



NOTICE TO THE ANNUAL GENERAL MEETING OF ELEKTA AB (PUBL)

The shareholders of Elekta AB (publ), reg. no. 556170–4015 (“**Elekta**”), are hereby convened to the Annual General Meeting to be held at 3:00 p.m. CEST on September 5, 2024, at Elekta’s headquarters, Hagaplan 4, Stockholm. Registration begins at 2:30 p.m. CEST.

The Board of Directors has resolved, pursuant to Chapter 7, Section 4a of the Swedish Companies Act and the Company’s Articles of Association, that shareholders shall have the right to exercise their voting rights by postal voting prior to the General Meeting. Consequently, shareholders may choose to exercise their voting rights at the General Meeting by attending in person, through a proxy or by postal voting.

RIGHT TO PARTICIPATE AND NOTIFICATION TO THE COMPANY

Shareholders wishing to attend the General Meeting must:

- be registered as shareholders in the share register maintained by Euroclear Sweden AB as of August 28, 2024, and
- notify the Company of their intention to participate in the General Meeting no later than on August 30, 2024.

Notice of attendance may be submitted in writing to the Company at the address Elekta AB (publ), “Annual General Meeting”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by phone to +46 8-402 92 80 business days between 9:00 a.m. CEST and 4:00 p.m. CEST, on the Company’s website, www.elekta.com or by e-mail to GeneralMeetingService@euroclear.com. On giving notice of attendance, the shareholder should state the shareholder’s name (company name), personal identity number (corporate identity number), address, telephone number and number of shares. The registration procedure described above also applies to registration for any advisors. A shareholder that exercises their voting rights through a postal voting form does not have to send in a separate notice of participation, see below under postal voting.

NOMINEE REGISTERED SHARES

Shareholders whose shares are registered in the names of nominees must temporarily reregister the shares in their own names in the register of shareholders kept by Euroclear Sweden AB in order to participate in the Meeting. Such reregistration, so called voting right registration, must be completed no later than on August 30, 2024, which means that shareholders well in advance prior to this date must instruct the nominee to carry out such action.

POSTAL VOTING

The shareholders may exercise their voting rights at the General Meeting by postal voting. A special form shall be used for postal voting. The form is available on the Company’s website www.elekta.com. The voting form can also be obtained from the Company or by contacting Euroclear Sweden AB at the contact information above. For the items on the agenda where the Board of Directors or the nomination committee have submitted proposals, it is possible to vote Yes or No, which is clearly stated in the postal voting form. A shareholder can also abstain from voting on any item.

The completed voting form must be received by the Company no later than on August 30, 2024. The postal voting form is valid as a notification to the General Meeting. Shareholders can, through verification with BankID, cast their postal vote electronically via Euroclear Sweden AB’s website <https://anmalan.vpc.se/euroclearproxy?sprak=1>. Such electronic votes must be submitted no later than August 30, 2024.

The completed form, including any appendices, must be sent by e-mail to GeneralMeetingService@euroclear.com or alternatively by post in original to Elekta AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. If the shareholder is a legal entity, a registration certificate or an equivalent authority document, shall be enclosed to the form. The same applies if the shareholder votes in advance by proxy.

The shareholder may not provide special instructions or conditions in the voting form. If done, the postal vote is invalid in its entirety. Further instructions and conditions are included in the postal voting form.

PROXY AND PROXY FORM

Anyone who does not attend the General Meeting in person may exercise their voting right at the General Meeting via a proxy in possession of a signed and dated form of proxy. The same applies if a shareholder exercises its voting rights by postal voting. Forms of proxy are available on the Company's website www.elekta.com. The form of proxy may also be obtained from the Company or by contacting Euroclear Sweden AB at contact information above. If the proxy is issued by a legal entity, a copy of their registration certificate or equivalent authority document must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the General Meeting, forms of proxy, registration certificates and other documentary authority must be received by the Company well in advance before the General Meeting.

INFORMATION

If so requested by any shareholder and if the Board of Directors deems it possible without significant detriment to the Company, the Board of Directors and the President and CEO must provide information at the General Meeting about circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the Company's or its subsidiaries' financial situation, the group accounts and the Company's relation to other companies within the group.

AGENDA

1. Opening of the Meeting
2. Election of the Chair of the Meeting
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation of the Annual Report and the Auditor's Report and the consolidated accounts and the Auditor's Report for the Group
8. Resolution concerning adoption of the balance sheet and the income statement and the consolidated balance sheet and the consolidated income statement
9. Resolution concerning dispositions of the Company's earnings pursuant to the adopted balance sheet and determination of the record days for dividend
10. Resolution concerning the discharge of the Board of Directors and the President and CEO from personal liability
11. Determination of the number of Directors and any deputy Directors
12. Determination of
 - 12.1 the fees to be paid to the Board of Directors
 - 12.2 the fees to be paid to the Auditor
13. Election of Directors, Chairman of the Board of Directors and any deputy Directors
 - 13.1 Laurent Leksell, reelection
 - 13.2 Tomas Eliasson, reelection

