

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.