

**Item 20 a) – Proposal by the Board of Directors of Elekta AB (publ) for a resolution regarding authorization for the Board to decide upon acquisition of own shares and the reasoned statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act**

The Board of Directors proposes that the Annual General Meeting authorizes 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 ten percent of the total number of shares in the Company. Such shares shall be purchased on Nasdaq 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 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 2017 proposed under item 18.

The resolution of the Annual General Meeting in accordance with the Board of Directors' proposal pursuant to this item 20 a) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

In accordance with Chapter 19, Section 22 of the Swedish Companies Act (2005:551), the Board of Directors shall render a reasoned statement with the proposal for the Annual General Meeting to authorize the Board of Directors to decide upon acquisition of own shares. The Board of Directors hereby makes the following reasoned statement:

The financial position of the Company and the Group as per April 30, 2017, is stated in the Annual Report 2016/17. The Annual Report also includes the principles for measuring assets, appropriations and liabilities.

The Board of Directors' proposal regarding the acquisition of own shares means that the Board is authorized to decide upon acquisition of a maximum number of own shares to the extent that after purchase the Company holds not more than ten percent of the total number of shares in the Company.

The Board of Directors is of the opinion that the proposed authorization to acquire own shares is justifiable in view of the requirements posed by the nature, scope and risks, on the size of the Company's and the Group's equity as well as the consolidation needs, liquidity and position of the Company and the Group in other respects. The proposed dividend of SEK 1.00 per share has herewith been taken into account.

**Item 20 b) – Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors 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 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 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 of Directors' 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 Annual General Meeting in accordance with the Board of Directors' proposal pursuant to this item 20 b) must be supported by shareholders representing at

least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

Stockholm in July, 2017

The Board of Directors of Elekta AB (publ)