



NOTICE OF ANNUAL GENERAL MEETING OF ELEKTA AB

Press Release

Stockholm, Sweden, August 18, 2009

Shareholders in Elekta AB (publ) are hereby invited to attend the Annual General Meeting to be held on Tuesday, September 15, 2009, at 3:00 p.m. at Polstjärnan Konferens, Sveavägen 77, Stockholm.

Notification, etc.

Shareholders who wish to participate in the Annual General Meeting must be listed in the register of shareholders maintained by Euroclear Sweden AB (the Swedish Securities Register, previously VPC AB) not later than Wednesday, September 9, 2009 and notify the Company of their intent to participate in the Annual General Meeting (including the number of any assistants) not later than Friday, September 11, 2009, at 4:00 p.m.

Notification of participation at the Annual General Meeting may be forwarded in writing to Elekta AB (publ), Attn: Corporate Communications, Box 7593, SE-103 93 Stockholm, by telefax: +46 8 587 255 00, or by telephone +46 8 587 254 00. Notification can also be made by e-mail to ir@elekta.com.

Notification forms will be forwarded by mail with the Company's Annual Report. In providing notification in any other manner, shareholders must state their name/company name, national registration/corporate registration number, address and the registered number of shares held. If participation will be based on power of attorney, the related documentation should be submitted at the same time as the notification. The form to be used for power of attorney documentation can be downloaded from the company's web site www.elekta.com.

Shareholders whose shares are registered in the names of nominees, through the trust department of a bank or other trustee, must temporarily re-register the shares in their own names in the shareholders' register maintained by Euroclear Sweden AB, previously VPC AB, in order to participate in the Annual General Meeting. Such re-registration, so called voting right registration, must be completed not later than Wednesday, September 9, 2009, which means that



shareholders in sufficient time prior to this date must instruct the nominee to carry out such action.

The financial statements the auditor's report and the auditor's statement pursuant to Chapter 8 section 54 of the Companies Act will be available at the Company's head office at Kungstensgatan 18 in Stockholm as of Tuesday, September 1, 2009, and will be forwarded at that time to the shareholders. The Board's complete proposals for decisions in accordance with all relevant items will be available at the same address as of Tuesday, September 1, 2009. All of the above documentation will be forwarded at that time to the shareholders who so request and provide their mailing address. The complete proposal for a decision as per item 17 below will be automatically sent to all shareholders who notify the Company of their intent to participate in the Annual General Meeting. All of the above documentation will also be presented at the Annual General Meeting and will be available on the Company's website, www.elekta.com.

The total number of shares in the company is 92,124,563 whereof 3,562,500 shares of series A and 88,562,063 shares of series B. The total number of votes in the company is 124,187,063.

Agenda

1. Opening of the Meeting;
2. Election of the Chairman 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 minutes-checkers;
6. Determination of whether the Meeting has been duly convened;
7. Presentation of the Annual Report and the Auditors' Report for the Parent Company and the consolidated accounts and the Auditors' Report for the group;
8. Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement;
9. Resolution concerning approval of the disposition of the Company's earnings as shown in the balance sheet adopted by the Meeting;



10. Resolution concerning the discharge of the members of the Board of Directors and the CEO from personal liability;
11. Report on the work of the election committee;
12. Determination of the number of members and any deputy members of the Board of Directors;
13. Determination of the fees to be paid to the members of the Board of Directors and the auditors;
14. Election of Board members and any deputy Board members;
15. Resolution regarding guidelines for remuneration to executive management;
16. a) Question of authorization for the Board of Directors to acquire own shares
b) Question of authorization for the Board of Directors to transfer own shares
c) Question of transfer of own shares to employees
17. Decision on an incentive program;
18. Question regarding appointment of the election committee;
19. a) The Board's proposal for a decision regarding conditional amendment of the articles of association (means for announcing the notice)
b) The Board's proposal for a decision regarding amendment of the articles of association (time for announcing the notice)

PROPOSALS BY THE BOARD AND THE ELECTION COMMITTEE

Point 2 – Proposal for Chairman of the Meeting

The election committee proposes advokat Bertil Villard to be Chairman of the Meeting.

