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Item 11

Long-Term Variable Remuneration Program 2011 (LTV 2011) including the Board of Directors’ proposal for resolutions on implementation of an all employee Stock Purchase Plan, a Key Contributor Retention Plan and an Executive Performance Stock Plan and, under each plan respectively, transfer of treasury stock

Following the Board of Directors’ annual evaluation of total remuneration and ongoing programs[1], it proposes to make only minor changes to the structure of Ericsson’s Long-Term Variable Remuneration Program for 2011. The program is an integral part of the Company’s remuneration strategy, in particular the Board of Directors wishes to encourage all employees to become and remain shareholders and the leadership to build significant equity holdings. However, following extensive evaluation of the program it is proposed that the Earnings per Share performance measure for the Executive Performance Stock Plan be replaced with the three measures of Net Sales Growth, Operating Income Growth and Cash Conversion to better reflect the business strategy and long term value creation of the Company, as described in the proposal below.

It is anticipated that the LTV 2011 will require up to 23.4 million shares, corresponding to a dilution of up to 0.73 percent of outstanding shares, at a cost between SEK 972 million and SEK 1,682 million unevenly distributed over the years 2011–2015.

Three plans

The LTV 2011 builds on a common platform, but consists of three separate plans.
The Stock Purchase Plan is an all employee plan and is designed to create an incentive for all employees to become shareholders. The aim is to secure commitment to long-term value creation throughout Ericsson.

The Key Contributor Retention Plan is part of Ericsson’s talent strategy and is designed to ensure long term retention of top-talent with critical skills vital to Ericsson’s future performance. Up to ten percent of the Company’s employees are defined as “key contributors”, based on a rigorous selection process incorporating elements such as individual performance, possession of critical skills and future potential. The company monitors the selection process carefully and monitors nominations for bias of factors such as seniority, gender, age and frequency of award.

[1] See more about the Board of Directors’ evaluation in the Remuneration Report attached to the 2010 Annual Report

The Executive Performance Stock Plan is designed to encourage long-term value creation in alignment with shareholders' interests. The plan is offered to a defined group of senior managers, up to 0.5 percent of the total employee population. The aim is to attract, retain and motivate executives in a competitive market through performance-based share related incentives and to encourage the build-up of significant equity stakes.

There will be three performance criteria for the Executive Performance Stock Plan 2011:

- Up to one third of the award will vest if the compound annual growth rate of consolidated net sales is between 4 and 10 percent comparing 2013 financial results to 2010.
- Up to one third of the award will vest if the compound annual growth rate of consolidated operating income is between 5 and 15 percent comparing 2013 financial results to 2010.
- Up to one third of the award will vest if cash conversion is at or above 70 percent during each of the years 2011-2013 and vesting one ninth of the total award for each year the target is achieved.

Financing
The Board of Directors has considered different financing methods for transfer of shares to employees under the LTV 2011, such as transfer of treasury stock and an equity swap agreement with a third party.

The Company's current holding of treasury stock is sufficient for the carrying out of the LTV 2011. The Board of Directors considers the transfer of treasury stock as the most cost efficient and flexible method to transfer shares under the LTV 2011 and the main alternative is that the financial exposure is secured by transfer of treasury stock.

Costs
The total effect on the income statement of the LTV 2011, including financing costs, is estimated to range between SEK 972 million and SEK 1,682 million unevenly distributed over the years 2011-2015. The costs constitute less than three percent of Ericsson's total remuneration costs 2010, including social security fees, amounting to SEK 57 billion.

The calculations are based on assumptions of present participation rate in the Stock Purchase Plan and the Key Contributor Retention Plan and full participation in the Executive Performance Stock Plan, at maximum contribution levels.

Costs affecting the income statement, but not the cash flow
Compensation costs, corresponding to the value of matching shares transferred to employees, are estimated to range between SEK 893 million and SEK 1,091 million, depending on

the fulfilment of the performance targets of the Executive Performance Stock Plan.[2] The compensation costs are distributed over the LTV 2011 period, i.e. 2011-2015. Social security charges as a result of transfer of shares to employees depend on the performance against the Executive Performance Stock Plan targets and based on an assumed average share price at matching between SEK 30 and SEK 175, the costs are estimated to range between SEK 79 million and SEK 591 million. The social security costs are expected to occur mainly during 2014-2015.

Costs affecting the income statement and the cash flow

Plan administration costs have been estimated to SEK 10 million, distributed over the LTV 2011 period, i.e. 2011-2015.

The administration cost for transfer of shares by way of an equity swap agreement is estimated to some SEK 163 million, compared to less than SEK 100,000 for using existing shares in treasury.

