

ERICSSON LM TELEPHONE CO

Form 6-K

March 28, 2019

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN ISSUER**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**March 28, 2019**

**Commission File Number**

**000-12033**

**LM ERICSSON TELEPHONE COMPANY**

**(Translation of registrant's name into English)**

**Torshamnsgatan 21, Kista**

**SE-164 83, Stockholm, Sweden**

**(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Announcement of LM Ericsson Telephone Company, March 27, 2019 regarding Ericsson's Annual General Meeting 2019 .

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TELEFONAKTIEBOLAGET LM ERICSSON (publ)

By: /s/ XAVIER DEDULLEN  
**Xavier Dedullen**  
**Senior Vice President, Chief Legal Officer**

By: /s/ CARL MELLANDER  
**Carl Mellander**  
**Senior Vice President, Chief Financial Officer**

Date: **March 28, 2019**

## PRESS RELEASE

March 27, 2019

Ericsson's Annual General Meeting 2019

Telefonaktiebolaget LM Ericsson's (NASDAQ:ERIC) Annual General Meeting (AGM) was held on March 27, 2019 in Kista/Stockholm.

### **Dividend**

The proposed dividend of SEK 1 per share was approved by the AGM. The record day for dividend was set to Friday, March 29, 2019. Payment from Euroclear Sweden AB is expected to take place on Wednesday, April 3, 2019.

### **Adoption of the Profit and Loss Statements and the Balance Sheets**

The AGM resolved to adopt the Profit and Loss Statement and the Balance Sheet for the Parent Company as well as the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet for the Group for 2018.

### **Discharge from liability**

The members of the Board of Directors and the President were discharged from liability for the financial year 2018.

### **Board of Directors**

The AGM elected Board members in accordance with the proposal of the Nomination Committee. Ronnie Leten was re-elected as Chair of the Board and Jon Fredrik Baksaas, Jan Carlson, Nora Denzel, Börje Ekholm, Eric A. Elzvik, Kurt Jofs, Ronnie Leten, Kristin S. Rinne, Helena Stjernholm and Jacob Wallenberg were re-elected as Board members. It was also noted that the unions have appointed Torbjörn Nyman, Kjell-Åke Soting and Roger Svensson employee representatives in the Board with Per Holmberg, Anders Ripa and Loredana Roslund as deputies.

### **Board of Directors Fees**

The AGM resolved on fees to the Board of Directors, in accordance with the Nomination Committee's proposal. Yearly fee to the Chair of the Board of SEK 4,075,000, and fees to other non-employee members of the Board, elected by the AGM, of SEK 1,020,000 each. Fees for Committee work to non-employee members of the Committees, elected by the AGM, were approved as follows: SEK 400,000 to the Chair of the Audit and Compliance Committee and SEK 250,000 to each of the other members of the Audit and Compliance Committee, SEK 200,000 to each of the Chairs of the Finance Committee, the Remuneration Committee and the Technology and Science Committee, and SEK 175,000 to each of the other members of the Finance Committee, the Remuneration Committee and the Technology and Science Committee.

PRESS RELEASE

March 27, 2019

The AGM approved the Nomination Committee's proposal to enable payment of part of the fees to the members of the Board for the Board assignment, in the form of synthetic shares.

**Auditor**

The AGM re-elected PricewaterhouseCoopers AB auditor for the period up until the end of the AGM 2020.

**Guidelines for remuneration to Group Management**

In accordance with the Board of Directors' proposal, the AGM resolved to approve the guidelines for remuneration to Group Management.

**Long-Term Variable Compensation Program (LTV)**

Long-Term Variable compensation program 2019 (LTV 2019)

In accordance with the Board of Directors' proposals, the AGM resolved on implementation of LTV 2019 for the members of the Executive Team (currently 15 individuals), comprising a maximum of 3 million B-shares in Ericsson. Awards of Performance Share Awards will be granted free of charge entitling the participant to receive a number of shares, free of charge, following the expiration of a three-year period, provided that certain performance conditions are met and that the participant retains his or her employment. The performance conditions are based on TSR (total shareholder return) development during a three-year period (absolute TSR-development and relative TSR-development) and a one-year group operating income target for 2019. All targets have a three-year vesting period. The Company has approximately 3.3 billion shares in issue. The 3 million B shares covered by LTV 2019 correspond to approximately 0.1 percent of the total number of outstanding shares.

Furthermore, the AGM resolved to approve the Board of Directors' proposal to hedge the company's undertakings under LTV 2019 through an equity swap agreement with a third party.

Equity Swap Agreement with third party in relation to the LTV 2018

The AGM resolved to approve the Board of Directors' proposal to hedge the company's undertakings under LTV 2018 through an equity swap agreement with a third party.

PRESS RELEASE

March 27, 2019

Transfer of treasury stock for previously resolved LTV programs

The AGM resolved to approve the Board of Directors' proposal on transfer of approximately 9,800,000 shares of series B on Nasdaq Stockholm prior to the AGM 2020 to cover certain expenses, mainly social security charges, which may occur in relation to previously resolved and ongoing LTV programs; LTV 2015, LTV 2016 and LTV 2017.

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