

Welcome to the Annual General Meeting of shareholders of Elekta AB (publ)

Shareholders of Elekta AB (publ) are hereby invited to attend the Annual General Meeting to be held on Tuesday, September 3, 2013, at 3:00 pm at Stockholm Waterfront Congress Centre, Nils Ericsons Plan 4 in Stockholm. Registration will commence at 2:00 pm.

Notification

Shareholders who wish to attend the Meeting shall:

- be registered in the register of shareholders maintained by Euroclear Sweden AB not later than Wednesday, August 28, 2013; and
- notify the Company of their intention to attend (along with notification of the number of any representatives) no later than on Wednesday, August 28, 2013 at 4:00 pm to:

Internet: www.elekta.com

Mail: Elekta AB (publ)
Annual General Meeting
Box 7842
SE-103 98 Stockholm

Phone: +46 (0) 8 402 92 80

In providing notification of attendance, shareholders must state their name/company name, national identification number/corporate registration number, address, telephone number and the registered number of shares held.

Proxy, shares registered in the name of a nominee etcetera

Shareholders represented by proxy must issue a power-of-attorney for the representative and the original power-of-attorney should be submitted at the same time as the notification. Forms of power-of-attorney in Swedish and English are available on the company's web site, www.elekta.com. If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or corresponding document for the legal entity must be appended. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney, although not longer than five years from the date of issue.

Personal data obtained from notifications, proxies and the register of shareholders kept by Euroclear Sweden AB will be used for the necessary registration and preparation of the voting list for the Meeting.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own names in the shareholders' register maintained by Euroclear Sweden AB in order to participate in the Annual General Meeting. Such re-registration, so called voting right registration, must be completed not later than Wednesday, August 28, 2013, which means that shareholders in sufficient time prior to this date must instruct the nominee to carry out such action.

The financial statements, the auditor's report, the auditor's statement pursuant to Chapter 8 section 54 of the Swedish Companies Act and the Board's complete proposals for decisions in accordance with points 10 (including the Board's reasoned statement in accordance with Chapter 18 Section 4 of the Swedish Companies Act), 18 and 19 a) (including the Board's reasoned statement in accordance with Chapter 19 Section 22 of the Swedish Companies Act), of the agenda will be available on the Company's website, www.elekta.com, and at the Company's head office at Kungstensgatan 18 in Stockholm as of Tuesday, August 13, 2013 and will be distributed to shareholders upon request and notification of postal address. The Nomination Committee's proposals and reasoned statement and details of all proposed members of the Board of Directors will be available on the Company's website from the date of issue of this notice. All of the above documentation will also be presented at the Annual General Meeting.

The total number of shares in the Company amounts to 382,824,132 shares, whereof 14,250,000 shares of series A and 368,574,132 shares of series B, representing a total of 511,074,132 votes. The A-shares carries ten votes and the B-shares carries one vote. The company holds 1 547 332 B-shares, which may not be represented at the general meeting. The information pertains to the circumstances as per the time of issuing this notice.

The shareholders present at the Annual General Meeting have a right to request information regarding the matters on the agenda or the Company's financial situation in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551).

Agenda

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting

4. Approval of the agenda
5. Election of one or two minutes-checkers
6. Determination of whether the Meeting has been duly convened
7. Presentation of the Annual Report and the Auditors' Report and the consolidated accounts and the Auditors' Report for the Group
8. Address by the President and Chief Executive Officer and report on the work of the Board of Directors and Committees of the Board of Directors by the Chairman of the Board
9. Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement
10. Resolution concerning approval of the disposition of the Company's earnings as shown in the balance sheet adopted by the Meeting
11. Resolution concerning the discharge of the members of the Board of Directors and the President and Chief Executive Officer from personal liability
12. Report on the work of the Nomination Committee
13. Determination of the number of members and any deputy members of the Board of Directors
14. Determination of the fees to be paid to the members of the Board of Directors and the auditors
15. Election of Board members and any deputy Board members
16. Election of Auditor
17. Resolution regarding guidelines for remuneration to executive management
18. Resolution on a Performance Share Plan 2013
19. Resolution regarding
 - a) authorization for the Board of Directors to decide upon acquisition of own shares
 - b) authorization for the Board of Directors to decide upon transfer of own shares
 - c) transfer of own shares in conjunction with the Performance Share Plan 2013
 - d) authorization for the Board of Directors to decide upon transfer of own shares in conjunction with the Performance Share Plan 2011 and 2012
20. Appointment of the nomination committee
21. Closing of the Meeting

Proposals by the Board and the Nomination Committee

Point 2 – Chairman of the Meeting

The nomination committee proposes Bertil Villard, attorney at law, as Chairman of the Meeting.

