gjennomføringen av Tilbudet bli forlenget til senest 30. september 2007. Ved en forlengelse av Tilbudsperioden, vil alle andre senere datoer det vises til i Tilbudet bli forlenget tilsvarende.

En forlengelse av Tilbudsperioden vil bli kunngjort slik det er beskrevet i punkt 2.6.

8.2.4 Aksept av Kontanttilbudet

For at en aksjonær i TANDBERG Television skal anses å ha akseptert Kontanttilbudet, må et korrekt utfyllt og undertegnet akseptformular (eller en kopi av dette) leveres til SEB Enskilda ASA sammen med påkrevet dokumentasjon, innen kl. 16.30 den 13. mars 2007 (alternativt ved utløpet av en forlenget Tilbudsperiode). Opplysninger om aksjeholdning og enkelte relevante opplysninger om den konkrete aksjonær er allerede påtrykket akseptformularet. Akseptblankett er vedlagt som Appendix 2 og 3 til dette Tilbudsdokumentet.

Kun ved å overholde fremgangsmåten beskrevet ovenfor, vil en aksjonær i TANDBERG Television få oppgjør som beskrevet under punkt 2.7.

Det påligger den som aksepterer Kontanttilbudet å sørge for: (i) korrekt utfylling av akseptformularet; og (ii) levere akseptformularet til SEB Enskilda ASA før kl. 16.30 den 13. mars 2007 (alternativt ved utløpet av en forlenget Tilbudsperiode) for at aksept av Kontanttilbudet anses å foreligge.

Akseptformularet må være mottatt av SEB Enskilda ASA på adressen nevnt nedenfor, enten ved post, levering eller fax:

SEB Enskilda ASA
Filipstad Brygge 1
P.O. Box 1363 Vika
0113 Oslo, Norway
Tel: +47 21 00 85 00
Fax: +47 21 00 89 62

Tilbyder forbeholder seg retten til å akseptere ukorrekt utfylte eller for sent innkomne akseptformularer.

Aksjonærer i TANDBERG Television som har TANDBERG Television-aksjene sine registrert på mer enn én VPS-konto, vil motta separate akseptformularer for hver enkelt VPS-konto og må innlevere ett Akseptformular pr. konto.

Aksjonærer i TANDBERG Television som har sine registrerte TANDBERG Television-aksjer hos en megler, forhandler, forretningsbank, investeringsselskap eller en annen fullmektig, må kontakte denne personen dersom aksjonæren ønsker å akseptere Kontanttilbudet for disse TANDBERG Television-aksjene.

For at en aksjonær i TANDBERG Television skal anses gyldig å ha akseptert det Kontanttilbudet, må akseptformularet undertegnes av aksjonæren selv eller dennes fullmektig.

Samtlige aksjer i TANDBERG Television som blir ervervet under det Kontanttilbudet må overføres fri for enhver heftelse og tredjeparts rettigheter, og med alle aksjonærrettigheter i behold. Dersom heftelser er registrert på de(n) relevante VPS-kontoen(e), må rettighetshaveren signere akseptformularet for på den måten å gi sin godkjenning til at heftelsen slettes, og at aksjene overdras til Tilbyder fri for heftelser.

Aksept av Kontanttilbudet er ugjenkallelig, og kan ikke trekkes tilbake etter at SEB Enskilda ASA har mottatt aksepten.

Ved å returnere Akseptformularet til SEB Enskilda ASA bindes aksjonæren til å akseptere overføring av TANDBERG Television-aksjer mot betaling av Tilbudsprisen på de vilkår og betingelser som fremgår av Tilbudsdokumentet og Akseptformularet, fra og med det tidspunktet SEB Enskilda ASA har mottatt akseptformularet.

