Translation

Minutes No. 27 recorded at the Annual General Meeting of Shareholders in Elekta AB (publ), held on September 20, 2006, in Stockholm.

§ 1

Akbar Seddigh, Chairman of the Board, opened the Meeting and welcomed all present.

§ 2

Akbar Seddigh presented the proposals of the Nomination Committee to the Chairman of the Meeting, attorney-at-law Bertil Villard.

Bertil Villard was elected Chairman of the Meeting.

The Meeting approved the presence of guests at the Meeting.

§ 3

The prepared list of shareholders present, Appendix 1, was approved as the register of voters for the Meeting.

§ 4

The Agenda was approved, Appendix 2.

§ 5

The Meeting elected two minutes-checkers, Åsa Nisell and Tor Marthin, to attest the Minutes in addition to the Chairman.

§ 6

It was determined that the Meeting had been duly convened.

§ 7

The Report of the Board of Directors and the President, including the annual report, the auditpr's report, the consolidated annual accounts and the auditor's report for the consolidated accounts for the 2005/2006 fiscal year were presented.

Tomas Puusepp reported on the Company's operations during the fiscal year.

In conjunction with this report, several questions from shareholders in attendance were answered.

Lars Svantemark presented the Audit Report.

In conjunction with this presentation, questions from shareholders in attendance were answered.

Also in conjunction with this, it was noted for the record that the verified number of voters in accordance with the verified voters' list amounted to 65,999,978 votes represented at the Meeting, comprising 52.198% of the total number of votes and that 33,937,478 shares were represented at the Meeting, comprising 35.958% of the total number of shares, as reported in Appendix 1.

§ 8

The Meeting voted to adopt the balance sheet and the income statement, and the consolidated balance sheet and the consolidated income statement, as at April 30, 2006.

§ 9

The Board of Directors' proposed dividend and record date for the dividend were presented.

The Meeting approved the proposal of the Board of Directors and the President to distribute, from the year's retained earnings of SEK 678,949,828, a dividend of SEK 1 per share to shareholders, and that the remainder should to be carried forward to a new account. It was decided that September 25, 2006, would be the record date for the dividend.

§ 10

It was noted that the Board members present and the President who hold shares in the Company did not participate in the decision in accordance with this point 10.

Board members and the President were granted exemption from liability for their administration during the 2005/2006 fiscal year.

The Louisiana State Employees Retirement Fund, which holds a total of 5,524 shares in the Company and was represented by Anna-Maria Gustavsson, voted against the proposal.

Since all of the other shareholders present (with the exception of Board members present and the President, who as noted above abstained from voting) voted in favor of the proposal, it was determined that the requisite majority for the decision was obtained.

§ 11

Akbar Seddigh reported on the Board's work during the 2005/2006 fiscal year.

Laurent Leksell reported on the work and proposals of the Nomination Committee.

In conjunction with this, several questions from shareholders in attendance were answered.

§ 12

The Meeting decided that the Board shall consist of seven members and no deputy members.

§ 13

The Chairman noted that the Notice of the Meeting contains an incorrect tabulation of the Nomination Committee's proposal for fees to the Board. However, the proposed individual amounts do correspond with the Nomination Committee's proposals. The incorrect tabulation was corrected immediately in a new Notice. The correct total amount is SEK 1,840,000.

Laurent Leksell reported on the proposals of the Nomination Committee regarding compensation to the Board and the auditors.

The Meeting approved the Nomination Committee's proposal of fees to the Board totalling SEK 1,840,000, of which SEK 500,000 to the Chairman of the Board and SEK 250,000 to each of the external Board members, as well as SEK 60,000 to the Chairman and SEK 30,000 to another member of the Company's Remuneration Committee.

The Meeting decided that the auditors should be paid a fee in accordance with approved accounts.

§ 14

Laurent Leksell reported on the Nomination Committee's proposals for the Board of Directors.

In accordance with the Nomination Committee's proposals, the Meeting re-elected Akbar Seddigh, Magnus Schmidt, Carl G. Palmstierna, Tommy H. Karlsson, Laurent Leksell, Hans Barella and Birgitta Stymne Göransson as members of the Board.

Akbar Seddigh was elected Chairman of the Board.

§ 15

Akbar Seddigh reported on the work of the Board's Remuneration Committee and on the main aspects of the Board's proposal of principles for compensation to senior executives.

In conjunction with this report, several questions from shareholders in attendance were answered.

The Board of Directors' proposal for compensation to senior executives, Appendix 3, was presented.

