

Item 9

To the Board of Directors of Telefonaktiebolaget LM Ericsson

The Nomination Committee is hereby presenting its proposal and information to the Board of Directors.

Chairman of the Annual General Meeting of Shareholders

The Nomination Committee proposes Michael Treschow be elected Chairman of the Annual General Meeting of Shareholders 2009.

Number of Directors elected by the Annual General Meeting of Shareholders

According to the articles of association, the Board shall consist of no fewer than five and no more than twelve Directors, with no more than five Deputy Directors. The Nomination Committee proposes the number of Directors elected by the Annual General Meeting of Shareholders remains ten and no Deputy Directors be elected.

Fees payable to the non-employed Board members elected by the Annual General Meeting of Shareholders and to the non-employed members of the Committees of the Board

The Nomination Committee proposes fees to non-employed Board members elected by the Annual General Meeting of Shareholders be paid as follows:

- SEK 3,750,000 to the Chairman of the Board of Directors;
- SEK 750,000 each to other non-employed Board members;
- SEK 350,000 to the Chairman of the Audit Committee;
- SEK 250,000 each to other members of the Audit Committee; and
- SEK 125,000 each to the Chairmen and other members of the Finance- and Remuneration Committee, respectively.

Fees in the form of synthetic shares

Background

With the purpose of facilitating for the Directors to have a financial interest in the Company comparable with the shareholders', the Nomination Committee considers that the Directors should be offered the possibility of receiving part of the fees in the form of synthetic shares. By a synthetic share is understood a right to receive a future payment of an amount which corresponds to the market value of a share of series B in the Company on NASDAQ OMX Stockholm at the time of payment.

Proposal

The Nomination Committee therefore proposes the Annual General Meeting of Shareholders 2009 resolves that it be possible to pay part of the fees to the Directors, in respect of their Board assignment (however, not in respect of committee work), in the form of synthetic shares, on the following terms and conditions.

A nominated Director shall be able to choose to receive the fee in respect of his or her Board assignment, according to the following four alternatives:

25 percent in cash – 75 percent in synthetic shares
50 percent in cash – 50 percent in synthetic shares
75 percent in cash – 25 percent in synthetic shares
100 per cent in cash.

The number of synthetic shares to be allocated shall be valued to an average of the market price of shares of series B in the Company on NASDAQ OMX Stockholm during a period of five trading days immediately following the publication of Ericsson's interim report for the first quarter of 2009. The synthetic shares are vested during the term of office, with 25 percent per quarter of the year.

The synthetic shares entail a right to receive payment, following the publication of Ericsson's year-end financial statement in 2014, of a cash amount per synthetic share corresponding to the market price of shares of series B in the Company at the time of payment.

Dividend in respect of shares of series B in the Company, which the General Meeting of Shareholders has resolved on during the holding period, shall be disbursed at the same time as the cash amount.

Should the Director's assignment to the Board come to an end not later than during the third calendar year after the year in which the General Meeting of Shareholders resolved on allocation of the synthetic shares, payment may take place the year after the assignment came to an end.

The number of synthetic shares may be subject to recalculation in the event of bonus issues, split, rights issues and similar measures, under the terms and conditions of the synthetic shares.

The complete terms and conditions of the synthetic shares are described on **page 5-6**

The intention is that the Company's future commitment to pay with regard to the synthetic shares, as set out above, be hedged by the Company, either through repurchased own shares which are sold on the market in connection with payments to the Directors or through a hedging agreement with a bank. Due to the hedging measures, the financial difference for the Company if all Directors receive part of their fees in the form of synthetic shares compared with the fees being paid in cash only, is assessed to be very limited.

Board members nominated for election by the Annual General Meeting of Shareholders

Chairman of the Board: re-election of Michael Treschow

Other Board members: re-election of Roxanne S. Austin, Sir Peter L. Bonfield, Börje Ekholm, Ulf J. Johansson, Sverker Martin-Löf, Nancy McKinstry, Anders Nyrén, Carl-Henric Svanberg and Marcus Wallenberg.

