This document is a translation into English of the original Swedish language version of the proposal. In the event of any difference, the Swedish version shall govern.

ELEKTA

THE COMPLETE PROPOSAL OF THE BOARD FOR A RESOLUTION TO ADOPT THE ELEKTA AB 2007 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 16.

Background

The Company has under the period 2004-2006 made grants of stock options under the Elekta AB 2004 Share Unit Plan. The Company deems that the effect of this incentive program has been very good as the personnel turnover for the categories of employees covered by the program has been low and the performance requirements that have been set has contributed to the success of the group.

The Board of the Company finds it important and in all shareholders interest to implement a new long-term incentive program for key employees within the group. Based on this the Board proposes a share based incentive program for key employees in the group according to the following. The benefit of participating in the incentive program shall however, in addition to the requirement of appreciation of the share value, also be conditioned by performance in relation to financial targets and by personal financial commitment by employees resident in Sweden

The purpose of the incentive program is to create involvement by key personnel regarding possibilities and risk 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.

Previous incentive programs in Elekta

The annual general meeting 2004 resolved to adopt the Elekta AB 2004 Share Unit Plan, which have been the basis for yearly grants of stock options to key employees within the Elekta group during the period 2004-2006.

The stock options were granted free of charge but the grant was conditional on the option recipient personally procuring a certain stipulated number of shares in Elekta on the market and retaining these shares during the lifetime of the option. Also, the stock options were conditional on the fulfillment of financial targets during the respective financial year. If the option holder's employment in the group ceases, the option expires immediately to the extent that the option cannot yet be used, otherwise the option normally expires after three months from the cessation of employment. The stock options are not transferable. The delivery of shares according to the stock option program was assured through the Company issuing warrants to a subsidiary.

Stock options granted 2004 have been exercised to acquisition of 654,128 class B shares and at present there are stock options outstanding which totally entitle to acquisition of 946,762 shares. Outstanding stock options can consequently result in a dilution of app. 1.02 % of the total number of shares and of app. 0.76 % 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.

Stock options granted 2005 does not give right to any shares since set performance goals were not fulfilled.

Stock options granted 2006 have been exercised to acquisition of 0 class B shares and at present there are stock options outstanding which totally entitle to acquisition of 989,692 shares. Outstanding stock options can consequently result in a dilution of app. 1.06 % of the total number of shares and of app. 0.79 % of the total number of votes of the Company. The expiration date of outstanding stock options is 31 July 2010 and they become exercisable with one-third yearly as from 1 August 2007. The exercise price to acquire a share is SEK 152.

Preparation of the proposal
The following proposal has been prepared by the Executive Compensation Committee in consultation with the Board. The resolution to propose the grant 2007 to the shareholders' meeting has been taken by the Board.

1. The Board's proposal for a resolution to adopt the Elekta AB 2007 Share Unit Plan

The Board proposes that the general meeting of shareholders resolves to adopt the Elekta AB 2007 Share Unit Plan ("the Plan"), appendix 1. The purpose of the resolution is that the terms and conditions which are stipulated in the Plan will operate as a framework for yearly grants of stock options to employees within the Elekta group during the period 2007 - 2009. It is intended to submit each grant to the shareholders' approval (for grant 2007 see section 2 below).

The intention of the Company is that the outstanding warrants issued subject to the Plan shall 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.

1.1 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.

For employees resident in Sweden, the grant if conditional on 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.

1.2 Term of Option
The term of each stock option shall be no more than 5 years from the date of grant.

1.3 Failure to hold mandatory acquired shares
If the holder of a stock option where the grant was conditioned by acquisition of shares, at any time during the option term disposes of shares which have been mandatory 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 acquired shares corresponding to such exercise without any further reduction of the remaining shares subject to the stock option.

1.4 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 1.5 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.

1.5 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-fourth 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.

1.6 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.

1.7 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.

1.8 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.

2. The Board's proposal for a resolution to grant stock options in accordance with the Elekta AB 2007 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 2007 Share Unit Plan and to the terms set out below in this section 2.

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. To secure the commitment to deliver shares upon exercise of stock options and to constitute a hedge for any cash flow impact of social security fees, an issuance of warrants is proposed (see further section 3 below).

2.1 Grant levels
Stock options will be offered to totally app. 75 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. 15-35 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.

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.

2.2 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.