The Meeting decided to adopt guidelines for compensation to senior executives in accordance with the Board's proposal.

§ 16

The Board of Directors’ proposal of an amendment to the Articles of Association, Appendix 4, was presented.

Leo Gillholm, representing the Swedish Shareholders’ Association, suggested that the Board consider proposing the removal of the option of appointing deputy members, and the issue was taken up for consideration for future general meetings.

The Meeting voted in accordance with the Board’s proposal of an amendment to the Articles of Association.

It was noted that the decision was unanimous.

§ 17

The Board of Directors’ proposal of a reduction of the share capital, Appendix 5, was presented.

The Meeting voted in accordance with the Board’s proposal of a reduction of the share capital.

It was noted that the decision was unanimous.

§ 18

The Board of Directors’ proposal to authorize the Board to acquire and transfer shares in accordance with Appendix 6 was presented.

Tor Marthin suggested a clarification of the proposed authorization to transfer shares that made it clear that the Company’s sale of shares may not be undertaken for the purpose of influencing the share price. With respect to this suggestion, the Meeting agreed that the Board’s proposal should be extended to have the wording presented in Appendix 6 (a).

Leo Gillholm, representing the Swedish Shareholders’ Association, requested that, prior to the next Annual General Meeting, the Board consider proposing a redemption program, instead of repurchasing shares, to maintain the current balance between Class A shares and Class B shares.

The Meeting voted in accordance Appendix 6 (a).

It was noted that the decision was unanimous.

§ 19

Tomas Puusepp reported on the main aspects of the Board's proposal of an incentive program.

In conjunction with this report, several questions from shareholders in attendance were answered.

The Board's proposal of an incentive program, Appendix 7, was presented.

The Meeting voted in accordance with the Board's proposal of an incentive program.

It was noted that the decision was unanimous.

§ 20

The Chairman reported on the Nomination Committee's proposal of a decision with respect to the Nomination Committee for the next Annual General Meeting, in accordance with Appendix 8, which was then presented.

The Meeting voted in accordance with the Nomination Committee's proposal.

§ 21

The Meeting was declared adjourned.

Minutes recorded by

Åsa Thunman

Certified by:

Bertil Villard

Åsa Nisell

Tor Marthin

Appendix 1

Registry of votes

(Please see Swedish languages minutes: Protokoll Bolagstämma 2006-09-20)

Appendix 2

Annual General Meeting Elekta Ab (publ) - 2006-09-20

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. Motion concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement;
9. Motion concerning approval of the disposition of the Company's earnings as shown in the balance sheet adopted by the Meeting;
10. Motion 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. Adoption of principles for executive compensation;
16. Question of amendment of the articles of association;
17. Question of reduction of the share capital;
18. Question of authorization for the Board to acquire and transfer own shares;
19. Decision on an incentive program;
20. Question regarding the nomination of the election committee.

Appendix 3

POINT 15

THE COMPLETE PROPOSAL OF THE BOARD FOR THE ADOPTION OF PRINCIPLES FOR EXECUTIVE COMPENSATION

The Elekta group since several years has principles and form for compensation to the executive management and for decision making on such issues. The Board and the Executive Compensation Committee decide on the structure, size and form of compensation to the executive management. The Board of Directors proposes that the meeting approves the following principles for remuneration and other terms of employment for the executive management of the group. The principles 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 guide lines in individual cases where specific reasons or requirements exist.

Principles

It is of fundamental importance to the group and it's shareholders that the principles for compensation and other employment conditions 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. 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.

<u>Fixed salary</u>
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 measurement and payment. 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 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 bonus 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, e.g. in the form of an option 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 19: The complete proposal of the Board for a resolution to adopt the Elekta AB 2004 Share Unit Plan.

Pension

When establishing new pension agreement, those senior executives that are entitled to pension benefits should have defined contribution schemes. The pensionable age for Swedish citizens is 65 years while other executives follow the rules of their respective countries of residence. The main guide line is that the size of pension contributions is based only on the fixed salary. Certain individual adjustments may occur based on 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 President and CEO has a notice period of 24 months. 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.

Appendix 4

Articles of Association

§ 1

The name of the Company is Elekta AB (publ).

§ 2

The registered office of the Company's board of Directors shall be in the City of Stockholm.

§ 3.

The Company's objectives are to carry on, whether directly or indirectly through subsidiaries and/or associated companies, the development, manufacture and/or sale of medical equipment and health care services, to own and manage real property and movable property, and to carry on related business activities.

