

**BYLAWS OF THE ERICSSON INC.
U.S. EMPLOYEES POLITICAL ACTION COMMITTEE**

1. NAME

1.1 Name. Ericsson Inc. has established a Separate Segregated Fund (the “Fund”) as provided by federal law. 11 C.F.R. 114.5. The name of the Fund is the Ericsson Inc. U.S. Employees Political Action Committee (the “PAC”).

2. PRINCIPAL OFFICE AND ADDRESS

2.1 Office. The principal office and address of the PAC shall be:

Ericsson Inc. U.S. Employees Political Action Committee
1776 Eye Street, N.W., Suite 240
Washington, D.C. 20006

3. ORGANIZATION

3.1 Organization. The PAC is a voluntary, nonprofit, unincorporated Separate Segregated Fund of Ericsson Inc. The PAC shall be independent of any political party, candidate, or organization. None of the funds used to defray the establishment, administrative, or solicitation expenses shall come from any foreign entity or source. In order to ensure that all funds used to defray the PAC’s costs and expenses are comprised solely of U.S.-earned income, Ericsson Inc. shall pay all the costs and expenses incurred in the establishment and administration of, and in the solicitation of contributions to, the PAC to the extent and in the manner permitted under applicable laws. All other costs and expenses of the PAC shall be paid out of the Fund as provided in Article 6 below.

4. MISSION, MEMBERSHIP, AND ACTIVITIES

4.1 Mission. The PAC has been established to enhance the protection, preservation, and development of public policy that will create an economic environment in which Ericsson Inc. and other businesses can prosper and excel. The PAC shall solicit and receive voluntary contributions from Ericsson Inc.’s executive and senior administrative personnel and their spouses (the “Solicitable Class”), and disburse those funds to support the election of candidates to federal elected office.

4.2 Members. The members of the PAC shall consist of persons in the Solicitable Class who have contributed to the PAC during the current or the preceding calendar year.

4.3 Solicitable Class. All United States citizens and all individuals lawfully admitted for permanent residence in the United States who are executive or administrative employees or stockholders of Ericsson Inc. and their spouses shall be eligible as

members of the PAC's Solicitable Class. Executive and administrative personnel include employees who are paid on a salary basis and who have policymaking, managerial, professional or supervisory responsibilities.

4.4 Foreign Nationals. Foreign nationals shall not be considered part of the Solicitable Class. The PAC shall not solicit nor accept any contributions from a foreign national. All contributors to the PAC must be American Citizens or lawfully-admitted permanent residents (i.e., "green card holders"). Similarly, the PAC shall not allow any foreign national to participate in discussions regarding the PAC's efforts to raise funds or decisions to make contributions.

4.5 Activities. The PAC shall accomplish its mission by:

- a. Educating the Solicitable Class about the importance of participating in the federal election process.
- b. Educating the Solicitable Class that the PAC allows Ericsson Inc. employees to speak with a united voice on issues of importance to Ericsson Inc. and the wireless telecommunications industry.
- c. Supporting candidates and officeholders who share PAC members' goals for the wireless telecommunications industry by making financial contributions to their campaign committees as permitted by law.

5. CONTRIBUTIONS AND EXPENDITURES

5.1 Voluntary. All contributions to the PAC shall be voluntary. No contribution to the PAC shall be solicited or secured by physical force, job discrimination, or financial reprisal, or by the threat thereof, or as a condition of employment with Ericsson Inc, or obtained in any commercial transaction.

5.2 Reimbursement. No contributor shall be reimbursed, whether directly or indirectly, for a contribution to the PAC, either from Ericsson Inc, from any officer or employee of Ericsson Inc, or from any other person or source.

5.3 Contribution Limits. Notwithstanding any state or local laws to the contrary, the PAC shall not accept any contribution that exceeds the amount limitations or violates the source prohibitions of federal law.

5.4 External Contributions. The PAC shall not accept any contribution from a contributor who is not a member of the Solicitable Class.