Point 9 – Disposition of the Company's earnings

The Board of directors proposes that of the Company's unappropriated earnings, SEK 864,476,243 an amount representing SEK 2 kronor per share should be distributed as dividend to the shareholders and that the remaining unappropriated earnings be carried forward. Record day for the dividends is proposed to be Friday, September 18, 2009.



Points 12 to 14 – Proposal for election of Board of Directors and remuneration to the Board and the auditors.

The election committee proposes that the Board shall consist of 8 members, without deputy members.

The election committee proposes that each of Akbar Seddigh, Carl G. Palmstierna, Laurent Leksell, Tommy H Karlsson, Hans Barella, Birgitta Stymne Göransson, Luciano Cattani and Vera Kallmeyer are re-elected as members of the Board. Akbar Seddigh is proposed to be re-elected chairman of the Board.

It is proposed that remuneration shall be paid to the Board at a total of SEK 2,685,000 of which SEK 570,000 to the chairman of the Board, SEK 285,000 to each of the external members of the Board, SEK 70,000 shall be paid to the chairman of the Company's compensation committee and SEK 35,000 to any other member of said committee, SEK 120,000 shall be paid to the chairman of the Company's audit committee and SEK 60,000 to any other member of said committee. No remuneration shall be paid to members of the Board that are employed by the Company.

Remuneration to the auditor is proposed to be paid according to an approved account.

The proposals in this point have been put together by the Company's election committee which as per June 30, 2009, represented shareholders holding over 41 per cent of the votes in the Company.

Point 15 – Resolution regarding guidelines for remuneration to executive management

The Board of Directors proposes that the meeting approves the following guidelines for remuneration and other terms of employment for the executive management of the group. The guidelines will be valid for employment agreements entered into after the meeting and for any changes made to existing employment agreements thereafter. It is proposed that the Board is given the possibility to deviate from the below stated guidelines in individual cases where specific reasons or requirements exist.



Guidelines

It is of fundamental importance to the group and its shareholders that the guidelines for remuneration and other terms of employment for the executives of the group aims to, in the short and long term, attract, motivate and retain competent employees and managers. To obtain this goal, it is important to ensure fairness and internal equity, while maintaining market competitiveness of the structure, scope and level of executive compensation within Elekta. Employment conditions for the executive management should comprise a balanced mix of fixed salary, annual incentives, long term incentives, pension and other benefits as well as notice and severance payments.

Total target cash compensation, i.e. fixed salary and variable incentives, should be competitive in the geographic market where the employee is resident. The level of total cash should be reviewed annually to ensure that it is in line with the median for similar positions in the relevant market. Market medians are established annually with the assistance of external benchmarking. Compensation should be highly performance driven and therefore the target annual incentive should be a relatively high portion of the total target compensation.

Compensation components

The group compensation system comprises different forms of compensation in order to create a well balanced remuneration which strengthens and underpins long and short term objective setting and attainment.

Fixed salary

The fixed salary shall be individual and based on the content and responsibility of the role as well as the individual's competence and experience in relation to the role held.

Annual incentive

Executive management has an annual incentive with quarterly payments and measurement in relation to fixed targets. The annual incentive is structured as a variable component of the total cash remuneration package and is primarily related to the achievement of common group financial performance goals. The measures for the annual incentive shall primarily be related to the outcome of specific



financial objectives within the group compensation and benefit system. The goals for the annual incentive are established annually by the Board so as to sustain the business strategy and objectives. Other measures, i.e. Key Performance Indicators, may be used to create focus on non-financial objectives of particular interest. The size of the annual incentive is dependent on the role held and may amount to between 30 and 100% of the fixed salary at target performance. At over-performance of financial and other quantitative goals the level of pay out against the annual incentive is capped at a maximum of 150% of target. The plan shall also contain a minimum performance level under which no bonus will be paid out.

