

**Election Committee's proposals to the Annual General Meeting of Elekta AB (publ) (point 2, 12-14 and 18 of the agenda) and the Election Committee's reasoned statement regarding its proposal for the Board of Directors of Elekta AB (publ)**

In accordance with the decision by the Annual General Meeting 2008 regarding the procedure for appointment of the Election Committee, Elekta's Chairman of the Board, Akbar Seddigh, before the end of the second quarter of the financial year, contacted representatives for not less than three and not more than five of the largest A and B shareholders at that time, who jointly with the Chairman of the Board would form the Election Committee and carry out the tasks specified by the Swedish Code of Corporate Governance.

Accordingly, the Election Committee for the Annual General Meeting 2009 has been comprised of the following members:

- Akbar Seddigh – Chairman of the Board, Elekta AB (publ)
- Ole E. Dahl – Orkla ASA
- Åsa Nisell – Swedbank Robur fonder
- Martin Jonasson – Andra AP-fonden
- Laurent Leksell – representing his and controlled companies' shareholdings

The Election Committee appointed Laurent Leksell as chairman of the Committee. The Committee noted that the decision to appoint Laurent Leksell as chairman of the Committee is not in compliance with the Swedish Code of Corporate Governance, since Laurent Leksell also serves on the Board of the Company. The Election Committee's motivation for still electing Laurent Leksell as its chairman is that he is a major shareholder of the Company with extensive experience, knowledge and insight in the Company who is very well suited to lead the work of the Committee in an efficient manner in order to achieve the best result for the shareholders of the Company.

No compensation was paid to the members of the Election Committee. The Election Committee's assignment remains in effect until such time as a new Election Committee is appointed.

The Election Committee held three minute-kept meetings, at which the issues specified by the Swedish Code of Corporate Governance to be handled by an election committee has been prepared and handled by the Committee. As a basis for its work, the Committee has among other material considered the evaluation of the work of the Board. No proposals from the shareholders have been submitted to the Election Committee.

The Election Committee has presented proposals to the Annual General Meeting and a reasoned statement regarding its proposal for the Board as follows.

***Chairman of the Meeting***

The election committee proposes advokat Bertil Villard to be Chairman of the Meeting.

***Number of members and any deputy members of the Board of Directors***

The election committee proposes that the Board shall consist of 8 members, without deputy members.

***Board fees***

The Election Committee proposes that fees for the time until the next annual general meeting, shall be paid to the Board at a total of SEK 2,280,000, of which SEK 570,000 to the chairman of the Board (unchanged) and SEK 285,000 to each of the external members of the Board (unchanged).

No fees shall be paid to members of the Board that are employed by the Company.

***Remuneration for committee work***

The Election Committee proposes that remuneration for committee work for the time until the next annual general meeting, shall be paid at a total of SEK 405,000, of which SEK 70,000 shall be paid to the chairman of the Company's Executive Compensation Committee (unchanged) and SEK 35,000 to any other member of said committee (unchanged), SEK 120,000 shall be paid to the chairman of the Company's Audit Committee and SEK 60,000 to any other member of said committee.

No remuneration shall be paid to members of the Board that are employed by the Company.

### ***Remuneration to the auditor***

Remuneration to the auditor is proposed to be paid according to an approved account.

### ***Members of the Board of Directors and Chairman of the Board of Directors***

The election committee proposes that each of Akbar Seddigh, Carl G. Palmstierna, Tommy H Karlsson, Laurent Leksell, Hans Barella, Birgitta Stymne Göransson, Luciano Cattani and Vera Kallmeyer are re-elected as members of the Board for the time until the next annual general meeting.

Akbar Seddigh is proposed to be re-elected Chairman of the Board.

The Election Committee has acquired the following information regarding the proposed members of the Board of Directors:

#### **Akbar Seddigh**

Chairman, Born: 1943

Board Member since 1998

Holdings: 3 300 B shares

Graduate Chemist, Marketing Specialist

*Other Board Assignments:*

Chairman of the Board: Hedson Technologies

International AB, Innovationsbron AB

and Blekinge Tekniska Högskola

Board Member: Affärsstrategerna AB,

Sweden Bio and Biolight International AB

#### **Hans Barella**

Born: 1943

Board Member since 2003

Holdings: –

Former President and CEO of Philips Medical Systems

*Other Board Assignments:*

Chairman of the Board: SuperSonic Imagine

Board Member: Senator Group Consultancy

and Investment B.V.

#### **Luciano Cattani**

Born: 1945

Board Member since 2008

Holdings: -

Executive Vice President International Public Affairs,

Stryker Corporation

MBA

*Other Board Assignments:*

Board Member: Stryker Italy and Eucomed

**Vera Kallmeyer**

Born: 1959

Board Member since 2008

Holdings: -

Managing Partner Equity4Health LLC and Consulting

Professor Stanford Medical School

MD, Ph.D. och MBA,

Other Board Assignments:

UC Davis Medical School Board of Visitors

and Scientific Advisory Board, Helga-und-Hans Dittner

Stiftung (Foundation)

**Tommy H Karlsson**

Born: 1946

Board Member since 2001

Holdings: 550 B shares

International Management Consultant,

MSc and B.A.

*Other Board Assignments:*

*Chairman of the Board:* Amtico International Inc.,

OfficeTeam Group Ltd. And U-POL Inc.

Board Member: Aldata Solution Oyj

**Laurent Leksell**

Born: 1952

Board Member since 1972

Holdings: 3 562 500 A shares, 2 643 001 B shares

(incl. via companies) and 73 687 employee options

Former President and CEO of Elekta AB, 1972-2005

Executive Director since 2005

MBA, PhD Economics

*Other Board Assignments:*

Chairman of the Board: Stockholm's City Mission

Board Member: Royal Institute of Fine Arts

**Carl G. Palmstierna**

Born: 1953

Board Member since 1993

Holdings: 138 531 B shares

Executive Chairman Valbay International SA

MBA

Other Board Assignments:

Chairman of the Board: Momail AB, Qbrick AB,

Accumulate AB, Panopticon AB and MyFc AB

Board Member: Alltförföräldrar AB,

Bluefish Pharmaceutical AB, Natural Fragrances

of Sweden AB, Constellation Group AB, Chinsay AB and WeMind AB

**Birgitta Stymne Göransson**

Born: 1957

Board Member since 2005

Holdings: 900 B-aktier

President Semantix AB

MSc and MBA

Other Board Assignments:

Chairman of the Board: Fryshuset Foundation

Board Member: Arcus AS, Apoteket Farmaci AB,

Lernia AB and Rhenman & Partners AB

All proposed Board Members are considered independent, with the exception of Laurent Leksell.

***Reasoned statement regarding the Election Committee's proposal for the composition of the Board***

The Election Committee's assessment is that the proposed Board will form an appropriate constellation to meet the demands which the Committee foresees for the Company in the coming years, taking into account the Company's business, strategy, state of development and other circumstances. In making this assessment, the Election Committee has particularly taken into account the strategic development of the Company, the continued internationalization of its business as well as governance and control and the demands that these factors will place on the competency and formation of the Board of Directors.

The Election Committee has taken what is stated in point 4.1 in the Swedish code of corporate Governance into consideration. The Election Committee assess in view of the Company's business and strategic development, that the proposed composition of the Board is very well suited for its purpose with diversity as to the Board members' competency, general experience, international and national competencies, background and gender.

***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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