Point 10 – Disposition of the Company’s earnings

The Board of Directors proposes that of the Company’s unappropriated earnings, SEK 2,238,824,174 an amount representing SEK 2.00 per share, of which SEK 1.50 is an ordinary dividend and SEK 0.50 is an extraordinary dividend, should be distributed as dividend to the shareholders and that the remaining unappropriated earnings should be carried forward. Record day for the dividends is proposed to be Friday, September 6, 2013. If the Meeting resolves in accordance with the proposal, payment through Euroclear Sweden AB is estimated to be made on Wednesday, September 11, 2013.

Points 13 to 16 – Election of the Board of Directors and Auditor and remuneration to the Board of Directors and the Auditors

The Nomination Committee proposes that the Board of Directors shall consist of eight (unchanged) members, without deputy members.

It is proposed that remuneration shall be paid to the Board at a total of SEK 3,550,000 (2,790,000) of which SEK 1,000,000 (750,000) to the Chairman of the Board, SEK 425,000 (340,000) to each of the external members of the Board, and remuneration for committee work at a total of SEK 455,000 (430,000), of which SEK 70,000 (unchanged) shall be paid to the Chairman of the Company’s Executive Compensation Committee and SEK 35,000 (unchanged) to any other member of said committee, SEK 175,000 (150,000) shall be paid to the Chairman of the Company’s Audit Committee and SEK 70,000 (unchanged) to any other member of said committee. No board fees or remuneration for committee work shall be paid to members of the Board that are employed by the Company.

The Company will further, until the Annual General Meeting resolves otherwise, continue to pay for Laurent Leksell’s health insurance at an annual premium of a limited amount, which for the current year amounts to approximately SEK 30,000.

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

The Nomination Committee proposes that each of Hans Barella, Luciano Cattani, Laurent Leksell, Siaou-Sze Lien, Wolfgang Reim, Jan Secher and Birgitta Stymne Göransson are re-elected as members of the Board and that Tomas Puusepp is elected new member of the Board.

Laurent Leksell is proposed to be elected Chairman of the Board. Akbar Seddigh has declined re-election.

Tomas Puusepp has served as President and CEO of Elekta since May 1, 2005. Born in 1955, he has a total of more than 30 years of experience in international medical technology. Following studies in engineering and physics and management training at IMD in Lausanne, Switzerland, Tomas Puusepp held various positions at the Research Institute for Atomic Physics, Scanditronix and Ericsson before being employed by Elekta in 1988. Since then, he has held various management positions within the Company, including head of Elekta's neurosurgery operations, President of Elekta's subsidiary in North America and global head of Elekta's sales, marketing and service operations. Tomas Puusepp has no significant assignments outside Elekta. He has no shareholdings or ownership interests in companies with significant business relations with Elekta. Tomas Puusepp is not independent in relation to the Company and the management but is independent in relation to the Company's major shareholders.

The Nomination Committee proposes that PwC, with Authorized Public Accountant Johan Engstam as auditor in charge, is elected as Auditor for the period until the end of the annual general meeting in 2014.

Point 17 – Resolution regarding guidelines for remuneration to executive management

The Board of Directors proposes that the meeting approves the following guidelines for remuneration and other terms of employment for the executive management of the Group. The guidelines will be valid for employment agreements entered into after the Meeting and for any changes made to existing employment agreements thereafter. It is proposed that the Board is given the possibility to deviate from the below stated guidelines in individual cases where specific reasons exist.

