

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 2011.

Number of Directors elected by the Annual General Meeting

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 twelve and that no Deputy Directors be elected.

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

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

- SEK 3,750,000 to the Chairman of the Board of Directors (*unchanged*);
- SEK 825,000 each to the other Board members (*previously SEK 750,000*);
- SEK 350,000 to the Chairman of the Audit Committee (*unchanged*);
- SEK 250,000 each to the other members of the Audit Committee (*unchanged*);
- SEK 200,000 each to the Chairmen of the Finance and the Remuneration Committee (*previously SEK 125,000*); and
- SEK 175,000 each to the other members of the Finance and the Remuneration Committee (*previously SEK 125,000*).

The Nomination Committee proposes that the individual fee to the Board members as well as the fee in respect of work in the Finance and Remuneration Committees be increased.

The Board fee has remained unchanged for four years, and the Committee fee for five years. During this time, the Board and Committee work has gradually become more demanding, in terms of time spent and competence, partly because Ericsson is subject to U.S. regulation. It is therefore important that the Board fees are maintained at a level that makes it easier to recruit the best possible expertise to the Board of Directors. The Nomination Committee has made comparisons with the level of Board fees in companies in the Northern and European market as well as Board fees in certain U.S. high-tech companies. In comparison with Board fees in companies of equal size and complexity, Ericsson's Board fees are lower. When assessing the level of fees it must be borne in mind that this is a group having operations in 175 countries and with sales amounting to more than SEK 200 billion.

The Nomination Committee has also analyzed statistics for work performed in the Committees in the past years to assess whether the fees for Committee work are reasonable in relation to the amount of work required. The Nomination Committee has observed that during the past years the Committee work has evolved to become more

extensive and there does not seem to be any substantial difference in workload between the different Committees. However, specific demands of expertise and independence are placed on members of the Audit Committee, which justifies a higher fee for these members.

Against this background, the Nomination Committee considers well-justified the proposed increase in respect of the individual Board fee from SEK 750,000 to SEK 825,000, as well as an increase in the fee to the members of the Finance and the Remuneration Committee from SEK 125,000 to SEK 175,000, and, finally, of the fee to the Chairmen of the two Committees from SEK 125,000 to SEK 200,000.

The Nomination Committee considers the fee to the Chairman of the Board to be reasonable, and proposes consequently that it remains unchanged, and likewise that the Audit Committee fee remain unchanged.

The proposal implies a total increase of the Board and Committee fees of approximately 8.6 per cent after a period of unchanged fees during four and five years, respectively.

Fees in the form of synthetic shares

Background

With the purpose of further increasing the mutual interest in the Company of Directors and shareholders, the Nomination Committee considers that the Directors should, on unchanged terms, 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 2011 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:

- (i) 25 percent in cash – 75 percent in synthetic shares
- (ii) 50 percent in cash – 50 percent in synthetic shares
- (iii) 75 percent in cash – 25 percent in synthetic shares
- (iv) 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 2011. 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 2016, 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 Annual General Meeting 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 of Directors come to an end not later than during the third calendar year after the year in which the Annual General Meeting 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 in Exhibit 1.

The intention is that the Company's future commitment to pay with regard to the synthetic shares, as set out above, should 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, should 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

Michael Treschow and Marcus Wallenberg have declined re-election.

Chairman of the Board: election of Leif Johansson as new Chairman of the Board.

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, Hans Vestberg and Michelangelo Volpi as new Board members, and;

election of Jacob Wallenberg as new Board member.

In the composition of the Board of Directors, the Nomination Committee considers, among other things, necessary experience and competence but also the value of diversity and renewal, and assesses the appropriateness of the number of members of the Board.

In its appraisal of qualifications and performance of the individual Board members, the Nomination Committee takes into account the competence and experience of each individual member along with the individual member's contribution to the Board work as a whole.

The Nomination Committee has thoroughly familiarized itself with the Board work and the work of individual Board members. The Nomination Committee is of the opinion that the current Board is well functioning and that the Board comes up to high expectations in terms of composition and expertise. All Board members contribute meritoriously with their respective expertise. Michael Treschow and Marcus Wallenberg have however notified their intention to leave the Board after many years of duty.

The Nomination Committee is of the opinion that Leif Johansson, with his long experience of managing a global group, his technical knowledge and international experience, is well suited to take over the chairmanship in the Board of Directors of Ericsson.

Investor AB has proposed the nomination of Jacob Wallenberg in place of Marcus Wallenberg. It is the opinion of the Nomination Committee that Jacob Wallenberg, with his many years' experience within Banking and Finance and international experience, will add valuable expertise to the Board and is therefore well suited as a Board member in Ericsson.

