

Nomination Committee's proposals to the Annual General Meeting of Elekta AB (publ) (points 2, 13-16 and 20 of the agenda) and the Nomination Committee's reasoned statement regarding its proposal for the Board of Directors

In accordance with the decision by the Annual General Meeting on September 4, 2012 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 the largest holders of voting rights as per the last banking day in September, who each appointed a member to join the Chairman of the Board and form the Nomination Committee of Elekta and to carry out the tasks specified by the Swedish Corporate Governance Code (Sw. Svensk kod för bolagsstyrning).

Accordingly, the Nomination Committee for the Annual General Meeting 2013 has been comprised of the following members:

- Laurent Leksell – private and controlled companies' shareholdings
- Åsa Nisell – Swedbank Robur funds
- Ossian Ekdahl – Första AP-fonden
- Anders Oscarsson – AMF Insurance and Funds
- Akbar Seddigh – Chairman of the Board

The Nomination Committee appointed Laurent Leksell as Chairman of the Committee which is a deviation from the Swedish Corporate Governance Code, since Laurent Leksell also serves as an executive director of the company. This decision by the Nomination Committee was motivated by the fact that Laurent Leksell is a major shareholder of the company who is well suited to effectively lead the work of the Nomination Committee in order to achieve the best result for the company's shareholders.

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 has held three minute-kept meetings. The Nomination Committee has prepared and handled issues specified by the Swedish Corporate Governance Code 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 of Directors as follows.

Chairman of the Meeting

The Nomination Committee proposes Bertil Villard, attorney at law, as 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 eight (unchanged) 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 3,550,000 (2,790,000), of which SEK 1,000,000 (750,000) to the Chairman of the Board and SEK 425,000 (340,000) to each of the external members of the Board.

No board fees shall be paid to members of the Board employed by the company.

The proposed increase of the board fees is motivated by the comparison that the Nomination Committee has made, where it is clear that the company's board fees are low in comparison to other comparable companies. Considering Elekta's substantially increased market value and its complex international business environment, the increase is considered motivated.

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 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 455,000 (430,000), of which SEK 70,000 (unchanged) shall be paid to the Chairman of the 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 Audit Committee and SEK 70,000 (unchanged) to any other member of said committee.

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 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 for the time until the next annual general meeting in 2014 and that Tomas Puusepp is elected new member of the Board for the same period.

The Nomination Committee further proposes that Laurent Leksell is elected Chairman of the Board. Laurent Leksell's employment in the company ends on August 30, 2013.

Chairman of the Board, Akbar Seddigh, who has been a member of the Board since 1998 and the Chairman of the Board since 1999 as well as Chairman of the Executive Compensation Committee, has decline re-election.

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

Hans Barella

Born: 1943

Member of the Board since 2003 and chairman of the Audit Committee

Holdings: –

Former President and CEO of Philips Medical Systems

MSc

Other Board Memberships:

Chairman of the Board: Sapiens GmbH and SuperSonic Imagine SA

Luciano Cattani

Born: 1945

Member of the Board since 2008 and member of the Compensation Committee

Holdings: 1,000 B-convertibles

Former Group President International and Executive Vice President

International Public Affairs, Stryker Corporation

MSc

Other Board Memberships:

Vice Chairman of the Board: EQVAL SA

Member of the Board: EgeaMedical-Carpi and Sorin Spa

Laurent Leksell

Born: 1952

Member of the Board since 1972 and Executive Director since 2005

Holdings: 14,250,000 A-shares; 9,406,624 B-shares,

3,562,500 A-convertibles, 2,500,681 B-convertibles

Founder and former President and CEO of Elekta AB, 1972-2005

MBA, PhD Economics

Other Board Memberships:

Chairman of the Board: Stockholm City Mission

Member of the Board: Sweden-China Trade Council and

International Chamber of Commerce (ICC)

Siaou-Sze Lien

Born: 1950

Member of the Board since 2011 and member of the Executive Compensation Committee

Holdings: –

Former Senior Vice President of Hewlett Packard Asia Pacific & Japan region

MSc

Other Board Memberships:

Member of the Board: Luvata Holdings, Nanyang Technological University (NTU),

NTU:s Confucius Institute and Republic Polytechnic Singapore

Wolfgang Reim

Born: 1956

Member of the Board since 2011

Holdings: –

Former Managing Director of Dräger Medical AG

PhD in physics

Other Board Memberships:

Chairman of the Board: Ondal Medical Systems GmbH

Member of the Board: Carl Zeiss Meditec AG, GN Store Nord A/S,

Klingel GmbH and Medlumics S.L.