5.5 Treasurer Vacancy. No contribution shall be accepted, and no expenditure shall be made, by or on behalf of the PAC at a time when there is a vacancy in the offices of Treasurer and Assistant Treasurer.

- 5.6 **PAC Assets.** No person shall have a right to share personally in any funds or assets of the PAC upon its dissolution or at any other time.
- 5.7 **Expenditures.** All checks issued by the PAC shall be signed by the Chair, Treasurer, or Assistant Treasurer, consistent with sections 8, 9, and 10 of these bylaws.
- 5.8 **Method.** All contributions to the PAC shall be in the form of payroll deduction or check.

6. SEPARATE SEGREGATED FUND

- 6.1 **SSE.** All contributions to the PAC shall be maintained by the PAC in a separate segregated fund, and all expenditures by the PAC in support of any candidate or political committee shall be made from such fund and from no other source. The PAC's books, records, and accounts shall be kept separately from those of Ericsson Inc.

7. BOARD OF DIRECTORS

- 7.1 **Composition.** Beginning on January 8, 2019, the PAC shall be governed by a Board of Directors consisting of at least four and no more than ten (10) Ericsson Inc. employees.
- 7.2 **Selection.** The members of the PAC Board of Directors shall be appointed by the Ericsson Inc. Chief Executive Officer and President ("CEO"), unless the Ericsson Inc. CEO is a foreign national, in which case the appointments shall be made by VP & MANA Head of Government and Industry Relations.
- 7.3 **Qualifications.** Each member of the Board of Directors shall be a current employee of Ericsson Inc. As required by federal law, each member of the Board of Directors also shall be an American citizen or lawfully admitted permanent U.S. resident. Each member of the Board of Directors shall be a current member of the PAC as defined in Section 4.2.
- 7.4 **Terms and Vacancies.** Each member of the Board of Directors shall hold office until their successor shall have been appointed and qualified, or until their resignation or removal. In the event of a vacancy, the Chair shall appoint a replacement member, as further provided in Section 8.2, below.
- 7.5 **Powers and Duties.** The Board of Directors shall establish policy and, as appropriate, delegate authority, including the establishment and approval of PAC Contribution Guidelines, pursuant to which PAC contributions shall be made.

- 7.6 Frequency of Meetings.** The Board of Directors shall hold an annual meeting. Additional meetings shall be held upon call by or at the direction of the Chair, if deemed necessary.
- 7.7 Quorum.** The presence of a majority of voting members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. The members present at a duly called or held meeting at which a quorum is present at the outset, may continue to transact business even if enough Directors left the meeting to result in a lack of quorum; provided that any action taken (other than adjournment) must be approved by at least a majority of a quorum. In the absence of a quorum, no business may be transacted, except as provided in the immediately preceding sentence.
- 7.8 Conference Telephone Meetings.** Members of the Board of Directors may participate in a meeting through use of video, teleconferencing or other similar communications equipment, so long as all members participating in the meeting can hear one another. Participation pursuant to this section constitutes presence in person at the meeting.
- 7.9 Use of Email in the Decision Making Process.** Members of the Board of Directors may participate in decision making through use of email. The Chair or Vice Chair may initiate an email decision by sending a request to all members of the Board of Directors. Members who do not respond within the time frame stated by the Chair or Vice Chair shall be deemed to have voted to approve the request. Thus, Members must respond in order to vote against the request.

8. CHAIR AND VICE-CHAIR

- 8.1 Qualifications.** The President and Chief Executive Officer of Ericsson Inc. shall appoint a PAC Board Chair from among the individuals appointed to the PAC Board. If the President and Chief Executive Officer of Ericsson Inc. is not an American citizen or lawfully admitted permanent U.S. resident, then the appointment shall be made by VP & MANA Head of Government and Industry Relations.
- 8.2 Powers and Duties.** The powers and duties of the Chair are to:
- a. act as the chief executive officer of the PAC and, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the PAC, have general charge of the property of the PAC, and supervise and control all officers, agents and employees of the PAC;

- b. preside at all meetings of the Board of Directors;
- c. fill vacancies on the Board of Directors as further provided in Section 7.4, above;
- d. authorize PAC disbursements and/or assign a designee to act on his/her behalf for this purpose, consistent with the PAC Contribution Guidelines adopted by the Board of Directors; and
- e. prepare a written annual report, which shall summarize the activities of the PAC for the preceding calendar year.

