

[This is a translation only. For the formal minutes from the Meeting, please see the Swedish language version.]

Minutes No. 39 recorded at the Annual General Meeting of Shareholders in Elekta AB (pub), 556170-4015 held on 30 August 2018, 2:00 p.m., Moderna Museet, Stockholm

## **§ 1 Opening of the Meeting**

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

## **§ 2 Election of the Chairman of the Meeting**

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 Associate General Counsel, Cecilia Swolin, was appointed to keep the minutes at the Meeting.

The Meeting approved the presence of guests at the Meeting.

It was noted that all members of the Board of Directors were present at the Meeting. Further it was noted that the company's auditor PricewaterhouseCoopers AB was present with Johan Engstam as principally responsible auditor.

## **§ 3 Preparation and approval of the list of shareholders entitled to vote at the Meeting**

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 Approval of the agenda**

The Agenda was approved, Appendix 2.

## **§ 5 Election of one or two minutes-checkers**

The Meeting elected one minutes-checker, Per Lundin, representing the Swedish Shareholders' Association, to verify the minutes in addition to the Chairman of the Meeting.

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## **§ 6 Determination of whether the Meeting has been duly convened**

It was noted that the notice of the Meeting had been published in *Post- och Inrikes Tidningar* on 1 August 2018 and on the company's website as of 31 July 2018, and that information about the notice being published was advertised in *Svenska Dagbladet* on 1 August 2018.

It was determined that the Meeting had been duly convened.

## **§ 7 Presentation of the Annual Report and the Auditors' Report and the consolidated accounts and the Auditors' Report for the Group**

The Report of the Board of Directors and the President and CEO, including the Annual Report, the Audit Report, the consolidated accounts and the Audit Report for the consolidated accounts for the 2017/2018 financial year were presented.

## **§ 8 Address by the President and CEO and report on the work of the Board of Directors and committees of the Board of Directors by the Chairman of the Board of Directors**

The President and CEO, Richard Hausmann, *inter alia* reported on market trends and the company's operations during the financial year 2017/2018. In conjunction with this report, questions from shareholders in attendance were answered, among others from Victor Winberg from Folksam KPA Fonder, Per Lundin from the Swedish Shareholders' Association, Bengt Wernersson and Hans Andersson.

Laurent Leksell reported on the work by the Board of Directors and its committees during the 2017/2018 financial year. In conjunction with this report, questions from shareholders in attendance were answered, among others from Bengt Wernersson and Leo Gillholm.

The company's principally responsible auditor, Johan Engstam, PricewaterhouseCoopers AB, *inter alia* reported on the audit work during 2017/2018. In conjunction herewith, questions from the shareholder Leo Gillholm were answered. It was noted that the auditor supported the proposals under items 9-11 below.

## **§ 9 Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement**

The Meeting resolved to adopt the balance sheet, the income statement, the consolidated balance sheet and the consolidated income statement as of 30 April 2018.

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#### **§ 10 Resolution concerning approval of the disposition of the Company's earnings as shown in the balance sheet adopted by the Meeting**

The Board of Director's proposed dividend and record dates for the dividend were presented.

The Meeting approved the proposal of the Board of Directors to distribute, from the year's retained earnings of SEK 2,474,667,003, a dividend of SEK 1.40 per share to shareholders and that the remainder should be carried forward to a new account. It was decided that the dividend would be distributed on two payment occasions of SEK 0.70 per payment. It was decided that Monday, 3 September 2018 would be the record date for the first dividend and Monday, 4 March 2019 for the second dividend.

It was noted that shareholders holding 0.14% of the votes represented at the Meeting voted against the proposal. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

#### **§ 11 Resolution concerning the discharge of the members of the Board of Directors and the President and CEO from personal liability**

The members of the Board of Directors and the CEO were granted exemption from liability for their administration during the 2017/2018 financial year.

It was noted that the members of the Board of Directors in attendance did not participate in the decision in this item 11.