Jan Secher

Born: 1957

Member of the Board since 2010 and member of the Audit Committee

Holdings: 8,800 B-shares and 2,340 B-convertibles

MSc

President and CEO of Perstorp AB from September 16, 2013

Former President and CEO of Ferrostal AG

Other Board Memberships:

Chairman of the Board: Peak Management AG

Member of the Board: Holmstaden A/S (Chairman of the Board from October 1, 2013).

Birgitta Stymne Göransson

Born: 1957

Member of the Board since 2005
Holdings: 7,600 B-shares and 1,900 B-convertibles
President and CEO of Memira
MSc and MBA

Other Board Memberships:

Chairman of the Board: Fryshuset Foundation
Member of the Board: Medivir AB, Rhenman & Partners AB and Stockholm Chamber of Commerce

Tomas Puusepp

Born: 1955
Proposed for new election
Employed in Elekta AB since 1988
Holdings: 600,000 B-shares and 150,000 B-convertibles
CEO and President of Elekta AB
Bachelor of Science

Other Board Memberships:

Member of the Board: Swedish-American Chamber of Commerce in New York and American Chamber of Commerce in Stockholm

The proposed Board fulfills the requirements regarding independence in the Swedish Corporate Governance Code. Six of the proposed Board members Hans Barella, Luciano Cattani, Siaou-Sze Lien, Wolfgang Reim, Jan Scher and Birgitta Stymne Göransson are all independent in relation to both the company and the management as well as to the company's major shareholders. Tomas Puusepp is not independent in relation to the company and the management but is independent in relation to the company's major shareholders. Laurent Leksell is not independent in relation to the company and the management or to major shareholders.

Auditor

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

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

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 connected to Elekta's long term strategy, business direction and development phase. The Nomination

Committee has, as basis for its work, *inter alia* considered the result from the evaluation of the Board and the work of the Board as well as the Chairman of the Board's statement hereof.

The Chairman of the Board, Akbar Seddigh, has informed the Nomination Committee that he is not available for re-election at the Annual General Meeting 2013. All other members of the Board have informed the Nomination Committee that they are available for re-election. The Nomination Committee would like to thank Akbar Seddigh for a remarkable job and Akbar's contribution to the company's development and the Board's work during the past 14 years.

The Nomination Committee wants to secure the continuity and the high competence in the Board. As Elekta is in an expansive phase both product wise and geographically there is a need to further secure the competence within the medical technology international industry. Tomas Puusepp has a unique competence and experience within the medical technology industry with a substantial international network and international experience.

The Nomination Committee's assessment is that the proposed Board has an appropriate constellation to meet the demands for the company in the coming years. The Nomination Committee has particularly taken into account the company's strategy, business and development phase as well as other relevant circumstances. The proposal also fulfills the requirements set out in point 4.1 in the Swedish Corporate Governance Code regarding diversity and breadth of the members of the Boards' qualifications, experiences and background. The proposal does not fully fulfill the requirement to strive for equal gender distribution. Two out of the proposed eight members of the Board are women, and six are men. The view of the Nomination Committee is that it is essential to always actively search for competent candidates of both genders which in the long term should result in a more equal gender distribution on the Board.

Procedure for the appointment of the Nomination Committee

The Nomination Committee proposes that the procedure for appointment of Nomination Committee for the Annual General Meeting 2014 shall be in accordance with the following:

The Nomination Committee proposes that the Annual General Meeting 2013 resolves that a Nomination Committee shall 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. 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 at that time 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.
