

UNAUTHORIZED TRANSLATION

Minutes kept at the Annual General Meeting of Shareholders of Telefonaktiebolaget LM Ericsson Monday, April 10, 2006, starting at 3 PM, at the Annex, The Globe Arena, Stockholm.

Present:

Shareholders according to list, **exhibit A**.

§ 1

The Annual General Meeting of Shareholders (the AGM) was opened by the chairman of the Board, Michael Treschow.

Pursuant to the nomination committee's proposal, **exhibit B**, which was presented by the Nomination Committee chairman Björn Svedberg, attorney Claes Beyer was elected chairman at the AGM.

It was noted that Carl Olof Blomqvist had been assigned to take the minutes at the AGM.

It was further noted that the AGM was being simultaneously interpreted into English for those who so preferred.

The AGM resolved

to allow two upper secondary school classes, two researchers from Stockholm University and representatives from the press and other media to be present at the AGM, however, without taking any photographs or making any TV, video or tape recordings of the AGM;

to approve that the Company, for its internal use, make video recordings and takes photographs of the AGM; and

that the Company allows media access to video recordings and slides of CEO's and other company official's speeches.

The Chairman informed that, in accordance with the Swedish code on Corporate Governance, the minutes from the AGM will be posted on the Company's webpage. In the minutes of meeting, any questions, requests, reservations and other contributions made may be recorded by noting the name of the individual who made the contribution. By this

notification to the AGM participants, the Company is of the opinion that necessary consent to such treatment of personal information has been granted by the individuals who make any contribution at the AGM, unless the person who makes the contribution clearly states that such consent is not granted.

It was recorded that no one has stated that consent to the treatment of personal information is not granted.

§ 2

The attached list, **exhibit A**, of present shareholders, representatives and assistants as well as shares and votes represented by shareholders and representatives were presented and approved to serve as the voting list at the AGM.

It was recorded that all board members elected by the AGM, namely Michael Treschow, Arne Mårtensson, Marcus Wallenberg, Peter L. Bonfield, Ulf J. Johansson, Nancy McKinstry, Sverker Martin-Löf, Eckhard Pfeiffer and Carl-Henric Svanberg as well as the proposed new board members Börje Ekholm, Katherine Hudson and Anders Nyrén were present at the AGM.

It was further recorded that the Company's auditors, Bo Hjalmarsson, Peter Clemedtsen and Thomas Thiel, as well as all of the Nomination Committee members, Björn Svedberg, chairman, Bengt Belfrage, Christer Elmehagen and Curt Källströmer, were present at the AGM.

§ 3

The AGM resolved to approve the board's proposal for the agenda for the AGM, **exhibit C**.

§ 4

It was recorded that the notice to the AGM had been published in *Post-och Inrikes Tidningar*, *Dagens Nyheter*, *Svenska Dagbladet* and in *Financial Times* on March 3, 2006.

It was further noted that the notice had been published on Ericsson's webpages and, in addition, on the Securities & Exchange Commission's webpage as well as on the Financial Services Authority's webpage.

The AGM declared that the AGM had been duly convened.

§ 5

Björn Franzon, *Fjärde AP-Fonden*, and Andreas Hardeström, *Livförsäkringsaktiebolaget Skandia*, were appointed to approve the minutes.

§ 6

The annual report and the consolidated report for 2005 as well as the auditors' report for the Company and for the group for 2005, **exhibit D**, were presented.

Authorized public accountant Bo Hjalmarsson described the audit work during 2005 and presented the auditors' reports.

The chairman of the board, Michael Treschow, presented the work during 2005 of the board and the board's three committees: Finance, Audit and Remuneration.

The CEO and President, Carl-Henric Svanberg, presented the Ericsson Group's position and development.

The CEO and the chairman thereafter answered questions from shareholders.

§ 7

The chairman informed on that shareholders representing a total of 2,744,389.9 (0.173%) of the votes represented at the AGM had informed the chairman that they vote against or abstain from voting on adopting the income statements and the balance sheets for 2005, **exhibit E**.

The AGM then resolved to adopt the income statement for 2005 and the balance sheet as of 31 December 2005 as well as the consolidated income statement for 2005 and the consolidated balance sheet as of 31 December 2005, **exhibit D**.