It was noted that shareholders holding 0.50% of the votes represented at the Meeting voted against the proposal and that shareholders holding 0.50% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

#### **§ 12 Report on the work of the Nomination Committee**

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, [Appendix 3](#).

#### **§ 13 Determination of the number of members and any deputy members of the Board of Directors**

The Meeting decided that the Board of Directors shall consist of nine members and no deputy members.

It was noted that shareholders holding 0.09% of the votes represented at the Meeting voted against the proposal. As all other shareholders present voted in favour of the

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proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

#### **§ 14 Determination of the fees to be paid to the members of the Board of Directors and the Auditor**

The Meeting approved the Nomination Committee's proposal of fees, up until the next Annual General Meeting, to the Board of Directors totalling SEK 5,165,000 (5,010,000), of which SEK 1,165,000 (1,030,000) to the Chairman of the Board of Directors and SEK 500,000 (485,000) to each of member of the Board of Directors not employed by the company.

The Meeting further resolved on remuneration for committee work, up until the next Annual General Meeting, totalling SEK 965,000 (755,000), of which SEK 110,000 (110,000) to the Chairman and SEK 75,000 (75,000) to any other member of the company's Executive Compensation Committee, as well as SEK 225,000 (225,000) to the Chairman and SEK 135,000 (135,000) 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 0.58% of the votes represented at the Meeting voted against the proposal. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

#### **§ 15 Election of Board members and any deputy Board members**

The Chairman informed the Meeting of the assignments the proposed members of the Board of Directors held in other companies. In conjunction with this report, questions from shareholders in attendance were answered from Bengt Wernersson.

In accordance with the Nomination Committee's proposal, the Meeting resolved to re-elect Annika Espander Janson, Laurent Leksell, Caroline Leksell Cooke, Johan Malmquist, Tomas Puusepp, Wolfgang Reim, Jan Secher and Birgitta Stymne Göransson as members of the Board of Directors. Cecilia Wikström was elected as a new member of the Board of Directors.

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

It was noted that shareholders holding 2.21% of the votes represented at the Meeting voted against the proposal and that shareholders holding 0.10% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

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Luciano Cattani was thanked for his commendable services as member of the Board of Directors.

## **§ 16 Election of Auditor**

In accordance with the Nomination Committee's proposal, the Meeting resolved to re-elect PricewaterhouseCoopers AB, with Authorized Public Accountant Johan Engstam as auditor in charge, for the period until the end of the Annual General Meeting in 2019.

It was noted that shareholders holding 0.03% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

## **§ 17 Resolution regarding guidelines for remuneration to executive management**

Laurent Leksell reported on the main aspects of the Board of Directors' proposal for guidelines for remuneration to senior executives and in conjunction herewith questions from Lars Bramelid and Per Lundin from the Swedish Shareholders' Association were answered.

The Board of Directors' proposal for guidelines for remuneration to senior executives, Appendix 4, was presented.

It was noted that Per Lundin from the Swedish Shareholders' Association requested the record to show that they are of the opinion that the maximum variable compensation is too high and that it should be lowered in the following year.

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 3.34% of the votes represented at the Meeting voted against the proposal and that shareholders holding 0.88% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

## **§ 18 Resolution regarding a) Performance Share Plan 2018, and b) transfer of own shares in conjunction with the Performance Share Plan 2018**

Laurent Leksell reported on the main aspects of the Board of Directors' proposal for the Performance Share Plan 2018.

The Board of Directors' proposal for the Performance Share Plan 2018, Appendix 5, was presented.

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18 a)

The Meeting resolved in accordance with the Board of Directors' proposal for the Performance Share Plan 2018.

It was noted that shareholders holding 20.54% of the votes represented at the Meeting voted against the proposal and that shareholders holding 1.56% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

18 b)

The Meeting rejected the Board of Directors' proposal for transfer of own shares and authorisation for the Board to resolve upon transfer of own shares due to Share Performance Plan 2018.

It was informed that other means to meet the delivery undertakings under the Performance Share Plan 2018 will be considered by the company.

It was noted that shareholders holding 20.35% of the votes represented at the Meeting voted against the proposal and that shareholders holding 1.56% of the votes abstained from voting.

