

## Item 14

### **The Board of Director's Proposal regarding Resolution on Transfer of own Shares in relation to the Resolution on the Global Stock Incentive Program 2001, the Stock Purchase Plan 2003 and the Long Term Incentive Plan 2004**

#### **Background**

The Annual General Meeting of Shareholders 2001 resolved to approve transfer of own shares in relation to the introduction of a Global Stock Incentive Program. The resolution comprised, inter alia, a right for the company to transfer a maximum of 31,000,000 shares of series B to cover certain payments, mainly for social security charges that may occur in relation to the program.

The Annual General Meeting of Shareholders 2003 resolved to approve transfer of own shares in relation to the Stock Purchase Plan 2003. The resolution comprised, inter alia, a right for the company to transfer a maximum of 26,000,000 shares of series B to cover certain payments, mainly for social security charges that may occur in relation to the plan.

The Annual General Meeting of Shareholders 2004 resolved to approve transfer of own shares in relation to the Long Term Incentive Plan 2004. The resolution comprised, inter alia, a right for the company to transfer a maximum of 4,900,000 shares of series B to cover certain payments, mainly for social security charges that may occur in relation to the plan.

Resolutions to approve transfer of own shares have thereafter been made for the purpose of the Global Stock Incentive Program at the Annual General Meetings of Shareholders 2002, 2003 and 2004 and for the purpose of the Stock Purchase Plan 2003 at the Annual General Meeting of Shareholders 2004.

In accordance with the resolutions, 1,854,335 shares have been transferred up to 9 February 2005.

#### **Proposal**

Therefore, the Board of Directors proposes the General Meeting of Shareholders to resolve that Ericsson shall have the right to transfer, prior to the Annual General Meeting of Shareholders 2006, a maximum of 60,045,665 shares of series B, or the lower number of shares of series B, which as per 6 April 2005, remains of the original 61,900,000 for the purpose of covering certain payments, primarily social security charges that may occur in relation to the company's Global Stock Incentive Program 2001, the Stock Purchase Plan 2003 and the Long Term Incentive Plan 2004. Transfer of shares shall be effected at Stockholmsbörsen at a price within the, at each time, registered price interval for the share.

#### *Supermajority*

The resolution of the Annual General Meeting on transfer of own shares requires, according to the Swedish Company Act, that shareholders with minimum two thirds of the shares and votes represented at the General Meeting of Shareholders must vote in favor of the proposal.

**Stockholm, February 2005**  
**The Board of Directors**