Regarding discharge from liability, the chairman informed that shareholders representing a total of 1,003,785.0 (0.063%) of the votes represented at the AGM had informed the chairman that they vote against discharging the board members and the CEO from liability for 2005, **exhibit F**.

The AGM then resolved to grant the board members and the CEO discharge from liability for 2005 in accordance with the auditors' recommendation.

In the management report the board and the CEO had presented a proposal for the allocation of the amount available to the AGM's disposal, namely non-restricted equity of SEK 28,969,309,664, as follows (the total dividend amount has been calculated as if the Company holds no own shares on the day of record):

Dividend: SEK 0.45 per share	7 259 516 405
To be brought forward	<u>21 709 793 259</u>
Total non-restricted equity in the parent company	28 969 309 664

and further proposed that Thursday, April 13, 2006 be the record day for distribution of dividend.

It was recorded that the board in the management report had made a statement in accordance with the Companies Act, chapter 18, § 4.

The AGM resolved to approve the board and CEO's proposal for the appropriation of profits.

§ 8

Björn Svedberg, chairman of the Nomination Committee, described the work of the Nomination Committee as well as the result of the Nomination Committee's assessment of proposed board members' independence pursuant to applicable rules.

In accordance with the Nomination Committee's proposal, **exhibit B**, presented by Björn Svedberg, the AGM resolved that the board of the Company – except members appointed in a different manner - shall consist of ten members elected by the AGM with no deputies.

§ 9

Curt Källströmer, member of the Nomination Committee, presented the Nomination Committee's proposal for board fees to non-employed, board members elected by the AGM, **exhibit B**.

It was recorded

that shareholders representing 983,840.0 of the votes represented at the AGM had informed the chairman that they vote against the Nomination Committee's proposal for board fees;

that Lars-Erik Forsgårdh, who represented 573,105.0 votes registered a reservation against the Nomination Committee's proposal; and

that Christopher Ödmann, representing 500 votes registered a reservation against the Nomination Committee's proposal.

It was then recorded that shareholders together representing 573,605.0 (0.098%) of the votes represented at the AGM voted against or abstained from voting on the Nomination Committee's proposal, **exhibit G**.

It was further recorded that Björn Franzon, representing *Fjärde AP-fonden*, requested it be recorded in the minutes that the fund after

careful consideration voted in favor of the Nomination Committee's proposal, mainly because of two reasons, namely

that the Nomination Committee's proposal is unanimous and that, in the Nomination Committee, it can be assumed to exist interests that balance each other, and

that Ericsson is a very unusual company in terms of, *inter alia*, size, complexity and significant international operations.

Franzon further pointed out that it is important that the fees to Ericsson's board members do not become normative for other Swedish companies.

The AGM then resolved with acclamation that board fees in accordance with the Nomination Committee's proposal be distributed as follows:

- Chairman SEK 3,750,000.
- Deputy chairmen and other members SEK 750,000.
- Chairman of the Audit Committee unchanged SEK 350,000.
- Other member of the Audit Committee unchanged SEK 250,000.
- Chairmen and other members of the Finance and the Remuneration Committees unchanged SEK 125,000 each.

§ 10

Christer Elmehagen, member of the Nomination Committee, presented the Nomination Committee's proposal for the appointment of board members and informed, *inter alia*, of the other assignments held by the proposed new members, Börje Ekholm, Katherine Hudson and Anders Nyrén. It was recorded that also the notice to the AGM included a description of the other assignments held by the proposed new board members.

It was recorded that all proposed board members' assignments have been presented on the Company's webpage, in the corporate governance report in the annual report and in the material distributed to the shareholders at the AGM.

The chairman informed that shareholders representing a total of 1,316,701.3 of the represented votes at the AGM had informed that they vote against the Nomination Committee's proposal and that additional shareholders representing 373,946.8 of the represented votes at the AGM had informed that they abstain from voting on the Nomination Committee's proposal. It was then recorded that shareholders representing a total of 1,690,648.1 (0.107%) of the shares

represented at the AGM had informed that they voted against or abstained from voting on the Nomination Committee's proposal, **exhibit H**.