TANDBERG Television-aksjer som er omfattet av aksepten vil overføres til en egen VPS-konto opprettet i aksjonærens navn (speilkonto) hvor aksjene sperres til fordel for SEB Enskilda ASA på vegne av Tilbyder (og må

elles være fri for enhver heftelse eller andre tredjeparts rettigheter). Det vil ikke være anledning for aksjonæren å disponere over aksjene etter at kontoen har blitt sperret. Sperring av kontoen vil kun få virkning for aksjer i TANDBERG Television, og aksjonærene står fritt til å forvalte andre verdipapirer registrert på samme VPS-konto. Aksjonærer som aksepterer Kontanttilbudet vil beholde eierskap til sine TANDBERG Television-aksjer inntil gjennomføringen av Kontanttilbudet. Alle aksjonærenes rettigheter skal, i den grad det er fremgår av norsk rett, forbli hos aksjonærene inntil gjennomføringen av Kontanttilbudet.

Ved å akseptere Kontanttilbudet, gis SEB Enskilda ASA en ugjenkallelig fullmakt til å sperre aksjene som er omfattet av aksepten til fordel for Tilbyder inntil fullføring og betaling av Kontanttilbudet. Betaling av aksjene vil skje umiddelbart etter at aksjene er blitt overført til Tilbyder. Dersom ikke annet er presisert i akseptformularet, vil aksept av Kontanttilbudet omfatte samtlige av aksjonærens aksjer i TANDBERG Television.

8.2.5 Betingelser for gjennomføring av Kontanttilbudet

Kontanttilbudet om å erverve TANDBERG Television-aksjer er underlagt følgende betingelser:

- a. Tilbyder må ha mottatt aksept for aksjer som utgjør mer enn 90 prosent av det totale antall utestående aksjer og stemmer i TANDBERG Television.
- b. Alle nødvendige samtykker og godkjenninger fra myndighetene er gitt på betingelser som er akseptable for Tilbyder.
- c. Før gjennomføring av Kontanttilbudet må det ikke foreligge endringer, hendelser, brudd, omstendigheter eller virkninger som rimeligvis er forventet å kunne få, betydelig ugunstig innvirkning på virksomheten, dens aktiva (inkludert immaterielle aktiva), forpliktelser, kapitalisering, økonomiske forutsetninger eller resultater eller drift av Selskapet eller Selskapet dersom dette er kontrollert av Tilbyder ("Material Adverse Change"). Kjøpet av TANDBERG Television-aksjene må heller ikke være helt eller delvis umuliggjort eller betydelig vanskeliggjort på grunn av lovgivning, forskrifter, endring av kontroll, avgjørelse fra domstol eller administrativt hold, eller andre sammenlignbare tiltak, herunder handlinger fra en tredjepart, utenfor Tilbyders kontroll.

Så snart betingelsene overfor har blitt oppfylt eller frafalt vil Ericsson sende en melding om dette i samsvar med seksjon 2.9.

Dersom betingelsene ikke er oppfylt eller frafalt av Tilbyder før gjennomføringen av kjøpet, vil Kontanttilbudet bortfalle. I det tilfelle at betingelsene over ikke har blitt oppfylt eller frafalt av Tilbyder, vil alle TANDBERG Television aksjonærer som har akseptert Kontanttilbudet fristilles fra sine akspeter.

Tilbyder forbeholder seg retten til, etter eget skjønn, å til enhver tid kunne frafalle, helt eller delvis, en eller flere betingelser for Kontanttilbudet, og i forbindelse med betingelse a. ovenfor, gjennomføre Kontanttilbudet også ved lavere akseptgrad.

Meddelelse om hvorvidt betingelsene er oppfylt eller frafalt, eller at de er blitt trukket tilbake før gjennomføringen av Kontanttilbudet, vil bli gitt TANDBERG Television-aksjonærene fra Tilbyder så snart som mulig etter utløpet av Tilbudsperioden (herunder eventuelle forlengelser av Tilbudsperioden). Grunnet praktiske forhold knyttet til registreringen av aksepter og generelt knyttet til tilbudsprosessen, kan det gå noe tid før Tilbyder får gitt slik meddelelse. For andre kunngjøringer, se punkt 2.6 "Announcements and Amendments to the Offer".

