

Item 9

The Proposal of the Board of Directors of Telefonaktiebolaget LM Ericsson for resolution on amendments of the Articles of Association

The Board of Directors proposes the Annual General Meeting of shareholders 2006 resolves to amend the Articles of Association to the effect
that §§ 2, 6 – 10, 12, 15 and 17 are amended as follows,
that §§ 5, 13 and 14 are deleted,
that one new section, § 5, is inserted to read as follows:

Current wording

§ 1

The name of the Company is Telefonaktiebolaget LM Ericsson. The company is a public company (publ).

§ 2

The objects of the Company are, after taking over the business of Stockholms Allmänna Telefonaktiebolag and Aktiebolaget LM Ericsson & Co:
to carry on workshops business and trade;
to acquire, set up, carry on and trade in electric and other plants; and
to carry on other activities consistent therewith.

§ 3

The Registered Office of the Board of Directors of the Company is in Stockholm.

§ 4

The Share Capital shall amount to no less than six thousand million (6,000,000,000) kronor and no more than twenty-four thousand million (24,000,000,000) kronor.

§ 5

The nominal value of each Share shall be one krona (SEK 1.00).

There is no corresponding section in the current Articles of Association.

§ 6

Shares may be issued in three series, A, B and C. *If Shares are issued in different series, Shares of series A may be issued to a total amount of no more than ninety-nine hundred parts and no less than one hundredth part of the total Share Capital of the Company. Shares of series C may be issued to a maximum amount of 158,000,000. In voting at a General Meeting each Share of series A confers one vote, each Share of series B one tenth part of one vote and each Share of series C one thousandth part of one vote.*

Proposed wording

§ 1

The name of the Company is Telefonaktiebolaget LM Ericsson. The company is a public company (publ).

§ 2

The objects of the Company are to, directly or indirectly, develop, construct, produce, sell and deliver and in other forms carry on trade and other commercial business related to goods, products and other equipment as well as maintenance and other services within the area of telecommunication and radio technology and other technologies for transference, transmission and other communications of speech, data, images, text and other kinds of information and to carry on other activities consistent therewith.

§ 3

The Registered Office of the Board of Directors of the Company is in Stockholm.

§ 4

The Share Capital shall amount to no less than six thousand million (6,000,000,000) kronor and no more than twenty-four thousand million (24,000,000,000) kronor.

§ 5 is deleted.

§ 5

The number of Shares shall amount to no less than 6,000,000,000 and no more than 24,000,000,000.

§ 6

Shares may be issued in three classes, series A, series B and series C. Shares of series A may be issued to a maximum amount of 24,000,000,000, Shares of series B to a maximum amount of 24,000,000,000 and Shares of series C to a maximum amount of 158,000,000. In voting at a General Meeting each Share of series A confers one vote, each Share of series B one tenth part of one vote and each Share of series C one thousandth part of one vote.

Current wording**§ 7**

If the Company decides to issue new series A, B and series C shares through a cash issue, each owner of series A, B and C shares has a pre-emptive right to subscribe to new shares of the same type in proportion to the number of old shares that the shareholder owns (primary pre-emptive rights). Shares not subscribed through primary pre-emptive rights shall be offered for subscription to all shareholders (subsidiary pre-emptive rights). If the number of shares so offered is less than the number subscribed through subsidiary pre-emptive rights, the shares shall be distributed among the subscribers in proportion to the number of old shares they own or, to the extent that is not possible, by lot.

If the Company decides to issue through a cash issue new shares either of series A, B or series C only, all shareholders, regardless of whether their shares are series A, B or series C, are entitled to pre-emptive rights to subscribe to the new shares in proportion to the number of old shares they own.

The above conditions shall not restrict in any way the possibility of deciding on a cash issue entailing exceptions to the shareholders' pre-emptive rights.

In the case of an increase in share capital through a bonus issue, new shares of each series shall be issued in proportion to the number of shares of the same type previously on issue. In such a case, old shares of each type entitle the holder to new shares of the same type. The aforesaid shall not restrict in any way the possibility of issuing shares of a new type through a bonus issue after the requisite changes have been made in the Articles of Association.

§ 8

A person who is recorded in the Share Register or in the special register pursuant to Chapter 3, section 12 of the Companies' Act (1975:1385) on the record date shall be considered authorized as a Shareholder to receive dividend and, in connection with a bonus issue, new Shares and to exercise the Shareholder's preferential right to participate in an issue.