In accordance with the Nomination Committee's proposal Michael Treschow was reelected chairman of the board and Marcus Wallenberg reelected deputy chairman, and Sverker Martin-Löf was elected deputy chairman. As board members were reelected Sir Peter L. Bonfield, Nancy McKinstry, Carl-Henric Svanberg and Ulf J. Johansson, and as new members were elected Katherine Hudson, Börje Ekholm and Anders Nyrén.

Eckhard Pfeiffer and Arne Mårtensson, both of whom had declined reelection to the board, were thanked by the board's chairman, Michael Treschow.

§ 11

Björn Svedberg, chairman of the Nomination Committee, presented the Nomination Committee's proposal for the procedure on appointing the members of the Nomination Committee etc., **exhibit B**.

The chairman informed that shareholders representing 2,693,420.0 and 500.0 votes, respectively, had informed that they vote against, abstain from voting or register a reservation against the proposal. Lars-Erik Forsgårdh, representing *Aktiespararna Topp Sverige* and others, with a total of 573,105.0 of the votes represented at the AGM registered a reservation against the Nomination Committee's proposal and instead proposed that the AGM, as it has previous years, should elect the members of the Nomination Committee. Consequently, shareholders representing a total of 3,267,025.0 (0.206%) of the shares represented at the AGM informed that they voted against, abstained from voting or registered a reservation against the Nomination Committee's proposal, **exhibit I**.

The chairman then put the Nomination Committee's proposal against Lars-Erik Forsgårdh's proposal and the AGM resolved to reject Lars-Erik Forsgårdh's proposal.

After a counting of votes had been requested, the AGM, at the chairman's proposal, resolved to count votes in the manner that the chairman asks the shareholders in order of voting strength how they vote in the question and ends the procedure once it is clear that the required majority in order to accept or reject the Nomination Committee's proposal has been reached.

After shareholders representing over 57 per cent of the votes represented at the AGM answered the chairman's question that they vote in favor of the Nomination Committee's proposal, the chairman concluded that the AGM resolved to reject Lars-Erik Forsgårdh's

proposal and to accept the Nomination Committee's proposal for the procedure on appointing the members of the Nomination Committee etc., **exhibit B**, and that the decision, like previously, means, *inter alia*, that the Nomination Committee's assignment shall include the presenting of proposals to the AGM 2007 of

- chairman at the AGM;
- chairman, deputy chairmen and other members of the board elected by the AGM;
- fees to non-employed board members;
- fees to auditors and, when auditor for the Company is elected, election of auditor; and
- fees, if any, to the Nomination Committee's members.

It was recorded that the AGM's decision further means that, *inter alia*, the Company, like previously, shall bear reasonable expenses reasonably connected with the Nomination Committee's assignment.

It was recorded that in connection with the voting, additional shareholders, together representing 49,664.0 (0.003%) of the shares represented at the AGM, notified that they voted against the Nomination Committee's proposal, **exhibit J**.

It was further resolved by the AGM that no fees shall be payable to the Nomination Committee's members.

§ 12

In accordance with the Nomination Committee's proposal, the AGM resolved that fees to the auditors shall be payable taking into account the review work undertaken by them, i.e., according to approved invoice.

§ 13

The AGM resolved to amend the articles of association in accordance with the board's proposal, **exhibit K**.

It was recorded that the AGM declared the decision unanimous.

§ 14

Michael Treschow, chairman of the board, presented the board's proposal for the principles of remuneration and other terms of employment for top executives, **exhibit L**.

The chairman informed that shareholders representing 28,965,061.8 (1.827%) of the votes represented at the AGM had informed that they vote against or abstain from voting on the board's proposal for the principles for remuneration and other terms of employment for top executives, see further **exhibit M**.

Torsten Skytt, representing 2,566.6 of the votes represented at the AGM moved that the board's proposal be rejected and proposed instead that the AGM would resolve to assign the board to prepare a profit-sharing system for all employees.

Christopher Ödmann, representing 500 of the votes represented at the AGM registered a reservation against the board's proposal and declared that he supports Torsten Skytt's proposal to assign the board to prepare a profit-sharing system for all employees.

The chairman put the board's proposal against Torsten Skytt's proposal. The AGM resolved to reject Torsten Skytt's proposal and to approve the board's proposal for the principles for remuneration and other terms of employment for top executives, **exhibit L**.

