

Nomination Committee's proposals to the Annual General Meeting of Elekta AB (publ) (point 2, 13-15 and 19 of the agenda) and the Nomination 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 2009 regarding the procedure for appointment of the Nomination 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 Nomination Committee and carry out the tasks specified by the Swedish Code of Corporate Governance.

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

- Akbar Seddigh – Chairman of the Board, Elekta AB (publ)
- Åsa Nisell – Swedbank Robur funds
- Tove Bångstad – SEB Investment Management AB
- Anders Oscarsson – AMF Försäkring och Fonder
- Laurent Leksell – private and controlled companies' shareholdings

The Nomination 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 Nomination Committee's motivation for still electing Laurent Leksell as its chairman is that he is a major shareholder of the Company who is 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 Nomination Committee. The Nomination Committee's assignment remains in effect until such time as a new Nomination Committee is appointed.

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

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

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

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

Board fees

The Nomination Committee proposes that fees for the time until the next annual general meeting, shall be paid to the Board at a total of SEK 2,485,000, of which SEK 625,000 to the Chairman of the Board (an increase by SEK 55,000) and SEK 310,000 to each of the external members of the Board (an increase by SEK 25,000).

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

Remuneration for committee work

The Nomination 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 (unchanged) and SEK 60,000 to any other member of said committee (unchanged).

No remuneration for committee work 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 Nomination committee proposes that each of Akbar Seddigh, Hans Barella, Luciano Cattani, Vera Kallmeyer, Tommy H Karlsson, Laurent Leksell and Birgitta Stymne Göransson are re-elected as members of the Board for the time until the next annual general meeting in 2011 and that Jan Secher is elected as a new member of the Board. Carl G. Palmstierna, who has served on the Board of Directors since 1993, has declined re-election.

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

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

Akbar Seddigh

Born: 1943

Chairman

Member of the Board since 1998

Holdings: 3 300 B shares

Graduate Chemist, Marketing Specialist

Other Board Memberships:

Chairman of the Board: Innovationsbron AB
and Blekinge Tekniska Högskola

Member of the Board: LSO (USA)

Hans Barella

Born: 1943

Member of the Board since 2003

Holdings: –

Former President and CEO of Philips Medical Systems

Other Board Memberships:

Chairman of the Board: SuperSonic Imagine SA

Member of the Board: Senator Group Consultancy
and Investment B.V.

Luciano Cattani

Born: 1945

Member of the Board since 2008

Holdings: –

Senior Advisor on Global Health Care to Private Equity Funds
Former Group President International and former Executive
Vice President International Public Affairs, Stryker Corporation
MBA

Vera Kallmeyer

Born: 1959

Member of the Board since 2008

Holdings: –

Managing Partner Equity4Health LLC and Consulting Professor
Stanford Medical School
MD, Ph.D. och MBA

Other Board Memberships:

Member of the Board: UC Davis Medical School Board of Visitors
and Scientific Advisory Board, Helga-und-Hans Dittner Stiftung

Tommy H Karlsson

Born: 1946

Member of the Board since 2001

Holdings: 1,650 B shares

International Management Consultant,
MSc and BA

Other Board Memberships:

Chairman of the Board: Amtico International Inc.,
OfficeTeam Group Ltd. and U-POL Inc.
Member of the Board: Aldata Solution Oyj

Laurent Leksell

Born: 1952

Member of the Board since 1972

Holdings: 3,562,500 A shares, 2,552,564 B shares
(incl. via companies) and 64,124 employee options
Former President and CEO of Elekta AB, 1972-2005
Executive Director since 2005

MBA, PhD Economics

Other Board Memberships:

Chairman of the Board: Stockholm's City Mission
Member of the Board: Royal University College of Fine Arts

Birgitta Stymne Göransson

Born: 1957

Member of the Board since 2005

Holdings: 900 B Shares

President and CEO Memira Holding AB

MSc and MBA

Other Board Memberships:

Chairman of the Board: Fryshuset Foundation
Member of the Board: Arcus AS, Rhenman & Partners AB,
Wavin N.V. and Stockholm Chamber of Commerce

Jan Secher

Born: 1957

Proposed for new election

Holdings: –

President and CEO Ferrostaal AG

MSc Industrial Engineering and Management

Other Board Memberships:

Chairman of the Board: Peak Management AG

Member of the Board: Hexion Ltd

All proposed Board Members are considered independent in relation to the company, the management as well as to major shareholders, with the exception of Laurent Leksell.

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

The Nomination Committee has continuously during the past years been working with long term competence management and succession planning for the Board. This work is linked to Elekta's strategy, business focus and development needs. As part of this work, the Nomination Committee proposes Jan Secher as a new member of the Board of Directors. Concurrently, Carl G. Palmstierna, who has served on the Board of Directors since 1993, has declined re-election.

The Nomination 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 Nomination Committee has particularly taken into account the strategic development of the Company, the internationalization of its business as well as its need for governance and control and the demands that these factors among others will place on the competency and formation of the Board of Directors.

The Nomination Committee has taken what is stated in point 4.1 in the Swedish code of corporate Governance into consideration. The Nomination 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 Nomination Committee

The Nomination committee proposes that the Annual General Meeting 2009 resolves that an Nomination 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 Nomination 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 Nomination 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 Nomination 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 Nomination committee has fulfilled its assignment, the member that has been appointed by such a shareholder shall, if the Nomination 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 Nomination committee. If a member of the Nomination committee no longer represents the shareholder that appointed him/her, before the assignment of the Nomination committee has been fulfilled, then he/she should be replaced, if the shareholder so wishes, by a new representative appointed by that shareholder. The Nomination 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.