- 13.3 Caroline Leksell Cooke, reelection
- 13.4 Wolfgang Reim, reelection
- 13.5 Jan Secher, reelection
- 13.6 Volker Wetekam, reelection
- 13.7 Cecilia Wikström, reelection
- 13.8 Ann Costello, election
- 13.9 Jan Kimpen, election
- 13.10 Laurent Leksell, (reelection as Chairman of the Board)
- 14. Election of Auditor
- 15. Resolution regarding adoption of new instructions for the Nomination Committee
- 16. Resolution regarding approval of the Remuneration Report
- 17. Resolution regarding guidelines for salary and other remuneration to executive management.
- 18. Resolution regarding
 - (a) Performance Share Plan 2024
 - (b) transfer of own shares in conjunction with the Performance Share Plan 2024
- 19. Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2022, 2023 and 2024
- 20. Resolution regarding
 - (a) authorization for the Board of Directors to decide upon acquisition of own shares
 - (b) authorization for the Board of Directors to decide upon the transfer of own shares
- 21. Resolution regarding contribution to Elekta Foundation
- 22. Closing of the Meeting

PROPOSALS BY THE NOMINATION COMMITTEE

The Nomination Committee for the Annual General Meeting has been appointed based on the ownership structure in Elekta as of the last banking day in September, in accordance with the instructions to the Nomination Committee. The Nomination Committee consists of Laurent Leksell, Chairman of the Nomination Committee (in his capacity as Chairman of the Board of Elekta and for his own and related parties' holdings), Thomas Wuolikainen (appointed by the Fourth Swedish National Pension Fund), Katarina Hammar (appointed by Nordea Funds), Patrik Jönsson (appointed by SEB Funds), and Jesper Bergström (appointed by Handelsbanken Funds). The Nomination Committee submits the following proposed resolutions.

Item 2 – Election of the Chair of the Meeting

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

Items 11 – Determination of the number of Directors and any deputy Directors

The Nomination Committee proposes that the Board of Directors shall consist of nine (9) Directors, without deputy Directors.

Item 12.1 – Determination of fees to be paid 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, including remuneration for committee work, for the period until the next Annual General Meeting shall be paid to the Board of Directors with a total of SEK 8,440,000 (8,200,000), of which SEK 1,600,000 (1,550,000) to the Chairman of the Board of Directors and SEK 695,000 (670,000) to each Director who is not employed by the Company. Further, the Nomination Committee proposes that remuneration for committee work for the period until the next Annual General Meeting, shall be paid with SEK 150,000

(145,000) to the Chairman of the Compensation & Sustainability Committee and SEK 105,000 (100,000) to each other member of the Compensation & Sustainability Committee, and SEK 335,000 (290,000) to the Chairman of the Audit Committee and SEK 195,000 (185,000) to each other member of the Audit Committee. No remuneration or compensation for committee work shall be paid to a Director employed by the Company.

Item 12.2 – Determination of fees to be paid to the Auditor

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

Item 13 – Election of Directors, Chairman of the Board of Directors and any deputy Directors

The Nomination Committee proposes that Laurent Leksell, Tomas Eliasson, Caroline Leksell Cooke, Wolfgang Reim, Jan Secher, Volker Wetekam and Cecilia Wikström are reelected, and that Ann Costello and Jan Kimpen are elected as Board of Directors for the period until the end of the next Annual General Meeting. Further, the Nomination Committee proposes that Laurent Leksell is reelected as the Chairman of the Board of Directors. Birgitta Stymne Göransson has declined reelection.

The Nomination Committee's reasoned statement and information about all the individuals proposed by the Nomination Committee for election to the Board of Directors are available on the Company's website, www.elekta.com.

Item 14 – Election of 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 reelected as the Company's Auditor for the period until the end of the next Annual General Meeting. EY has informed the Nomination Committee that if EY is elected, the Authorized Public Accountant Rickard Andersson will be the auditor in charge.

Item 15 – Resolution regarding adoption of new instructions for the Nomination Committee

The Nomination Committee proposes that the following instruction for the Nomination Committee shall apply until a new instruction is adopted:

Appointment of the Nomination Committee

1. In addition to the shareholder or those shareholders that the Chairman of the Board of Directors may represent, the Chairman of the Board of Directors shall, before the end of the second quarter of the financial year, contact the four largest shareholders in terms of votes who shall be given the opportunity to appoint one member each to form the Nomination Committee together with the Chairman of the Board of Directors for the period until the next Annual General Meeting is held, or, where applicable, until a new Nomination Committee is appointed. If a shareholder waives its right to appoint a member, the right to appoint a member of the Nomination Committee shall be passed on to the next largest shareholder in terms of votes who has not already appointed or had the right to appoint a member of the Nomination Committee.
2. The Chairman of the Board of Directors shall be a co-opted member of the Nomination Committee, i.e. with the right to speak and propose but without the right to vote, unless the Chairman of the Board of Directors represents one of the five largest shareholders in terms of votes.