§ 4

The share capital shall be not less than SEK 80,000,000 and not more than SEK 320,000,000.

§ 5

The number of shares shall be not less than 40,000,000 and not more than 160,000,000.

Two series of shares, Class A and Class B, may be issued. Class A shares carry rights to ten votes and Class B shares carry rights to one vote. Each Class of shares may be issued up to a total number amounting to the entire share capital.

If the share capital is increased through a cash issue or an offset issue, holders of Class A and Class B shares have the pre-emptive right to subscribe for new shares of the same class in relation to the number of shares they already own (primary preferential right). Shares that are not subscribed for by exercising this primary preferential right shall be offered to all shareholders (subsidiary preferential right). If the shares offered in this manner do not sufficiently cover the subscription with the subsidiary preferential right, the shares shall be allotted between subscribers in relation to the number of shares they already own in the Company. To the extent this is not possible with respect to a specific share or shares, the allotment shall be made by a lottery conducted by a notary public.

If the Company decides, through a cash issue or an offset issue, issue shares on only Class A or Class B, all shareholders, irrespective of whether they own shares of Class A or Class B, shall have preferential rights to subscribe for new shares in relation to the number of shares previously held by that shareholder.

If the company decides to, through a cash issue or an offset issue, issue stock options or convertible bonds, the shareholders shall have a preferential rights to subscribe for the stock options or convertible bonds as if the issue had been of the shares which may be acquired through the stock option or preferential rights to subscribe for the convertibles as if the issue had been for the shares for which the convertibles may be traded.

What is stated above shall not constitute any limitation of the possibility to take a decision on a cash issue or an offset issue of shares with a deviation from the shareholder's preferential right.

If the share capital is increased through a bonus issue, new shares of each class shall be issued in relation to the number of shares of the same class that already exist. If so, old shares shall carry a preferential right to new shares of the same class in relation to their proportion of the share capital. What has been stated above shall not pose any hindrance to the possibility to, through a stock dividend, after appropriate amendment of the articles of association, issue shares of a new class.

Holders of Class A shares may demand, in writing to the Company, that such shares be converted to Class B shares. Class A shares allotted through a cash issue or and offset issue shall be converted to Class B shares if requested by the share subscriber in writing to the Company.

§ 6

The Board of Directors shall consist of not fewer than three and not more than ten members, with not more than five deputy members.

The Board of Directors may authorize someone other than a Board member, deputy member, the President or Vice President to represent the Company and sign for it.

§ 7

For the purpose of examining the Company's annual report and financial statements and the administration of the Board of Directors and the President, a minimum of one and a maximum of two auditors with a corresponding number of deputy auditors or one or two authorized accounting firms shall be designated.

§ 8

Notice of the Annual General Meeting as well as to Extra General Meetings where the question of changing the Articles of Association will be treated shall be issued at the earliest six and at the latest four weeks before the Meeting. Notice of other Extra General Meetings shall be issued at the earliest six and at the latest two weeks before the Meeting.

Notice of the Annual General Meeting shall be announced in Post- och Inrikes Tidningar and in Svenska Dagbladet.

A shareholder that wishes to participate in the Annual General Meeting shall (i) be listed in a print out or other form of the shareholders' register showing the situation five working days ahead of the Annual General Meeting, and (ii) notify the company that he/she/it wishes to attend the meeting at the latest 4 pm on such day which is indicated in the summons to the AGM. Such a day may not be a Sunday, another public holiday, Saturday, midsummer's day, Christmas Eve or New Year's Day and shall not be earlier than the fifth working day before the AGM.

An assistant to the shareholder may have access to the Meeting only if the shareholder notifies the Company of the number of assistants in the manner set out in the preceding paragraph.

§ 9

The shares of the Company shall be registered in a share register as set out in the act (1998:1479) on recording of financial instruments. A shareholder or trustee which on the date of record has been entered into the shareholders' register and noted in the register as set out in Chapter 4 of the act (1998:1479) on recording of financial instruments or anyone who is noted on a record account as per Chapter 4, Section 18, first paragraph, items 6-8 of said act shall be considered to be authorized to exercise the rights which follow from Chapter 4, section 39 of the companies act (2005:551). § 10

The following business shall come before the Annual General Meeting:

