



## **Extraordinary General Meeting of shareholders of Elekta AB (publ)**

### **Press Release**

Stockholm, Sweden, March 5, 2012

### **Welcome to Extraordinary General Meeting of shareholders of Elekta AB (publ)**

Shareholders of Elekta AB (publ) are hereby invited to attend the Extraordinary General Meeting to be held on Monday, April 2, 2012, at 10:00 a.m. at the offices of the Company at Kungstensgatan 18 in Stockholm, Sweden. Registration will commence at 9:30 a.m.

### **Notification**

Shareholders who wish to attend the Meeting shall:

- be registered in the register of shareholders maintained by Euroclear Sweden AB on Tuesday, March 27, 2012; and
- notify the Company of their intention to attend (along with notification of the number of any representatives) no later than Tuesday, March 27, 2012, at 4:00 p.m. to:

E-mail: [elekta.bolagsstamma@euroclear.eu](mailto:elekta.bolagsstamma@euroclear.eu)

Internet: [www.elekta.com](http://www.elekta.com)

Mail: Elekta's extraordinary meeting of shareholders  
c/o Euroclear Sweden AB  
Box 191  
SE-101 23 Stockholm  
Sweden

Phone: +46 8 402 92 80

In providing notification of attendance, shareholders must state their name/company name, national identification number/corporate registration number, address, telephone number and the registered number of shares held.



**Proxy, shares registered in the name of a nominee etc.**

Shareholders represented by proxy must issue a power-of-attorney for the representative and the original power-of-attorney should be submitted at the same time as the notification. Forms of power-of-attorney in Swedish and English are available on the Company's website, [www.elekta.com](http://www.elekta.com). If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or corresponding document for the legal entity must be appended. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney, although not longer than five years from the date of issue.

Personal data obtained from notifications, proxies and the register of shareholders kept by Euroclear Sweden AB will be used for the necessary registration and preparation of the voting list for the Meeting.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own names in the shareholders' register maintained by Euroclear Sweden AB in order to participate in the Meeting. Such re-registration, so called voting right registration, must be completed no later than Tuesday, March 27, 2012, which means that shareholders in sufficient time prior to this date must instruct the nominee to carry out such action.

The Board of Directors' complete resolution in accordance with item 7 will be available on the Company's website, [www.elekta.com](http://www.elekta.com), and at the Company's head office at Kungstensgatan 18 in Stockholm, Sweden as of Monday, March 12, 2012 and will be distributed to shareholders upon request and notification of postal address. All of the above documentation will also be presented at the Meeting.

The total number of shares in the Company amounts to 94 853 544, whereof 3 562 500 shares of series A and 91 291 044 shares of series B, representing a total of 126 916 044 votes. The shares of series A carry ten votes and the shares of series B carry one vote. The Company holds 502 000 series B shares, which may not be represented at the Meeting. The information pertains to the circumstances as per the time of issuing this notice.



The shareholders present at the Meeting have a right to request information regarding the matters on the agenda in accordance with Chapter 7 Section 32 paragraph 1 item 1 of the Swedish Companies Act (2005:551).

### **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 verifiers of the minutes;
6. Determination of whether the Meeting has been duly convened;
7. Resolution regarding approval of the Board of Directors' resolution to issue convertible bonds with preferential rights for the Company's shareholders;
8. Closing of the Meeting.

### **The Board of Directors' proposal for resolution**

#### **Point 7 – Resolution to approve the Board of Directors' resolution as of March 2, 2012, to issue convertible bonds with preferential rights for the Company's shareholders**

The Board of Directors proposes that the Meeting resolves to approve the Board of Directors' resolution to issue convertible bonds with preferential rights for the Company's shareholders in accordance with the Board of Directors decision below.

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#### **The Board of Directors' of Elekta AB (publ) resolution pursuant to Chapter 15 Section 29 of the Swedish Companies Act to issue convertible bonds with preferential rights for the Company's shareholders subject to the approval by the general meeting**

The Board of Directors resolves to, subject to the approval by the general meeting, issue convertible bonds with preferential rights for the Company's shareholders according to the terms and conditions as specified below.



1. The convertible bonds shall be either A convertible bonds (convertible bonds of series A), which can be converted into A shares, or B convertible bonds (convertible bonds of series B), which can be converted into B shares. The nominal amount of the convertible bonds shall be SEK 20.
2. Elekta's shareholders shall have the pre-emptive right to subscribe for new convertible bonds in relation to the number of shares they already own (primary preferential right to subscribe for convertible bonds), where holdings of A shares entitle the holder to subscribe for A convertible bonds, and holdings of B shares entitle the holder to subscribe for B convertible bonds. Convertible bonds that are not subscribed for by exercising the primary preferential right to subscribe for convertible bonds shall be offered to all shareholders (subsidiary preferential right to subscribe for convertible bonds). If the convertible bonds offered in this manner do not sufficiently cover the subscription with the subsidiary preferential right to subscribe for convertible bonds, the convertible bonds shall be allotted between subscribers pro rata in relation to the number of shares they already own in the company. To the extent this is not possible, the allotment shall be made by a lottery conducted by a notary public. If a subscription right is sold, the subsidiary preferential right to subscribe for convertible bonds is transferred to the new holder of the subscription right.
3. In the event all convertible bonds are not subscribed for by utilising the primary or subsidiary preferential right to subscribe for convertible bonds, the Board of Directors will decide on, within the maximum amount of the issue, allotment of convertible bonds subscribed for without preferential right in accordance with the following. Allotment shall be made to those others who have subscribed for convertible bonds, and who reasonably can be accepted by the company in consultation with the company's financial advisors. If the convertible bonds offered in this manner do not sufficiently cover the subscription, the convertible bonds shall be allotted pro rata in proportion to the number of convertible bonds that each subscriber has subscribed for. To the extent this is not possible, the allotment shall be made by a lottery.