3. When assessing which shareholders have the most votes, ownership statistics¹ from Euroclear Sweden AB as of the last banking day of September and other reliable information provided to the Company at that point in time shall be used as a basis.
4. Unless the Nomination Committee unanimously resolves to appoint another member as Chairman of the Nomination Committee, the Chairman of the Nomination Committee shall be the member appointed by the largest shareholder in terms of votes.
5. The Nomination Committee shall be entitled to appoint a person as a co-opted member of the Nomination Committee by unanimous decision. Such co-opted member shall not participate in the resolutions of the Nomination Committee.
6. The names of the members of the Nomination Committee and the names of those who have appointed them shall be made public as soon as they are appointed, however, at the latest six months before the next Annual General Meeting.

Changes in the Nomination Committee

7. If any of the shareholders who have appointed a member of the Nomination Committee divest² their shares in the Company before the Nomination Committee's assignment is completed, the member of the Nomination Committee appointed by such shareholder shall, if the Nomination Committee so unanimously decides, be replaced by a member to be appointed by the shareholder who is the largest shareholder at that time after the other shareholders represented in the Nomination Committee.
8. Should any member of the Nomination Committee before the Nomination Committee's assignment is completed cease to represent the shareholder who appointed him or her, such member shall, if the shareholder so wishes, be replaced by a new member appointed by the shareholder in question.
9. The Nomination Committee is entitled, if deemed appropriate, to co-opt, in addition to any co-opted member in accordance with item 4 above, a member appointed by a shareholder who, after the Nomination Committee has been constituted, has become one of the four largest shareholders in terms of votes. Such co-opted member shall not participate in the resolutions of the Nomination Committee.
10. Changes in the Nomination Committee shall be announced as soon as they occur.

Meetings

11. The Nomination Committee shall meet whenever necessary to enable it to carry out its assignment. Meetings shall be convened by the Chairman of the Nomination Committee, except for the first meeting of the Nomination Committee, which shall be convened by the Chairman of the Board of Directors. The Nomination Committee shall hold its statutory meeting no later than thirty working days after the date of publication of its composition. If a member of the Nomination Committee requests that the Nomination Committee be convened, the request shall be complied with. Minutes of the meetings of the Nomination Committee shall be kept and be approved by the Chairman and, if the Nomination Committee so decides, an additional member.

¹ The ownership statistics to be used shall be sorted by voting rights (by group of owners) and include the largest shareholders registered in Sweden, i.e. shareholders holding an account with Euroclear Sweden AB in their own name or shareholders holding a deposit account with a trustee who has provided the shareholder's identity to Euroclear Sweden AB.

² Divestments shall also include share loans (regardless of the purpose for which the loan is made).

12. The Nomination Committee shall perform its duties in accordance with the Swedish Corporate Governance Code and other applicable rules. The assignment includes, inter alia, presenting proposals for:
 - a. Chair of the Annual General Meeting;
 - b. Chairman and Directors of the Board of Directors;
 - c. the remuneration to the Directors;
 - d. the remuneration of the Company's Auditor and the election of the Auditor; and
 - e. to the extent deemed necessary, proposals for amendments to these instructions for the Nomination Committee.
13. No remuneration shall be paid to the members of the Nomination Committee. The Company may, at the request of the Nomination Committee, provide personnel resources such as secretarial services to facilitate the work of the Nomination Committee. If necessary, the company shall also be able to pay reasonable costs that the Nomination Committee deems necessary for the Nomination Committee to fulfill its assignment, such as recruitment costs.
14. The Nomination Committee forms a quorum if at least three members participate. The resolution of the Nomination Committee shall be that for which more than half of the members present vote. In the event of a tied vote, the Chairman of the Nomination Committee shall have the casting vote.

Amendments to these instructions

15. The Nomination Committee shall annually evaluate these instructions and the work of the Nomination Committee and propose to the Annual General Meeting such amendments to these instructions as the Nomination Committee deems appropriate.

PROPOSALS BY THE BOARD OF DIRECTORS

Item 9 – Resolution concerning dispositions of the Company's earnings pursuant to the adopted balance sheet and determination of the record days for dividend

The Board of Directors proposes that the Meeting resolves to approve that out of the Company's unappropriated earnings, SEK 1,639,864,818, an amount representing SEK 2.40 per share, should be distributed as dividend to the shareholders and that the remaining unappropriated earnings should be carried forward. It is proposed that the dividend is divided into two payments of SEK 1.20 per payment. The first record day is proposed to be on September 9, 2024, and the second record day is proposed to be on March 7, 2025. If the Annual General Meeting resolves in accordance with the proposal, payments through Euroclear Sweden AB are estimated to be made on September 12, 2024, and on March 12, 2025, respectively.

