

[This is a translation only. For the formal minutes from the Meeting, please see the Swedish original language version.]

Minutes No. 30 recorded at the Annual General Meeting of Shareholders in Elekta AB (publ), held on September 15, 2009 in Stockholm.

§ 1

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

§ 2

Akbar Seddigh presented the Election Committee's proposal for Chairman of the Meeting, attorney-at-law Bertil Villard.

Bertil Villard was elected Chairman of the Meeting.

It was noted that the Company's General Counsel, Jonas Bolander, was appointed to keep the minutes at the Meeting.

The Meeting approved the presence of guests at the Meeting.

It was noted that all members of the Company's Board of Directors was present namely Akbar Seddigh, Hans Barella, Birgitta Stymne Göransson, Tommy Karlsson, Laurent Leksell, Carl Palmstierna, Luciano Cattani and Vera Kallmeyer. Further it was noted that the Company's auditor Deloitte was present with Jan Berntsson as principally responsible auditor.

§ 3

The prepared list of attending shareholders, representatives and assistants as well as shares and votes represented by shareholders and representatives, Appendix 1, was presented and approved as the voting list for the Meeting.

§ 4

The Agenda was approved, Appendix 2.

§ 5

The Meeting elected one minute-checker, Maria De Geer from Swedish Shareholder Association, to verify the Minutes in addition to the Chairman.

§ 6

It was noted that the notice to the Meeting had been published in *Post- och Inrikes Tidningar* and *Svenska Dagbladet* on August 18, 2009.

It was determined that the Meeting had been duly convened.

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## § 7

The Report of the Board of Directors and the President, including the Annual Report, the Audit Report, the consolidated accounts and the Audit Report for the consolidated accounts for the 2008/2009 fiscal year were presented.

The president, Tomas Puusepp, reported on market trends and the Company's operations during the fiscal year.

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

The Company's principally responsible auditor, Jan Berntsson, Deloitte, presented the Audit Report and the auditor's review of the Board's adherence to the principles on compensation to senior executives adopted by the 2008/2009 Annual General Meeting.

## § 8

The Meeting voted to adopt the balance sheet, the income statement, the consolidated balance sheet and the consolidated income statement as of April 30, 2009.

## § 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 864,476,243, a dividend of SEK 2 per share to shareholders, and that the remainder should be carried forward to a new account. It was decided that September 18, 2009, would be the record date for the dividend.

## § 10

It was noted that the Board members in attendance and the President who hold shares in the Company did not participate in the decision in this Item 10.

The Board members and the President were granted exemption from liability for their administration during the 2008/2009 fiscal year.

It was noted that the decision was unanimous.

## § 11

Akbar Seddigh reported on the work by the Board of Directors during the 2008/2009 fiscal year.

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

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

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## § 12

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

## § 13

Laurent Leksell reported on the proposal of the Election Committee regarding compensation to the Board of Directors and the auditors.

The Meeting approved the Election Committee's proposal of fees to the Board of Directors totaling SEK 2,685,000, of which SEK 570,000 to the Chairman of the Board and SEK 285,000 to each of the external Board members, as well as SEK 70,000 to the Chairman and SEK 35,000 to other members of the Company's Executive Compensation Committee, as well as SEK 120,000 to the Chairman and SEK 60,000 to other members of the Company's Audit Committee.

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

It was noted that Ulf Forsgren, in his capacity as representative of a number of shareholders, comprising a total holding of 0.078% of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in favor of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 14

Laurent Leksell reported on the Election Committee's proposal for the Board of Directors.

In accordance with the Election Committee's proposal, the Meeting re-elected Akbar Seddigh, Carl G. Palmstierna, Tommy H. Karlsson, Laurent Leksell, Hans Barella, Birgitta Stymne Göransson, Vera Kallmeyer and Luciano Cattani as members of the Board of Directors.

It was noted that Ulf Forsgren, in his capacity as representative of a number of shareholders, comprising a total holding of 4.708% of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in favor of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

Akbar Seddigh was re-elected Chairman of the Board.

## § 15

Akbar Seddigh reported on the work of the Board's Executive Compensation Committee and the main aspects of the Board of Directors' proposal for guidelines for remuneration to senior executives.

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

It was noted that Jan Berntsson presented the auditor's review of the Board's adherence to the guidelines for remuneration to senior executives adopted by the 2007/2008 Annual General Meeting during his presentation of the Audit Report.

The Meeting decided to adopt guidelines for remuneration to senior executives in accordance with the Board of Directors' proposal.

