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## **ITEM 2, 11-14**

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### **The Nomination Committee's proposals for resolutions at the Annual General Meeting of Elekta AB (publ) and the Nomination Committee's reasoned statement regarding its proposal for Board of Directors**

In accordance with the resolution by the Annual General Meeting 2020 regarding the procedure for appointment of the Nomination Committee, the Chair of the Board of Directors, Laurent Leksell, contacted before the end of the second quarter of the financial year the four, with regards to votes, largest shareholders as per the last banking day in September, who each appointed a member to constitute together with the Chair of the Board of Directors the Nomination Committee and to carry out the assignments specified in the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*).

Accordingly, for the Annual General Meeting 2022, the Nomination Committee of Elekta has comprised of the following members:

- Laurent Leksell (Chair), in his capacity as the Chair of the Board of Directors of Elekta and representing his own and related parties' holdings
- Jesper Bergström, appointed by Handelsbanken Funds
- Per Colleen, appointed by the Fourth Swedish National Pension Fund
- Filipa Gerstädt, appointed by Nordea Funds
- Javiera Ragnartz, appointed by SEB Funds

The Nomination Committee appointed Laurent Leksell as Chair of the Nomination Committee. Since Laurent Leksell is also the Chair of the Board of Directors, the appointment of him as Chair of the Nomination Committee deviates from the rules in the Swedish Corporate Governance Code. The Nomination Committee's reasoning for this is that Laurent Leksell is the largest shareholder in terms of voting rights of the Company and is well suited to effectively lead the work of the Nomination Committee in order to achieve the best results for all the shareholders of the Company.

No remuneration has been paid to the members of the Nomination Committee. The Nomination Committee's assignment remains until a new Nomination Committee has been appointed.

The Nomination Committee has held five minute-kept meetings, of which all members have participated in all meetings. At the meetings, the Nomination Committee has handled the issues that according to the Swedish Corporate Governance Code and the instructions for the Nomination Committee should be handled by a nomination committee. In order for the Nomination Committee to be able to process proposals in a constructive way, the shareholders were on 28 October 2021 informed through a press release and on Elekta's website how and at the latest when they could submit proposals to the Nomination Committee. No proposals have been submitted to the Nomination Committee.

The Nomination Committee has submitted proposals for resolutions at the Annual General Meeting, and a reasoned statement regarding its proposal for Board of Directors as follows.

#### ***The Chair of the Annual General Meeting***

The Nomination Committee proposes Victoria Skoglund, attorney at law, as the Chair of the Annual General Meeting.

#### ***Number of Directors and any deputy Directors***

The Nomination Committee proposes that the Board of Directors shall consist of eight Directors, without deputy Directors.

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### ***Fees to the Board of Directors***

The Nomination Committee proposes increased fees to the Board of Directors, and increased remuneration for committee work. Accordingly, the Nomination Committee proposes that fees for the period until the next Annual General Meeting shall be paid to the Board of Directors with a total of SEK 6,015,000 (5,040,000), of which SEK 1,500,000 (1,410,000) to the Chair of the Board of Directors and SEK 645,000 (605,000) to each non-executive Director. Further, the Nomination Committee proposes that remuneration for committee work for the period until the next Annual General Meeting, shall be paid with SEK 140,000 (135,000) to the Chair of the Compensation & Sustainability Committee and SEK 95,000 (90,000) to any other member of the Compensation & Sustainability Committee, and SEK 265,000 (250,000) to the Chair of the Audit Committee and SEK 170,000 (160,000) to any other member of the Audit Committee. No remuneration or compensation for committee work shall be paid to a Director employed by the Company.

### ***Remuneration to the Auditor***

Remuneration to the Auditor is proposed to be paid according to an invoice approved by the Company.

### ***Directors and Chair of the Board of Directors***

The Nomination Committee proposes that Laurent Leksell, Caroline Leksell Cooke, Johan Malmquist, Wolfgang Reim, Jan Secher, Birgitta Stymne Göransson and Cecilia Wikström are re-elected as Directors, and that Kelly Londy is elected as Director, for the period until the end of the next Annual General Meeting. Further, the Nomination Committee proposes that Laurent Leksell is re-elected as the Chair of the Board of Directors.