In order to ensure long term engagement, continued employment as well as competitive pay from an international perspective, the annual incentive may be complemented by an additional annual incentive with a deferred payment by 12-24 months. This deferred incentive requires continued employment until an agreed future date for any payment to be made. The deferred bonus should never exceed 50% of the normal annual incentive and shall in other aspects follow the group bonus plan.

Long Term Incentive and share related incentive programs

In order to strengthen long term thinking in decision making and ensure achievement of long term objectives, the Board may selectively decide on other type of non-share price related long term cash incentive programs. Potential remuneration in form of a long term incentive should be in line with practice in each market and requires continued employment in the group.

The Board also uses long term incentives to reinforce a customer and shareholder perspective among executive and other management. On a yearly basis, the Board of Directors evaluates whether a share based long term incentive program should be proposed to the AGM. The main content of the Board's proposal to this year's Annual General Meeting can be found under point 17 the proposal of the Board for a decision on an incentive program.

Pension

When establishing new pension agreement, those senior executives that are entitled to pension benefits should have defined contribution schemes. The standard retirement age for Swedish citizens is 65 years while other executives



follow the rules of their respective countries of residence. The main guideline is that the size of pension contributions is based only on the fixed salary. Certain individual adjustments may occur based on local market practice.

Other benefits

Other benefits, such as company cars and health, medical and sickness related insurance schemes, should be of a more limited value compared to other items of the compensation package and in line with the market practice for the respective geographic market.

Notice periods and severance agreements

The period of notice for the President and CEO is 24 months if notice is given by the company and 8 months if notice is given by the President and CEO. In the event of a material change of control, the President and CEO shall have the right to terminate the employment with 6 months notice within 120 days, and shall be entitled to severance payment equal to 18 months employment including all employment benefits save for annual incentives and company car. Other senior executives have notice periods between 6 and 12 months. Severance agreements will in principle not be signed. In a redundancy situation, the current practice in the geographic market where the executive is resident will apply.

Point 16 a) – Authorization for the Board to acquire own shares

The Board proposes that the Meeting authorize the Board during the period until the next Annual General Meeting, on one or more occasions, to decide on acquisition of a maximum number of own shares to the extent that after purchase the Company holds not more than ten percent of the total number of shares in the Company. The repurchase shall be carried out on the NASDAQ OMX Stockholm at a price within the registered price interval (spread) at any given time, that is the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of the NASDAQ OMX 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 be able to transfer shares in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions. In addition, the purpose



is to facilitate hedging of costs and delivery in relation to the Performance Share Program 2009 proposed under point 17.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this point 16 a) must be supported by shareholders holding at least two-thirds of the votes cast as well as two-thirds of all shares present or represented at the Meeting.

Point 16 b) – Authorization for the Board to transfer own shares

The Board proposes that the Meeting authorize the Board during the period until the next Annual General Meeting, on one or more occasions, to decide on the transfer of shares in the Company. The transfer of shares may only be made in conjunction with financing of acquisitions and other types of strategic investments and may be carried out in the maximum amount of own shares that the Company holds at any given time. In conjunction with the acquisition of companies, the transfer may be effected with waiver of the shareholders preferential rights and to a price within the so-called spread (see above) at the time of the decision on transfer and in accordance with the rules of the NASDAQ OMX Stockholm at any given time. The payment for the thus transferred shares may be made in cash or through non-cash issue or offsetting of claims against the Company, or on specific terms. The reason for the Board's authorization to waive the shareholders' preferential rights is to, where appropriate, 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's proposal pursuant to this point 16 b) must be supported by shareholders holding at least two-thirds of the votes cast as well as two-thirds of all shares present or represented at the Meeting.