**§ 19 Resolution regarding authorization for the Board of Directors to decide upon transfer of own shares in conjunction with the Performance Share Plan 2016 and 2017**

The Board of Directors' proposal on transfer, and authorization for the Board of Directors to decide upon the transfer of own shares with reference to Performance Share Plan 2016 and 2017 in accordance with Appendix 6 was presented.

The Meeting resolved in accordance with the Board of Directors' proposal for authorisation for the Board of Directors to resolve upon transfer of own shares due to Share Performance Plan 2016 and 2017.

It was noted that shareholders holding 0.49% of the votes represented at the Meeting voted against the proposal. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

**§ 20 Resolution regarding a) authorization for the Board of Directors to decide upon acquisition of own shares, and b) authorization for the Board of Directors to decide upon transfer of own shares**

The Board of Directors' proposal to authorize the Board of Directors to decide upon transfer and acquisition of own shares in accordance with Appendix 7 was presented.

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It was noted that Per Lundin from the Swedish Shareholders' Association requested the record to show that they are of the opinion that the authorization is too extensive and that the company should not conduct acquisition and sales of own shares and that Elekta has sufficient liquid assets and borrowing capacity to finance any potential acquisitions and that they intend to vote against proposal 20 a) and 20 b).

#### 20 a)

The Meeting resolved in accordance with the Board of Directors' proposal for authorisation for acquisitions of own shares.

It was noted that shareholders holding 0.06% of the votes represented at the Meeting voted against the proposal and that shareholders holding 0.09% of the votes abstained from voting. It was noted that the Swedish Shareholders' Association opposed the decision. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

#### 20 b)

The Meeting resolved in accordance with the Board of Directors' proposal for authorisation for the Board of Directors to resolve upon transfer of own shares.

It was noted that shareholders holding 0.13% of the votes represented at the Meeting voted against the proposal. It was noted that the Swedish Shareholders' Association opposed the decision. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

### **§ 21 Appointment of the Nomination Committee**

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.

The Meeting resolved in accordance with the Nomination Committee's proposal for appointment of the Nomination Committee.

It was noted that shareholders holding 2.46% of the votes represented at the Meeting voted against the proposal and that shareholders holding 0.90% of the votes abstained from voting. As all other shareholders present voted in favour of the proposal, it was determined that the requisite majority to adopt the proposal had been obtained.

### **§ 22 Closing of the Meeting**

As there were no other items the Meeting was declared closed.

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Minutes recorded by:

Verified by:

Cecilia Swolin

Bertil Villard

Per Lundin



**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 CEO and report on the work of the Board of Directors and committees of the Board of Directors by the Chairman of the Board of Directors;
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 CEO 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 Auditor;
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 regarding
  - a) Performance Share Plan 2018
  - b) transfer of own shares in conjunction with the Performance Share Plan 2018;
19. Resolution regarding authorization for the Board of Directors to decide upon transfer of own shares in conjunction with the Performance Share Plan 2016 and 2017;
20. 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;

21. Appointment of the Nomination Committee;
22. Closing of the Meeting.

## Appendix 3

### **The Nomination Committee's proposals to the Annual General Meeting of Elekta AB (publ) (items 2, 13-16 and 21 of the agenda) and the Nomination Committee's reasoned statement regarding its proposal for Board of Directors**

In accordance with the resolution by the Annual General Meeting 2017 regarding the procedure for appointment of the Nomination Committee, Elekta's Chairman of the Board of Directors, Laurent Leksell, before the end of the second quarter of the financial year, contacted the four largest holders of voting rights as per the last banking day in September, whom each appointed a member to join the Chairman of the Board of Directors and form the Nomination Committee to carry out the assignments specified by the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*).