Item 17 – Resolution regarding guidelines for salary and other remuneration to executive management

The Board of Directors proposes that the Meeting adopt the following guidelines for salary and other remuneration for Directors, the President and CEO and – where appropriate – Vice President and other executive management. Other executive management means members of the group management of Elekta AB (publ). The guidelines shall apply to employment agreements executed after the Annual General Meeting and any modifications to existing employment agreements that are made after the Annual General Meeting.

The guidelines do not apply to board fees decided upon by General Meetings or such issues and transfers covered by Chapter 16 of the Swedish Companies Act.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

The Company's business strategy is, in brief, as follows. "Thought and market leadership in *Precision Radiation Medicine*". *Precision* means our solutions hit the target precisely, sparing healthy tissue and reducing negative side effects and complications for better patient outcomes. *Radiation* stands for using our core competence in radiation treatment of tumor and neurological diseases with optimized and tailored solutions. *Medicine* is to deliver software that help to improve cancer survival rates by being efficient and supportive, assisting clinicians worldwide in providing the highest standard of care. For further information about the Company's business strategy see the Company's annual reports.

In order to successfully implement the Company's business strategy and to foster the Company's long-term interests, including its sustainability, it is of fundamental importance for the Company and its shareholders that, from a short-term and long-term perspective, the remuneration guidelines attract, incentivize and create favorable conditions for retaining skilled employees and managers. The guidelines are aimed at creating increased transparency as regards remuneration issues and, through a carefully considered remuneration structure, creating incentives for executive management to execute strategic plans and achieve the Company's financial targets. To achieve this, it is important to maintain fair and internally balanced terms which, at the same time, are competitive on the market in terms of remuneration structure, scope and level.

Remuneration and forms of remuneration

Remuneration for executive management shall include a well-balanced combination of fixed salary, variable remuneration, long-term incentive programs, pension benefits and other benefits, as well as terms governing termination, where applicable. This combination of remuneration strengthens and supports short-term and long-term targeting and target fulfilment. The total compensation shall be on market terms on the geographic market where the individual resides or works. Applied remuneration levels shall be reviewed annually in comparison with equivalent positions on the market, to ensure that the Company is able to attract and retain skills critical for the business where so required. Median salaries on the market are determined through external benchmarking where such is available. As far as possible, remuneration shall be based on performance and thus the annual variable remuneration shall constitute a relatively large portion of the total remuneration.

The various types of remuneration that may be paid out are described below.

Fixed salary

Fixed salary for executive management shall be individual and based on each individual's responsibilities and role in terms of individual skills and experience in the relevant position as well as regional conditions. In case of a maximum variable remuneration result, the fixed salary may amount to between 40 and 50 percent of the total annual fixed salary and variable remuneration.

Variable remuneration

In addition to fixed salary, executive management are entitled to variable remuneration, referred to as an annual bonus. The variable remuneration is structured as part of the total remuneration package and shall primarily be related to results in terms of the Group's financial targets (0–50 percent of the variable remuneration). Other non-financial targets of particular interest, such as clearly defined individual targets with respect to specific work duties within the respective business area, shall also be used (0–50 percent of the variable remuneration). Variable remuneration targets shall be established annually by the Board of Directors with the aim of ensuring that they are in line with the Group's business strategy and results targets. Targets shall be structured so as to promote the Group's business strategy and long-term interests, including its sustainability, by being clearly connected to the business strategy and promoting the long-term development of the executive management.

The size of the variable remuneration varies depending on position and may constitute between 30 and 70 percent of fixed annual salary at full achievement of targets. Target fulfilment is measured, and any payments made in respect thereof take place annually or quarterly. If the financial targets for variable remuneration are exceeded, there is a possibility to pay additional remuneration in consideration of overperformance. The annual bonus entails that there is potential to receive, at most, 200 percent of the variable remuneration in case of over achievement of targets. Thus, payment of variable remuneration is capped at 200 percent of the original target for the variable remuneration and may entail, at most, that 140 percent of the fixed salary can be paid out as variable remuneration. Target formulation is structured so that no variable remuneration or bonus is received in the event a minimum performance level or threshold is not achieved.

Upon conclusion of the annual measurement period, an assessment shall take place as to the extent to which targets have been fulfilled, through an overall performance assessment. The Compensation & Sustainability Committee is responsible for the assessment with respect to variable salary for the President and CEO and other executive management. Insofar as relates to financial targets, the assessment shall be based on audited financial information published by the Group.

The Company may, at any given time, alter, discontinue or cancel parts of the remuneration plan, or the entire plan. However, only in respect of future performance at the time in question. The Company may also, after payment of remuneration, subsequently correct the remuneration if an error can be identified in a final audit.

Share-related long-term incentive programs

The Board of Directors uses long-term incentive programs to ensure alignment between the interests of the shareholders and the interests of executive management and other key individuals in the Company. The Board of Directors shall each year assess whether a share-related long-term incentive program should be proposed to the Annual General Meeting. For more information about these programs, see each year's notice of the Annual General Meeting and the Company's annual reports.