4. Subscription of convertible bonds shall be made during the period from and including April 11, 2012, up to and including April 25, 2012. Subscription of convertible bonds using subscription rights shall be made by cash payment. Subscription of convertible bonds not using subscription rights shall be made on a separate subscription list and payment for such subscribed and allotted convertible bonds shall be paid in cash no later than three business days after the transaction note has been sent to the subscriber. The Board of Directors shall be entitled to extend the subscription and payment period.
5. In accordance with the terms and conditions of Elekta's warrants 2007/2012 and warrants 2008/2012, the date before which the warrants must be exercised in order for shares, subscribed for by exercising the warrants, to be entitled to participate in the issue of convertible bonds with preferential rights for the Company's shareholders, is set out to March 16, 2012. Should the warrants not be exercised before March 16, 2012, the warrants will be recalculated in accordance with the terms and conditions for the warrants.
6. The record date for receiving subscription rights shall be April 5, 2012.
7. The Board of Directors is authorized to, no later than March 30, 2012 decide on the loan amount, the price to be paid for each convertible bond, interest rate, conversion price, and all other special conditions related to the loan which the company raises by the rights issue. The amount by which the share capital may be increased if the convertible bonds are converted in full will follow from the loan amount and the conversion price. The amount to be paid for each convertible bond and other terms and conditions shall be the same for each A convertible bond as for each B convertible bond.
8. Conversion may be requested by the holder and by the company, respectively, in accordance with the terms and conditions for the convertible bond.



9. The new shares entitle to dividend for the first time on the record date for dividend which occurs immediately after the new shares have been finally registered by the Swedish Companies Registration Office (Sw. *Bolagsverket*). According to the Articles of Association, A shares are subject to pre-emption obligation (Sw. *hembud*) and there is a possibility to convert A shares into B shares.
  
10. The Convertible Bonds constitute unsubordinated and unsecured obligations of the Company. Bondholders may request conversion of the convertible bonds into shares at any time until four weeks prior to the maturity date for the convertible bonds during spring 2017. The Company may, at its sole discretion, convert all convertible bonds into shares as from spring 2015, if the average closing price of the Company's B share at NASDAQ OMX Stockholm during a certain number of days at such time would exceed the then applicable conversion price of the convertible bonds by a certain percent. Adjustment of the conversion price may be made in certain circumstances in accordance with customary re-calculation provisions.
  
11. The Board of Directors or the President and CEO or any person appointed by the Board of Directors or the President and CEO is authorized to make such minor adjustments to the resolution as may be required in connection with its registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Stockholm, March, 2012

The Board of Directors of Elekta AB (publ)

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**For further information, please contact:**

Johan Andersson Melbi, Investor Relations Manager, Elekta AB.

Tel: +46 702 100 451, email: [johan.anderssonmelbi@elekta.com](mailto:johan.anderssonmelbi@elekta.com).



The above information is such that Elekta AB (publ) shall make public in accordance with the Securities Market Act and/or the Financial Instruments Trading Act. The information was published at 7:30 CET on March 5, 2012.

#### **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, radiosurgery and brachytherapy, as well as workflow enhancing software systems across the spectrum of cancer care.

Today, Elekta solutions in oncology and neurosurgery are used in over 6,000 hospitals worldwide. Elekta employs around 3,300 employees globally. The corporate headquarters is located in Stockholm, Sweden, and the company is listed on the Nordic Exchange under the ticker EKTA.

#### **IMPORTANT NOTICE**

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No offer or invitation to acquire securities of Elekta AB (publ) is being made by or in connection with this release. Any such offer will be made solely by means of the prospectus that Elekta AB (publ) will prepare: (i) once it has been approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) in accordance with the Swedish Financial Instruments Trading Act and the Directive 2003/71/EC; and (ii) published in accordance with Swedish law, together with its English translation, (each as supplemented or amended), to, in each case, the persons entitled to receive and rely upon such documents in accordance with their respective terms.

This communication is directed in the United Kingdom solely to persons who: (i) have professional experience in matters relating to investments and who fall within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) are high net worth entities falling within Article 49(2)(a) to (d) of the Order and other persons to whom such communication may otherwise lawfully be made (all such persons together being referred to as the "Relevant Persons"). This communication must not be acted on or relied on by persons who are not the Relevant Persons. Any investment or investment activity to which this communication relates is available only to the Relevant Persons and will be engaged in only with the Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.