Maria de Geer encouraged the Board of Directors and the Board's Executive Compensation Committee to review the compensation policy in order to clarify the different forms of compensation and when the different forms will be used.

#### § 16

The Board of Directors' proposal to authorize the Board to acquire and transfer shares in accordance with Appendix 4 was presented.

In conjunction with this, questions from shareholders in attendance were answered by the Board.

The Meeting voted in accordance with the Board's proposal. It was noted that the decisions under item 16 a) and 16 b) were unanimous.

With respect to item 16 c), it was noted that Ulf Forsgren, in his capacity as representative of a number of shareholders, comprising a total holding of 0.018% of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in favor of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

Caroline af Ugglas pointed out that a share buy back program is good but also wished to underline that it is important that the Board is acting in a responsible fashion when it comes to use of the shares for set-off.

#### § 17

Akbar Seddigh reported on the main aspects of the Board's proposal for an incentive program.

The Board's proposal for an incentive program, Appendix 5, was presented.

In conjunction with this report, questions from shareholders in attendance were answered and it was noted that Maria de Geer encouraged the Board to review the proposal to next year and thereby consider if the employees not should make an own monetary investment in connection to allocation of shares trough the program.

It was noted that Ulf Forsgren, in his capacity as representative of a number of shareholders, comprising a total holding of 0.018% of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in

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favor of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

§ 18

The Chairman reported on the Election Committee's proposal of a decision with respect to the Election Committee for the next Annual General Meeting, in accordance with Appendix 6, which was then presented.

It was noted that Ulf Forsgren, in his capacity as representative of a number of shareholders, comprising a total holding of 0.127% of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in favor of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

§ 19

The Chairman presented the item as per Appendix 7. The Meeting voted in favor of the proposal and it was noted that the decision was unanimous.

§ 20

The Meeting was declared adjourned.

Minutes recorded by:

Jonas Bolander

Verified by:

Bertil Villard

Maria de Geer

## **Agenda**

1. Opening of the Meeting;
2. Election of the Chairman of the Meeting;
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting;
4. Approval of the agenda;
5. Election of one or two minutes-checkers;
6. Determination of whether the Meeting has been duly convened;
7. Presentation of the Annual Report and the Auditors' Report for the Parent Company and the consolidated accounts and the Auditors' Report for the group;
8. Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement;
9. Resolution concerning approval of the disposition of the Company's earnings as shown in the balance sheet adopted by the Meeting;
10. Resolution concerning the discharge of the members of the Board of Directors and the CEO from personal liability;
11. Report on the work of the election committee;
12. Determination of the number of members and any deputy members of the Board of Directors;
13. Determination of the fees to be paid to the members of the Board of Directors and the auditors;
14. Election of Board members and any deputy Board members;
15. Resolution regarding guidelines for remuneration to executive management;
16. a) Question of authorization for the Board of Directors to acquire own shares  
b) Question of authorization for the Board of Directors to transfer own shares  
c) Question of transfer of own shares to employees
17. Decision on an incentive program;
18. Question regarding appointment of the election committee;
19. a) The Board's proposal for a decision regarding conditional amendment of the articles of association (means for announcing the notice)  
b) The Board's proposal for a decision regarding amendment of the articles of association (time for announcing the notice)

**Point 15 – Proposal by the Board of Directors of Elekta AB (publ) regarding guidelines for remuneration to the executive management**

The Board of Directors proposes that the Annual General Meeting on September 15, 2009, approves the following guidelines for remuneration and other terms of employment for the executive management of the group. The guidelines will be valid for employment agreements entered into after the meeting and for any changes made to existing employment agreements thereafter. It is proposed that the Board is given the possibility to deviate from the below stated guidelines in individual cases where specific reasons or requirements exist.

**Guidelines**

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

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

**Compensation components**

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

### Fixed salary

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

### Annual incentive

Executive management has an annual incentive with quarterly payments and measurement in relation to fixed targets. The annual incentive is structured as a variable component of the total cash remuneration package and is primarily related to the achievement of common group financial performance goals. The measures for the annual incentive shall primarily be related to the outcome of specific financial objectives within the group compensation and benefit system. The goals for the annual incentive are established annually by the Board so as to sustain the business strategy and objectives. Other measures, i.e. Key Performance Indicators, may be used to create focus on non-financial objectives of particular interest. The size of the annual incentive is dependent on the role held and may amount to between 30 and 100% of the fixed salary at target performance. At over-performance of financial and other quantitative goals the level of pay out against the annual incentive is capped at a maximum of 150% of target. The plan shall also contain a minimum performance level under which no bonus will be paid out.