These long-term incentive programs promote the Group's business strategy and long-term interests including its sustainability by strengthening the Group's ability to recruit and retain employees, diversifying and increasing share ownership among key individuals and ensuring a shared focus on long-term growth in value for the shareholders.

Special remuneration

Additional cash variable remuneration can be paid, with a delay in payment up to 36 months, to ensure long-term commitment and that key employees remain in connection with acquisitions of new companies, divestments of businesses, other transitional activity or other extraordinary work endeavors. Such delayed remuneration is conditional on continued employment until a predetermined date in order for any payment to take place, and is applied only in very special cases, and thus is not included in any ordinary remuneration system. The delayed remuneration may not exceed 50 percent of the contracted annual fixed remuneration per year and thus may amount to 150 percent of annual salary in the event of delayed payment for 36 months. The delayed remuneration shall otherwise comply with the same principles as applicable to variable remuneration in the Group. Decisions regarding special remuneration for extraordinary endeavors shall be taken by the Board of Directors.

Pensions

When new pension agreements are entered into, executive management who are entitled to pension shall only have defined contribution pension agreements. With respect to executive management who are Swedish citizens, retirement normally takes place at the age of 65 and, with respect to others, in accordance with each country's pension regulations. The general rule is that pension provisions are based only on fixed salary and take place at market levels in each country; however, pension provisions

shall not exceed 40 percent of fixed salary. Certain individual adjustments may occur in line with local market practice or mandatory collective agreement provisions.

Other Benefits

Benefits such as company car, compensation for preventive care insurance, healthcare insurance and medical insurance, etc. shall constitute a smaller element of the total compensation package and be in accordance with what is customary on each geographic market. Premiums and other costs for such benefits may not, in total, exceed 20 percent of fixed salary. For executive management stationed in a country other than their country of domicile, additional compensation and other benefits may be paid to a reasonable extent in light of the particular circumstances associated with being stationed in a foreign country. This can, for example, comprise of flight costs, housing, term fees, journeys home, assistance with tax returns and tax equalization.

With respect to employment conditions governed by regulations other than Swedish ones, insofar as relates to other benefits, appropriate adjustments shall take place to comply with such mandatory regulations or established local practice, whereupon the overarching purpose of these guidelines shall be satisfied as far as possible.

Remuneration payable to Board of Directors

Directors elected by the General Meeting shall, in specific cases, be entitled to receive fees and other remuneration for work performed on behalf of the Company, alongside board work. Fees on market terms, which must be approved by other Directors, shall be payable in respect of such services.

Termination terms and severance compensation

Termination periods within the Company shall comply with the statutes and agreements applicable on each geographic market. Termination periods with respect to executive management shall be between 6 and 12 months and, in specific cases, executive management are entitled to severance compensation corresponding to 6-12 months' fixed salary. In case of certain radical changes in the ownership structure, the President and CEO is entitled to receive additional severance compensation corresponding to 18 months' fixed salary.

Preparation and decision-making procedure

The Company's Compensation & Sustainability Committee shall, each year, prepare remuneration issues and submit to the Board of Directors recommendations for principles for structuring the Group's compensation system and executive management remuneration. The recommendations shall include proposals for structuring bonus systems, the breakdown between fixed and variable remuneration as well as the size of any salary increases. The Compensation & Sustainability Committee shall also propose criteria for assessment of performance by executive management. Decisions regarding remuneration are adopted by the Board of Directors as a whole. The Board of Directors shall prepare proposals for new guidelines at least every fourth year and shall present the proposals for a decision by the Annual General Meeting.

The Compensation & Sustainability Committee shall comprise of at least three independent directors, one of whom shall serve as Chairman. The President and CEO shall attend the meetings of the committee. The elected Chairman of the Compensation & Sustainability Committee shall convene its meetings. The members of the Compensation & Sustainability Committee are independent in relation to the Company and company management. The President and CEO, and other members of Group management, may not be present at meetings at which remuneration issues are addressed and decided upon, insofar as they are affected by the issues. In conjunction with all decisions, it is ensured that conflicts of interest are avoided and that any potential conflicts of interest are addressed in accordance with the Company's corporate governance framework, comprising of a code of conduct, policies and guidelines.

Derogation from the guidelines

The Board of Directors may decide to derogate temporarily from the guidelines, wholly or in part, where there are particular reasons for doing so in an individual case and provided such derogation is necessary to satisfy the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the duties of the Compensation & Sustainability Committee include preparing decisions by the Board of Directors on remuneration issues, which includes decisions regarding derogations from the guidelines.

Description of significant changes to the guidelines

The proposed resolution to the Annual General Meeting 2024, regarding remuneration guidelines, is in all material respects consistent with the guidelines adopted by the Annual General Meeting 2020.

Previously decided remuneration not yet due for payment

The Company has three (3) ongoing share-related programs that have not yet fallen due for payment. These programs are programs decided upon in 2021, 2022 and 2023. More information about current share programs is available in the Company's annual reports and on the Company's website.