§ 9

The Board of Directors, *which is to be elected yearly at the Annual General Meeting for the period until the end of the next Annual General Meeting*, shall consist of no fewer than five and no more than twelve Directors with

Proposed wording**§ 7**

If the Company decides to issue new series A, B and series C shares through a cash issue *or an issue against payment through set-off of claims*, each owner of series A, B and C shares has a pre-emptive right to subscribe to new shares of the same type in proportion to the number of old shares that the shareholder owns (primary pre-emptive rights). Shares not subscribed through primary pre-emptive rights shall be offered for subscription to all shareholders (subsidiary pre-emptive rights). If the number of shares so offered is less than the number subscribed through subsidiary pre-emptive rights, the shares shall be distributed among the subscribers in proportion to the number of old shares they own or, to the extent that is not possible, by lot.

If the Company decides to issue through a cash issue *or an issue against payment through set-off of claims* new shares either of series A, B or series C only, all shareholders, regardless of whether their shares are series A, B or series C, are entitled to pre-emptive rights to subscribe to the new shares in proportion to the number of old shares they own.

If the Company decides to issue warrants or convertibles through a cash issue or an issue against payment through set-off of claims, the shareholders have pre-emptive rights to subscribe to warrants as if the issue were of the shares that may be subscribed to pursuant to the warrant and, respectively, pre-emptive rights to subscribe to convertibles as if the issue were of the shares that the convertibles may be converted to.

The above conditions shall not restrict in any way the possibility of deciding on a cash issue *or an issue against payment through set-off of claims* entailing exceptions to the shareholders' pre-emptive rights.

In the case of an increase in share capital through a bonus issue, new shares of each series shall be issued in proportion to the number of shares of the same type previously on issue. In such a case, old shares of each type entitle the holder to new shares of the same type. The aforesaid shall not restrict in any way the possibility of issuing shares of a new type through a bonus issue after the requisite changes have been made in the Articles of Association.

§ 8

The Company's shares shall be registered in a central securities depository register pursuant to the Financial Instruments Accounts Act (Sw: lagen (1998:1479) om kontoföring av finansiella instrument).

§ 9

The Board of Directors shall consist of no fewer than five and no more than twelve Directors with no more than six Deputy Directors.

Current wording

no more than six Deputy Directors.

§ 10

At the Annual General Meeting, three Auditors and no more than three Deputy Auditors, shall be elected for the period until the end of the Annual General Meeting taking place during the fourth financial year after the election of Auditors.

The Board of Directors is authorized to appoint one or several special auditors *to audit the Board of Directors' statement that is made in relation to an issue for non-cash consideration or payment through set-off of claims against the Company or other provisions for the subscription according to Chapter 4, § 6 of the Swedish Companies' Act (1975:1385), or audit of merger plans according to Chapter 14, §§ 7 and 23 of said Act.*

§ 11

The financial year of the Company shall be the calendar year.

§ 12

The following matters shall be dealt with at the Annual General Meeting:

1. election of a Chairman at the General Meeting;
2. preparation and approval of a voting list;
3. approval of the agenda;
4. examination whether the Meeting has been properly convened;
5. election of two persons to check the minutes;
6. presentation of the Annual Report and the Auditors' report and of the Consolidated Accounts and the Auditors' report on the Group;
7. resolutions in respect to
 - a. adoption of the Profit and Loss Statement and the Balance Sheet and of the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet,
 - b. the Directors' and the Managing Directors' discharge from liability,
 - c. appropriation of the Company's profit or loss according to the adopted Balance Sheet;
8. determining the number of Directors, Deputy Directors and *Deputy Auditors*;
9. determining the remuneration payable to the Board of Directors and to *the Auditors*;
10. elections of Directors and of Deputy Directors;
11. when appropriate elections of *Auditors and of Deputy Auditors*;
12. other matters which *according to the Companies' Act (1975:1385)* shall be dealt with at the Meeting.

§ 13

The Chairman of the Board of Directors, or if he is prevented, another Director appointed thereto by the Board of Directors, opens the General Meeting and presides the deliberations until a Chairman has been

Proposed wording**§ 10**

The Company shall as Auditor have no fewer than one and no more than three registered public accounting firms.