Accordingly, the Nomination Committee before the Annual General Meeting 2018 has been comprised of the following members:

- Laurent Leksell (Chairman), in his capacity as Chairman of the Board of Directors of Elekta and representing his own and related parties' holdings
- Per Colleen, appointed by the Fourth Swedish National Pension Fund
- Tomas Flodén, appointed by AMF and AMF Fonder
- Magnus Henjeby, appointed by Nordea Investment Funds
- Åsa Nisell, appointed by Swedbank Robur Funds

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 is Chairman of the Board of Directors. The Nomination Committee's reasoning for this is that Laurent Leksell is the largest shareholder in terms of voting rights of the Company and is well suited to effectively lead the work of the Nomination Committee in order to achieve the best result for all the shareholders of the Company.

No remuneration has been paid to the members of the Nomination Committee. The Nomination Committee's assignment remains until a new Nomination Committee has been appointed.

The Nomination Committee has held five minute-kept meetings, of which all members have participated in all meetings. The Nomination Committee has had additional contact by email and two decisions have been made by circulation by email. At the meetings, the Nomination Committee has prepared and handled issues specified by the Swedish Corporate Governance

Code and according to the instruction for the Nomination Committee to be handled by a nomination committee.

The Nomination Committee has presented proposals to the Annual General Meeting and a reasoned statement regarding its proposal for Board of Directors as follows.

***Chairman of the Annual General Meeting***

The Nomination Committee proposes Bertil Villard, attorney at law, as Chairman of the Annual General Meeting.

***Number of members and any deputy members of the Board of Directors***

The Nomination Committee proposes that the Board of Directors shall consist of nine (unchanged) members, without deputy members.

***Board fees***

The Nomination Committee proposes that fees for the period until the next Annual General Meeting shall be paid to the Board of Directors at a total of SEK 5,165,000 (5,010,000), of which SEK 1,165,000 (1,130,000) to the Chairman of the Board of Directors and SEK 500,000 (485,000) to each of the non-executive members of the Board of Directors.

The Nomination Committee further proposes that remuneration for committee work for the period until the next Annual General Meeting, shall be paid at a total of SEK 965,000 (755,000), of which SEK 110,000 (110,000) shall be paid to the Chairman of the Executive Compensation & Capability Committee, and SEK 75,000 (75,000) to any other member of said committee. SEK 225,000 (225,000) shall be paid to the Chairman of the Audit Committee and SEK 135,000 (135,000) to any other member of said committee.

No remuneration or compensation for committee work shall be paid to members of the Board of Directors employed by the Company.

The proposed increase in total compensation for committee work is due to a planned increase in the number of members (from three to four members) in the remuneration and audit committees.

### ***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 Annika Espander Jansson, Laurent Leksell, Caroline Leksell Cooke, Johan Malmquist, Tomas Puusepp, Wolfgang Reim, Jan Secher and Birgitta Stymne Göransson are re-elected as members, and that Cecilia Wikström is elected as member, of the Board of Directors for the period until the end of the next Annual General Meeting. The Nomination Committee further proposes that Laurent Leksell is re-elected Chairman of the Board of Directors. Luciano Cattani has declined re-election.

Information about all persons proposed as members of the Board of Directors of Elekta may be found on the Company's website, [www.elekta.com](http://www.elekta.com).

The proposed Board of Directors fulfills the requirements regarding independence in the Swedish Corporate Governance Code. Six of the proposed members of the Board of Directors Annika Espander Jansson, Johan Malmquist, Wolfgang Reim, Jan Secher, Birgitta Stymne Göransson and Cecilia Wikström 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. Caroline Leksell Cooke is independent in relation to the Company and the management but is not independent in relation to the Company's major shareholders. Laurent Leksell is independent in relation to the Company and the management, but not independent in relation to the Company's major shareholders.

### ***Auditor***

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that PricewaterhouseCoopers AB is re-elected, with Authorized Public Accountant Johan Engstam as auditor in charge, as Auditor for the period until the end of the next Annual General Meeting.