Item 18 (a) – Resolution regarding Performance Share Plan 2024

Performance Share Plan 2024 (“**PSP 2024**”) includes the Board of Directors' proposal for resolutions on implementation of a performance share plan, equivalent to the performance share plan resolved by the Meeting in 2023, and transfer of treasury shares.

Background

Long-term variable compensation is an integral part of Elekta's remuneration strategy. Elekta has annually resolved on long-term incentive programs for executive committee and key employees within the Group.

The Board of Directors proposes that Elekta's long-term variable compensation in 2024, like last year, shall include the executive committee and a few selected key employees in the same long-term performance share plan. The Board of Directors proposes that the Meeting resolves on PSP 2024 pursuant to the main principles set forth below. The Board of Directors considers that PSP 2024 fulfils the purpose of aligning the interests of the participants and the shareholders, strengthens Elekta's ability to attract, retain and motivate qualified employees and strengthens Elekta's focus and objective to meet its long-term business and share price goals.

Proposal for a resolution for a Performance Share Plan 2024

The Board of Directors proposes that the Meeting resolves on the implementation of the PSP 2024. In order to implement the PSP 2024, the Board of Directors proposes that no more than 1,200,000 B-shares in Elekta may be used in the PSP 2024 to be transferred to employees in the Group and that up to 30 percent of these shares may be sold on Nasdaq Stockholm in order to cover, inter alia, social contribution costs.

The Board of Directors proposes that the Meeting resolves in accordance with the proposals set out below.

Implementation of the Performance Share Plan 2024

The PSP 2024 shall be offered to individuals with great opportunities to impact the Company's long-term performance both in current roles but also for future roles, i.e. the CEO and President, executive committee and nominated key persons, all in all approximately 19 employees. Provided that the performance requirements (relative TSR and ESG) during the performance period (2024–2027),

together with the applicable terms of the plan, are met, the participants in PSP 2024 will receive B-shares in Elekta free of charge.

The Board of Directors will determine a maximum value for the PSP 2024 participant group. The maximum value can be up to 80 percent of the annual base salary for the CEO and President, 70 percent of the annual base salary for other members of the executive management, and 50–60 percent of the annual base salary for selected key individuals. The annual base salary refers to the base salary the participant has at the time of the allocation of performance shares. The total aggregate value for all participants in PSP 2024 amounts to a maximum of SEK 46.8 million, excluding social contribution costs.

Each participant's maximum value shall be converted into a number of B-shares, based on the average closing share price of the Elekta B-share on Nasdaq Stockholm during a period of ten trading days before the day the participants are offered to participate in the program.

Participants in the PSP 2024 will be granted a conditional award over performance shares, which is a right to receive a specific number of such shares at a future date, provided the relevant conditions are met. The total number of B-shares that can be received is dependent on the degree of fulfilment of three targets, Elekta's Total Shareholder Return ("TSR") relative to the OMXSPI Index over a three-year period and two ESG targets. The ESG targets, all of which are measured over a three-year period, are Access to Healthcare, i.e number of installed linacs in underserved markets, as well as CO2 equivalents reductions from operations. The weighting between the three targets is as follows: Relative TSR with a weighting of 85 percent, Access to Healthcare and CO2 equivalents reduction with a weighting of 7.5 percent each.

For the PSP 2024, the minimum performance requirement regarding the TSR target is that Elekta TSR outperform the OMXSPI Index with at least +0,1 percent. The maximum performance level requires that Elekta TSR outperform the OMXSPI Index at or above +15 percent. Regarding the ESG targets, the minimum performance requirement is that Elekta installs 546 linacs in underserved markets and reduces its' CO2 emissions from operations by 7.70 percent during the three-year performance period. The maximum performance level requires Elekta to install 696 linacs in underserved markets and reduces its' CO2 emissions from operations by 23.09 percent during the three-year performance period.

The total vesting level for PSP 2024 can be in the range of 0 – 100 percent and is determined by the weighted vesting level of each performance target. If the minimum performance level of each three targets is reached, the allocation will amount up to 25 percent of maximum number of performance shares. If the maximum performance level is reached or exceeded for all three targets, the allocation will amount to (and will not exceed) the maximum number of performance shares. If performance is below the maximum level but above the minimum level of all three targets, the allocation will be proportional between the minimum level and the maximum level, subject to the weighting of each target. No allocation will be made if performance is below the minimum level for all three targets.

The performance targets shall be adjusted at the occurrence of events affecting the number of outstanding shares in the Company, or unforeseen material events affecting the Group's operations or otherwise affecting the performance targets and deemed relevant by the Board of Directors. Should the accounting principles change, or should the Company decide on restructuring costs, the Board of Directors may decide on changes to the PSP 2024 performance targets.

Upon reaching the minimum level, the actual allocation will be determined on the basis of each employee's individual performance evaluation for the past fiscal year. The receipt of shares normally requires that the persons are employed in the Group at the end of the Performance Period in September 2027.