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

### Long Term Incentive and share related incentive programs

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



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

#### Pension

When establishing new pension agreement, those senior executives that are entitled to pension benefits should have defined contribution schemes. The standard retirement age for Swedish citizens is 65 years while other executives follow the rules of their respective countries of residence. The main guideline is that the size of pension contributions is based only on the fixed salary. Certain individual adjustments may occur based on local market practice.

#### Other benefits

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

#### Notice periods and severance agreements

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

**Point 16 a) – Proposal by the Board of Directors of Elekta AB (publ) regarding authorization for the Board to decide upon acquisition of own shares and the reasoned statement in accordance with Chapter 19, section 22 of the Swedish Companies Act**

The Board proposes that the Annual General Meeting on September 15, 2009, authorizes the Board during the period until the next Annual General Meeting, on one or more occasions, to decide on acquisition of a maximum number of own shares to the extent that after purchase the Company holds not more than ten percent of the total number of shares in the Company. The repurchase shall be carried out on the NASDAQ OMX Stockholm at a price within the registered price interval (spread) at any given time, that is the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of the NASDAQ OMX Stockholm at any given time. The purpose of the repurchase of own shares is firstly to align the Company's capital structure to the Company's capital requirements and where appropriate to be able to transfer shares in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions. In addition, the purpose is to facilitate hedging of costs and delivery in relation to the Performance Share Program 2009 proposed under point 17.

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

In accordance with Chapter 19, Section 22 of the Swedish Companies Act (2005:551), the Board shall render a reasoned statement along the proposal for the Annual General Meeting to authorize the Board to decide upon acquisition of own shares. The Board hereby makes the following reasoned statement:

The financial position of the Company and the Group as per April 30, 2009, is stated in the Annual Report. The Annual Report also includes the principles for measuring assets, appropriations and liabilities.

The proposal regarding the acquisition of own shares means that the Board is authorized to decide upon 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 Board of Directors is of the opinion that the proposed authorization to acquire own shares is justifiable in view of the requirements posed by the nature, scope and risks on the size of the Company's and the Group's equity as well as the consolidation needs, liquidity and position of the Company and the Group in other respects. The proposed dividend of SEK 2 per share has herewith been taken into account.

Stockholm August, 2009

The Board of Directors of Elekta AB (publ)

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**Point 16 b) – Proposal by the Board of Directors of Elekta AB (publ) regarding authorization for the Board to decide upon transfer of own shares**

The Board proposes that the Annual General Meeting on September 15, 2009, authorize the Board during the period until the next Annual General Meeting, on one or more occasions, to decide on the transfer of shares in the Company. The transfer of shares may only be made in conjunction with financing of acquisitions and other types of strategic investments and may be carried out in the maximum amount of own shares that the Company holds at any given time. In conjunction with the acquisition of companies, the transfer may be effectuated with waiver of the shareholders preferential rights and to a price within the so-called spread (see above) at the time of the decision on transfer and in accordance with the rules of the NASDAQ OMX Stockholm at any given time. The payment for the thus transferred shares may be made in cash or through non-cash issue or offsetting of claims against the Company, or on specific terms. The reason for the Board's authorization to waive the shareholders' preferential rights is to, where appropriate, be able to transfer shares in conjunction with the financing of any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

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

**Point 16 c) – Proposal by the Board of Directors of Elekta AB (publ) for a resolution on transfer of own shares**

The Board of Directors further proposes that the Annual General Meeting resolves on transfer of own shares in the Company and authorization for the Board as a result of Performance Share Program 2009 on the following terms.

- i) No more than 232 000 shares of series B can be transferred.
- ii) Right to acquire shares shall be granted to such individuals within the Elekta group covered by the terms and conditions for the Performance Share Program 2009. Further, subsidiaries within the Elekta group shall have the right to acquire shares free of consideration and such subsidiaries shall be obligated to immediately transfer free of consideration shares to their employees covered by the terms of the Performance Share Program 2009.
- iii) The employee shall have the right to receive shares during the period when the employee is entitled to receive shares in accordance with the terms of the Performance Share Program 2009.
- iv) Employees covered by the terms of the Performance Share Program 2009 shall subject to certain conditions, receive shares of series B free of consideration.
- v) The Board is authorized, during the period until the next Annual General Meeting, on one or more occasions, to decide to on NASDAQ OMX Stockholm, transfer no more than 32,000 shares, out of the holding of 232,000 shares, in order to cover certain payment, mainly social security payment. The transfer may be effected with waiver of the shareholders preferential rights and to a price within the so-called spread (see above) at the time of the decision on transfer and in accordance with the rules of NASDAQ OMX Stockholm at any given time.