Guidelines

It is of fundamental importance to the Group and its shareholders that the guidelines for remuneration and other terms of employment for the executives of the Group attract, motivate and retain competent employees and managers, both in the short and long term. To achieve this goal, it is important to ensure fairness and internal equity, while maintaining market competitiveness in terms of the structure, scope and level of executive compensation within Elekta. Employment conditions for executive management should comprise a balanced mix of

fixed salary, a variable salary component, annual incentive or long-term incentives, pension and other benefits, as well as notice and severance payments, where applicable.

Total Target Cash Compensation

Total Target Cash Compensation, i.e. fixed plus variable salary components, should be competitive in the geographic market where the executive is resident. The level of total target compensation should be reviewed annually to ensure that it is in line with or slightly above the market median, preferably within the lower end of the third quartile (i.e. between 51 percent and 60 percent against the market median), for similar positions in that market. Market medians are established annually with the assistance of external compensation benchmarking. Since compensation should be performance-driven, the target annual variable salary component should account for a relatively high portion of the total target compensation.

Compensation components

The Group compensation system comprises various forms of compensation. This ensures well-balanced remuneration, thereby strengthening and underpinning short and long-term objective setting and achievement.

Fixed salary

Executive Management's fixed salary shall be individual and based on the content and responsibility of the position, the individual's competence and experience in relation to the role held, as well as the geography in which the position is based.

Variable salary

In addition to a fixed salary, Executive Management also has a variable salary component. The variable component is structured as a portion of the total cash remuneration package and is primarily related to the achievement of common Group financial performance goals. The Key Performance Indicators (KPIs) for variable salary components shall primarily be related to the outcome of specific financial objectives within the Group compensation and benefit system. The size of the variable salary component depends on the position held and may amount to between 30 percent and 60 percent of the fixed salary for on-target target performance. Performance against fixed targets and payment for results achieved are measured quarterly. The maximum limit for the part of the variable salary which can be paid out quarterly is 100 percent.

The goals for the variable salary component are established annually by the Board so as to sustain the business strategy and objectives. Other KPIs may be used to drive focus on non-financial objectives of particular interest.

Annual incentive

For performance related to financial goals within the variable salary plan exceeding 100 percent of the target, there is the opportunity for additional compensation called annual incentive. The annual incentive entails a potential to earn a maximum of an additional 60 percent of the target variable salary component. Accordingly, the maximum payout level for the sum of the variable salary component and the annual incentive is capped at a 160 percent of the original target for variable compensation. The plan also contains a minimum performance level or threshold under which no variable salary or annual incentive will be paid out at all.

Equity-based long-term incentive programs

The Board also uses long-term incentives to ensure alignment between shareholder interests and Executive Management, senior managers and other key colleagues. On an annual basis, the Board of Directors evaluates whether an equity-based long-term incentive program should be proposed to the AGM. The main content of the Board's proposal to this year's Annual General Meeting can be found under point 18 in the Board's proposal regarding Performance Share Plan 2013.

In order to strengthen long-term thinking in decision-making and ensure achievement of long-term objectives, while also covering situations where equity-based solutions may be inappropriate or precluded by law, the Board may also selectively decide on other types of non-equity-based long-term incentive programs. Monetary long-term incentives should only be used as remuneration in special circumstances and be in line with practice in each market. They must also require continued employment in the Group.

Retention measures

In order to ensure long-term engagement and retention of key staff in connection with the acquisition of new business, the divestment of operations or other transitional activities, an additional annual incentive with a deferred payment of 12-24 months may or may not be applied. This deferred incentive requires continued employment until an agreed future date for any payment to be made and is applied only in special circumstances, i.e. is not part of any ordinary

executive remuneration scheme. The deferred incentive should never exceed 50 percent of the agreed annual variable salary component and shall in other aspects comply with the Group bonus plan.

Pensions

When establishing new pension agreements, senior executives who are entitled to pension benefits should only be enrolled in defined-contribution schemes. The standard retirement age for Swedish citizens is 65 years while other executives follow the rules of their respective countries of residence. The main guideline is that the size of pension contributions be based only on the fixed salary. Certain individual adjustments may occur based on local market practice.

