

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 Thursday, August 28, 2014, at 3:00 pm at the Hotell Courtyard by Marriott, Rålambshovsleden 50 in Stockholm. Registration will commence at 2:00pm.

Notification

Shareholders who wish to attend the Meeting shall:

- be registered in the register of shareholders maintained by Euroclear Sweden AB not later than Friday, August 22, 2014; and
- notify the Company of their intention to attend (along with notification of the number of any representatives) no later than on Friday, August 22, 2014, preferably before 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 Friday, August 22, 2014, 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 Thursday, August 7, 2014 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 382,828,663 shares, whereof 14,250,000 shares of series A and 368,578,663 shares of series B, representing a total of 511,078,663 votes. The series A shares carries ten votes and the series B shares carries one vote. The Company holds 1,541,368 series 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 2014;
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 2014
 - d) authorization for the Board of Directors to decide upon transfer of own shares in conjunction with the Performance Share Plan 2011, 2012 and 2013;
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 2,066,623,017 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 Tuesday, September 2, 2014. If the Meeting resolves in accordance with the proposal, payment through Euroclear Sweden AB is estimated to be made on Friday, September 5, 2014.

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 3,710,000 (3,550,000) of which SEK 1,040,000 (1,000,000) to the Chairman of the Board, SEK 445,000 (425,000) to each of the external members of the Board, and remuneration for committee work at a total of SEK 660,000 (455,000), of which SEK 90,000 (70,000) shall be paid to the Chairman of the Company's Executive Compensation Committee and SEK 50,000 (35,000) to any other member of said committee, SEK 200,000 (175,000) shall be paid to the Chairman of the Company's Audit Committee and SEK 110,000 (70,000) 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.

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, Tomas Puusepp, Wolfgang Reim, Jan Secher and Birgitta Stymne

Göransson are re-elected as members of the Board. Laurent Leksell is proposed to be re-elected Chairman of the Board.

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 2015.

Point 17 – Resolution regarding guidelines for remuneration to executive management

The Board of Directors proposes that the Annual General Meeting approve 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 AGM and for any changes made to existing employment agreements thereafter. It is proposed that the Board be given the ability to deviate from the below-stated guidelines in individual cases where specific reasons or requirements exist. The guidelines in the following proposal are, in all material aspects, unchanged compared to the guidelines which were proposed by the Board of Directors and approved by the AGM on September 3, 2013.

Guidelines

It is of fundamental importance to Elekta 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, long-term incentives, pension and other benefits, as well as notice and severance payments, where applicable.

Total target cash compensation

Total target cash compensation, (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 above market median and within the third quartile 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 and functional 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 performance. Performance against fixed targets and payment for results achieved are measured quarterly. Quarterly payments against variable salary components are capped at 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 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.

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 and rare circumstances, i.e. is not part of any ordinary executive remuneration scheme. The deferred incentive should never exceed 50 percent of the contractual 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. 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 the President and CEO shall be entitled to severance payment equal to 18 months employment including all employment benefits except for annual incentives and company car.

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

Preparation and decision process

During the year, Elekta's Executive Compensation & Capability Committee (ECCC) provided the Board with recommendations regarding principles for formulating the Group's remuneration system and remuneration of senior executives and senior managers. The recommendations covered formulation of the bonus system, distribution between fixed and variable remuneration and the size of any salary increases. The ECCC also proposed criteria for assessing the performance of senior executives and senior managers. The Board has discussed the proposals from the ECCC and its motion to the AGM is based on the recommendation submitted. Elekta's ECCC comprises the Chairman of the Board and two independent Board members. The President and CEO attend the committee's meetings. The Group Vice President Human Resources acts as the ECCC secretary.

Point 18 – Resolution regarding Performance Share Program 2014

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

Background

The Annual General Meeting of Elekta has, for a number of years, resolved on a long-term incentive program in the form of a performance-based share program for key employees in the Elekta group.

The Board proposes that the Annual General Meeting resolves on a Performance Share Plan 2014 pursuant to the main principles set forth below. The proposal entail certain changes relative to previous program to better reflect Elekta's remuneration strategy to attract and retain competence on competitive terms as well as Elekta's business strategy and financial targets.