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

The transfer of own shares forms part of the implementation of the Performance Share Program 2009. The Board considers it an advantage for the company and its shareholders that the employees are shareholders in the company.

The base for determination of the transfer prices is evident from the Board's proposal under the relevant heading above.

In order for the Annual General Meeting's resolution in accordance with the proposal under this point to be valid, shareholders representing at least nine tenths of the votes cast as well as the shares represented at the meeting must be in favor of the proposal.

**Point 17 – Proposal by the Board of Directors of Elekta AB (publ) for a decision on incentive program**

**Complete Proposal**

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

**Background**

The Annual General Meeting 2007 resolved to adopt the Elekta AB 2007 Share Unit Plan (2007 SUP). In the decision it was stated that the terms and conditions evident from the 2007 SUP shall constitute the basis for yearly grants of employee options to key employees within the Elekta group during the period 2007 - 2009.

Since the implementation of the 2007 SUP the Elekta group has grown considerably outside Sweden. The extended operations outside Sweden have given Elekta reason to review its global compensation structure. A part of this overview included to decide whether 2007 SUP is the most appropriate long-term incentive program. From the analysis that the company has made a performance based share program appears more appropriate for the future. Consequently the Board has decided to propose to the Annual General Meeting that a performance based share program is introduced in the Elekta group instead of the earlier decided 2007 SUP.

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 group. 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 an important component in the total compensation package.

### **The Board of Directors' proposed decision on Performance Share Program 2009**

The Board proposes that a decision be taken at the Annual General Meeting on Performance Share Program 2009. Performance Share Program 2009 is proposed to cover approximately 75 key employees in the Elekta group with an opportunity to be allotted, free of charge, class B shares in Elekta, in accordance with the following principal terms and guidelines.

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

Each participant's maximum value shall be converted into a number of shares, based on the average closing share price of the Elekta class B share on the exchange NASDAQ OMX Stockholm during a period of ten trading days before the day the participants are offered to participate in the program. The total number of shares that are covered by the Performance Share Program 2009 and outstanding incentive programs can in total however correspond to no more than 5 per cent of the total number of outstanding shares.

The number of shares that can be allotted is dependent on the degree of fulfillment of a financial target defined as average annual percentage growth rate in earnings per share (EPS) during the period financial year 2009/2010 until financial year 2011/2012 versus earnings per share for financial year 2008/2009. Maximum number of shares will be allotted if the annual average EPS growth is at or above 26 per cent. No allotment of shares will occur if the annual average EPS growth is below 18 per cent. Allotment of shares between annual average EPS growth 18 and 26 per cent is linear. The value that the employee could receive at allotment of shares in the program is maximized at 400 per cent of the share price at the time of offer to participate in the program. The



performance target may be adjusted at the occurrence of events affecting the operations of the Elekta group or the number of outstanding shares of the company or otherwise affecting the performance target and deemed relevant by the Board.

Allotment of shares normally inter alia requires that the persons covered by the program are employed in the Elekta group during the entire performance period. If all conditions included in the Performance Share Program 2009 are met, allotment of shares shall be made free of charge following the expiry of the three year performance period and following approval of the results by the Board. Before the number of shares to be allotted are finally determined, the Board shall examine whether the allotment is reasonable considering the company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board, reduce the number of shares to be allotted to the lower number of shares deemed appropriate by the Board.

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

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

The Board, or a committee established by the Board for this purpose, will be responsible for the detailed drafting and management of Performance Share Program 2009, within the scope of the principal conditions and guidelines as specified. The Board shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. The Board shall also be entitled to make other adjustments provided that there are substantial changes in the Elekta group or its surroundings which would signify that conditions for allocation in accordance with Performance Share Program 2009 are no longer appropriate.

Participation in Performance Share Program 2009 presupposes that such participation is legally and suitably possible and that the administrative costs and financial efforts are reasonable in the opinion of the Board.

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

#### **Preparation of the matter**

The following proposal has been prepared by the Executive Compensation Committee in consultation with the Board. The resolution to propose the Performance Share Program 2009 to the shareholders' meeting has been taken by the Board.

#### **Costs of Performance Share Program 2009**

Assuming maximum allotment under the Performance Share Program 2009 and a share price of SEK105, a maximum of 232,000 class B shares are required to fulfill commitments under the program (including social security costs), corresponding to approximately 0.3 per cent of the total number of issued shares. The number of shares covered by existing incentive program, including shares to cover social security payments, amounts to 4,276,381 shares, corresponding to approximately 4.4 per cent of the total number of issued shares and approximately 3.3 per cent of the number of votes.