Gjennom akseptformularet gis SEB Enskilda fullmakt til overføre aksjene til en sperret VPS-konto umiddelbart etter aksjonærenes aksept. Eierskap til aksjene og alle aksjonærrettigheter, herunder stemmerett og rett til å motta utbytte, tilligger aksjonæren inntil Kontanttilbudet er gjennomført. Aksjene skal ved gjennomføringen av Kontanttilbudet overdras fri for heftelser.

8.2.6 Kunngjøringer og tillegg til Kontanttilbudet

Kunngjøringer fra eller på vegne av Tilbyder i tilknytning til det Kontanttilbudet og/eller Tilbudsdokumentet vil anses foretatt når de er distribuert gjennom det elektroniske informasjonssystemet til Oslo Børs. I forbindelse med dette har Tilbyder ingen forpliktelse til å publisere, avterte eller på annen måte kommunisere slike kunngjøringer ut over at de publiseres på Oslo Børs.

Tilbyder forbeholder seg retten til å endre Kontanttilbudet ved å øke Tilbudsprisen eller forlenge Tilbudsperioden for samtlige aksjer. En eventuell endring av Kontanttilbudet, herunder forlengelse av Tilbudsperioden vil bli kunngjort gjennom Oslo Børs' informasjonssystem slik som beskrevet i første avsnitt i dette punktet før utløpet av den opprinnelige eller en eventuell forlenget Tilbudsperiode(n), jf punkt 2.3. Den eventuelle økte Tilbudsprisen vil også tilfalle TANDBERG Television aksjonærer som har akseptert Kontanttilbudet i sin opprinnelige eller tidligere endrede form. De aksjonærer som har akseptert Kontanttilbudet forut for endringen av Kontanttilbudet skal anses å ha akseptert Kontanttilbudet i sin endrede form, herunder eventuell forlengelse av Tilbudsperioden.

I tillegg forbeholder Tilbyder seg retten til å korrigere Kontanttilbudet og/eller utstede et nytt tilbud i samsvar med reglene i verdipapirhandelloven, slik at Kontanttilbudet endres tilsvarende. De aksjonærer som har akseptert

Kontanttilbudet forut for endringen/det nye tilbudet skal anses å ha akseptert Kontanttilbudet i sin endrede form/det nye tilbudet, forutsatt at endringene/det nye tilbudet representerer endringer som vurderes å være fordelaktige i forhold til aksjonærer som har akseptert det opprinnelige Kontanttilbudet.

8.3 Oppgjør

Oppgjør vil bli overført til den bakkontoen som på aksepttidspunktet er registrert i VPS som utbyttekonto. For det tilfelle at det ikke er registrert en slik bankkonto, blir oppgjør foretatt ved bankgiro eller ved sjekk.

Dersom betingelsene i punkt 2.5 er oppfylt og/eller frafalt, vil oppgjør effektueres så snart som mulig etter at betingelsene for Kontanttilbudet har blitt oppfylt eller frafalt. Oppgjør vil skje på den seneste datoen av 2. april 2007 og fem forretningsdager etter annonseringen om at Tilbudet har blitt oppfylt eller frafalt. Ericsson forventer at betingelsene for tilbudet vil bli oppfylt rundt den 16. april 2007, imidlertid kan det ikke gis noen garanti for dette. Hvis Tilbudsperioden forlenges, forlenges også fristen for seneste utbetaling tilsvarende.

Det vil ikke betales rente i perioden mellom dato for aksept og oppgjør. Det vil heller ikke betales rente til aksjonærer som allerede har akseptert Kontanttilbudet dersom Tilbudsperioden forlenges.

8.4 Finansiering av Kontanttilbudet

Tilbyder vil benytte egne midler for å finansiere Kontanttilbudet.