Point 16 c) – Transfer of own shares

The Board proposes that the Meeting approves the transfer of own shares, in the maximum number of 232,000, to the employees in accordance with the Performance Share Program 2009 described in point 17. It is further proposed that the Meeting authorizes the Board during the period until the next Annual General



Meeting, on one or more occasions, to decide to on NASDAQ OMX Stockholm, transfer no more than 32,000 shares, out of the holding of 232,000 shares, in order to cover certain payment, mainly social security payment. The transfer may be effected with waiver of the shareholders preferential rights and to a price within the so-called spread (see above) at the time of the decision on transfer and in accordance with the rules of the NASDAQ OMX Stockholm at any given time

The resolution of the Meeting in accordance with the Board's proposal to this point 16 c) must be supported by shareholders holding at least nine-tenths of the votes cast as well as nine-tenths of all shares present or represented at the Meeting.

Point 17 – Decision on incentive program

Calculations of dilution are based on the number of shares issued at the time this notice was drafted.

Background

The Annual General Meeting 2007 resolved to adopt the Elekta AB 2007 Share Unit Plan (the "Plan"). In the resolution it was stated that the terms and conditions which are stipulated in the Plan will operate as a framework for yearly grants of stock options to key employees within the Elekta group during the period 2007 – 2009.

The Board has decided to present to the Annual General Meeting a proposal that the issuance of stock options under the Plan be replaced by a performance related share program (Performance Share Program 2009) for key employees.

Performance Share Program 2009

Performance Share Program 2009 is proposed to cover approximately 75 key employees in the Elekta group with an opportunity to be allotted, free of charge, class B shares in Elekta, in accordance with the following principal terms and guidelines.

The participants of the Performance Share Program 2009 shall be divided into five groups; the President and CEO, other members of the Group Management and three additional groups for other senior managers and key employees. For each



group, the Board will determine a maximum value for the Performance Share Program 2009 per individual denominated in SEK. The maximum value for the President and CEO amounts to SEK 900,000, for other members of the Group Management to SEK 582,000 and for other senior managers and key employees not less than SEK 230,000 and not more than SEK 315,000 respectively. The total sum of the maximum values for all participants will not exceed SEK 21,000,000, excluding social costs.

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

The number of shares that can be allotted is dependent on the degree of fulfillment of a financial target defined as development in earnings per share (EPS) during the period financial year 2009/2010 until financial year 2011/2012. The financial target for allotments of shares under Performance Share Program 2009 include a minimum level which must be achieved in order for any allotment to occur at all, as well as maximum level in excess of which no additional allotment will occur. Allotment between minimum level and maximum level is linear. The value that the employee could receive at allotment of shares in the program is maximized at 400 per cent of the share price at the time of offer to participate in the program. The performance target may be adjusted at the occurrence of events affecting the operations of the Elekta group or the number of outstanding shares of the company or otherwise affecting the performance target and deemed relevant by the Board.

Allotment of shares normally *inter alia* requires that the persons covered by the program are employed in the Elekta group during the entire performance period. If all conditions included in the Performance Share Program 2009 are met, allotment of shares shall be made free of charge following the expiry of the three year performance period and following approval of the results by the Board. Before the number of shares to be allotted are finally determined, the Board 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, reduce the number of shares to be allotted to the lower number of shares deemed appropriate by the Board.

The participants shall not provide any consideration for their rights under the program. Participants shall at allotment of shares receive compensation for cash dividend during the three year performance period.

The Board is entitled to introduce an alternative incentive solution for employees in countries where participation in Performance Share Program 2009 is not appropriate. Such alternative incentive solution shall, as far as practicably possible, correspond to the terms for the Performance Share Program 2009.

Assuming maximum allotment under the Performance Share Program 2009 and a share price of SEK 105, a maximum of 232,000 class B shares are required to fulfill commitments under the program (including social security costs), corresponding to approximately 0.3 per cent of the total number of issued shares.

In order to secure delivery under Performance Share Program 2009, the board proposes under point 16 c), that no more than 232,000 class B shares may be transferred to employees in the Elekta group and, moreover that a portion of the shares also may be transferred at the NASDAQ OMX Stockholm in order to cover inter alia social security payments. .

Assuming maximum allotment of shares under Performance Share Program 2009 and a share price of SEK 105, the cost, including social security cost and financing cost for repurchased own shares is estimated at approximately SEK 24,400,000.