If all conditions included in the PSP 2024 are met, allotment of B-shares shall be made free of charge three years after an agreement has been entered into and following approval by the Board of Directors. Before the number of shares to be received are finally determined, the Board of Directors shall examine

whether the allotment 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 shares to be allotted to the lower number of shares deemed appropriate by the Board of Directors.

The participants shall not provide any consideration for their rights under the program.

The participants shall, at allotment of B-shares, not receive any cash compensation for any cash dividend under the Performance Period September 2024 to September 2027.

The number of shares included in the proposal may be recalculated by the Board of Directors due to changes in the capital structure, such as a bonus issue, a consolidation or a split of shares, new issue or reduction of the share capital or similar measures.

The Board of Directors, or a committee established by the Board of Directors for this purpose, will be responsible for the detailed drafting and management of the PSP 2024, within the scope of the principal conditions and guidelines specified. The Board of Directors shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. Hence, the Board of Directors can decide on the implementation of an alternative cash-based incentive solution for participants in countries where the allotment of Performance Shares is not appropriate, or if such solution is otherwise considered appropriate. The Board of Directors shall also be entitled to make other adjustments provided that there are substantial changes in the Group or its business environment which would signify that conditions for allocation in accordance with the PSP 2024 are no longer appropriate. Such alternative incentive solutions shall to the extent practically possible be designed to correspond to the terms of the PSP 2024.

Participation in the PSP 2024 assumes that such participation is legally possible and suitable, and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.

In order to reduce the economic risk due to an increase of the share price during the term of the performance shares and in order to secure the ability to deliver B-shares, Elekta intends to acquire and transfer own shares.

Costs of Performance Share Plan 2024

Assuming maximum allotment under the PSP 2024 and a share price of SEK 77.49 a maximum of 784,438 B-shares are required to fulfil the commitments under the program (including social security costs), corresponding to approximately 0.20 percent of the total number of outstanding shares. The number of shares covered by existing and outstanding incentive programs amounts to 1,764,886 B-shares, corresponding to approximately 0.46 percent of the total number of outstanding shares.

Assuming maximum allotment of shares under the PSP 2024 and a share price of SEK 77.49, the costs, including social security costs and the financing cost for repurchased own shares, are estimated at approximately SEK 60.8 million.

Hedging actions

In order to secure delivery under the PSP 2024, the Board of Directors proposes under item 18 (b), that no more than 1,200,000 B-shares may be transferred to employees in the Group. Further, the Board of Directors proposes under item 19 that the Board of Directors shall be authorized to decide upon the transfer of no more than 889,466 own B-shares on Nasdaq Stockholm in order to cover, inter alia, social contribution costs under PSP 2024. Further, the Board of Directors proposes under item 18 (a) that the Board of Directors shall be authorized to decide upon acquisition of own B-shares in order to, inter alia, facilitate hedging and delivery of shares under PSP 2024. If the proposal to transfer repurchased shares to participants in PSP 2024 should not be approved by the Meeting, the Board of Directors will consider other means to meet the delivery undertakings under the PSP 2024.

Preparation of the proposal

The proposal has been prepared by the Company's Executive Compensation & Sustainability Committee in consultation with the Board of Directors. The resolution to propose the PSP 2024 to the Meeting has been taken by the Board of Directors.

Outstanding incentive programs in Elekta

For a description of Elekta's ongoing share related incentive programs, reference is made to note 8 in Elekta's annual report for 2023/2024.

Majority requirement

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 (a) must be supported by shareholders representing more than half of the votes cast, or, in the event of a tied vote, through the Chair of the Meeting exercising his or her casting vote.

Item 18 (b) – Resolution regarding transfer of own shares in conjunction with the Performance Share Plan 2024

The Board of Directors proposes that the Meeting resolves on transfer of own B-shares as a result of the PSP 2024 on the following terms.

- (i) No more than 1,200,000 B-shares may be transferred with deviation from the shareholders' preferential rights.
- (ii) Right to acquire shares shall be granted to such individuals within the Group covered by the terms and conditions for the PSP 2024. Further, subsidiaries within the Group shall have the right to acquire shares free of consideration and such subsidiaries shall be obligated to immediately transfer shares free of consideration to their employees covered by the terms of the PSP 2024.
- (iii) The employee shall have the right to receive shares in accordance with the terms of the PSP 2024 and during the period when the employee is entitled to receive shares in accordance with the terms of the PSP 2024.
- (iv) Employees covered by the terms of the PSP 2024 shall, subject to certain conditions, receive B-shares free of consideration.

The reasons for deviation from the shareholders' preferential rights and the basis for determination of the transfer price are as follows.

The transfer of own B-shares forms part of the implementation of the proposed PSP 2024. The Board of Directors considers it to be an advantage for the Company and its shareholders that the employees are shareholders in the Company. The basis for determination of the transfer price follows from the Board of Directors' proposal under item 18 (a) above.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 (b) is subject to the Meeting having resolved to pass the Board of Directors' proposal on PSP 2024.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 (b) must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the Meeting.