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

#### **Hedging actions**

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

### **Outstanding incentive programs in Elekta**

The Annual General Meeting 2004 resolved to adopt the Elekta AB 2004 Share Unit Plan (2004 SUP), which have been the basis for yearly grants of employee options to key employees within the Elekta group during the period 2004-2006.

In the 2004 SUP, the employee 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 employee 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 employee options are not transferable. The delivery of shares according to the employee option program was secured through the company issuing warrants to a subsidiary.

At present there are employee options granted 2006 under the 2004 SUP outstanding which totally entitle to acquisition of 878,131 shares. The expiration date of outstanding employee 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.

The Annual General Meeting 2007 resolved to adopt the Elekta AB 2007 Share Unit Plan (2007 SUP) stating that it would be the basis for yearly grants of employee options to key employees within the Elekta group during the period 2007-2009.

In the 2007 SUP, the employee options are granted free of charge but the grant is for employees resident in Sweden 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 employee options are 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 employee options are not transferable. The delivery of

shares according to the employee option program was secured through the company issuing warrants to a subsidiary.

At present there are employee options granted 2007 under the 2007 SUP, including warrants to cover social security fees, outstanding which totally entitle to acquisition of 1,722,250 shares. The expiration date of outstanding employee options is 31 July 2012 and they become exercisable with one-fourth yearly as from 1 August 2008. The exercise price to acquire a share is SEK 124.

At present there are employee options granted 2008 under the 2007 SUP, including warrants to cover social security fees, outstanding which totally entitle to acquisition of 1,676,000 shares. The expiration date of outstanding employee options is 31 July 2012 and they become exercisable with one-third yearly as from 1 August 2009. The exercise price to acquire a share is SEK 114.

#### **Majority requirement**

A valid resolution in respect of the Board's proposal at a general meeting requires that the resolution be supported by shareholders with more than half of the votes cast or, in the event of a tied vote, through the chairman exercising his casting vote.

***Procedure for the appointment of the Election Committee***

The election committee proposes that the Annual General Meeting 2009 resolves that an election committee should be appointed through a procedure whereby the chairman of the Board, before the end of the second quarter of the financial year, contacts three to five representatives for the, as per the last banking day in September, largest holders of voting rights of A and B shares. Those representatives shall together with the chairman of the Board constitute the election committee and fulfil its obligations in accordance with the Swedish Code of Corporate Governance (Sw. Svensk kod för bolagsstyrning). The entitlement shall be based on Euroclear Sweden AB's list of shareholders (by group of owners) on the last banking day in September, and on other reliable information provided to the company on such date. The names of the members of the election committee shall be published as soon as they have been appointed, however, not later than six months before the next Annual General Meeting. No remuneration shall be paid for the performance of the work in the election committee, however, the company shall pay all such necessary costs which may arise in the performance of the assignment.

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

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**Point 19 a) – Proposal by the Board of Directors of Elekta AB (publ) regarding amendment of the articles of association (means for announcing the notice)**

To enable implementation as soon as practicable of the more cost-efficient rules for announcing the invitation to the Annual General Meeting, which are expected to come into effect in connection to the invitation to the notice to the Annual General Meeting 2010, the Board proposes that the Annual General Meeting on September 15, 2009 resolves that the means for announcing the invitation in accordance with § 8 of the articles of association contain the following amended formulation:

<b>Present wording</b>	<b>Proposed amended wording</b>
<b>§ 8</b>	<b>§ 8</b>
<i>Notice of the Annual General Meeting shall be announced in Post- och Inrikes Tidningar (Sw. The Official Swedish Gazette) and in Svenska Dagbladet.</i>	<i>Notice to attend the Annual General Meeting shall be made through an announcement in Post- och Inrikes Tidningar (Sw. The Official Swedish Gazette) and on the company's website. An announcement that the invitation has been published will be made in Svenska Dagbladet.</i>

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

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

**Point 19 b) – Proposal by the Board of Directors of Elekta AB (publ) regarding amendment of the articles of association (time for announcing the notice)**

The Board proposes that the Annual General Meeting on September 15, 2009 resolves that the formulations regarding the timetable for invitation to attend the General Meeting in § 8 of the articles of association shall be deleted from the articles of association as these formulations regarding timetable are included in the Swedish Companies Act.

<b>Present wording</b>	<b>Proposed amended wording</b>
<b>§ 8</b>	<b>§ 8</b>
<i>Notice of 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.</i>	<i>No wording.</i>

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