8.5 Kostnader

Tilbyder vil betale kommisjon og kostnader direkte knyttet til VPS-transaksjoner i forbindelse med Kontanttilbudet.

8.6 Skatt

Aksjonærer i TANDBERG Television som aksepterer Kontanttilbudet er selv ansvarlig for det skatteansvar som måtte oppstå som følge av salget av aksjene. En generell beskrivelse av skattespørsmål i forbindelse med Kontanttilbudet fremgår av punkt 6 "Tax consequences" i dette Tilbudsdokumentet.

8.7 Kjøp av TANDBERG Television-aksjer utenfor Kontanttilbudet

I den grad det er tillatt etter norsk rett og i overensstemmelse med markedspraksis i Norge, vil Tilbyder, eller deres meglere tidvis foreta kjøp av TANDBERG Television-aksjer utenfor Kontanttilbudet. All informasjon om slike transaksjoner vil offentliggjøres i samsvar med norsk lov og forskrift.

8.8 Pliktig tilbud

Dersom Tilbyder, som et resultat av Kontanttilbudet eller på annen måte, har ervervet aksjer i TANDBERG Television som representerer mer enn 40 prosent av stemmene, er Tilbyder i henhold til verdipapirhandeloven kapittel 4 pålagt å fremsette et pliktig tilbud på gjenværende aksjer i TANDBERG Television.

8.9 Tvangsinnløsning av aksjer

Hvis Tilbyder, som et resultat av Kontanttilbudet, eller av et pliktig tilbud eller på annen måte, har ervervet mer enn 90 prosent av samtlige aksjer i TANDBERG Television, som representerer mer enn 90 prosent av stemmerettighetene i TANDBERG Television, har Tilbyder rett til å (og enhver aksjonær i TANDBERG Television har rett til å kreve at Tilbyder) foreta(r) en tvangsinnløsning mot kontantoppgjør av utestående TANDBERG Television-aksjer som ikke eies av Tilbyder, jf allmennaksjeloven § 4-25. En slik tvangsinnløsning kan tidligst foretas samtidig med et pliktig tilbud.

Prisen som betales ved tvangsinnløsning vil i mangel av enighet om pris mellom Tilbyder og gjenstående aksjonærer i TANDBERG Television avgjøres i henhold til allmennaksjeloven § 4-25 annet og tredje ledd. Det følger da at Tilbyderen først skal tilby de gjenværende aksjonærene den pris Tilbyder er villig til å gi for aksjene. Hvis Tilbyderen sender et skriftlig tilbud til samtlige gjenstående aksjonærer med kjent adresse, og tilbudet er publisert i Brønnøysundregistrenes elektroniske kunngjøringspublikasjon og i en avis som er alminnelig lest på TANDBERG Televisions forretningssted, kan Tilbyder fastsette en frist til å komme med innsigelser mot eller avslå tilbudet. Fristen må ikke være mindre enn to måneder etter den elektroniske kunngjøringen. Aksjonærer som ikke har kommet med innsigelser innen tidsfristens utløp, anses å ha akseptert tilbudet. Hvis enkelte aksjonærer ikke aksepterer tilbudet, avgjøres innløsningssummen for disse aksjonærene av en norsk domstol. Den norske domstol avgjør innløsningssummen og tidspunktet for innløsningen etter rettslig skjønn. Prisen pr. aksje ved Kontanttilbudet er trolig blant de faktorene som vil spille inn ved rettens avgjørelse.

8.10 Strykning av TANDBERG Television-aksjer fra Oslo Børs

Dersom Kontanttilbudet gjennomføres har Tilbyder til hensikt å foreslå for TANDBERG Televisions generalforsamling at det inngis en søknad til Oslo Børs om å ta TANDBERG Television ASA av børs. Gjennomføringen av et slikt forslag krever 2/3 flertalls beslutning av generalforsamlingen til TANDBERG Television. En slik søknad avgjøres av Oslo Børs i samsvar med børsforskriften § 25-2. Styret til Oslo Børs kan på eget initiativ bestemme å ta TANDBERG Television-aksjene av børs på et tidligere tidspunkt.