Dilution and effects on important key figures

The Company has approximately 3.3 billion shares in issue. As per 31 December, 2010, the Company held 73 million shares in treasury. In order to implement the LTV 2011, a total of up to 23.4 million shares of series B are required, which corresponds to approximately 0.73 percent of the total number of outstanding shares. The number of shares covered by ongoing programs as per 31 December, 2010, amounts to approximately 50 million shares, corresponding to approximately 1.6 percent of the number of outstanding shares.

Out of the 23.4 million shares of series B required for the LTV 2011, 19.4 million shares may be transferred to employees free of consideration, which could cause a dilutive effect of 0.6 percent on earnings per share. This dilutive effect is not affected by the price for the shares at the time of matching since they are transferred free of consideration to the employee. There will be no dilutive effect on earnings per share of the 4 million shares, which may be transferred on NASDAQ OMX Stockholm in order to cover social security payments, as the shares will be sold at market value.

[2] The compensation costs for an alternative Key Contributor Retention Cash Program may vary depending on the development of the stock price during the qualifying period. This has been disregarded in the calculations since these costs represent a minor part of the overall compensation costs.

Proposals

The Long-Term Variable Remuneration Program 2011
The Board of Directors proposes that the Annual General Meeting resolve on the implementation of (1) a Stock Purchase Plan, (2) a Key Contributor Retention Plan, and (3) an Executive Performance Stock Plan.

In order to implement the LTV 2011, the Board of Directors proposes that no more than in total 19,400,000 shares of series B in Telefonaktiebolaget LM Ericsson (hereinafter referred to as "the Company" or "Ericsson") may be transferred to employees in the Ericsson Group and, moreover, that 4,000,000 shares may be sold on NASDAQ OMX Stockholm in order to cover, inter alia, social security payments.

The Company's current holding of shares in treasury is sufficient for the carrying out of the LTV 2011.

The Board of Directors proposes that the Annual General Meeting resolve in accordance with the proposals set out below.

Item 11.1 Implementation of the Stock Purchase Plan

All employees within the Ericsson Group, except for what is mentioned in the fourth paragraph below, will be offered to participate in the Stock Purchase Plan.

Employees who participate in the Stock Purchase Plan shall, during a 12 month period from the implementation of the plan, be able to invest up to 7.5 percent of gross fixed salary in shares of series B in the Company on NASDAQ OMX Stockholm or in ADSs on NASDAQ. The CEO shall have the right to invest up to 10 percent of gross fixed salary and 10 percent of short term variable remuneration for purchase of shares.

If the purchased shares are retained by the employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be given a corresponding number of shares of series B or ADSs, free of consideration.

Participation in the Stock Purchase Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company.

Item 11.2 Transfer of treasury stock for the Stock Purchase Plan

a) *Transfer of treasury stock to employees*
Transfer of no more than 9,800,000 shares of series B in the Company may occur on the following terms and conditions:

- The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Stock Purchase Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Stock Purchase Plan.

- The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Stock Purchase Plan, i.e. during the period from November 2011 up to and including November 2015.
- Employees covered by the terms and conditions of the Stock Purchase Plan shall receive shares of series B in the Company, free of consideration.

b) *Transfer of treasury stock on an exchange*
The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share.

Item 11.3 Equity Swap Agreement with third party in relation to the Stock Purchase Plan

In the event that the required majority is not reached under item 11.2 above, the financial exposure of the Stock Purchase Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Stock Purchase Plan.

Item 11.4 Implementation of the Key Contributor Retention Plan

In addition to the regular matching of one share pursuant to the Stock Purchase Plan described above, up to 10 percent of the employees (presently approximately 9,000) are selected as key contributors and will be offered an additional matching of shares, free of consideration, within the Key Contributor Retention Plan.

If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to an additional matching share, free of consideration, for every share purchased, in addition to the regular matching of one share.

Participation in the Key Contributor Retention Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company. The Board of Directors shall however be entitled, but not obligated, to arrange for an alternative cash plan for key contributors in specific jurisdictions, should any of the aforementioned presuppositions prove not to be at hand. Such alternative cash plan shall, as far as practical correspond to the terms and conditions of the Key Contributor Retention Plan.

Item 11.5 Transfer of treasury stock for the Key Contributor Retention Plan

a) *Transfer of treasury stock to employees*
Transfer of no more than 6,100,000 shares of series B in the Company may occur on the following terms and conditions.

- The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Key Contributor Retention Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Key Contributor Retention Plan.

- The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Key Contributor Retention Plan, i.e. during the period from November 2011 up to and including November 2015.

- Employees covered by the terms and conditions of the Key Contributor Retention Plan shall receive shares of series B in the Company, free of consideration.

a) *Transfer of treasury stock on an exchange*
The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,200,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share.

