

## Item 12

### **The Board of Directors' proposal for resolution on transfer of treasury stock in relation to the resolutions on the Global Stock Incentive Program 2001, the Long Term Incentive Plans 2005 and 2006 and the Long Term Variable Compensation Programs 2007 and 2008**

#### **Background**

The Annual General Meetings of Shareholders 2001, 2005 and 2006, the Extraordinary General Meeting of Shareholders 2007 as well as the Annual General Meeting of Shareholders 2008 resolved on a right for the Company to transfer in total not more than 13 980 000 shares of series B in the Company on a stock exchange to cover certain payments, mainly social security charges, that may occur in relation to the Global Stock Incentive Program 2001, the Long Term Incentive Plans 2005 and 2006 and the Long Term Variable Compensation Programs 2007 and 2008.

Each resolution has for legal reasons only been valid up to the following Annual General Meeting of Shareholders. Resolutions on transfer of treasury stock for the purpose of the above mentioned plans and programs have therefore been repeated at the subsequent Annual General Meetings of Shareholders.

In accordance with the resolutions on transfer of in total not more than 13 980 000<sup>1</sup> shares, 2 990 406 shares of series B have been transferred up to February 15, 2009.

#### **Proposal**

The Board of Directors proposes that the Annual General Meeting of Shareholders resolve that Telefonaktiebolaget L M Ericsson shall have the right to transfer, prior to the Annual General Meeting of Shareholders 2010, not more than 10 989 594 shares of series B in the Company, or the lower number of shares of series B, which as per April 22, 2009 remains of the original 13 980 000 shares, 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 Long Term Incentive Plans 2005 and 2006 and the Long Term Variable Compensation Programs 2007 and 2008. Transfer of shares shall be effected on NASDAQ OMX Stockholm at a price within the, at each time, prevailing price interval for the share.

#### **Majority rules**

The resolution of the Annual General Meeting of Shareholders on a transfer of treasury stock requires that shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Meeting vote in favor of the proposal.

---

Stockholm, March 2009  
BOARD OF DIRECTORS

---

<sup>1</sup> Recalculated for the 2008 reverse split of shares 1:5