In the composition of the Board of Directors, the Nomination Committee considers among other things the value of diversity and renewal, and assesses the appropriateness in terms of the size of the Board.

The fundamental principle in the Nomination Committee's assessment with respect to individual Board members is to take into account the competence and experience of each individual member, regardless of gender, nationality etc.

The Nomination Committee has thoroughly familiarized itself on the work of the Board as well as on the work of each individual Board member. The Nomination Committee is of the opinion that the current Board is well functioning and comes up to very high expectations with respect to composition and competence. Additional competence in terms of e.g. new technologies was provided to the Board last year. The Board members contribute meritoriously with the respective competences of each individual member, and the evaluation for the purposes of determining the competence and experience that is required by the Board does not reveal any need for change. The Nomination Committee has further assessed that the Board should not be increased. Against this background and also taking into account that continuity is of value, the Nomination Committee proposes that all Board members be re-elected.

Information regarding proposed Board members, page_7-9

Independence

The Nomination Committee has made the following assessments in terms of applicable Swedish rules on independence:

The Nomination Committee considers the following Board members, at the least, be independent of the Company and its senior management:

Roxanne S. Austin
Sir Peter L. Bonfield
Börje Ekholm
Ulf J. Johansson
Nancy McKinstry
Michael Treschow

From among the Board members reported above, the Nomination Committee considers the following, at the least, be independent of the Company's major shareholders:

Roxanne S. Austin
Sir Peter L. Bonfield
Ulf J. Johansson
Nancy McKinstry
Michael Treschow

Moreover, the Nomination Committee considers the following Board members, at the least, be independent in respect of all applicable independence requirements:

Roxanne S. Austin
Sir Peter L. Bonfield
Ulf J. Johansson
Nancy McKinstry
Michael Treschow

Fees payable to the members of the Nomination Committee

The Nomination Committee proposes that no fees be paid to the members of the Nomination Committee, but the Company shall bear costs related to the work of the Nomination Committee.

Proposal of the procedure on appointment of the members of the Nomination Committee, see page 10-11.

Auditor fees

The Nomination Committee proposes, like previous years, the Auditor fees be paid against approved account.

Stockholm in March 2009
NOMINATION COMMITTEE

Terms and Conditions for Board Fees in the form of allocation of Synthetic Shares in Telefonaktiebolaget LM Ericsson 2009

Definitions

"the Company" Telefonaktiebolaget LM Ericsson, corporate registration number 556016-0680.

"Synthetic Share" A right to receive a future payment of an amount which corresponds to the market value of a share of series B in the Company on NASDAQ OMX Stockholm at the time of payment.

Synthetic Share Program for Non-employed Directors elected by the general meeting

A nominated director can choose to receive the fee in respect of his or her Board assignment (however, not in respect of committee work) as follows: i) 25 percent of the fee in cash and a number of Synthetic Shares, the value of which at the time of allocation corresponds to 75 percent of the fee, ii) 50 percent of the fee in cash and 50 percent in the form of Synthetic Shares, or iii) 75 percent of the fee in cash and 25 percent in the form of Synthetic Shares. Directors may also choose not to participate in the Synthetic Share Program.

The number of Synthetic Shares allocated to the director shall be based on a volume weighed average of the market price of shares of series B on NASDAQ OMX Stockholm during the five trading days immediately following the publication of the Company's interim report for the first quarter of the year that the director was elected or re-elected as director. The number of Synthetic Shares shall be rounded down to the nearest whole number of shares.

Vesting Period

The director's right to receive maximum allocation of Synthetic Shares is contingent on whether the director remains as a director during the whole or only part of the term of office. Vesting is granted with 25 percent per commenced quarter of the year as a director, the first quarter beginning 1 April.

