

## Item 12

### **The Board of Directors' proposal for principles for remuneration to top executives**

The Board of Directors proposes the Annual General Meeting of Shareholders resolve on the following principles for remuneration and other employment terms for the top executives for the period up to the 2009 Annual General Meeting. The principles proposed do not constitute any material changes compared to the principles resolved by the 2007 Annual General Meeting.

#### **2008 Remuneration Policy for Group Management**

The 2008 Remuneration Policy for Group Management covers the remuneration and other terms of employment for the Group Management Team, including the President and CEO, in the following referred to as the "Group Management".

Remuneration of Group Management in Ericsson is based on the principles of performance, competitiveness and fairness. Different remuneration elements are designed to reflect these principles. Therefore a mix of several remuneration elements is applied in order to reflect the remuneration principles in a balanced way.

The Group Management's total remuneration consists of fixed salary, variable components in the form of annual short-term variable remuneration and long-term variable remuneration, pension and other benefits. Together these elements constitute an integral remuneration package. If the size of any of the elements should be increased or decreased, at least one other element has to be decreased or increased if the competitive position of the total package should remain unchanged.

The annual report 2007 sets out details of the total remuneration and benefits awarded to the Group Management during 2007 including previously decided long-term variable remuneration that has not yet become due for payment.

#### *1. Relative importance of fixed and variable components of the remuneration of Group Management and the linkage between performance and remuneration*

Ericsson takes account of global remuneration practices together with the practice of the home country of each member of Group Management.

Fixed salary is set to be competitive. Its absolute level is determined by the size and complexity of the job and the year to year performance of the individual jobholder.

Performance is specifically reflected in the variable remuneration - both in an annual variable component and in a long-term variable part. Although this may vary over time to take account of pay trends, currently the target level of the short-term variable remuneration for Group Management is 30 to 40 percent of the fixed salary. The long-term variable remuneration is set to achieve a target of around 30 percent of the fixed salary. In both cases the variable pay is measured against the achievement of specific business objectives, reflecting the judgment of the Board of Directors as to the right balance between fixed and variable pay and the market

practice for remuneration of executives. All variable remuneration plans have maximum award and vesting limits.

With the current composition of Group Management, the company's cost during 2008 for the short-term variable and the long-term variable remuneration of Group Management can, at a constant share price, amount to between 0 and 125 percent of the aggregate fixed salary cost, all excluding social security costs.

### *2. The principal terms of variable remuneration*

The annual variable remuneration is through a cash-based program with specific business targets derived from the annual business plan approved by the Board of Directors. The exact nature of the targets will vary depending on the specific job but may include financial targets at either corporate level or at a specific business unit level, operational targets, employee motivation targets and customer satisfaction targets.

Share based long-term variable remuneration plans are submitted each year for approval by the shareholders in General Meeting. The payout is determined by three specific variables, the individual's own investment in shares, a long-term financial target at corporate level and the share price development.

### *3. Pension*

Pension benefits follow the competitive practice in the home country. For Group Management in Sweden, the company applies a defined contribution scheme for old age pension in addition to the basic pension plans on the Swedish labor market.

The retirement age is normally 60 years of age but can vary in individual cases.

### *4. Other benefits*

The basic principle is that other benefits, such as company car and medical schemes, shall be competitive in the local market.

### *5. Additional remuneration arrangements*

By way of exception, additional arrangements can be made when deemed required in order to attract or retain key competences or skills, or to encourage individuals to move to new locations or positions. Such additional arrangement shall be limited in time and shall not exceed a period of 36 months and two times the remuneration that the individual concerned would have received had no additional arrangement been made.

### *6. Notice of termination and severance pay*

For Group Management in Sweden the mutual notice period is six months. Upon termination of employment by the company, severance pay amounting to a maximum of 18 months fixed salary is paid. Notice of termination given by the employee due to significant structural changes, or other events that in a determining manner affect the content of work or the condition for the position, is equated with notice of termination served by the company.

## BOARD OF DIRECTORS