Performance Share Plan 2014

It is proposed that the Performance Share Plan 2014 cover approximately 180 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 Plan 2014 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 Plan 2014 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 118,000 and not more than SEK 800,000. The total sum of the maximum values for all participants shall not exceed SEK 93,500,000, 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 total number of shares that can be allotted depends on the degree of fulfillment of two financial targets, which are independent of each other, for the Group's (i) earnings before interest, taxes and amortizations (EBITA) with 50 per cent weight and (ii) business volume in local currency (sales and orders) with 50 per cent weight. The performance targets are measured and earned by one-third each financial year during the period from the 2014/2015 financial year to the end of the 2016/2017 financial year. The financial targets for being allotted shares under the Performance Share Plan 2014 include a minimum level that must be exceeded in order for any allotment to occur at all, as well as a maximum level in excess of which no additional allotment will occur. Allotment between the minimum level and maximum level is linear. The Board establishes, based on inter alia budget, the minimum and maximum level for the respective performance target. The levels that are established and to what extent they have been achieved will be presented at latest when the program ends. The performance targets 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 targets 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.

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.

If all conditions included in the Performance Share Plan 2014 are met, the shares shall be allotted free of charge three years after an agreement has been entered into 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 financial years 2014/2015, 2015/2016 and 2016/2017.

The Board is entitled to introduce an alternative incentive solution for employees in countries where participation in the Performance Share Plan 2014 is not appropriate. Such alternative incentive solutions shall, as far as practically possible, correspond to the terms of the Performance Share Plan 2014.

Assuming that the maximum number of shares is allotted under the Performance Share Plan 2014 and a share price of SEK 95, a maximum of 1,139,600 class B shares will be required to fulfill the commitments under the program (including social security contributions), corresponding to approximately 0.30 percent of the total number of outstanding shares.

To secure delivery under the Performance Share Plan 2014, the Board proposes under point 19 c), that not more than 1,139,600 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 Plan 2014 and a share price of SEK 95, the cost is estimated at approximately SEK 108,262,000 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 five 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 Plan 2014 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 Plan 2014

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 Plan 2014 on the following terms.

- i) No more than 1,139,600 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 Plan 2014. 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 Plan 2014.
- 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 Plan 2014.
- iv) Employees covered by the terms of the Performance Share Plan 2014 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 157,200 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 Plan 2014. 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 Plan 2011, 2012 and 2013

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 449,200 shares on NASDAQ OMX Stockholm, with reference to the Performance Share Plan 2011, 2012 and 2013, 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 procedure for appointment of Nomination Committee for the Annual General Meeting 2015 shall be arranged in accordance with the following:

The Chairman of the Board shall, before the end of the second quarter of the financial year, contact the four largest holders of voting rights, besides the or those shareholders the Chairman of the Board may represent, which may appoint one person each that, together with the Chairman of the Board, shall constitute the Nomination Committee until the end of the next Annual General Meeting, or, where applicable, until a new Nomination Committee has been appointed. Where shareholders refrain from their respective right to appoint a member to the Nomination Committee, the right to appoint a member to the Nomination Committee shall pass on to the thereafter largest holder of voting rights which not yet have appointed or have had the right to appoint a member to the Nomination Committee. Euroclear Sweden AB's list of shareholders on the last banking day in September and other reliable information being provided the company on such date, shall form the basis of the assessment of which holders of voting rights being the largest. Unless the Nomination Committee unanimous resolves to appoint another member as the Chairman of the Nomination Committee, the Chairman of the Nomination Committee shall be the member of the Nomination Committee being appointed by the largest holder of voting rights. The Nomination Committee shall be entitled to, following a unanimous resolution hereof, appoint a person as co-opt member to the Nomination Committee. Such co-opted member does not participate in the Nomination Committee's resolutions. The

names of the members of the Nomination Committee and the names of those having appointed them, shall be made public as soon as they have been appointed, however no later than six months before the next Annual General Meeting. No remuneration shall be paid to the members of the Nomination Committee.

If any of the shareholders having appointed a member to the Nomination Committee sells its 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 resolves, be replaced by a member to be appointed by the shareholder at that time being the largest shareholder following the shareholders being represented in the Nomination Committee. If any of the members of the Nomination Committee ceases to represent the shareholder having appointed that member, before the assignment of the Nomination Committee has been fulfilled, that member shall be replaced, if the shareholder so wishes, by a new representative appointed by that shareholder. The Nomination Committee is entitled to, if deemed appropriate and besides a co-opted member possibly appointed in accordance with above, co-opt a member to the Nomination Committee who is appointed by a shareholder who after the constituting of the Nomination Committee, has come to be among the four largest holders of voting rights. Such co-opted member does not participate in the Nomination Committee's resolutions.

The Nomination Committee shall execute its assignment in accordance with the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) and other applicable rules. The assignment includes *inter alia* to present proposals on:

- i) Chairman at Annual General Meeting;
- ii) Chairman and other members of the Board of Directors;
- iii) remuneration to non-executive members;
- iv) remuneration to the Company's auditor and election of auditor; and
- v) where so deemed necessary, proposal to amend the instructions for the Nomination Committee.

Stockholm in July, 2014

The Board of Directors of Elekta AB (publ)