2.3 Vesting requirements

Subject to the requirements stated in the Plan (see sections 1.3 – 1.5 above) and the performance requirement specified below, the stock options shall become exercisable (vest) according to the following schedule: 1 August 2008 – as to one-fourth of the total number of Shares earned under the stock option; 1 August 2009 - as to two-fourths of the total number of Shares earned under the stock option; 1 August 2010 - as to three-fourths of the total number of Shares earned under the stock option; 1 August 2011 - all Shares earned under the stock option.

a) The stock options shall be earned in relation to collective performance during the Company's financial year 2007/2008 (ending 30 April 2008). The performance shall be measured against two separate parameters: operating result (EBIT) with a target of 663 MSEK and global revenue growth measured in local currency of 10%, in accordance with the following:

(1) If target performance for operating results is met or exceeded, 50% of all shares originally subject the stock option will be earned ("target performance shares").
(2) If operating result is within the range of 597 MSEK to 663 MSEK earning shall occur proportionally for 45% up to 50% of the target performance shares.
(3) If operating result is less than 597 MSEK no shares under the stock option on the basis of operating result will be earned.
(4) If target performance for revenue growth is met or exceeded, 50% of the target performance shares will be earned.
(5) If revenue growth is within the range of 9% to 10%, earning shall occur proportionally for 45% up to 50% of the target performance shares.
(6) If revenue growth is less than 9% no shares under the stock option on the basis of revenue growth will be earned.

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 result for the purpose above should not include the IFRS 2 effect from the 2007 grant of stock options under the Elekta AB 2007 Share Unit Plan.

2.4 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 1.6 above).

2.5 Term of stock option

The stock options expire on 31 July 2012.

2.6 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 115 – 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 20.75 per share subject to a stock option.

2.7 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) and to constitute a hedge for any cash flow impact of social security fees, the Board also proposes that the general meeting of shareholders resolves to issue warrants to Elekta Instruments AB (see section 3 below).

The resolution to grant stock options (synthetic stock options if applicable) in accordance with this section 2 shall be conditioned by the adoption by the general meeting of shareholders of the resolution proposed under section 3 below. Consequently, the delivery of shares (cash if applicable) and social security fees 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 115 which would result in an exercise price of at least SEK 126.50), the future share price at exercise, social security rates etc.

Example of social security liability

	Assumed share value at exercise				
Performance earned shares	**SEK 126.50**	**SEK 140**	**SEK 160**	**SEK 180**	**SEK 200**
0 (0%)	0	0	0	0	0
800,000 (50%)	0	1.728	4.288	6.848	9.408
1,200,000 (75%)	0	2.592	6.432	10.272	14.112
1,600.,00 (100%)	0	3.456	8.576	13.696	18.816

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 2007/2008 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 cost according to IFRS 2 that is accounted for on group level is consequently estimated to amount to TSEK 8,356 during the year 2007/2008, TSEK 10,328 during the year 2008/2009, TSEK 4,694 during the year 2009/2010, TSEK 3,443 during the year 2010/2011, and TSEK 647 during the year 2011/2012, totally TSEK 27,468). 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.

3. 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 1,856,000 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 3,712,000.

For subscription of the warrants the following conditions shall apply.

3.1. 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). Elekta Instrument AB also is entitled to dispose of warrants in order to cover social security fees for the stock option program.

3.2 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 2007 until 31 July 2012.

3.3 Period for subscription of warrants

The warrants shall be subscribed for no later than 31 October 2007.

3.4 Dividend

The new Class B shares shall entitle to dividend from the point that follows from § 7 in appendix 2.

3.5 Terms in other respects for warrants

Terms in other respects for warrants are evident from appendix 2 (Terms and conditions for Elekta AB warrants 2007/2012).

3.6 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 2 above. The warrants shall be used to secure the company's commitment to deliver shares upon exercise of granted stock options and to cover social security fees for the stock option program. A condition for a resolution in accordance with the proposal under section 2 is that the proposed issue of warrants is made to Elekta Instrument AB.

3.7 Dilution etc.

At total exercise of issued warrants the share capital can be increased with a maximum of SEK 3,712,000 by issuance of maximum 1,856,000 class B shares corresponding to, at total exercise, app. 1.97% of the total number of shares and app. 1.47% of the total number of votes in the Company. The dilution amounts to, with respect to outstanding stock options granted 2004 and 2006, app. 3.95% of the total number of shares and app. 2.96% 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 126.50 (equal to approx. 110% of SEK 115 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	**SEK 126.50**	**SEK 140**	**SEK 160**	**SEK 180**	**SEK 200**
0 (0%)	0	0	0	0	0
800,000 (50%)	0	0,08%	0,18%	0,26%	0,32%
1,200,000 (75%)	0	0,12%	0,27%	0,38%	0,47%
1,600,000 (100%)	0	0,16%	0,36%	0,51%	0,63%

Financial dilution

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

3.8 Majority vote requirement etc.

A resolution by the general meeting of the shareholders in accordance with the proposal in this section 3 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.

4. Cancellation of issued warrants

4.1 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 3 above and which the Board deem unnecessary to secure the company's commitment for social security fees and 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.