***Reasoned statement regarding the Nomination Committee's proposal for the composition of 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 of Directors. This work is connected to Elekta's long term strategy, business direction and development phase. The Nomination Committee has, as basis for its proposal, considered the result from the Chairman of the Board of Directors' statement of the operational objectives, financial position, objectives and strategies, and the work in the Board of Directors during the past year. The Nomination Committee has taken note of the result of the written internal evaluation of the Board of Directors and the work that has carried out in the winter of 2017/18. Individual meetings with several of the Board of Directors has been carried out. At one of the Nomination Committee's meetings the Company's President and Chief Executive Officer outlined the operations in the Company.

All members of the Board of Directors, with the exception of Luciano Cattani, have informed the Nomination Committee that they are available for re-election. The Nomination Committee proposes Cecilia Wikström is elected as a new Board member.

Cecilia Wikström, born in 1965, holds a Degree of Master of Theology from Uppsala University. Cecilia Wikström has broad experience and knowledge of international – and especially European – business and society issues. She is a member of the European Parliament since 2009 where she is the Chairman of the European Parliament Conference of Committee Chairs. She has previously worked with managerial recruitment and leadership development, and has been a priest in the Swedish Church during the last 22 years. Cecilia Wikström is a Member of the Board in Beijer Alma, Örebro University, European Intellectual Property Office in Alicante and in the Liberal Party's national executive. Cecilia Wikström holds no shares or other financial instruments in the company.

The Nomination Committee makes the assessment that the proposed Board of Directors has an appropriate constellation to meet the demands for the Company. The Nomination Committee has particularly taken into account the Company's strategy, business, development phase as well as other relevant circumstances. The Nomination Committee notes that the proposed Board of Directors represents an increased diversity and breadth in terms of age, gender and education and professional background. The proposed Board of Directors has together good knowledge of relevant international conditions and markets, solid industry experience and industrial skills

including relevant sustainability aspects as well as solid financial expertise and experience in the requirements imposed due to the company being listed.

The proposal fulfills the requirements set out in item 4.1 in the Swedish Corporate Governance Code regarding diversity and breadth of the members of the Board of Directors' qualifications, experiences and backgrounds. Four out of the proposed nine members of the Board of Directors are women, corresponding to 44 percent, and five are men. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as the diversity policy when preparing its proposals.

#### ***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 2019 shall be arranged in accordance with the following:

##### *Appointment of Nomination Committee*

1. The Chairman of the Board of Directors shall, before the end of the second quarter of the financial year, contact the four largest holders of voting rights, besides the shareholder or those shareholders the Chairman of the Board of Directors may represent, which may appoint one person each that, together with the Chairman of the Board of Directors, 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.
2. Euroclear Sweden AB's list of shareholders<sup>1</sup> 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.

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<sup>1</sup> The list of shareholders to be used shall be sorted after voting rights (by group of owners) and include the in Sweden largest registered shareholders, i.e. shareholders holding an account at Euroclear Sweden AB in its own name or shareholders, which already hold a deposit account at a trustee, which has stated the identity of the shareholders to Euroclear Sweden AB.

3. 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.
4. 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.
5. 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.

*Changes in the Nomination Committee*

6. If any of the shareholders having appointed a member to the Nomination Committee sells<sup>2</sup> 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.
7. 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.
8. The Nomination Committee is entitled to, if deemed appropriate and besides a co-opted member possibly appointed in accordance with item 4 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.

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<sup>2</sup> Sales shall also include share loans (regardless of the purpose for which the loan is made).



