

Minutes No. 34  
recorded at the Annual  
General Meeting of  
Shareholders in Elekta  
AB (pub), 556170-4015  
held on September 3,  
2013, 3:00 p.m. in  
Stockholm at  
Waterfront Congress  
Centre

## § 1

Laurent Leksell, member of the Board of Directors, opened the Meeting and welcomed all present.

It was noted that Akbar Seddigh, Chairman of the Board of Directors, could not attend the Meeting due to illness.

## § 2

Laurent Leksell presented the Nomination 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 the following members of the Board of Directors were present namely Hans Barella, Luciano Cattani, Laurent Leksell, Siaou-Sze Lien, Wolfgang Reim, Jan Secher and Birgitta Stymne Göransson. Further it was noted that the Company's auditor PwC was present with Johan Engstam 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 minutes-checker, Per Lundin from the Swedish Shareholders' Association, to verify the Minutes in addition to the Chairman of the Meeting.

## § 6

It was noted that the notice to the Meeting had been published in *Post- och Inrikes Tidningar* and at the Company's website on Tuesday, August 6, 2013. An announcement that the notice had been published was made in *Svenska Dagbladet*.

It was determined that the Meeting had been duly convened.

## § 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 2012/2013 financial year were presented.

In conjunction with this report, questions from shareholders in attendance were answered, among others why the printed Annual Report had not been signed by the Board of Directors and that correction of the errors in the Annual Report had been made by an adjustment according to Appendix 3.

## § 8

The President, Tomas Puusepp, reported on market trends and the Company's operations during the financial year. In conjunction with this report, questions from shareholders in attendance were answered, among others Per Lundin asked questions regarding Elekta's long term financing, why the Annual Report does not include the same information as given at Elekta's Capital Markets Days and about the status on the procurement of linear accelerators in Brazil. Further, Arne Svahn asked if Elekta has taken market shares from Siemens and Mats Blomberg questioned why the Company does not more clearly communicate that the order intake has fallen during Q1 2013/2014.

Laurent Leksell reported on the work by the Board of Directors and its committees during the 2012/2013 financial year.

The Company's principally responsible auditor, Johan Engstam, PwC, reported on the audit work during 2013/2014, the Auditor's Report 2013/2014 and on the auditor's review of the Board of Director's adherence to the principles on compensation to senior executives adopted by the 2012/2013 Annual General Meeting. Johan Engstam also addressed the misprint included in the printed version of the Annual Report and stressed that the correct figures were reported on in the year-end report and in the Annual Report to be registered at the Swedish Companies Registration Office. In conjunction with this report, questions from shareholders in attendance were answered, where focus was on the misprint and the corrected figures. It was noted that the auditor supported the proposals under items 9-11 below.

## § 9

Leo Gillholm criticised PwC regarding the correction of the Annual Report.

The Meeting resolved to adopt the balance sheet, the income statement, the consolidated balance sheet and the consolidated income statement as of April 30, 2013, with correction according to Appendix 3.

## § 10

The Board of Director's proposed dividend and record date for the dividend were presented. In conjunction herewith, questions from shareholders in attendance were answered regarding the extraordinary dividend. Per Lundin presented that the division of dividend into ordinary and extraordinary dividend cause confusion for the shareholders.

The Meeting approved the proposal of the Board of Directors and the President to distribute, from the year's retained earnings of SEK 2,238,824,174, a dividend of SEK 2 per share to shareholders, of which SEK 1.50 is an ordinary dividend and SEK 0.50 is an extraordinary dividend, and that the remainder should to be carried forward to a new account. It was decided that Friday, September 6, 2013, would be the record date for the dividend.

## §11

The members of the Board of Directors and the President were granted exemption from liability for their administration during the 2012/2013 financial year.

It was noted that shareholders a total holding of 0.002 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

It was noted that the members of the Board of Directors in attendance and the President who hold shares in the Company did not participate in the decision in this item 11.

## §12

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

## §13

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

## § 14

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

The Meeting approved the Nomination Committee's proposal of fees to the Board of Directors totalling SEK 3,550,000 (2,790,000), of which SEK 1,000,000 (750,000) to the Chairman of the Board of Directors and SEK 425,000 (340,000) to each of the external members of the Board of Directors, and remuneration for committee work at a total of SEK 455,000 (430,000), of which SEK 70,000 (unchanged) to the Chairman and SEK 35,000 (unchanged) to any other member of the Company's Executive Compensation Committee, as well as SEK 175,000 (150,000) to the Chairman and SEK 70,000 (unchanged) to any other member of the Company's Audit Committee.