Payment

The director's right to receive payment with regard to allocated Synthetic Shares, occurs after the publication of the Company's year-end financial statement during the fifth year following the general meeting which resolved on the allocation of the Synthetic Shares. The amount payable shall be determined based on the volume weighed average price for shares of series B during the five trading days immediately following the publication of the year-end financial statement and payment shall be made ten banking days after the payable amount has been determined.

Dividend in respect of shares of series B, which the general meeting has resolved on during the holding period, shall be disbursed to the director on the same day as payment with regard to Synthetic Shares is made.

The Company is entitled to make deductions for applicable taxes in respect of amounts to be paid to the directors and to forward such deducted amounts to the tax authorities.

Recalculation

Should the share capital in the Company be increased or decreased, convertibles or warrants be issued or the Company be liquidated or merged or similar changes occur, the number of Synthetic Shares shall be recalculated to ensure the director economic rights corresponding to what would have been the case had the director been the holder of a corresponding number of shares of series B since the time of allocation. In connection herewith Swedish market praxis for recalculation of similar instruments shall, as far as possible, be applied. In the event that recalculation is not possible or a matter or transaction regarding the Company becomes more difficult due to the fact that Synthetic Shares are outstanding, payment may be made in advance with respect to outstanding Synthetic Shares based on the prevailing market price of the Company's shares of series B.

Each recalculation shall be made, with binding effect for the Company and the directors, by an accounting firm appointed by the Stockholm Chamber of Commerce, which firm shall be independent from the Company.

Advance Payment

In the event that the director's Board assignment comes to an end not later than during the third calendar year following the year during which the general meeting resolved on allocation of Synthetic Shares, the director has a right, within three months of the termination, to request that the time of payment be advanced, and instead occur, in relation to all allocated Synthetic Shares, after the publication of the year-end financial statement in the year following the year during which the assignment came to an end. The amount payable shall be calculated based on the volume weighed average price for shares of series B during the five trading days immediately following the publication of the year-end financial statement and payment shall be made ten banking days after the payable amount has been determined. The corresponding right to request advance payment shall apply for the surviving relatives of a deceased director.

Prohibition against Pledging or Transfer of Rights

The right that comes with the Synthetic Share cannot be borrowed on, pledged, transferred, or in any other way be disposed of. However, if the director deceases, the rights are transferred to the deceased's estate.

Amendments to the Terms and Conditions

Any amendments to these terms and conditions shall be approved by the general meeting of the Company.

Disputes

Disputes regarding the interpretation or application of these terms and conditions shall be settled in accordance with Swedish law regarding arbitrators in Stockholm whereby Swedish law shall be applicable. The costs for such arbitration proceeding shall be borne by the Company with the exception of arbitration proceedings that, according to the arbitral award, have been called for by the director without reasonable cause.

The Nomination Committee's information on the proposed members of the Board of Directors of Telefonaktiebolaget LM Ericsson

Michael Treschow (first elected 2002)

Chairman of the Board of Directors

Chairman of the Remuneration Committee

Member of the Finance Committee

Born 1943, Master of Science, Lund Institute of Technology. **Board Chairman:** Unilever NV, and Unilever PLC. **Board member:** ABB Ltd and the Knut and Alice Wallenberg Foundation.

Holdings in Ericsson 1): 164,008 Class B shares.

Principal work experience and other information: Board Chairman of the Confederation of Swedish Enterprise 2004–2007, President and CEO of AB Electrolux 1997–2002 and Chairman of its Board of Directors 2004–2007. Earlier positions mainly include positions in Atlas Copco, where he served as President and CEO 1991–1997. Member of the Royal Academy of Engineering Sciences.

Marcus Wallenberg (first elected 1996)

Deputy Chairman of the Board of Directors

Chairman of the Finance Committee

Born 1956, Bachelor of Science of Foreign Service, Georgetown University, USA. **Board Chairman:** Skandinaviska Enskilda Banken, Saab AB and AB Electrolux. Honorary Chairman: International Chamber of Commerce (ICC). **Board member:** AstraZeneca PLC, Stora Enso Oy, the Knut and Alice Wallenberg Foundation and Temasek Holdings Limited. **Holdings in Ericsson 1):** 1,200 Class A shares and 14,800 Class B shares.