9. Changes in the Nomination Committee shall be made public as soon as possible.

#### *Meetings*

10. The Nomination Committee shall meet when so is required for the Nomination Committee to fulfill its assignments. Notice to a meeting is issued by the Chairman of the Nomination Committee, however with exception for the Nomination Committee's first meeting which is convened by the Chairman of the Board of Directors. The Nomination Committee shall hold a constituent meeting at latest within 30 banking days following the day when the composition was made public. If a member of the Nomination Committee requires that the Nomination Committee shall be convened, such request shall be complied with. Minutes shall be kept at the meetings of the Nomination Committee, which shall be verified by the Chairman and, if so resolved by the Nomination Committee, by one additional member.
11. The Nomination Committee shall execute its assignment in accordance with the Swedish Corporate Governance Code and other applicable rules. The assignment includes, *inter alia*, to present proposals on:
- a. Chairman at Annual General Meeting;
  - b. Chairman and other members of the Board of Directors;
  - c. remuneration to non-executive members;
  - d. remuneration to the Company's Auditor and election of Auditor; and
  - e. where so deemed necessary, proposal to amend these instructions for the Nomination Committee.
12. No remuneration shall be paid to the members of the Nomination Committee. The Company may provide, upon request from the Nomination Committee, human resources, such as a secretary in the Nomination Committee in order to facilitate the Nomination Committee's work. If required, the Company shall bear reasonable costs which the Nomination Committee finds necessary for the Nomination Committee to fulfill its assignment, i.e. costs in relation to recruitment.
13. The Nomination Committee forms a quorum if not less than three members are participating. Resolution by the Nomination Committee shall be adopted by the Nomination Committee by a simple majority of the votes cast. In the event of a tied vote, the Chairman of the Nomination Committee shall have the casting vote.

*Amendments to these instructions*

14. The Nomination Committee shall, annually, evaluate these instructions and the work of the Nomination Committee and to the Annual General Meeting propose such amendments of these instructions that the Nomination Committee finds appropriate.
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## Appendix 4

### **Item 17 – Resolution regarding guidelines for remuneration to the 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 Annual General Meeting and for any changes made to existing employment agreements thereafter. It is proposed that the Board of Directors 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 mainly unchanged compared to the guidelines which were proposed by the Board of Directors and approved by the Annual General Meeting in August 2017, but the sections '*Variable salary*' and '*Annual Incentive*' have been consolidated and clarified.

#### **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 the company is competitive, taking into account the level of compensation for similar positions in the market, to ensure the Company is able to recruit and retain business critical competencies where needed. Market median salaries are established 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 annual Incentive/ bonus. 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 goals for the variable salary component are established annually by the Board of Directors to sustain the business strategy and objectives. Other KPIs may be used to drive focus on non-financial objectives of particular interest.

The size of the variable salary component depends on the position held and may amount to between 30 percent and 70 percent of the fixed salary for on-target performance. Performance against fixed targets and payment for results achieved are measured quarterly or annually. If performance related financial goals within the variable salary plan are exceeded, there is the opportunity for additional compensation for over performance. The annual incentive entails a potential to earn a maximum of 200 percent of the target variable salary component. Accordingly, the maximum payout level for the sum of the variable salary component is capped at a 200 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 of Directors 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 Annual General Meeting.

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 of Directors 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, which means that it 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 and, during specific circumstances, to be entitled to severance payment equal to 6-12 months employment. In the event of a material change of control, the President and CEO shall be entitled to an extra severance payment equal to 18 months employment.

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 of Directors 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. Any decisions on remuneration for the CEO have been taken by the Board of Directors in its entirety.

The Board of Directors has discussed the proposals from the ECCC and its motion to the Annual General Meeting is based on the recommendation submitted. Elekta's ECCC comprises the Chairman of the Board of Directors and three independent Board members. The President and CEO attend the committee's meetings. The Group Vice President Human Resources acts as the ECCC secretary.

## Appendix 5

### **Item 18 a) – Proposal by the Board of Directors of Elekta AB (publ) for a resolution on a Performance Share Plan 2018**

Performance Share Plan 2018 (“PSP 2018”) including the Board of Directors’ proposal for resolutions on implementation of a performance share plan and transfer of treasury shares.

#### **Background**

Long-term variable compensation is an integral part of Elekta’s remuneration strategy and Elekta has, for a number of years, resolved on a long-term incentive program in the form of a performance-based share program for executive management and cash-based for key employees within the Group.

The Board of Directors proposes a simplification of Elekta’s long-term variable compensation in 2018 by including executive management and key employees in the same share-based long-term incentive plan – Performance Share Plan (PSP) 2018 – instead of two separate plans. The Board of Directors proposes that the Annual General Meeting resolves on PSP 2018 pursuant to the main principles set forth below. The Board of Directors considers that PSP 2018 fulfils the purpose of aligning the interests of the participants and the shareholders, strengthen Elekta’s ability to attract, retain and motivate qualified employees and strengthening Elekta’s focus and objective to meet its long-term business and share price goals.