8.3 Vice Chair. The PAC Chair shall appoint a Vice Chair from among the Board of Directors. The Vice Chair shall carry out the duties of the Chair when the Chair is unavailable.

8.4 Delegation of Authority. The Chair, or the Vice Chair in the Chair's absence, in all cases in which specific direction to the contrary shall not have been given by the Board of Directors, shall have and may exercise during the intervals between the meetings of the Board of Directors all the powers and authority of the Board of Directors in the management of the business and affairs of the PAC. The Chair, or the Vice Chair in the Chair's absence, shall exercise these powers and authorities consistent with these Bylaws and the PAC's Contribution Guidelines, and in such manner as the Chair may deem in the best interests of the PAC. The Chair shall not have the power to amend the Bylaws. Section 13.2 outlines amendment procedures.

9. TREASURER

9.1 Election and Term of Office. The Treasurer shall be appointed by the PAC Chair, from among the Board of Directors, and serve at the pleasure of the Chair.

9.2 Powers and Duties. The powers and duties of the Treasurer are:

- a. To maintain strict compliance with the Federal Election Campaign Act, the rules and regulations of the FEC, and all pertinent state and local laws and regulations, including but not limited to the timely and accurate registration and filing of all required reports and the prompt response to all inquiries;
- b. To supervise and control the keeping and maintaining of adequate and correct accounts of the PAC of its assets, liabilities, receipts and disbursements, which shall at all reasonable times be open to inspection by any member of the Board of Directors;

- c. To disburse, or cause to be disbursed, all funds of the PAC as directed by the Board of Directors or the Chair, taking proper precautions to document all activity for such disbursements; and
- d. To render to the Chair, as necessary, accounts of all transactions and of the financial condition of the PAC.

10. ASSISTANT TREASURER

10.1 Election and Term of Office. The Assistant Treasurer shall be appointed by the PAC Chair, from among the Board of Directors, and serve at the pleasure of the Chair.

10.2 Powers and Duties. The powers and duties of the Assistant Treasurer are to assist the Treasurer and to perform such duties as may be assigned by the Treasurer or the Board of Directors. The Assistant Treasurer shall maintain minutes of all meetings of the PAC Board of Directors. If the Treasurer is absent, incapacitated or otherwise unable to perform the duties of the office of Treasurer, the Assistant Treasurer shall assume the powers and duties of Treasurer for the period of the absence, incapacity or other inability to perform.

11. PAC COUNSEL

11.1 Retention and Duties. Ericsson Inc. retains the PAC Counsel on behalf of the PAC pursuant to a written agreement. The PAC Counsel is compensated according to the terms of the agreement and is responsible for providing legal advice and counsel to the PAC, the Board of Directors and the Officers.

12. REVIEW

12.1 Review. At least once during every two-year federal campaign cycle, a review of the PAC's accounting books shall be performed to ensure compliance with the Federal Election Campaign Act, FEC Regulations, and all other relevant state and local laws and regulations. In addition, a review of the PAC accounting shall occur within 60 days of any change in the position of Treasurer.

13. ADOPTION AND AMENDMENTS

13.1 Adoption. These bylaws shall be effective upon adoption by the Board of Directors.

13.2 Amendment. The Board of Directors may amend these bylaws by majority vote.

14. DISSOLUTION

14.1 Dissolution. The duration of the PAC is to be perpetual; provided that the PAC may be dissolved at any time by a majority vote of the Board of Directors. In that event, all remaining funds shall be distributed in a manner consistent with federal law and Section 6, above.

Adopted: March 30, 2022