Other benefits

Benefits such as company cars and health, medical and sickness-related insurance schemes, should be of a more limited value compared with other items of the compensation package and in line with the market practice for the respective geographic market.

Notice periods and severance agreements

Periods of notice in Elekta follow local labor legislative requirements in the geographies in which they are based. Senior executives generally have notice periods of between 6 and 12 months, except for the President and CEO, whose period of notice is 24 months if notice is given by the Company and 8 months, if notice is given by the President and CEO. In the event of a material change of control, the President and CEO shall have the right to terminate the employment with 6 months notice within 120 days, and shall be entitled to severance payment equal to 18 months employment including all employment benefits except for annual incentives and company car.

If employment termination is initiated by the Company, the previous President is entitled to severance pay of three years' salary, including pension benefits, other remuneration during a three year period and four times his annual bonus, calculated as the average bonus paid during the most recent three-year period. In addition, the previous President is entitled to severance pay in the event that he resigns as the result of certain more comprehensive ownership changes. This severance agreement is irrevocable.

Severance agreements entitling executives to lump sum payments will in principle not be signed.

Point 18 – Resolution regarding Performance Share Program 2013

Calculations of dilution are based on the number of shares issued at the time this notice was drafted.

Background

At the 2009 Annual General Meeting the Elekta Group introduced a performance-based share program (Performance Share Program 2009) for key employees. The 2010, 2011 and 2012 Annual General Meeting resolved on Performance Share Program for the respective years, with in essence the same terms and conditions as Performance Share Program 2009.

The Board proposes that the Annual General Meeting pass a resolution regarding a Performance Share Program for 2013. The terms of the proposed Performance Share Program 2013 are in all material respects the same as the terms of earlier resolved Performance Share Programs.

Performance Share Program 2013

It is proposed that the Performance Share Program 2013 cover approximately 150 key employees in the Elekta Group with an opportunity to be allotted class B shares in Elekta free of charge under the following principal terms and guidelines.

The participants in the Performance Share Program 2013 shall be divided into five groups: the President and CEO, other members of the Group management and three additional groups for other senior executives and key employees. For each group, the Board will determine a maximum value for the Performance Share Program 2013 per individual denominated in SEK. The maximum value for the President and CEO is SEK 2,700,000, for other members of Group management SEK 1,350,000 and for other senior executives and key employees not less than SEK 135,000 and not more than SEK 810,000. The total sum of the maximum values for all participants shall not exceed SEK 81,000,000, excluding social security contributions.

Each participant's value shall be converted into a number of shares, based on the average closing share price of the Elekta class B share on NASDAQ OMX Stockholm during a period of ten trading days prior to the date on which the participants are offered the opportunity to participate in the program.

The number of shares that can be allotted depends on the degree of fulfillment of a financial target based on the average earnings per share (EPS) growth during the period from the 2013/2014 financial year to the end of the 2015/2016 financial year. The financial target for being allotted shares under the Performance Share Program 2013 include a threshold that must be exceeded in order for any allotment to occur at all, as well as a ceiling in excess of which no additional allotment will occur. Allotments between the threshold and ceiling are linear. The value that the employee could receive upon the allotment of shares in the program is maximized at 400 percent of the share price at the time of the offer to participate in the program. The performance target shall be adjusted upon the occurrence of events affecting the Elekta Group's operations or the number of outstanding shares in the Company or otherwise affecting the performance target and deemed relevant by the Board.

The allotment of shares normally requires that the persons covered by the program are employed in the Elekta Group during the entire performance period. If all conditions included in the Performance Share Program 2013 are met, the shares shall be allotted free of charge following the conclusion of the three-year performance period and upon approval of the results by the Board. Before the final number of shares to be allotted is determined, the Board shall examine whether the allotment is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances. Should the Board determine that this is not the case, it shall reduce the number of shares to be allotted to a lower number of shares deemed appropriate by the Board.

The participants shall not provide any payment for their rights under the program. At the time the shares are allotted, the participants shall receive compensation for cash dividends during the three-year performance period.

The Board is entitled to introduce an alternative incentive solution for employees in countries where participation in the Performance Share Program 2013 is not appropriate. Such alternative incentive solutions shall, as far as practically possible, correspond to the terms of the Performance Share Program 2013.