8.11 Juridiske konsekvenser, lovvalg og verneting

Kontanttilbudet er underlagt norsk rett. Eventuelle tvister i tilknytning til Kontanttilbudet skal løses i samsvar med prosedyren beskrevet i punkt 7 "Legal Consequences" i dette dokumentet.

Dersom Kontanttilbudet blir gjennomført, vil det bety at Tilbyder blir eier av samtlige aksjer i TANDBERG Television som Tilbyder lovlig har ervervet. Bortsett fra dette og de rettslige forhold som er beskrevet andre steder i Kontanttilbudet, som for eksempel punkt 2.12 "Mandatory Offer" og punkt 7.1 "Regulatory and Competition Law Matters", er ikke Tilbyder kjent med andre juridiske konsekvenser av Kontanttilbudet.

8.12 Offentligrettslige og konkurranserettslige forhold

Den norske konkurranseloven fastsetter en alminnelig plikt til å forhåndsmelde foretakssammenslutninger til Konkurransetilsynet, såfremt de involverte foretakenes omsetning overstiger visse terskelverdier. Overtakelsen av aksjene som følge av Kontanttilbudet vil sannsynligvis overstige disse terskelverdier, slik at det vil bli sendt en alminnelig melding til Konkurransetilsynet. Dersom Konkurransetilsynet ikke innen 15 virkedager fra mottakelse av alminnelig melding pålegger melderer å inngi en fullstendig melding, er transaksjonen å anse som godkjent av Konkurransetilsynet. Dersom pålegg om fullstendig melding gis innen tidsfristen, må Konkurransetilsynet innen 25 virkedager fra fullstendig melding er mottatt, varsle dersom inngrep kan bli aktuelt. Siste frist for avklaring fra Konkurransetilsynet vil normalt være 100 virkedager fra innsending av fullstendig melding.

Det utredes hvorvidt transaksjonen også er meldepliktig til andre nasjonale konkurransemyndigheter og/eller til EU-kommisjonen. Melde- og saksbehandlingsfristene ved en eventuell meldeplikt vil variere med de nasjonale og/eller overnasjonale fusjonskontrollreglene.

8.13 Diverse

Det vil ikke sendes ut bekreftelse på mottatt Akseptformular eller andre dokumenter av eller på vegne av Tilbyder.

Ytterligere informasjon om Kontanttilbudet er tilgjengelig hos:

SEB Enskilda ASA
Filipstad Brygge 1
P.O. Box 1363 Vika, 0113 Oslo, Norway
Tel: +47 21 00 85 00
Fax: +47 21 00 89 62

APPENDIX 1: ACCEPTANCE FORM

Acceptance Form

For use in accepting the Voluntary Cash Offer as described in the Offer Document dated 26 February 2007 (the "Offer") from Ericsson to accept the cash consideration of NOK 106 for the outstanding shares in TANDBERG Television ASA (TANDBERG Television) not owned by the Offeror.

Return to: SEB Enskilda ASA, Filipstad Brygge 1, P.O. Box 1363 Vika, 0113 Oslo, Norway.

Tel: +47 21 00 85 00 and Fax: +47 21 00 89 62

Shareholder Register in TANDBERG Television as of 27 February shows		
VPS account:	No. of shares:	Rights holder registered:

ACCEPTANCE DEADLINE:

This acceptance form must be received by SEB Enskilda ASA by 16:30 hours CET on or before 13 March 2007, or on such date as the Offer Period is extended according to the Offer section 2.3 and announced according to the Offer section 2.6. Shareholders whose TANDBERG Television shares are held in several VPS accounts will receive an acceptance form for each account. All acceptance forms must be completed and returned by the closing date.

Payment:

In order to be able to transfer the settlement-amount to your bank account, please state your IBAN-number and the SWIFT/BIC-code to your bank below.