1) opening of the Meeting;
2) election of the Chairman of the Meeting;
3) drawing up and approval of the voting list;
4) approval of the agenda;
5) election of one or two persons to attest to the accuracy of the minutes;
6) a determination whether proper notice of the Meeting has been made;
7) presentation of the annual report and auditors' report as well as, if applicable, the consolidated annual report and the consolidated auditors report;
8) resolutions on
    a. the adoption of the income statement and the balance sheet as well as, if applicable, the consolidated income statement and the consolidated balance sheet,
    b. the disposition of the Company's profit or loss in accordance with the adopted balance sheet,
    c. the discharge of the members of the Board and the President from liability;
9) determination of the number of Board members and deputy board members, if any, and, if relevant, auditors and deputy auditors or authorized auditing firm(-s);

10) decision on the compensation paid to the Board and, if applicable, the auditors;
11) election of the members of the Board and any deputy members;
12) election of the auditors and any deputy auditors or authorized auditing firm(-s), if applicable;
13) decision on principles for executive compensation;
14) other business that may come before the Meeting in accordance with the Swedish Companies Actor the articles of association.

§ 11

The Company's fiscal year is the period May 1 – April 30.

§ 12

If a Class A share has been conveyed to a person who was not previously a holder of the Company's Class A shares, such share shall immediately be offered, in writing to the Board of Directors of the Company, for redemption by the holders of Class A shares. Acquisition of the share in this manner shall be verified and, when the share has changed possession through a purchase, note shall be made of he price agreed upon.

When notification has been made of the share's conveyance, the Board of Directors at once shall announce it in writing to each shareholder who is eligible for a redemption and whose address is listed in the share register or is otherwise known to the Company within two months of the notice from the Board of the share's conveyance.

If more than one shareholder submit redemption claims, preferential rights shall be determined through a lottery held by a notary public. However, if several shares are offered for first refusal at the same time, the shares, as far as possible, first shall be distributed among those who submitted redemption claims in relation to their previous holdings of Class A shares.

When the conveyance is made by purchase, the redemption amount shall consist of the purchase price or, should none be available, of the amount determined in accordance with the stipulations of the Arbitration Act (1929:145). The redemption amount shall be paid within one month of the date on which the amount is determined.

If no redemption claims are submitted within the stipulated time by those eligible for a redemption or the redemption price has not been paid within the prescribed time, the individual with the right of first refusal will be recorded as holder of the share.

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Elekta's present Articles of Association were adopted at the Annual General Meeting on September 20, 2006.

Appendix 5

Reduction of share capital

In accordance with the authorization given at the latest Annual General Meeting, Elekta has during the last financial year acquired 801.700 of its own B-shares. The Board has previously announced that the intention is to cancel the acquired B-shares. The Board therefore proposes that the shareholders' meeting decides to reduce the Company's share capital by SEK 1,603,400 through retirement of these 801.700 shares without any repayment. The reduction amount shall be allocated to the Company's disposition fund to be used in accordance with resolutions passed by the shareholders' meeting.

Appendix 6

Authorization for the Board to acquire and 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 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 Stockholmsbörsen (the Stockholm Stock Exchange) 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 taking into consideration the recommendations issued by the Swedish Industry and Commerce Stock Exchange Committee 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.

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 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 where appropriate taking into account the recommendations issued by the Industry and Commerce Stock Exchange Committee at any given time. The payment for the 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.

Appendix 6(a)

Appendix 6

Authorization for the Board to acquire and 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 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 Stockholmsbörsen (the Stockholm Stock Exchange) 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 taking into consideration the recommendations issued by the Swedish Industry and Commerce Stock Exchange Committee 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.

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 carried out in connection with financing of acquisitions of companies and other types of strategic investments and acquisitions and shall be limited to 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 where appropriate taking into account the recommendations issued by the Industry and Commerce Stock Exchange Committee at any given time. The payment for 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.

Appendix 7

POINT 19

THE COMPLETE PROPOSAL OF THE BOARD FOR A RESOLUTION TO ADOPT THE ELEKTA AB 2004 SHARE UNIT PLAN

Calculations of dilution have been based on the number of shares outstanding at the time this proposal was drafted with adjustment for the number of shares which has been proposed to be cancelled in accordance with point 17.