Assuming that the maximum number of shares is allotted under the Performance Share Program 2013 and a share price of SEK 100, a maximum of 939,600 class B shares will be required to

fulfill the commitments under the program (including social security contributions), corresponding to approximately 0.25 percent of the total number of outstanding shares.

To secure delivery under the Performance Share Program 2013, the Board proposes under point 19 c), that not more than 939,600 class B shares be transferred to employees in the Elekta Group and, in addition, that a portion of the shares also be transferred on NASDAQ OMX Stockholm to cover social security contributions and other expenses.

Assuming that the maximum number of shares is allotted under the Performance Share Program 2013 and a share price of SEK 100, the cost is estimated at approximately SEK 93,960,000 including social security contributions and the financing cost for repurchased own shares.

Point 19 a) – Resolution regarding authorization for the Board to decide upon acquisition of own shares

The Board proposes that the Meeting authorize the Board during the period until the next Annual General Meeting to decide, on one or more occasions, on the acquisition of a maximum number of own shares so that, after the purchase, the Company holds not more than 10 percent of the total number of shares in the Company. Such shares shall be purchased on NASDAQ OMX Stockholm at a price that is within the registered price interval (spread) at any given time, meaning the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of NASDAQ OMX Stockholm at any given time. The purpose of the repurchase of own shares is firstly to align the Company's capital structure to the Company's capital requirements and, where appropriate, to enable share transfers in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions. An additional objective is to facilitate hedging of costs and delivery in relation to the Performance Share Program 2013 proposed under point 18.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this point 19 a) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Point 19 b) – Resolution regarding authorization for the Board to decide upon the transfer of own shares

The Board proposes that the Meeting authorize the Board during the period until the next Annual General Meeting to decide, on one or more occasions, on the transfer of shares in the Company. The shares may only be transferred in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions, and the transfers may not exceed the maximum number of treasury shares held by the Company at any given time. Transfer of own shares shall be made either on NASDAQ OMX Stockholm or in another manner. In conjunction with the acquisition of companies or operations, transfer of own shares may be made with deviation from the shareholders' preferential rights and at a price that is 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. Payment for shares transferred in this manner may be made in cash or through a non-cash issue or offsetting of claims against the Company, or on other specific terms. The reason for the Board's authorization to waive the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with the financing of any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this point 19 b) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Point 19 c) – Resolution regarding the transfer of own shares with reference to the Performance Share Program 2013

The Board proposes that the Meeting resolves on transfer of own shares in the Company and authorization for the Board as a result of Performance Share Program 2013 on the following terms.

- i) No more than 939,600 shares of series B can be transferred with deviation from the shareholders' preferential rights.
- 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 2013. 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 2013.

- 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 2013.
- iv) Employees covered by the terms of the Performance Share Program 2013 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 129,600 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 2013. 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 Meeting's resolution in accordance with the proposal under this point 19 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.

Point 19 d) – Resolution regarding authorization for the Board to decide upon the transfer of own shares with reference to the Performance Share Program 2011 and 2012

The Board proposes that the Meeting authorize the Board during the period until the next Annual General Meeting to decide, on one or more occasions, on the transfer of not more than 319,600 shares on NASDAQ OMX Stockholm, with reference to the Performance Share Program 2011 and 2012, to cover certain expenditures, mainly social security contributions. Transfers may be executed at a price that is 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 resolution of the Meeting in accordance with the Board's proposal pursuant to this point 19 d) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Point 20 – Question regarding appointment of the Nomination Committee

The Nomination Committee proposes that the Meeting resolves that a 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 Corporate Governance Code (*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. The Nomination Committee shall appoint a Chairman of the Nomination Committee among its members. The term of office for the Nomination Committee ends when a new Nomination Committee has been appointed. 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 shareholder with the largest holding of voting rights 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 who after the constituting of the Committee, has come to be among the shareholders with the

largest shareholdings in the Company. Such co-opted member does not participate in the Nomination Committee's decisions.

Stockholm in August, 2013

The Board of Directors of Elekta AB (publ)