With respect to the number of Board members of the Board, the Nomination Committee is of the opinion that it should be reduced. However, the Nomination Committee considers such a change be not appropriate for the time being, considering, among other reasons, that the new Chairman of the Board should take part in such a change.

The Nomination Committee also recommends that future Nomination Committees perform a thorough assessment of the expertise that should be represented in the Board, and continue with the process of recruiting suitable candidates to the Board.

Information regarding proposed Board members, Exhibit 2.

Independence of Board members

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

- (i) The Nomination Committee considers the following Board members, at the least, be independent of the Company and its senior management:
 - a. Roxanne S. Austin
 - b. Sir Peter L. Bonfield
 - c. Börje Ekholm
 - d. Leif Johansson
 - e. Ulf J. Johansson
 - f. Nancy McKinstry
 - g. Michelangelo Volpi

- (ii) From among the Board members reported in (i) above, the Nomination Committee considers the following, at the least, be independent of the Company's major shareholders:
 - a. Roxanne S. Austin
 - b. Sir Peter L. Bonfield
 - c. Leif Johansson
 - d. Ulf J. Johansson
 - e. Nancy McKinstry
 - f. Michelangelo Volpi

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

- a. Roxanne S. Austin
- b. Sir Peter L. Bonfield
- c. Leif Johansson
- d. Ulf J. Johansson
- e. Nancy McKinstry
- f. Michelangelo Volpi

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, Exhibit 3.

Election of Auditor

The Nomination Committee proposes PricewaterhouseCoopers be appointed Auditor for the period as of the end of the Annual General Meeting 2011 until the end of the Annual General Meeting 2012.

Auditor fees

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

Stockholm in March 2011

NOMINATION COMMITTEE

Terms and Conditions for Board Fees in the form of allocation of Synthetic Shares in Telefonaktiebolaget LM Ericsson 2011

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 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.

Leif Johansson (nominated 2011)

Born 1951. M. Sc. Engineering, Chalmers University of Technology.

Board Chairman: European Round Table of Industrialists.

Board member: Bristol-Myers Squibb Company, AB Volvo, Svenska Cellulosa Aktiebolaget SCA and Svenskt Näringsliv.

Holdings in Ericsson: 2,933 Class B shares.

Principal work experience and other information: Since 1997, President and CEO of AB Volvo. Before this Leif Johansson was Executive Vice President in Electrolux (1988), CEO (1991) and President and CEO of Electrolux 1994-1997. Leif Johansson is a member of the Royal Swedish Academy of Engineering Sciences.

Sverker Martin-Löf (first elected 1993)

Deputy Chairman of the Board of Directors

Born 1943. Doctor of Technology and Master of Engineering, Royal Institute of Technology, Stockholm.

Board Chairman: Skanska AB, Svenska Cellulosa Aktiebolaget SCA, SSAB and AB Industrivärden.

Board Member: Svenska Handelsbanken.

Innehav i Ericsson¹⁾: 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 (first elected 2008)

Member of the Audit Committee

Born 1961. B.B.A. in Accounting, University of Texas, San Antonio, USA.

Board Member: Abbott Laboratories, Teledyne Technologies Inc. and Target Corporation.

Innehav i Ericsson¹⁾: 3,000 Class B shares.

Principal work experience and other information: President of Austin Investment Advisors since 2004. President and CEO of Move Networks Inc. 2009-2010. President and CEO of DIRECTV 2001-2003. Corporate Senior Vice President and Chief Financial Officer of Hughes Electronics Corporation 1997-2000, which she joined in 1993. Previously 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: NXP Semiconductors.

Deputy Chairman: British Quality Foundation.

Board Member: Mentor Graphics Inc., Sony Corporation, TSMC and Actis Capital LLP.

Innehav i Ericsson¹⁾: 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 Advisory Boards of New Venture Partners LLP, the Longreach Group and Apax Partners LLP. Board Mentor of CMi. Senior Advisor, Rothschild, London. Fellow of the Royal Academy of Engineering.

¹⁾ The number of shares reflects the situation as of March 1, 2011 and includes holdings by related natural or legal persons, as well as holdings of any ADR, if applicable.

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 Chairman: Royal Institute of Technology, Stockholm.

Board Member: Investor AB, AB Chalmersinvest, EQT Partners AB, Husqvarna AB, Lindorff Group AB, the Royal Institute of Technology, Stockholm and Scania.