The Board of Directors is authorized to appoint one or several special auditors *to audit such statements or plans prepared by the Board of Directors in accordance with the Companies Act (2005:551) in relation to such an issue of shares, warrants or convertibles with provisions on non-cash consideration or that subscription shall be made against payment through set-off of claims or other provisions, transfer of own shares against non-cash consideration, reduction of the share capital or the statutory reserve, merger or division of limited companies.*

§ 11

The financial year of the Company shall be the calendar year.

§ 12

The following matters shall be dealt with at the Annual General Meeting:

1. election of a Chairman at the General Meeting;
2. preparation and approval of a voting list;
3. approval of the agenda;
4. examination whether the Meeting has been properly convened;
5. election of two persons to check the minutes;
6. presentation of the Annual Report and the Auditors' report and of the Consolidated Accounts and the Auditors' report on the Group;
7. resolutions in respect to
 - a. adoption of the Profit and Loss Statement and the Balance Sheet and of the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet,
 - b. the Directors' and the Managing Directors' discharge from liability,
 - c. appropriation of the Company's profit or loss according to the adopted Balance Sheet;
8. determining the number of Directors, Deputy Directors and Auditors;
9. determining the remuneration payable to the Board of Directors and to *Auditor*;
10. elections of Directors and of Deputy Directors;
11. when appropriate elections of *Auditor*;
12. other matters which shall be dealt with at the Meeting.

§ 13 is deleted.

Current wording

elected by voting.

§ 14

At a General Meeting every person, who is entitled to vote, may vote for the full number of Shares owned and represented by him without any restriction in the number of votes.

§ 15

Notice convening a General Meeting shall be issued through announcement in Post- och Inrikes Tidningar as well as in Dagens Nyheter and Svenska Dagbladet or another nationwide covering daily paper.

§ 16

In order to be admitted to a General Meeting, a Shareholder shall have given notice of his attendance to the company not later than 4.00 p.m. on the day mentioned in the notice convening the Meeting, at which time also the number of advisors shall be stated. This day may not be a Sunday, another public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five weekdays before the General Meeting.

§ 17

Shares of series C shall entail a right to an annual dividend from the Company's assets with an amount equivalent to STIBOR with terms to maturity of 360 days commencing from April 30 one year up to and including April 30 the following year and calculated on the *nominal amount* of the Company's share.

During the period from June 1 – June 15 each year, the Company's Board of Directors is authorized to decide on a reduction of the share capital through redemption of all series C shares.

In conjunction with the adoption of a resolution regarding redemption, holders of series C shares shall be obliged to surrender their shares for an amount equal to the *nominal amount* of the shares. Payment of the redemption amount shall take place immediately.

§ 18

The Company's Board of Directors is authorized to convert all series C shares to shares of series B when the Company holds the shares. Conversion shall be notified for registration without delay and be effected upon registration.

Proposed wording

§ 14 is deleted

§ 13

Notice convening a General Meeting shall be issued through announcement in Post- och Inrikes Tidningar as well as in Dagens Nyheter and Svenska Dagbladet.

§ 14

In order to be admitted to a General Meeting, a Shareholder shall have given notice of his attendance to the company not later than 4.00 p.m. on the day mentioned in the notice convening the Meeting, at which time also the number of advisors shall be stated. This day may not be a Sunday, another public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five weekdays before the General Meeting.

§ 15

Shares of series C shall entail a right to an annual dividend from the Company's assets with an amount equivalent to STIBOR with terms to maturity of 360 days commencing from April 30 one year up to and including April 30 the following year and calculated on the *ratio value* of the Company's share.

During the period from June 1 – June 15 each year, the Company's Board of Directors is authorized to decide on a reduction of the share capital through redemption of all series C shares.

In conjunction with the adoption of a resolution regarding redemption, holders of series C shares shall be obliged to surrender their shares for an amount equal to the *ratio value* of the shares. Payment of the redemption amount shall take place immediately.

§ 16

The Company's Board of Directors is authorized to convert all series C shares to shares of series B when the Company holds the shares. Conversion shall be notified for registration without delay and be effected upon registration.

Accordingly, the numbers of the sections above are changed: § 15 is changed to § 13, § 16 is changed to § 14, § 17 is changed to § 15 and § 18 is changed to § 16.

Stockholm in March 2006
The Board of Directors