Principal work experience and other information: Positions in Investor AB, where he served as President and CEO 1999–2005. Prior to this he was Executive Vice President at Investor. Previous employers include Stora Feldmühle AG, Citicorp, Citibank and Deutsche Bank.

Sverker Martin-Löf (first elected 1993)

Deputy Chairman of the Board of Directors

Member of the Audit Committee

Born 1943, Doctor of Technology and Master of Engineering, Royal Institute of Technology, Stockholm. **Board Chairman:** Skanska AB, Svenska Cellulosa Aktiebolaget SCA and SS AB.

Deputy Chairman: AB Industrivärden and the Confederation of Swedish Enterprise. **Board member:** Svenska Handelsbanken. **Holdings in Ericsson 1):** 10,400 Class B shares.

Principal work experience and other information: President and CEO of Svenska Cellulosa Aktiebolaget SCA 1990–2002, where he was employed 1977–1983 and 1986–2002. Previous positions at Sunds Defibrator and Mo och Domsjö AB.

Roxanne S. Austin (elected 2008)

Born 1961, B.B.A. in Accounting, University of Texas, San Antonio USA. **Board member:** Abbott Laboratories, Teledyne Technologies Inc., Target Corporation. **Holdings in Ericsson:** 3,000 American Depository Receipts (ADR).

Principal work experience and other information: Since 2004 President of Austin Investment Advisors. President and CEO of DIRECTV 2001–2003. Corporate Senior Vice President and Chief Financial Officer of Hughes Electronics Corporation 1997–2000, which company she joined in 1993. Prior to joining Hughes, Roxanne Austin was a partner at Deloitte & Touche. Member of the board of trustees of the California Science Center, member of the California State Society of certified Public Accountants and the American Institute of Certified Public Accountants.

Sir Peter L. Bonfield (first elected 2002)

Member of the Audit Committee

Born 1944, Honors degree in Engineering, Loughborough University, Leicestershire, UK. **Board Chairman:** Supervisory Board of NXP. **Deputy Chairman:** British Quality Foundation. **Board member:** Mentor Graphics Inc., Sony Corporation, and TSMC. **Holdings in Ericsson 1):** 4,400 Class B shares.

Principal work experience and other information: CEO and Chairman of the Executive Committee of British Telecommunications plc 1996–2002. Chairman and CEO of ICL PLC 1990–1996. Positions with STC PLC and Texas Instruments Inc. Member of the International Advisory Board of Citi. Member of the Advisory Boards of New VenturePartners LL P, the Longreach Group and Apax Partners LL P. Non-executive Director of Actis Capital LL P and Dubai International Capital. Board Mentor of CMI.

Börje Ekholm (first elected 2006)

Member of the Remuneration Committee

Born 1963, Master of Science in Electrical Engineering, Royal Institute of Technology, Stockholm. Master of Business Administration, INSEAD, France. **Board member:** Investor AB, AB Chalmersinvest, EQT Partners AB, Husqvarna AB, Scania, KTH Holding AB, Lindorff Group AB and the Royal Institute of Technology, Stockholm. **Holdings in Ericsson 1):** 21,760 Class B shares.

Principal work experience and other information: President and CEO of Investor AB since 2005. Prior to this, Börje Ekholm was Head of Investor Growth Capital Inc and New Investments. Previous positions at Novare Kapital AB and McKinsey & Co Inc.

Ulf J. Johansson (first elected 2005)

Chairman of the Audit Committee

Born 1945, Doctor of Technology and Master of Science in Electrical Engineering, Royal Institute of Technology, Stockholm. **Board Chairman:** Acando AB, Eurostep Group AB, Novo A/S, Novo Nordisk Foundation, and Trimble Navigation Ltd. **Board member:** Jump Tap Inc. **Holdings in Ericsson 1):** 6,435 Class B shares.