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

It was noted that the Company will continue to pay for Laurent Leksell's medical insurance at an annual premium of a limited amount, which for the current year amounts to approximately SEK 30,000.

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

It was noted that shareholders a total holding of 19.541 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 15

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

Per Lundin criticised the proposal as the Swedish Shareholders' Association is of the opinion that the President and CEO should not be on in the Board of Directors and therefor did not vote.

In accordance with the Nomination Committee's proposal, the Meeting elected Hans Barella, Luciano Cattani, Laurent Leksell, Siaou.Sze Lien, Tomas Puusepp (new), Wolfgang Reim, Jan Secher and Birgitta Stymne Goransson as members of the Board of Directors.

It was noted that Akbar Seddigh had declined re-election.

Laurent Leksell was elected Chairman of the Board.

It was noted that shareholders a total holding of 2.501 % of the votes represented at the Meeting, did not vote or 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.

## § 16

Laurent Leksell reported on the Nomination Committee's proposal for auditor.

Arne Svahn, Leo Gillholm and Runar Edlund criticised the proposal referring to the incorrect figures in the Annual report and therefor voted against the proposal.

In accordance with the Nomination Committee's proposal, the Meeting elected PwC, with Authorized Public Accountant Johan Engstam as auditor in charge, for the period until the end of the Annual General Meeting in 2014.

It was noted that shareholders a total holding of 4.224 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal. Leo Gillholm and Arne Svahn made a reservation against the decision.

## § 17

Laurent Leksell reported on the main aspects of the Board of Directors' proposal for guidelines for remuneration to senior executives.

The Board of Directors' proposal for guidelines for remuneration to senior executives, Appendix 4, was presented.

Per Lundin criticised the size of the remuneration as it is not in line with the Swedish Shareholders' Association's policy and therefor voted against the proposal.

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

It was noted that shareholders a total holding of 0.979 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 18

Laurent Leksell reported on the main aspects of the Board of Director's proposal for an incentive program.

The Board of Directors' proposal for incentive program, Appendix 5, was presented.

It was noted that shareholders a total holding of 0.169 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 19

The Board of Directors' proposal to authorize the Board of Directors to acquire and transfer own shares as well as resolving on the transfer of own shares with reference to Performance Share Program 2011, 2012 and 2013 in accordance with Appendix 6 was presented.

Mats Blomberg criticised the authorization under item 19 a) and argued that as the Board of Directors has not carried out any buy-backs since 2008, the proposal was misleading and should not have been presented. Per Lundin presented that the Swedish Shareholders' Association does not recommend such programs and therefor voted against the proposal.

With respect to item 19 a), it was noted that shareholders a total holding of 0.563 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

Per Lundin made a reservation against the decision.

With respect to item 19 b), it was noted that shareholders a total holding of 0.177 % of the votes represented at the Meeting, did not vote or voted against the proposal.

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Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

With respect to item 19 c), it was noted that shareholders a total holding of 0.169 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

With respect to item 19 d), it was noted that shareholders a total holding of 0.051 % of the votes represented at the Meeting, did not vote or voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 20

The Chairman of the Meeting reported on the Nomination Committee's proposal of a decision with respect to the Nomination Committee for the next Annual General Meeting, in accordance with Appendix 7, which was then presented.

Per Lundin presented that the Nomination Committee's proposal on the appointment of Nomination Committee should be specified to contacting the 4 largest shareholders.

Leo Gillholm presented that the Nomination Committee should be appointed at the Meeting.

It was noted that shareholders a total holding of 2.527 % of the votes represented at the Meeting, voted against the proposal. Since all other shareholders in attendance voted in favour of the proposal, it was determined that the requisite majority had been obtained to adopt the proposal.

## § 21

As there were no other items the Meeting was declared closed. Laurent Leksell expressed his and the Company's warmest thank you to Akbar Seddigh for his contribution and significance to the Company during the past 15 years.

Minutes recorded by:

Verified by:

Jonas Bolander

Bertil Villard

Per Lundin