Fill in here: _____ and _____
IBAN-number SWIFT/BIC-code

To Ericsson and SEB Enskilda ASA

- I/we have received the Offer Document dated 26 February 2007 and hereby accept the Offer to acquire all of my/our shares in TANDBERG Television in accordance with the terms and conditions set out in the Offer Document.
- I/We only accept the Offer for _____ number of my/our shares in TANDBERG Television in accordance with the terms and conditions set forth in the Offer Document.
- Unless otherwise stated above, this acceptance includes shares which, in addition to the number of shares registered above, have been or will be acquired and which will be credited to the VPS account set out above until this Acceptance Form is received and registered by SEB Enskilda/
- I/We acknowledge that I/We from today's date may not sell or otherwise dispose of, charge or transfer to another VPS account, the shares in TANDBERG Television that are covered by this acceptance.
- I/We further accept that the shares covered by this acceptance will be transferred to a special blocked VPS account held in my name, with SEB Enskilda as trustee on behalf of the Offeror, and I/we give SEB Enskilda an irrevocable authority to carry out such transfer.
- I/We give SEB Enskilda an ad-hoc irrevocable authority on behalf of the Offeror to debit the TANDBERG Television shares covered by this acceptance from my/our VPS account upon completion of the Offer.
- SEB Enskilda is given an irrevocable authority to transfer the shares to a VPS account in Ericsson' name simultaneously as the consideration for the shares is settled.
- I/We accept that payment will be made through credit to my/our bank account recorded at my/our VPS account as the account into which dividends are to be paid or, where there is no record of such an account, that the payment will be sent to me/us by bank giro. For a more detailed description of the settlement procedures and timing, see the Offer Document dated 26 February 2007.
- My/Our shares in TANDBERG Television are to be transferred free of any kind of encumbrances or other third party rights whatsoever and with all shareholder rights attached to them. I/We recognise that this acceptance can be treated as valid only if any right holder (marked "YES" under "*Rights holder registered*" on the right above) have consented in signing on this acceptance form to the sale and transfer of the shares to Ericsson.
- Ericsson will pay my/our VPS transaction costs, which related directly to my/our acceptance.
- This agreement is governed by, and is to be interpreted in accordance with, Norwegian law. Any dispute arising out of or in connection with the Offer or the Offer Document shall be subject to the exclusive jurisdiction of the Norwegian courts with Oslo District Court as the agreed legal venue.

Place

Date

Signature *)

*) If signed pursuant to an authorization, the authorization or the company registration certificate must be attached.

Rights holder:

If there is a registered rights holder on the VPS-account, this will be marked with a YES in the right-hand box on the Acceptance Form. As rights holder, the undersigned consents to the transaction on the above mentioned terms being carried out:

Place

Date

Rights holder's signature *)

* If signed pursuant to an authorization, the authorization or the company registration certificate must be attached.

APPENDIX 2: AKSEPTFORMULAR

Akseptformular

Til bruk ved aksept av det frivillige Kontanttilbudet som er beskrevet i dokument datert 26. februar 2007 ("Tilbudet") fra Ericsson for å akseptere vederlag på NOK 106 for utestående aksjer i TANDBERG Television ASA (TANDBERG Television) som ikke er eiet av Ericsson.

Returneres til:

SEB Enskilda ASA, Filipstad Brygge 1, P.O. Box 1363 Vika, 0113 Oslo, Norway: Tel: +47 21 00 85 00 og Fax: +47 21 00 89 62

Aksjeeierregisteret til TANDBERG Television den dato som fremgår av Tilbudet		
VPS-konto:	Antall aksjer:	Rettighetshaver innmeldt:

AKSEPTFRIST:

Dette akseptformularet må være mottatt av SEB Enskilda ASA innen kl. 16.30 senest den 13. mars 2007, eller på den dato som Tilbudet er forlenget til i henhold til Tilbudet punkt 2.3 og publisert i henhold til Tilbudet punkt 2.6. Aksjeeiere som har aksjer i TANDBERG Television fordelt på flere VPS-konti, vil motta ett akseptformular for hver VPS-konto. Samtlige akseptformulærer må fylles ut og returneres innen akseptfristens utløp.