#### **Proposal for a Performance Share Plan 2018**

The Board of Directors proposes that the Annual General Meeting resolves on the implementation of the PSP 2018. In order to implement the PSP 2018, the Board of Directors proposes that no more than in total 1,100,000 series B shares in Elekta may be used in the PSP 2018 to be transferred to employees in the Group and, that up to 30 percent of these shares may be sold on Nasdaq Stockholm in order to cover, *inter alia*, social contribution costs.

The Board of Directors proposes that the Annual General Meeting resolves in accordance with the proposals set out below.

### ***Implementation of the Performance Share Plan 2018***

The PSP 2018 shall be offered to individuals with high impact on long-term company performance both in current roles and future roles i.e. the President and CEO, Executive Management, senior Managers and nominated Key Contributors, all in all about 180 employees.

The Board of Directors will determine a maximum value for the PSP 2018 per-participant group. The maximum value will be 50 per cent for President and CEO and Executive Management (13 individuals), 30 per cent for other senior Managers and 12 per cent for Key Contributors of annual base salary at the beginning of the fiscal year 2018/2019. The total sum of the maximum value for all participants in the PSP 2018 will not exceed SEK 72,500,000 excluding social contribution costs.

Each participant's maximum value shall be converted into a number of shares, based on the average closing share price of the Elekta series B share on Nasdaq Stockholm during a period of ten trading days before the day the participants are offered to participate in the program.

Participants in the PSP 2018 will be granted a conditional award over performance shares, which is a right to receive a specific number of such shares at a future date, provided the relevant conditions are met. The total number of shares that can be received is dependent on the degree of fulfilment of one financial target, EPS Growth over the 1-year Performance Period. The Board of Directors establishes the minimum and maximum performance level. For the PSP 2018, the minimum performance requirement is that 2018 EPS is higher than 2017 EPS. The maximum performance level requires that 2018 EPS is at least 32 per cent higher than 2017 EPS. If the maximum performance level is reached or exceeded, the allocation will amount to (and will not exceed) the maximum number of performance shares. If performance is below the maximum level but above the minimum level, a proportionate allocation of shares will be made. No allocation will be made if performance is below the minimum level. The performance target shall be adjusted at the occurrence of events affecting the number of outstanding shares in the Company, or unforeseen material events affecting the Group's operations or otherwise affecting the performance targets and deemed relevant by the Board of Directors. Should the Company's accounting principles change or should the Board of Directors decide on



restructuring costs, the Board of Directors may decide on changes to the PSP 2018 performance targets.

The receipt of shares normally requires that the persons covered by the PSP 2018 are employed in the Group at the end of the Performance Year 2020/2021.

If all conditions included in the PSP 2018 are met, receipt of shares shall be made free of charge three years after an agreement has been entered into and following approval by the Board of Directors. Before the number of shares to be received are finally determined, the Board of Directors shall examine whether the allotment is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the number of shares to be allotted to the lower number of shares deemed appropriate by the Board of Directors.

The total allocation of performance shares shall never exceed one (1) per cent of the total number of shares in Elekta. If it is exceeded, allocations should be reduced proportionally to ensure that the dilution does not exceed one (1) per cent.

The participants shall not provide any consideration for their rights under the program.

The participants shall at receipt of shares receive cash compensation for any cash dividend paid out for the three financial years 2018/2019-2020/2021.

The number of shares included in the proposal may be recalculated by the Board of Directors due to changes in the capital structure, such as a bonus issue, a consolidation or a split of shares, new issue or reduction of the share capital or similar measures.