Background

The general meeting of shareholders of 2004 resolved to adopt the Elekta AB 2004 Share Unit Plan (“the Plan”). The resolution meant that the conditions and the guidelines stated in the Plan shall be the framework for yearly grants of stock options to key employees within the Elekta group during the period 2004/05 – 2006/07.
Stock options granted 2005 does not give right to any shares since set performance goals were not fulfilled. Stock options granted 2004 have been exercised to acquisition of 352,142 class B shares and at present there are stock options outstanding which totally entitle to acquisition of 1,309,210 shares. Outstanding stock options can consequently result in a dilution of app. 1.37% of the total number of shares and of app. 1.02% of the total number of votes of the Company. The expiration date of outstanding stock options is 31 July 2008 and they become exercisable with one-third yearly as from 1 August 2005. The exercise price to acquire a share is SEK 65.20 (post split). Other terms and conditions applicable for outstanding stock options in principle are in line with to what is proposed below to be applied for the grant 2006.
As was said prior to last year’s general meeting, the board of the Company finds it important and in all shareholders interest that key employees within the group have an interest in the appreciation of the Company share value. Based on this and in accordance with the resolution of the general meeting of shareholders 2004, the Board proposes the grant of stock options in accordance with the following.
The purpose of the incentive program is to create involvement by key personnel in the Company’s development and to ensure that they share the objective to generate profitable growth. It is also intended to motivate key personnel to continued employment in the Company. The need for an equity based incentive program should be viewed with the perspective that the Group is active in a global market and that a majority of the eligible employees are active in markets where equity based incentives are a normal component in the total compensation package.
The following proposal has been prepared by the Executive Compensation Committee in consultation with the Board. The resolution to propose the grant 2006 to the shareholders’ meeting has been taken by the Board.

A. Summary of Elekta AB 2004 Share Unit Plan

The general meeting of shareholders 2004 specified that outstanding stock options granted subject to the Plan may not at any time involve a possible dilution of the number of outstanding shares (including both class A and B) with more than 5%.

The principal terms and conditions of the Plan are as follows.

A.1 Share unit

A share unit means that an eligible employee will be granted a stock option that gives the possibility to acquire Elekta shares of class B provided that the employee invests in a certain number of Elekta shares on the market and retains such shares until the stock option is exercised or expires. The ratio between the employee's share investment and the number of shares which can maximum be acquired at exercise of the stock option shall be determined by the Board for each employee within the range of 1:20 to 1:100 where the ratio shall increase in proportion to the fewer shares that can be acquired upon exercise of the granted stock option. If the employee does not make the required share investment before 31 December in the year of grant (this period can be prolonged if the share investment is not possible due to legal reasons), the stock option will terminate.

A.2 Term of Option

The term of each stock option shall be no more than 4 years from the date of grant.
A.3 Failure to hold mandatory acquired shares
If the holder of a stock option at any time during the option term disposes of shares which have been mandatorily acquired in order to be granted the stock option, the number of shares subject to the stock option shall correspondingly be reduced in relation to the number of mandatory shares disposed of. When the number of shares subject to the stock option is reduced due to that the stock option has been exercised, the holder of a stock option may dispose of mandatory shares corresponding to such exercise without any further reduction of the remaining shares subject to the stock option.

A.4 Performance requirements – earning of the right to acquire shares

The right to acquire the granted number of shares subject to the stock option shall be conditioned by collective performance requirements. These performance requirements shall be proposed by the Board and subject to approval by the general meeting of shareholders. The performance requirements shall be measured before the first date when the stock option can be exercised.

The right to acquire the number of shares which will be earned by achievement of the performance requirements ("earned shares") will additionally be subject to vesting conditions (see section A.5 below). To the extent the granted number of shares subject to the stock option is not earned, the right to acquire such shares will terminate.

A.5 Vesting

To the extent the stock options have been earned in relation to the performance requirements and provided the employee maintained continuous status as an employee within the Elekta group (exceptions exist in case of termination of employment due to retirement, disability or death), the stock option shall become exercisable (vest) as to one-third of the number of earned shares subject to the stock option on the 1st August annually as from the year following the year of grant.

A.6 Exercise price and cap of the stock option benefit

The price per share to be paid by the employee to receive shares upon exercise of a stock option shall be determined by the Board and be no less than 110% of the fair market value of an Elekta share class B at the date when the offer of the stock option grant is made to the employees. The fair market value of the Elekta share class B shall be calculated as the average closing price per share during ten trading days immediately preceding the date of the offer.

Notwithstanding what is stated above regarding the exercise price, in case the fair market value per class B share at any time during the term of a stock option exceeds 500% of the fair market value per class B share at the date of the offer, the exercise price shall increase correspondingly so that the fair market value per class B share at the date of exercise never exceeds 500% of the exercise price.