Item 19 – Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2022, 2023 and 2024

The Board of Directors proposes that the Meeting authorizes the Board of Directors during the period until the next Annual General Meeting to decide, on one or more occasions, on the transfer of not more than 889,466 own B-shares on Nasdaq Stockholm, with reference to the Performance Share Plan 2022, 2023 and 2024, to cover certain expenditures, mainly social security contributions. Transfers may be executed at a price that is within the registered price interval at any given time, meaning the interval between the highest bid price and the lowest ask price at the time of the decision regarding the transfer and in accordance with the rules of Nasdaq Stockholm at any given time. The Board of Directors will be entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this item 19 must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Item 20 (a) – Resolution regarding authorization for the Board of Directors to decide upon acquisition of own shares

The Board of Directors proposes that the Meeting authorizes the Board of Directors during the period until the next Annual General Meeting to decide, on one or more occasions, on the acquisition of a maximum number of own B-shares so that, after the purchase, the Company holds not more than ten percent of the total number of shares in the Company. Such shares shall be purchased on Nasdaq Stockholm at a price that is within the registered price interval at any given time, meaning the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of Nasdaq Stockholm at any given time. The purpose of the repurchase of own shares is firstly to align the Company's capital structure to the Company's capital requirements and, where appropriate, to enable share transfers in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions. An additional objective is to facilitate hedging of costs and delivery in relation to the Performance Share Plan 2024.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 20 (a) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Item 20 (b) – Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares

The Board of Directors proposes that the Meeting authorizes the Board of Directors during the period until the next Annual General Meeting to decide, on one or more occasions, on the transfer of B-shares in the Company. The shares may only be transferred in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions, and the transfers may not exceed the maximum number of treasury shares held by the Company at any given time. Transfer of own B-shares shall be made either on Nasdaq Stockholm or in another manner.

In conjunction with the acquisition of companies or operations, transfer of own B-shares may be made with deviation from the shareholders' preferential rights and at a price that is within the registered price interval at any given time, at the time of the decision regarding the transfer and in accordance with the rules of Nasdaq Stockholm at any given time. The Board of Directors will be entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice. Payment for shares transferred in this manner may be made in cash or through a noncash issue or offsetting of claims against the Company, or otherwise be subject to terms as set out in Chapter

2, Section 5, second paragraph, 1–3 and 5 of the Swedish Companies Act. The reason for the Board of Directors' authorization to deviate from the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with the financing of any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 20 (b) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Item 21 – Resolution regarding contribution to Elekta Foundation

On August 25, 2021, the Annual General Meeting resolved on a contribution by the Company of up to SEK 35,000,000 as initial foundation capital for the purposes of establishing a philanthropic foundation of the Company, Elekta Foundation (the “**Foundation**”), to be governed by the Swedish Foundation Act (1994:1220) (*Sw. stiftelselagen*). The object of the Foundation is to improve access to, and quality of, cancer care with special focus on radiotherapy. The resolution of August 25, 2021, states that if necessary for the Foundation's continued operations, the board may propose that future General Meetings resolve on further contributions to the Foundation. The 2023 Annual General Meeting thus resolved on a contribution of up to SEK 10,000,000 to the Foundation.

The Board of Directors proposes that the General Meeting resolves on a new contribution of up to SEK 10,000,000 to the Foundation. The Board of Directors considers the proposed contribution to be a gift for charitable or comparable purposes that can be deemed reasonable given the purpose, the Company's financial position and the circumstances in general and that the contribution is justifiable in view of the requirements posed on the size of the Company's and the Group's equity by the nature, scope and risks associated with the Company's and Group's operations as well as the consolidation needs, liquidity and position of the Company and the Group in other respects. There will be sufficient coverage for the Company's restricted equity following the contribution.

DOCUMENTS

Complete documents in accordance with the Swedish Companies Act (2005:551) will be available on the Company's website, www.elekta.com, and at the Company at Hagaplan 4 in Stockholm no later than on August 15, 2024. The Nomination Committee's proposals and reasoned statement and details of all proposed members of the Board of Directors will be available on the Company's website from the date of issue of this notice. All documents will be sent immediately without charge to any shareholders upon request and notification of postal address.

THE NUMBER OF SHARES AND VOTES

The total number of shares in the Company amounts to 383,568,409 shares, whereof 14,980,769 A-shares and 368,587,640 B-shares, representing a total of 518,395,330 votes. The A-shares carries ten votes, and the B-shares carries one vote. The Company holds 1,485,289 B-shares, which may not be represented at the Meeting. The information pertains to the circumstances as per the time of issuing this notice.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in relation to the Meeting, see the privacy notice available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. Elekta AB (publ)'s corporate registration number is 556170–4015 and registered office in Stockholm.

Stockholm in July 2024
Elekta AB (publ)
The Board of Directors