The Board of Directors, or a committee established by the Board of Directors for this purpose, will be responsible for the detailed drafting and management of the PSP 2018, within the scope of the principal conditions and guidelines as specified. The Board of Directors shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. This can mean that in that the Board of Directors can decide on the implementation of an alternative cash-based incentive solution for participants in countries

where the allotment of Performance Shares is not appropriate, or if such solution is otherwise considered appropriate. The Board of Directors shall also be entitled to make other adjustments provided that there are substantial changes in the Group or its business environment which would signify that conditions for allocation in accordance with the PSP 2018 are no longer appropriate. Such changes shall, as far as practicable, be designed with equivalent conditions as PSP 2018.

Participation in the PSP 2018 assumes that such participation is legally possible and suitable and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.

In order to reduce the economic risk upon the increase of the share price during the term of the performance shares and in order to secure the ability to deliver shares, Elekta intends to acquire and transfer own shares in accordance with points 20 a) and 18 b).

#### *Costs of Performance Share Plan 2018*

Assuming maximum allotment under the PSP 2018 and a share price of SEK 100, a maximum of 942,500 series B shares are required to fulfil commitments under the program (including social security costs), corresponding to approximately 0.25 per cent of the total number of outstanding shares. The number of shares covered by existing and outstanding incentive programs amounts to 521,611 shares, corresponding to approximately 0.14 per cent of the total number of outstanding shares.

Assuming maximum allotment of shares under the PSP 2018 and a share price of SEK 100, the costs, including social security costs and the financing cost for repurchased own shares, are estimated at approximately SEK 94,250,000.

#### **Hedging actions**

In order to secure delivery under the PSP 2018, the Board of Directors proposes under point 18 b), that no more than 1,100,000 series B shares may be transferred to employees in the Group and, moreover that a portion of the shares also may be transferred on Nasdaq Stockholm in order to cover, *inter alia*, social contribution costs. If the proposal to transfer repurchased shares to program participants would not be approved by the Annual General

Meeting, the Board of Directors will consider other means to meet the delivery undertakings under the PSP 2018.

#### **Preparation of the proposal**

The proposal has been prepared by the Company's Executive Compensation & Capability Committee in consultation with the Board of Directors. The resolution to propose the PSP 2018 to the Annual General Meeting has been taken by the Board of Directors.

#### **Outstanding incentive programs in Elekta**

For a description of Elekta's on-going share related incentive programs reference is made to note 7 in Elekta's annual report for 2017/2018.

#### **Majority requirement**

The resolution of the Annual General Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 a) must be supported by shareholders representing more than half of the votes cast, or, in the event of a tied vote, through the chairman exercising his casting vote.

#### **Item 18 b) – Resolution regarding transfer of own shares in conjunction with the Performance Share Plan 2018**

The Board of Directors proposes that the Annual General Meeting resolves on transfer of own shares in the Company and authorization for the Board of Directors as a result of the PSP 2018 on the following terms.

- i) No more than 1,100,000 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 Group covered by the terms and conditions for the PSP 2018. Further, subsidiaries within the 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 PSP 2018.
- 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 PSP 2018.

- iv) Employees covered by the terms of the PSP 2018 shall subject to certain conditions, receive shares of series B free of consideration.
- v) The Board of Directors is authorized, during the period until the next Annual General Meeting to decide, on one or more occasions, to transfer no more than 330,000 shares on Nasdaq 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 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 at the time of the decision regarding the transfer and in accordance with the rules of Nasdaq 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 PSP 2018. The Board of Directors 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 of Directors' proposal under item 18 a) above.

The resolution of the Annual General Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 b) must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the Annual General Meeting.

Stockholm in July 2018  
The Board of Directors of Elekta AB (publ)

**Item 19 – Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2016 and 2017**

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 not more than 180,000 shares on Nasdaq Stockholm, with reference to the Performance Share Plan 2016 and 2017, to cover certain expenditures, mainly social security contributions. Transfers may be executed 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 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 Annual General Meeting in accordance with the Board's proposal pursuant to this item 19 must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Stockholm in July 2018

The Board of Directors of Elekta AB (publ)

## Appendix 7

### **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 2018 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, 2018, is stated in the Annual Report 2017/18. 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 1.40 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 2018

The Board of Directors of Elekta AB (publ)