

## Item 11

### **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**

#### **Long Term Variable Remuneration Program 2010 (LTV 2010)**

After the Board of Director's yearly evaluation of ongoing remuneration programs, it proposes to make only minor changes to the structure of Ericsson's Long Term Variable Remuneration Program. The program is an integral part of the Company's remuneration strategy and a continued operation would be in line with that of previous years. However, it is proposed that the CEO participation is amended and that the performance target period for the Executive Performance Stock Plan is adjusted to financial years as described in the proposal below. It is anticipated that the LTV 2010 will require up to 23.5 million shares, corresponding to a dilution of up to 0.74 percent of outstanding shares, at a cost between SEK 919 million and SEK 1 611 million unevenly distributed over the years 2010 – 2014.

#### **Three plans**

The LTV 2009 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 individuals 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.

The Executive Performance Stock Plan is designed to encourage long term value creation and profit growth, in alignment with shareholders' interests. The plan is offered to an exclusive 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. For transparency and simplicity reasons, the 36-months earnings per share target period is proposed to run over three financial years, instead of as in previous plans, from the third quarter in the first plan year to the second in the fourth plan year.

The Board of Directors has decided to change the composition of the different remuneration elements in the CEO's total remuneration package compared to previous years. This means a lower proportion of fixed remuneration and a higher proportion of long term variable remuneration, foremost to further promote a substantial build-up of a

personal equity stake. As a consequence of this decision it is proposed that the CEO shall be able to invest up to 10 percent of the gross fixed salary and up to 10 percent of the short term variable remuneration under the Stock Purchase Plan and receive up to a maximum of nine performance matching shares under the Executive Performance Stock Plan. Under the current plan, the CEO can invest up to nine percent of the gross fixed salary and receive up to eight performance matching shares.

## **Financing**

The Board of Directors has considered different financing methods for transfer of shares to employees under the LTV 2010, 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 2010. The Board of Directors considers the transfer of treasury stock as the most cost efficient and flexible method to transfer shares under the LTV 2010 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 2010, including financing costs, is estimated to range between SEK 919 million and SEK 1 611 million unevenly distributed over the years 2010 – 2014. The costs can be compared with Ericsson's total remuneration costs 2009, including social security fees, amounting to SEK 55 billion.

The calculations are based on assumptions of present participation rate in the Stock Purchase Plan and a 100 percent participation in the Key Contributor Retention Plan and 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 839 million and SEK 1 021 million, depending on the fulfillment of the performance targets of the Executive Performance Stock Plan.<sup>1</sup> The compensation costs are distributed over the LTV 2010 period 2010 – 2014.

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 102 million and SEK 593 million. The social security costs are expected to occur mainly during 2013 – 2014.

### **Costs affecting the income statement and the cash flow**

Plan administration costs have been estimated to SEK 10 million, distributed over the LTV 2010 period 2010 - 2014.

The administration cost for transfer of shares by way of an equity swap agreement is estimated to some SEK 145 million.

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<sup>1</sup> 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.

### **Dilution and effects on important key figures**

The Company has approximately 3.3 billion shares in issue. As per 31 December 2009, the Company held 79 million shares in treasury. In order to implement the LTV 2010, a total of up to 23.5 million shares of series B are required. This corresponds to approximately 0.74 percent of the total number of outstanding shares. The number of shares covered by existing programs as per 31 December 2009, amounts to approximately 54 million shares, corresponding to approximately 1.6 percent of the number of outstanding shares.

Out of the 23.5 million shares of series B required for the LTV 2010, 19.4 million shares may be transferred to employees free of consideration, which could cause a dilutive effect of 0.61 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 4.1 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.

## **Proposals**

### **The Long Term Variable Remuneration Program 2010**

The Board of Directors proposes that the Annual General Meeting of Shareholders 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 2010, 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 4 100 000 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 2010.

The Board of Directors proposes that the Annual General Meeting of Shareholders 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**

a) *Transfer of treasury stock to employees*

Transfer of no more than 9 400 000 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 2010 up to and including November 2014.
- 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 2011, 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 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 8 200) 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 pre-suppositions 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**

- a) *Transfer of treasury stock to employees*  
Transfer of no more than 6 500 000 shares of series B in the Company to employees on the same terms and conditions as those set out under item 11.2 a) and in accordance with 11.4 above.
- b) *Transfer of treasury stock on an exchange*  
Transfer of no more than 1 300 000 shares of series B in the Company on an exchange on the same terms and conditions as those set out under item 11.2 b) above.

### **Item 11.6 Equity Swap Agreement with third party**

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 410, 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 CEO 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 are based on an average annual percentage growth rate in Earnings per Share<sup>2</sup> ("EPS") during the 2010 to the 2012 financial years, i.e. the period January 1, 2010 to December 31, 2012 compared with the period January 1, 2009 to December 31 2009. Matching of shares between average annual EPS growth 3 and 15 percent is linear with a threshold at 5 percent. There will be no allocation of shares if the average annual EPS growth is below 5 percent. The minimum matching at 5 percent annual average EPS growth will be 0.6667 share, 1.0 share and 1.5 shares, depending on whether eligible for 4, 6 or 9 performance matching shares. The maximum number of performance matching shares - 4 shares, 6 shares and 9 shares respectively - will be allocated if the average annual EPS growth is at or above 15 percent.

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.

#### **Item 11.8 Transfer of treasury stock**

- a) *Transfer of treasury stock to employees*  
Transfer of no more than 3 500 000 shares of series B in the Company to employees on the same terms and conditions as those set out under item 11.2 a) and in accordance with 11.7 above.
  
- b) *Transfer of treasury stock on an exchange*  
Transfer of no more than 900 000 shares of series B in the Company on an exchange on the same terms and conditions as those set out under item 11.2 b) above.

#### **Item 11.9 Equity Swap Agreement with third party**

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.

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<sup>2</sup> Earnings per Share is calculated by dividing the reported net income for the Ericsson Group by the average number of shares outstanding during the period.

**Majority rules**

The resolutions of the Annual General Meeting of Shareholders on 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 2009 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 2010**  
**BOARD OF DIRECTORS**