A.7 Non-transferability
The stock options shall not be possible to transfer, pledge or in any other way disposed of other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the employee, only by the employee.

A.8 Termination of the employment within the Elekta group
If the holder of a stock option terminates his/her employment with the Elekta group, the stock option will be forfeited to the extent it has not vested. Vested stock option will normally forfeit after three months following termination of the employment. Other time limits exist in case the termination depends on retirement, disability or death. However, not in any case will the stock options be exercisable after the original expiry date.

B. The Board's proposal for a resolution to grant stock options in accordance with the Elekta AB 2004 Share Unit Plan

The Board proposes that the general meeting of shareholders resolves to grant stock options which give the possibility to acquire class B shares of the Company. The stock options shall be granted in accordance to the terms and conditions of the Elekta AB 2004 Share Unit Plan and to the terms set out below in this section B.

The stock options shall be offered to key employees within the Elekta group. Stock options may also be offered to foreign subsidiaries within the Elekta group in order to be further transferred to employees abroad. In this year's grant, the stock options shall in case of target performance and fulfillment of other vesting conditions in total entitle to 1,600,000 class B shares of the Company. However, should the financial performance targets be succeeded (over-performance), the stock options may additionally entitle to maximum totally 600,000 shares. Hence, in case of over-performance the grant may in total entitle to maximum 2,200,000 shares. The commitment to deliver shares upon exercise of stock options is proposed to be secured by the issuance of warrants (see further section C below).

B.1 Grant levels
Stock options will be offered to totally app. 70 employees in accordance with the following at target performance: category 1 – top executives (1-3 persons)- a possibility to acquire maximum 60,000 shares each; category 2 – other senior executives (app. 10-15 persons) – a possibility to acquire maximum 45,000 shares each; category 3 – senior directors (app. 10-15 persons) - a possibility to acquire maximum 30,000 shares each; category 4 – selected senior and middle managers (app. 15-20 persons) - a possibility to acquire maximum 15,000 shares each; category 5 – other key specialists (app.15-30 persons) – a possibility to acquire maximum 7,500 shares each.

In case of over-performance the employees in each category may additionally be granted the right to acquire a certain number of shares subject to the stock option up to maximum 37,5% of the number of shares originally subject to the stock option upon target performance (see further section B.3).

The Executive Compensation Committee shall decide who will be included in the categories above.

Members of the Board of the Company do not have any right to receive stock options.

B.2 Employees outside Sweden
Grant of stock options to employees outside Sweden is conditional on that such grant can lawfully be made and that the Board determines that it can be made with reasonable administrative and/or economical resources.

If there are impediments to grant stock options to employees in a certain country other than Sweden, the Board may instead, if more appropriate, grant synthetic stock options to such employees. The synthetic stock options shall have the similar term and conditions as the stock options granted. However, the synthetic stock options shall only entitle the employee to receive a cash payment upon exercise.

B.3 Vesting requirements
Subject to the requirements stated in the Plan (see sections A.3 – A.5 above) and the performance requirement specified below, the stock options shall become exercisable (vest) according to the following schedule: 1 August 2007 – as to one-third of the total number of Shares earned under the stock option; 1 August 2008 - as to two-thirds of the total number of Shares earned under the stock option; 1 August 2009 - all Shares earned under the stock option.

The stock options shall be earned in relation to collective performance during the Company's financial year 2006/2007 (ending 30 April 2007). The performance shall be measured against operating margin (EBIT) with a target of 13% in accordance with the following:

(1) If target performance is met, i.e. operating margin of 13%, all shares originally subject the stock option will be earned ("target performance shares").
(2) If operating margin is within the range of 11% to 13%, earning shall occur proportionally for 50% up to 100% of the target performance shares.
(3) If operating margin is less than 11%, no shares under the stock option will be earned.

Should the performance target be exceeded, i.e. operating margin exceeds 13%, the following shall apply:

(1) If operating margin is at least 15% additionally 37,5% of the target performance shares will be earned.
(2) If operating margin is within the range of 13% to 15%, earning shall occur proportionally for additional shares up to 37,5% of the target performance shares

Accordingly, over-performance can maximum generate a right to acquire totally 137,5% of the number of target performance shares.

Immediately following measurement of the performance, any part of a stock option which will not be earned due to that target performance not having been met or only partly met shall terminate and be cancelled without payment therefore.

The calculation of operating margin for the purpose above should not include the IFRS 2 effect from the 2006 grant of stock options under the Elekta AB 2004 Share Unit Plan.

