

**Point 19 a) – Resolution regarding the transfer of own shares in conjunction with the Performance Share Plan 2014**

The Annual General Meeting 2014 did not approve the Board’s proposal regarding transfer of own shares in conjunction with the Performance Share Plan 2014, despite that the Annual General Meeting previously approved the plan itself. The Board, however, believes that this is the most cost efficient way to fulfill the company’s obligations, and thus therefor proposes again 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.

The Board has set the targets for the 2014 Performance Share Plan as follows. Under the 2014 Performance Share Plan, the targets are set annually and are measured and earned by one-third each financial year during the financial year 2014/2015 until financial year 2016/2017. The targets for the 2015/2016 financial year are disclosed in the table below:

<b>2014 Performance Share Plan</b>			
	2015/2016 Fiscal Year		
	Target, %	Maximum, %	Weight, %
EBITA, % growth fiscal 2015 vs. 2014*	10	15	50
Business Volume, % growth fiscal 2015 vs. 2014	3	5	50
<i>* Excl. non recurring items and currency impact</i>			

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 that was resolved upon at last year's Annual General Meeting. The Board considers it an advantage for the Company and its shareholders that the employees are shareholders in the Company.

In order for the Meeting's resolution in accordance with the proposal under this point 19 a) 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 b) – Resolution regarding authorization for the Board to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2013 and 2014**

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 286,800 shares on Nasdaq Stockholm, with reference to the Performance Share Plan 2013 and 2014, 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 Stockholm at any given time.

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.

Stockholm in July, 2015

The Board of Directors of Elekta AB (publ)