Til Ericsson og SEB Enskilda ASA

- Jeg/vi har mottatt Tilbudet datert 26. februar 2007 og aksepterer herved Tilbudet om å kjøpe alle mine/våre aksjer i TANDBERG Television på de vilkår og betingelser som er inntatt i Tilbudet.
- Min/vår aksept gjelder kun _____ av mine/våre aksjer i TANDBERG Television på de vilkår som er inntatt i Tilbudet.
- Med mindre annet er oppgitt ovenfor, omfatter denne aksepten også de aksjene som, i tillegg til det antall aksjer som er registret ovenfor, jeg/vi har ervervet eller vil erverve og som blir registrert i VPS-kontoen inntil akseptformularet er mottatt og registrert av SEB Enskilda.
- Jeg/vi aksepterer at jeg/vi fra dags dato ikke kan selge eller på annen måte avhende, pantsette eller overføre til en annen VPS-konto de aksjene i TANDBERG Television som omfattes av aksepten.
- Jeg/vi aksepterer at aksjene som omfattes av denne aksepten vil bli overført til en sperret VPS-konto registrert på mitt/vårt navn, med SEB Enskilda som fullmektig på vegne av Tilbyder, og jeg/vi gir SEB Enskilda en ugjenkallelig fullmakt til å foreta en slik overføring.
- Videre gir jeg/vi SEB Enskilda ad-hoc en ugjenkallelig fullmakt på vegne av Tilbyder til å debitere de aksjene i TANDBERG Television som er omfattet av denne aksepten fra min/vår VPS-konto ved gjennomføringen av tilbudet.
- SEB Enskilda er gitt en ugjenkallelig fullmakt til å overføre aksjene til en VPS-konto i Ericssons navn på samme tid som betaling av aksjene blir gjennomført.
- Jeg/vi aksepterer at betaling skjer gjennom kreditering av min/vår bankkonto registrert på den VPS-kontoen dividende skal betales eller, hvor det ikke er registrert en slik konto, at betaling skjer ved bankgiro sendt til meg/oss. For en mer detaljert beskrivelse av oppgjørsprosedyren og tidspunktet for oppgjør, se Tilbudet datert 26. februar 2007.
- Mine/våre aksjer i TANDBERG Television blir overført fri for heftelser eller annen rett til tredjemann og alle aksjonærrettigheter i behold. Jeg/vi erkjenner at denne aksepten bare kan anses som gyldig hvis enhver rettighetshaver (markert "JA" under "Rettighetshaver innmeldt" ovenfor på høyre side) har akseptert å signere på dette akseptformularet for salg og overføring av aksjer til Ericsson.
- Ericsson betaler mine/våre utgifter som er direkte relatert til VPS-transaksjonen i forbindelse med min/vår aksept.
- Akseptformularet og Tilbudet er underlagt, og skal tolkes i samsvar med, norsk rett. Enhver tvist i forbindelse med Tilbudet eller Akseptformularet er underlagt norske domstolars eksklusive jurisdiksjon, med Oslo tingrett som avtalt verneting.

Sted _____

Dato _____

Underskrift *) _____

*) Dersom underskrift skjer ved fullmektig, må fullmakt eller firmaattest vedlegges.

Rettighetshaver:

Hvis det finnes en registrert innehaver av rettigheter på VPS-kontoen, så er dette markert vet et "JA" under boksen i Akseptformularet. Som innehaver av rettigheter, samtykker undertegnede til at transaksjonen på ovennevnte vilkår gjennomføres:

Sted _____

Dato _____

Rettighetshavers underskrift*) _____

*) Dersom underskrift skjer ved fullmektig, må fullmakt eller firmaattest vedlegges.

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