B.4 Exercise price
The exercise price per share, i.e. the price to be paid by an employee to receive a share shall be determined by the Board in accordance with the principles set out in the Plan (see section A.6 above).

B.5 Term of stock option
The stock options expire on 31 July 2010.

B.6 Theoretical value
The stock options do not have any fair market value since they are not transferable. A theoretical value of a stock option has been calculated based on the Black & Scholes option valuation model. The calculation has been based on an assumed share price of SEK 125 – and an expected volatility of 28%. With respect of the risk of forfeit of the stock option before the original expiry date due to employment and performance requirements and non-transferability, the calculated value in accordance with the Black & Scholes model has been reduced with 30%. The theoretical value has been calculated to app. SEK 18.40 per share subject to a stock option.

B.7 Delivery of shares and costs
To secure that the Company may fulfill its commitment to the employees at exercise of stock options (or synthetic stock options if applicable), the Board also proposes that the general meeting of shareholders resolves to issue warrants to Elekta Instruments AB (see section C below).

The resolution to grant stock options (synthetic stock options if applicable) in accordance with this section B shall be conditioned by the adoption by the general meeting of shareholders of the resolution proposed under section C below. Consequently, the delivery of shares (cash if applicable) should not result in any impact on the Company's cash flow.

However, exercise of the stock options is expected to in some countries raise liability to pay employer social security charges. Based on the residency of the eligible employees, the average employer social security rate has been estimated to 16% which will normally be charged on the difference between the share price at the time of exercise and the exercise price. The following example illustrates the possible social security liability if all stock options were vested and exercised. The example is only indicative since it is based on several assumptions such as the share price at the time of grant (SEK 125 which would result in an exercise price of at least SEK 138), the future share price at exercise, social security rates etc.
Example of social security liability

		Assumed share value at exercise				
Performance	**Earned shares[2]**	**SEK 138**	**SEK 160**	**SEK 190**	**SEK 220**	**SEK 250**
OM[1] < 11%	0%	0	0	0	0	0
OM[1] = 11%	50%	0	2,816	6,656	10,496	14,336
OM[1] = 12%	75%	0	4,224	9,984	15,774	21,504
OM[1] = 13%	100%	0	5,632	13,312	20,992	28,672
OM[1] = 14%	118,75%	0	6,054	14,310	22,566	30,822
OM[1] = 15%	137,5%	0	6,477	15,309	24,140	32,973

[1]OM = operating margin
[2]of target performance shares estimated social security costs in TSEK

Further, the accounting standard IFRS 2 (Share-based payment) is applicable on the stock options meaning that a cost will have to be recognized in the consolidated income statement as from the financial year 2006/2007 until the stock options have been fully vested based on the theoretical value of the stock options granted. Based on the assumption that the performance target value will be fully met so that all granted shares are earned and that approx. 10% of the stock options offered will forfeit before vesting due to non-performance in relation to continuous employment and holding of shares, it is estimated that app. 1,440,000 class B shares will vest under the stock options. The recognized cost for the 2006 grant is consequently estimated to amount to TSEK 13,133 during the year 2006/2007, TSEK 14,684 during the year 2007/2008, TSEK 6,391 during the year 2008/2009 and TSEK 1,208 during the year 2009/2010 (totally TSEK 35,416). These amounts will be remeasured based on actual vesting during the vesting periods. It should be noted that this cost will only be recognized in the accounts and has no impact on cash-flow. The cost will be matched with a corresponding increase in equity. According to IAS 12 a deferred tax asset shall also be recognized if the Company expects to receive a tax deduction when the stock options are exercised. Such deduction is expected to be allowed in some countries concerned but can not be calculated since it depends on the future share price performance.

C. The Board's proposal for a resolution to issue warrants and permission to transfer warrants

The Board proposes that the general meeting of shareholders resolves to issue maximum 2,200,000 warrants each entitling to subscription of one new class B shares of the Company, whereby the share capital of the Company may increase by a maximum of SEK 4,400,000.

For subscription of the warrants the following conditions shall apply.

C.1. Right to subscription

With deviation of the shareholders' preferential rights, the Company's subsidiary Elekta Instrument AB, shall be entitled to subscribe, with a right and obligation for the subsidiary after subscription and when exercise is called for by employees of stock options (or synthetic stock options if applicable) which have been granted in accordance with section B above, fulfill the Company's commitment in accordance with the stock options (synthetic stock options).

C.2 Issue price, period for subscription
The warrants shall be issued without any payment.