Innehav i Ericsson¹⁾: 30,760 Class B shares.

Principal work experience and other information: President and CEO of Investor AB since 2005. Formerly 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.

Innehav i Ericsson¹⁾: 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 as President and CEO and at 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: TiasNimbas Business School.

Innehav i Ericsson¹⁾: 4,000 Class B shares.

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, the Board of Overseers of Columbia Business School and the Advisory Board of the Harrington School of Communication and Media.

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: Sandvik AB. Vice Chairman Svenska Handelsbanken.

Board Member: Svenska Cellulosa Aktiebolaget SCA, AB Industrivärden, SSAB, AB Volvo, Ernströmgruppen and Stockholm School of Economics.

Holdings in Ericsson¹⁾: 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.

¹⁾ The number of shares reflects the situation as of March 1, 2011 and includes holdings by related natural or legal persons, as well as holdings of any ADR, if applicable.

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: BP p.l.c.

Board Member: Melker Schörling AB and University of Uppsala.

Holdings in Ericsson¹⁾: 3,234,441 Class B shares.

Principal work experience and other information: President and CEO of Telefonaktiebolaget LM Ericsson 2003-2009. President and CEO of Assa Abloy AB 1994–2003. Various positions within Securitas AB 1986–1994 and Asea Brown Boveri (ABB) 1977–1985. Member of the Steering Committee of the Global Alliance for Information and Communication Technologies and Development (GAID), the External Advisory Board of the Earth Institute at Columbia University and the Advisory Board of Harvard Kennedy School. Holds Honorary Doctorates at Luleå University of Technology and Linköping University and is the recipient of the King of Sweden's medal for his contribution to Swedish industry.

Hans Vestberg (first elected 2010)

Born 1965. Bachelor of Business Administration and Economics, University of Uppsala.

Board Chairman: ST-Ericsson and Svenska Handbollförbundet.

Board Member: Sony Ericsson Mobile Communications AB and Thernlunds AB.

Holdings in Ericsson¹⁾: 58,662 Class B shares.

Principal work experience and other information: President and CEO as of January 1, 2010. First Executive Vice President until December 31, 2009. Chief Financial Officer and Head of Group Function Finance until October 31, 2009. Previously Executive Vice President and Head of Business Unit Global Services. Has held various positions in the Company since 1988, including Vice President and Head of Market Unit Mexico and Head of Finance and Control in USA, Brazil and Chile.

Michelangelo Volpi (first elected 2010)

Born 1966. Bachelor of Science in Mechanical Engineering and Masters in Manufacturing Systems Engineering from Stanford University, USA. MBA from the Stanford Graduate School of Business, USA.

Board Member: None.

Holdings in Ericsson¹⁾: None.

Principal work experience and other information: Partner at Index Ventures since July 2009. Previously CEO of Joost Inc.. Employed by Cisco from 1994-2007 in positions including Senior Vice President & General Manager of the Routing and Service Provider Technology Group and Chief Strategy Officer. Has also worked for Hewlett Packard in the optoelectronics division.

Jacob Wallenberg (nominated 2011)

Born 1956. B.Sc. Economics and M.B.A., Wharton School, University of Pennsylvania, Reserve Officer, Swedish Navy.

Board Chairman: Investor AB.

Deputy Board Chairman: Atlas Copco AB, SAS AB and SEB Skandinaviska Enskilda Banken AB (SEB).

Board member: ABB Ltd., The Coca-Cola Company, The Knut and Alice Wallenberg Foundation and Stockholm School of Economics.

Holdings in Ericsson: None.

Principal work experience and other information: Chairman of the Board of Investor AB since 2005. Jacob Wallenberg has extensive experience in banking and finance, e.g. from commercial banks JP Morgan, New York and SEB. He was appointed President and CEO of SEB in 1997 and in 1998 as Chairman of SEB's Board of Directors. During 1990-1993 he was Executive Vice President and CFO of Investor. Jacob Wallenberg is the Chairman of IBLAC (Mayor of Shanghai's International Business Leaders Advisory Council) and is a member of The European Round Table of Industrialists.

¹⁾ The number of shares reflects the situation as of March 1, 2011 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 2011 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 ¹.

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.

¹ 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.

10. The Nomination Committee shall perform its assignment in accordance with this resolution by the Annual General Meeting of Shareholders and applicable rules.

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; and
- ❖ fees payable to the auditors and, when applicable, election of auditors.

11. No remuneration shall be paid to the members of the Nomination Committee. However, the Company shall bear the reasonable expenses reasonably related to the assignment of the Nomination Committee.