Point 18 – Question regarding appointment of the election committee

The election committee proposes that the Meeting resolves that an election committee should be appointed through a procedure whereby the chairman of the Board, before the end of the second quarter of the financial year, contacts three to five representatives for the, as per the last banking day in September, largest holders of voting rights of A and B shares. Those representatives shall together with the chairman of the Board constitute the election committee and fulfil its obligations in accordance with the Swedish Code of Corporate Governance (sw.



Svensk kod för bolagsstyrning). The entitlement shall be based on Euroclear Sweden AB's list of shareholders (by group of owners) on the last banking day in September, and on other reliable information provided to the company on such date. The names of the members of the election committee shall be published as soon as they have been appointed, however, not later than six months before the next Annual General Meeting. No remuneration shall be paid for the performance of the work in the election committee, however, the company shall pay all such necessary costs which may arise in the performance of the assignment.

If any of the larger shareholders sell their shares in the Company before the election committee has fulfilled its assignment, the member that has been appointed by such a shareholder shall, if the election committee so decides, be replaced by a representative of the largest holders of voting rights of share holder after those who are already represented in the election committee. If a member of the election committee no longer represents the shareholder that appointed him/her, before the assignment of the election committee has been fulfilled, then he/she should be replaced, if the shareholder so wishes, by a new representative appointed by that shareholder. The election committee is entitled to, if deemed appropriate, to co-opt a member to the committee who are appointed by a shareholder that after the constituting of the committee, have come to be among the shareholders with the five largest shareholdings in the company and that have not already appointed a member to the committee. Such co-opted member does not participate in the nomination committee's decisions.

Point 19 a) – Amendment of the articles of association (means for announcing the notice)

To enable implementation as soon as practicable of the more cost-efficient rules for announcing the invitation to the Annual General Meeting, which are expected to come into effect in connection to the invitation to the notice to the Annual General Meeting 2010, the Board proposes that the means for announcing the invitation in accordance with § 8 of the articles of association contain the following amended formulation:

“Notice to attend the Annual General Meeting shall be made through an announcement in Post- och Inrikes Tidningar (Sw. The Official Swedish Gazette)



and on the company's website. An announcement that the invitation has been published will be made in Svenska Dagbladet."

The Board further proposes that the Meeting's decision to amend the articles of association in accordance with above shall be conditional upon the proposed amendment in the Swedish Companies Act (SFS 2005:551) concerning the method for the invitation to attend the Annual General Meeting coming into effect and that the above proposed formulation of the articles of association shall be in accordance with the Swedish Companies Act.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this point 19 a) must be supported by shareholders holding at least two-thirds of the votes cast as well as two-thirds of all shares present or represented at the Meeting.

Point 19 b) – Amendment of the articles of association (time for announcing the notice)

The Board proposes that the formulations regarding the timetable for invitation to attend the General Meeting in § 8 of the articles of association shall be deleted from the articles of association as these formulations regarding timetable are included in the Swedish Companies Act.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this point 19 b) must be supported by shareholders holding at least two-thirds of the votes cast as well as two-thirds of all shares present or represented at the Meeting.

Stockholm, August 2009

The Board of Directors of Elekta AB (publ)

For further information, please contact:

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About Elekta

Elekta is a human care company pioneering significant innovations and clinical solutions for treating cancer and brain disorders. The company develops sophisticated state of the art tools and treatment planning systems for radiation therapy and radiosurgery, as well as workflow enhancing software systems across the spectrum of cancer care.

Stretching the boundaries of science and technology, providing intelligent and resource-efficient solutions that offer confidence to both healthcare providers and patients, Elekta aims to improve, prolong and even save patient lives, making the future possible today.

Today, Elekta solutions in oncology and neurosurgery are used in over 5,000 hospitals globally, and every day more than 100,000 patients receive diagnosis, treatment or follow-up with the help of a solution from the Elekta Group.

Elekta employs around 2,500 employees globally. The corporate headquarter is located in Stockholm, Sweden, and the company is listed on the Nordic Exchange under the ticker EKTA. For more information about Elekta, please visit www.elekta.com.