

Point 17 c) – Proposal by the Board of Directors of Elekta AB (publ) for a resolution regarding the transfer of own shares with reference to the Performance Share Program 2010

The Board of Directors 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 2010 on the following terms.

- i) No more than 110,700 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 2010. 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 2010.
- 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 2010.
- iv) Employees covered by the terms of the Performance Share Program 2010 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 to decide, on one or more occasions, to transfer no more than 15,250 shares, out of the holding of 110,700 shares on NASDAQ OMX Stockholm, in order to cover certain payment, mainly social security payment. The transfer may be executed by waiving the shareholders' preferential rights and at a price within the so-called spread (see above) at the time of the decision regarding the 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 2010. 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 17 c) 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.