Principal work experience and other information: Founder of Europolitan Vodafone AB, where he was the Chairman of the Board 1990–2005. Previous positions at Spectra-Physics AB, where he was the President and CEO, Ericsson Radio Systems AB. Member of the Royal Academy of Engineering Sciences.

Nancy McKinstry (first elected 2004)

Member of the Remuneration Committee

Born 1959, Master of Business Administration in Finance and Marketing, Columbia University, USA. Bachelor of Arts in Economics, University of Rhode Island, USA. **Board Chairman:** CEO and Chairman of the Executive Board of Wolters Kluwer n.v. **Board member:** The American Chamber of Commerce, the Netherlands, and TiasNimbas Business School. **Holdings in Ericsson:** None.

Principal work experience and other information: CEO and Chairman of the Executive Board of Wolters Kluwer n.v. President and CEO of CCH Legal Information Services 1996–1999. Previous positions at Booz, Allen & Hamilton, and New England Telephone Company. Member of the Advisory Board of the University of Rhode Island, the Advisory Council of the Amsterdam Institute of Finance, the Dutch Advisory Council of INSEAD, and the Board of Overseers of Columbia Business School.

Anders Nyrén (first elected 2006)

Member of the Finance Committee

Born 1954, Graduate of Stockholm School of Economics, Master of Business Administration from Anderson School of Management, UCLA, USA. **Board Chairman:** Association of Exchange Listed Companies and Association for Generally Accepted Principles in the Securities Market. **Deputy Chairman:** Sandvik AB and Svenska Handelsbanken. **Board member:** Svenska Cellulosa Aktiebolaget SCA, AB Industrivärden, SSAB, and Ernströmgruppen. Anders Nyrén is also nominated as new Board member in AB Volvo. **Holdings in Ericsson 1):** 6,686 Class B shares.

Principal work experience and other information: President and CEO of Industrivärden since 2001. CFO and EVP of Skanska AB 1997–2001. Director Capital Markets of Nordbanken 1996–1997. CFO and EVP of Securum AB 1992–1996. Managing Director of OM International AB 1987–1992. Earlier positions at STC Scandinavian Trading Co AB and AB Wilhelm Becker.

Carl-Henric Svanberg (first elected 2003)

Born 1952, Master of Science, Linköping Institute of Technology. Bachelor of Science in Business Administration, University of Uppsala. **Board Chairman:** Sony Ericsson Mobile Communications AB, ST-Ericsson Holding AG, ST-Ericsson AT Holding AG. **Board member:** The Confederation of Swedish Enterprise, Melker Schörling AB and Uppsala University. **Holdings in Ericsson 1):** 3,209,254 Class B shares.

Principal work experience and other information: President and CEO of Telefonaktiebolaget LM Ericsson since 2003. Prior to this, Carl-Henric Svanberg was the President and CEO of Assa Abloy AB (1994–2003). Various positions within Securitas AB (1986–1994) and ABB Group (1977–1985).

1) The number of shares reflects the situation as of March 16, 2009 and includes holdings by related natural or legal persons, as well as holdings of any ADR, if applicable.

Proposal of the Nomination Committee for the procedure on appointment of the members of the Nomination Committee, the assignment of the Nomination Committee etc.

The Nomination Committee proposes the Annual General Meeting of Shareholders 2009 resolves on the following:

1. The Company shall have a Nomination Committee of no less than five members. One member shall be the chairman of the Board of Directors.
2. Based on the shareholding statistics the Company receives from Euroclear Sweden AB as per the last bank day of the month in which the Annual General Meeting of Shareholders is held, the Nomination Committee shall, without unnecessary delay, identify the four largest shareholders by voting power of the Company.¹
3. As soon as reasonably feasible, the Nomination Committee shall, in a suitable manner, contact the identified four largest shareholders and request them, within reasonable time considering the circumstances, however not exceeding 30 days, to provide in writing to the Nomination Committee the name of the person the shareholder wish to appoint member of the Nomination Committee.