Item 11.6 Equity Swap Agreement with third party in relation to the Key

Contributor Retention Plan
In the event that the required majority is not reached under item 11.5 above, the financial exposure of the Key Contributor Retention Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Key Contributor Retention Plan.

Item 11.7 Implementation of the Executive Performance Stock Plan

In addition to the regular matching of shares pursuant to the Stock Purchase Plan described above, senior managers, up to 0.5 percent of employees (presently approximately 450, although it is anticipated that the number of participants will be significantly lower) will be offered an additional matching of shares, free of consideration, within the Executive Performance Stock Plan.

If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to the following matching of shares, free of consideration, in addition to the regular matching of one share:

- The President may be entitled to an additional performance match of up to nine shares for each one purchased.
- Other senior managers may be entitled to an additional performance match of up to either four or six shares for each one purchased.

The nomination of senior managers will be on the basis of position, seniority and performance at the discretion of the Remuneration Committee, which will approve participation and matching share opportunity.

The terms and conditions of the additional performance match under the Executive Performance Stock Plan will be based on the outcome of three targets, which are independent of each other and have equal weighting:

- Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated net sales between year 0 (2010 financial year) and year 3 (2013 financial year) is between 4 and 10 percent. Matching will begin at a threshold level of 4 percent CAGR and increase on a linear scale to full vesting of this third of the award at 10 percent CAGR.
- Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated operating income between year 0 (2010 financial year) and year 3 (2013 financial year) is between 5 and 15 percent. Income from joint ventures and restructuring charges will be included though restructuring charges for 2010 will be excluded. Matching will begin at a threshold level of 5 percent CAGR and increase on a linear scale to full vesting of this third of the award at 15 percent CAGR.
- Up to one third of the award will be based on the cash conversion during each of the years during the performance period, calculated as cash flow from operating activities divided by net income reconciled to cash. One ninth of the total award will vest for any year, i.e. financial years 2011, 2012 and 2013, if cash conversion is at or above 70 percent.

The Board of Directors considers that long-term value creation will be reflected in the success of these targets, aligning executives with long-term shareholder interests. There will be no allocation of shares if none of the threshold levels have been achieved, i.e. CAGR is less than 4 percent for net sales and less than 5 percent for operating income, and a 70 percent cash conversion has not been achieved during the performance period. The minimum matching at the threshold levels is 0. The maximum number of performance matching shares - 4 shares, 6 shares and 9 shares respectively - will be allocated if the maximum performance levels of CAGR of 10 percent for net sales and 15 percent for operating income have been achieved, or exceeded, and a cash conversion of 70 percent or more has been achieved each year during the period.

Before the number of performance shares to be matched are finally determined, the Board of Directors shall examine whether the performance matching is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the number of performance shares to be matched to the lower number of shares deemed appropriate by the Board of Directors. When undertaking its evaluation of performance outcomes the Board of Directors will consider, in particular, the impact of larger acquisitions, divestitures, the creation of joint ventures and any other significant capital event on the three targets on a case by case basis.

Item 11.8 Transfer of treasury stock for the Executive Performance Stock Plan

a) Transfer of treasury stock to employees

Transfer of no more than 3,500,000 shares of series B in the Company may occur on the following terms and conditions.

- The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Executive Performance Stock Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Executive Performance Stock Plan.

- The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Executive Performance Stock Plan, i.e. during the period from November 2011 up to and including November 2015.

- Employees covered by the terms and conditions of the Executive Performance Stock Plan shall receive shares of series B in the Company, free of consideration.

b) Transfer of treasury stock on an exchange

The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share.

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Item 11.9 Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan

In the event that the required majority is not reached under item 11.8 above, the financial exposure of the Executive Performance Stock Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Executive Performance Stock Plan.

Majority rules

The resolutions of the Annual General Meeting implementation of the three plans according to items 11.1, 11.4 and 11.7 above require that more than half of the votes cast at the General Meeting approve the proposals. The General Meeting's resolutions on transfers of treasury stock to employees and on an exchange according to items 11.2, 11.5 and 11.8 above, shall be adopted as one resolution for each of the three items, and require that shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the General Meeting approve the proposals. A valid resolution in accordance with the proposals for an equity swap agreement under items 11.3, 11.6 and 11.9 above requires that more than half of the votes cast at the General Meeting approve the proposals.

Description of ongoing variable remuneration programs

The Company's ongoing variable remuneration programs are described in detail in the Annual Report 2010 in the note to the Consolidated Financial Statements, Note C29 and on the Company's website. The Remuneration Report published in the Annual Report outlines how the Company implements its remuneration policy in line with corporate governance best practice.

Stockholm, March 2011
THE BOARD OF DIRECTORS