§ 15

Michael Treschow presented the board's proposal to establish a Long-term Incentive Plan 2006 (agenda item 11 a) and that no more than 38,400,000 shares of Series B may be transferred to employees in the Ericsson Group and that part of the shares also shall be transferable via stock exchange to cover costs for the plan, mainly social security payments (agenda item 11 b), **exhibit N**.

The chairman informed that shareholders representing a total of 32,923,758.3 (2.076%) of the votes represented at the AGM had informed that they vote against or abstain from voting on the board's proposal to establish a Long-term Incentive Plan 2006 (agenda item 11 a) and that no more than 38,400,000 shares of Series B may be transferred to employees in the Ericsson Group in accordance with Long-term Incentive Plan 2006, and that part of the shares shall be transferable via stock exchange to cover costs for the plan, mainly social security payments (agenda item 11 b), **exhibit O**.

Christopher Ödmann, representing 500.0 of the votes represented at the AGM, declared that he registered a reservation against the board's proposal and proposed instead that the AGM resolves to establish a long-term incentive plan with only one matching share for all employees.

The Chairman put the board's proposal against Christopher Ödmann's proposal. The AGM resolved to reject Christopher Ödmann's proposal.

Since it had been determined that the AGM's decision could not be unanimous since a number of shareholders had informed that they vote against or abstain from voting on the proposal, the AGM, in accordance with the chairman's proposal, resolved to vote on the matter in the way that the secretary, based on the adopted voting roster, asks the shareholders in turn after voting strength if they vote for or against the proposal and ends the procedure once it is clear that the necessary majority to accept or reject the proposal has been reached.

Since shareholders together representing over 91 per cent of the shares represented at the AGM and more than 97 per cent of the votes represented at the AGM to the question stated to vote for the board's proposal, the chairman declared that the AGM had resolved in accordance with the board's proposal as stated in the agenda under items 11 a)-11 b), mainly to the effect **to** adopt a Long-term Incentive Plan 2006 and, on account of Long-term Incentive Plan 2006, **that** no more than 38,400,000 shares of Series B may be transferred to employees of the Ericsson Group and that portions thereof can be transferred via stock exchange to cover costs, mainly social security payments. The accepted proposals are listed in **exhibit N**.

§ 16

The secretary presented the board's proposal to transfer own shares in connection with decisions on Global Stock Incentive Plan 2001, Stock Purchase Plan 2003, Long-term Incentive Plan 2004 and Long-term Incentive Plan 2005, **exhibit P**.

The chairman informed that shareholders together representing 27,806,986.0 (1.754%) of the votes represented at the AGM had informed that they vote against or abstain from voting on the board's proposal and concluded that the decision therefore cannot be unanimous, see further **exhibit Q**.

At the chairman's proposal the AGM resolved to take a vote on the proposal in the manner that the secretary, based on the voting list, asks shareholders in turn based on voting power how they vote on the proposal and ends the procedure once it is clear that necessary majority is reached to accept or reject the proposal.

After the secretary asked the shareholders how they vote according to the set procedure, the chairman declared that more than 70 per cent of the shares represented at the AGM and more than 89 per cent of the votes represented at AGM voted in favor of the board's proposal and that the AGM thusly approved the board's proposal for the transfer of no more than 63,049,066 shares of Series B on the Stockholm Stock Exchange at a price within the, at each time, registered price interval for the share, **exhibit P**.

§ 17

Einar Hellbom, representing 199.6 of the votes represented at the AGM, proposed the AGM resolve to assign to the board to examine a suitable way to abolish the A shares and to present a proposal for this at the AGM 2007.

The chairman informed that certain shareholders together representing 48,850,872 (3.081%) of the votes represented at AGM had informed that they vote in favor of Einar Hellbom's proposal and further that certain shareholders together representing 374,327.5 (0.024%) of the votes represented at the AGM had informed that they abstain from voting on Einar Hellbom's proposal, **exhibit R**.

The AGM resolved with acclamation to reject Einar Hellbom's proposal.

§ 18

The chairman thanked the participants of the AGM for interest shown and declared the AGM 2006 in Telefonaktiebolaget LM Ericsson closed.

As above
Carl Olof Blomqvist

Approved:
Claes Beyer
Björn Franzon
Andreas Hardeström