Instead of appointing a member to the Nomination Committee, a shareholder may assign another member of the Nomination Committee, appointed by another shareholder, to represent the shareholder in the Nomination Committee. In such a case, when applying these rules, the member that has assumed such an assignment shall be considered as one member representing several shareholders.

Should a shareholder exercise its right to assign a member of the Nomination Committee, appointed by another shareholder, to represent the shareholder as per the foregoing paragraph, or should the shareholder abstain from its right to appoint a member, or should the shareholder not appoint a member within prescribed time, the right to appoint a member shall transfer to the subsequent largest shareholder by voting power that has not already appointed or has the right to appoint a member of the Nomination Committee.

4. The chairman of the Nomination Committee shall be the member that represents the largest shareholder(s) by voting power, provided the Nomination Committee does not unanimously resolve to appoint another member, appointed by a shareholder, chairman of the Nomination Committee.
5. As soon as all the members and chairman of the Nomination Committee have been appointed, the Nomination Committee shall inform the Company to that effect and also provide required information on the members and chairman of the Nomination Committee including the name of the shareholder(s) the member is representing.

¹ The shareholding statistics used shall be sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders, i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.

The Company shall, without unnecessary delay, make public the constitution of the Nomination Committee by releasing a separate press release and post the information on the Company's web site.

6. The Nomination Committee shall be considered appointed and its mandate period shall start when the information has been released in a separate press release. The mandate period of the Nomination Committee runs until the next Nomination Committee has been appointed and its mandate period starts.
7. Should a member of the Nomination Committee, appointed by a shareholder, resign from the Nomination Committee during the mandate period or become prevented from fulfilling his/her assignment, the Nomination Committee shall request without delay the shareholder that has appointed the member, to appoint, within reasonable time considering the circumstances, however not exceeding 30 days, another member to the Nomination Committee.

Should the shareholder not appoint another member within the prescribed time, the right to appoint another member of the Nomination Committee shall transfer to the subsequent largest shareholder by voting power, provided such shareholder has not already appointed a member of the Nomination Committee or previously abstained from such right ².

Should a member of the Nomination Committee resign in accordance with the preceding paragraph, the rules in item 3, second and third paragraph, and 5 above shall apply correspondingly.

8. In case a shareholder considers its shareholding in the Company is of such significance that it justifies a participation in the Nomination Committee, the shareholder may inform in writing the Nomination Committee thereof by stating its shareholding and in connection hereto adequately verify its shareholding. Upon receipt of such a request no later than December 31, and provided the Nomination Committee considers the reported shareholding be adequately verified, the Nomination Committee shall confirm this to the shareholder, who will then be entitled to appoint a supplemental member of the Nomination Committee. In such case, the rules in items 3, 4 and 5 shall apply correspondingly. In case the Nomination Committee receives a notification from a shareholder past the date of December 31, no action is required to be taken.
9. Should the Nomination Committee at any point in time consist of less than five members, the Nomination Committee shall nevertheless be authorized to fulfill its assignment according to this resolution by the Annual General Meeting of Shareholders.
10. The Nomination Committee shall perform its assignment in accordance with this resolution by the Annual General Meeting of Shareholders and applicable rules.

² The shareholding statistics used in these circumstances shall be the latest available shareholding statistics kept by Euroclear Sweden AB sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.

The assignment covers to provide proposals for

- ❖ chairman at the Annual General Meeting of Shareholders;
 - ❖ chairman of the Board of Directors and other members of the Board of Directors appointed by the Annual General Meeting of Shareholders;
 - ❖ fees payable to non-employed members of the Board of Directors;
 - ❖ fees payable to the auditors and, when applicable, election of auditors; and
 - ❖ possible fees payable to the members of the Nomination Committee.
11. The Company shall bear reasonable costs reasonably related to the assignment of the Nomination Committee.