A presentation of the persons proposed by the Nomination Committee for election to the Board of Directors can be found on the Company's website, [www.elekta.com](http://www.elekta.com).

The proposed Board of Directors fulfills the requirements regarding independence in the Swedish Corporate Governance Code. Six of the proposed Directors, Kelly Londy, Johan Malmquist, Wolfgang Reim, Jan Secher, Birgitta Stymne Göransson and Cecilia Wikström, are all independent in relation to both the Company and the management as well as to the Company's major shareholders. Caroline Leksell Cooke is independent in relation to the Company and the management, but not independent in relation to the Company's major shareholders. Laurent Leksell is independent in relation to the Company and the management, but not independent in relation to the Company's major shareholders.

### ***Auditor***

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered public accounting firm Ernst & Young AB ("EY") is re-elected as the Company's Auditor for the period until the end of the Annual General Meeting 2023. EY has informed the Nomination Committee that if EY is elected, the Authorized Public Accountant Rickard Andersson will be appointed as auditor in charge.

## **REASONED STATEMENT REGARDING THE NOMINATION COMMITTEE'S PROPOSAL FOR THE COMPOSITION OF THE BOARD OF DIRECTORS**

As a basis for its proposal, the Nomination Committee has considered the Chair of the Board of Directors' statement on the Company's operational objectives, financial position, objectives and strategies, opportunities and risks in the sustainability areas relevant to the Company, and how the work of the Board of Directors has functioned over the past year. Further, the Nomination Committee has reviewed the results of the digital evaluation of the Board of Directors and interviewed all Directors during

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the spring of 2022. At one of the Nomination Committee's meetings the Company's President and CEO Gustaf Salford outlined the Company's operations and strategy.

All Directors have informed the Nomination Committee that they are available for re-election.

The Nomination Committee has, in its work with the proposal for the composition of the Board of Directors, particularly considered the Company's strategy, operations and development phase as well as other relevant circumstances. The Nomination Committee makes the assessment that the competences and experiences that are deemed important for Elekta are well represented in the proposed Board of Directors and that the proposed Board of Directors has an appropriate composition and size in order to meet Elekta's needs. The Nomination Committee is of the opinion that Kelly Londy, with her notable experience from the medtech industry and multiple leading executive positions as well as her knowledge and experience from commercializing innovative technologies, will add valuable knowledge and experience to the Board of Directors and that she is very well suited to be elected Director of the Board of Directors.

Further, the Nomination Committee is of the opinion that the Directors have shown great commitment and that the operations of the Board of Directors have worked well. Additionally, the Nomination Committee has assessed that the proposed Directors are able to devote the time required to fulfill their responsibilities as Directors in Elekta.

The Nomination Committee has applied item 4.1 in the Swedish Corporate Governance Code as diversity policy in the preparations of the proposal for the Board of Directors. The Nomination Committee is of the opinion that there is a diversity and breadth in relation to the proposed Directors' age, nationality, education, gender, experience and competence. Four out of the proposed eight Directors are women, corresponding to 50 per cent, and four are men. The question about diversity and an equal gender representation is an important and prioritized question for the Nomination Committee.

Based on the above and taking into account what is stated in item 4.1 of the Swedish Corporate Governance Code, the Nomination Committee believes that the Board of Directors, with the Nomination Committee's proposal, will have an appropriate composition with respect to the Company's operations, future development and circumstances in general.

#### **INSTRUCTIONS FOR THE NOMINATION COMMITTEE**

The Nomination Committee has, in accordance with its instructions, evaluated the Nomination Committee's instructions and the Nomination Committee's work and assessed whether the Nomination Committee should propose any amendments to its instructions. The Nomination Committee has not found it necessary to propose any such amendments.

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Stockholm in June 2022

Elekta AB (publ)

The Nomination Committee