

Minutes No. 35
recorded at the Annual
General Meeting of
Shareholders in Elekta
AB (pub), 556170-4015
held on August 28,
2014, 3:00 p.m.,
Courtyard by Marriott,
Rålambshovsleden 50,
Stockholm

§ 1

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

§ 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 at the Meeting namely Hans Barella, Luciano Cattani, Laurent Leksell, Siaou-Sze Lien, Tomas Puusepp, Wolfgang Reim, Jan Secher and Birgitta Stymne Goransson. 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, Maria De Geer from the Swedish Shareholders' Association, to verify the Minutes in addition to the Chairman of the Meeting.

§ 6

It was noted that the notice of the Meeting had been published in *Post- och Inrikes Tidningar* on 31 July 2014 and on the company's website as of 30 July 2014, and that information about the notice being published was advertised in *Svenska Dagbladet* on 31 July 2014.

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 2013/2014 financial year were presented.

§ 8

The President, Niklas Svander, 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 from Maria De Geer from the Swedish Shareholders' Association who asked questions regarding accounts receivable in relation to any industry average and regarding the company's business model. Further, Gunnar Björkman *inter alia* asked about the net sales and Arne Svahn asked about how proposed new taxation rules could come to impact the company.

Laurent Leksell reported on the work by the Board of Directors and its committees during the 2013/2014 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 2013 Annual General Meeting. It was noted that the auditor supported the proposals under items 9-11 below.

§ 9

The Meeting resolved to adopt the balance sheet, the income statement, the consolidated balance sheet and the consolidated income statement as of 30 April 2014.

§ 10

The Board of Director's proposed dividend and record date for the dividend were presented. Maria De Geer from the Swedish Shareholders' Association asked about the division of dividend into ordinary and extraordinary dividend.

The Meeting approved the proposal of the Board of Directors and the President to distribute, from the year's retained earnings of SEK 2,066,623,017, 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 Tuesday, 2 September 2014, would be the record date for the dividend.

§11

The members of the Board of Directors and the former President Tomas Puusepp were granted exemption from liability for their administration during the 2013/2014 financial year.

It was noted that shareholders holding 0.057% 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 Tomas Puusepp 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 and presented the Nomination Committee's reasoned statement regarding the proposal for the Board of Directors.

§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 4,370,000 (4,005,000), of which SEK 1,040,000 (1,000,000) to the Chairman of the Board of Directors and SEK 445,000 (425,000) to each of the external members of the Board of Directors, SEK 90,000 (70,000) to the Chairman and SEK 50,000 (35,000) to any other member of the company's Executive Compensation Committee, as well as SEK 200,000 (175,000) to the Chairman and SEK 110,000 (70,000) to any other member of the company's Audit Committee.

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

It was noted that shareholders holding 0.954% 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.

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

Laurent Leksell was re-elected Chairman of the Board of Directors.

It was noted that shareholders holding 0.920% 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.

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 2015.

It was noted that shareholders holding 0.367% 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.

§ 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 3, was presented.

Maria De Geer from the Swedish Shareholders' Association criticised the size of the variable remuneration and 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 holding 2.231% 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 Directors' proposal for the Performance Share Plan 2014.

The Board of Directors' proposal for the Performance Share Plan 2014, Appendix 4, was presented.

The Chairman of the Meeting informed about the preliminary votes which had been submitted showing that the proposal under item 19 c) regarding transfer of own shares in conjunction with the Performance Share Plan 2014 would not obtain the requisite majority. It was noted that the company in such circumstance will analyse how the company can fulfil its obligations under the plan, where one alternative is that the company enters into a share swap agreement with a third party in order to secure delivery of shares to the participants.

It was noted that shareholders holding 11.663% 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 Plan 2012, 2013 and 2014 in accordance with Appendix 5 was presented.

Maria De Geer stated that the Swedish Shareholders' Association does not recommend the types of authorizations presented under item 19 a) and 19 b) and therefore voted against the proposals.

19 a)

It was noted that shareholders holding 0.796% 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 b)

It was noted that shareholders holding 0.833% 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 c)

The Chairman of the Meeting informed about the preliminary votes which had been submitted showing that the proposal under item 19 c) would not obtain the requisite majority. Laurent Leksell stated that the company, *inter alia* due to competition reasons, chosen, unlike previous years, not to publish the level of target achievement

for certain allotment under the Performance Share Plan 2014. It was noted that the company annually will publish the outcome in the plan. Åsa Nisell, Swedbank Robur funds, stated that for future plans it would be desirable if the proposal for the plan would include information about how levels for the performance targets are communicated and reported.

It was noted that shareholders holding 12.227% of the votes represented at the Meeting, did not vote or voted against the proposal and it was determined that the requisite majority had not been obtained to adopt the proposal.

19 d)

It was noted that shareholders holding 1.207% 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 6, which was then presented.

It was noted that shareholders holding 13.942% 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.

Minutes recorded by:

Jonas Bolander

Verified by:

Bertil Villard

Maria De Geer