

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 2018 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 2019 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
- Filippa Gerstädt (who replaced Pontus Dackmo in February 2019), appointed by Nordea Funds
- Tomas Flodén, appointed by AMF and AMF Fonder
- Caroline Sjösten, 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 four minute-kept meetings, of which all members have participated in all meetings. 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 shareholders were on November 15, 2018 informed, through a press release and on Elekta's website, on how and when to submit proposals to the Nomination Committee to ensure that the proposals could be considered in a constructive way. No proposals have been made to the 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 eight (nine) 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 5,130,000 (5,165,000), of which SEK 1,280,000 (1,165,000) to the Chairman of the Board of Directors and SEK 550,000 (500,000) 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 SEK 115,000 (110,000) to the Chairman of the Executive Compensation & Capability Committee and SEK 80,000 (75,000) to any other member of said committee and SEK 240,000 (225,000) to the Chairman of the Audit Committee and SEK 150,000 (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.

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 Laurent Leksell, Caroline Leksell Cooke, Johan Malmquist, Tomas Puusepp, Wolfgang Reim, Jan Secher, Birgitta Stymne Göransson and Cecilia Wikström are re-elected as members 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. Annika Espander Jansson 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.

The proposed Board of Directors fulfills the requirements regarding independence in the Swedish Corporate Governance Code. Five of the proposed members of the Board of Directors 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 the registered public accounting firm Ernst & Young AB ("EY") is elected as Auditor for the period until the end of the next Annual General Meeting. EY has informed the Nomination Committee that if EY is elected, the Authorized Public Accountant Rickard Andersson will be appointed as auditor in charge.

Reasoned statement regarding the Nomination Committee's proposal for the composition of Board of Directors

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 Board of Directors' work during the past year. Further, the Nomination Committee reviewed the result of the evaluation of the Board of Directors, which has been conducted digitally and through interviews with all members of the Board of Directors during the winter of 2018/2019. The members of the Nomination Committee have also carried out individual interviews with several Board members in order to get informed about how the Board of Directors work. At one of the Nomination Committee's meetings the Company's President and Chief Executive Officer outlined the operations and strategy of the Company.

All members of the Board of Directors, with the exception of Annika Espander Jansson, have informed the Nomination Committee that they are available for re-election. The Nomination Committee proposes re-election of Board members Laurent Leksell, also proposed to be re-elected as Chairman of the Board, Caroline Leksell Cooke, Johan Malmquist, Tomas Puusepp, Wolfgang Reim, Jan Scher, Birgitta Stymne Göransson and Cecilia Wikström.

The Nomination Committee has, in its work with the proposal for the composition of Board of Directors, particularly taken into account the Company's strategy, business and development phase as well as other relevant circumstances. The Nomination Committee makes the assessment that the competences and experiences considered important to Elekta are well represented in the proposed Board of Directors and that the size and composition of the proposed Board of Directors is appropriate in order to meet Elekta's needs. Further, the Nomination Committee is of the opinion that the Board members has shown great commitment and that the operations of the Board of Directors have worked well. The Nomination Committee has also assessed that the proposed Board members are able to devote the time required to fulfill their responsibilities as Board members in Elekta.

The Nomination Committee has applied item 4.1 in the Swedish Corporate Governance Code as diversity policy in the preparations of the proposal for the Board of Directors. The Nomination Committee is of the opinion that there is a diversity and breadth in relation to the proposed members of the Board of Directors' age, nationality, education, gender, experience and competence. Three out of the proposed eight members of the Board of Directors are women,

corresponding to 37,5 percent, and five are men. The question about diversity and ensuring equal gender representation is an important and prioritized question for the Nomination Committee.

Based on the above and what is stated in item 4.1 of the Swedish Corporate Governance Code, the Nomination Committee believes that the Board of Directors, with the Nomination Committee's proposal, will have an appropriate composition with respect to the Company's operations, future development and circumstances in general.

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 2020 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 shareholders¹ 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.
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

¹ 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.

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 sells² 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.
9. Changes in the Nomination Committee shall be made public as soon as possible.

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

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.