The price at which subscription for class B shares can be made shall be equal to 105% of the average closing price per share during ten trading days immediately following the general meeting of shareholders, but can not be below the quota value of the share.

Subscription for class B shares on the basis of the warrants – whereby one (1) warrant entitles to subscription for one (1) class B share – can be made during the period from 1 November 2006 until 31 July 2010.

C.3 Period for subscription of warrants
The warrants shall be subscribed for no later than 31 October 2006.

C.4 Dividend
The new Class B shares shall entitle to dividend from the point that follows from § 7 in appendix 1.

C.5 Terms in other respects for warrants
Terms in other respects for warrants are evident from appendix 1 (Villkor för Elekta AB teckningsoptioner 2006/2010).

C.6 Background and motive
The reason for deviation from the shareholders' preferential right is that the Board has proposed that the general meeting of shareholders shall resolve a grant of stock options to employees in accordance with section B above. The warrants shall be used to secure the company's commitment to deliver shares upon exercise of granted stock options. A condition for a resolution in accordance with the proposal under section B is that the proposed issue of warrants is made to Elekta Instrument AB.

C.7 Dilution etc.
At total exercise of issued warrants the share capital can be increased with a maximum of SEK 4,400,000 by issuance of maximum 2,200,000 class B shares corresponding to, at total exercise, app. 2.30% of the total number of shares and app. 1,72% of the total number of votes in the Company. The dilution amounts to, with respect to outstanding stock options granted 2004, app. 3.61% of the total number of shares and app. 2.72% of the total number of votes in the Company. This dilution has been calculated as the number of shares and votes which at maximum may be issued divided with the total number of shares and votes in the Company after such issuance.

The example below has been made to illustrate the shareholders theoretical financial dilution in benefit of the stock option holders at different future share values. As a basis for the example it has been assumed that the price to be paid by the employee to receive a share of the company is SEK 138 (equal to approx. 110% of SEK 125 which in this example is assumed to be the share price of the class B share at the time of grant) and that all shares subject to stock options which have been earned due to performance will be issued (i.e. it is assumed that additional vesting requirements of continuous employment as well as retained share investment has been met). The rates stated in the example show the financial dilution of the shareholders based on the current number of shares in the company.

		Assumed share value at exercise				
Performance	**Earned shares[2]**	**SEK 138**	**SEK 160**	**SEK 190**	**SEK 220**	**SEK 250**
OM[1] < 11%	0%	0%	0%	0%	0%	0%
OM[1] = 11%	50%	0%	0,12%	0,23%	0,31%	0,38%
OM[1] = 12%	75%	0%	0,17%	0,35%	0,47%	0,57%
OM[1] = 13%	100%	0%	0,23%	0,46%	0,63%	0,75%
OM[1] = 14%	118,75%	0%	0,28%	0,55%	0,74%	0,89%
OM[1] = 15%	137,5%	0%	0,32%	0,63%	0,86%	1,03%

[1] OM = operating margin Financial dilution
[2] of target performance shares

Earnings per share will be affected in accordance with guidelines provided in IAS 33.

C.8 Majority vote requirement etc.
A resolution by the general meeting of the shareholders in accordance with the proposal in this section C requires support of at least nine tenths of the given votes as well as of the shares represented at the general meeting of shareholders.

The CEO or anyone authorized by the CEO shall have the right to make such minor changes in the resolution of the general meeting of shareholders that might be necessary in connection with registering the issue and (if applicable) connecting the warrants to VPC.

D. Cancellation of issued warrants

D.1 Cancellation of issued warrants
The Board proposes that the general meeting of shareholders resolves that any warrants which have been issued in accordance with section C above and which the Board deem unnecessary to secure the company’s commitment to deliver shares upon exercise of granted stock options due to e.g. that stock options have forfeited and/or shares subject to the stock options have not vested shall be cancelled at earliest possible convenience.

The Board proposes further that the general meeting of shareholders resolves to commission the Board to execute cancellation in accordance with the preceding paragraph.

Question regarding the election of the election committee

The election committee proposes 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, at that time, largest holders 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. Koden för bolagsstyrning). 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. The election committee is appointed until a new election committee has been appointed. No remuneration shall be paid for the performance of the work in the election committee, however, the election committee shall be entitled to be reimbursed for such necessary costs which may arise in the performance of the assignment. Such reimbursement shall be paid by the Company.

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 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 election committee so decides, by a new representative appointed by that shareholder.