

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

**Item 1, 10-13 and 18 – The Nomination Committee’s proposals for resolutions at the Annual General Meeting of Elekta AB (publ) and the Nomination Committee’s reasoned statement regarding its proposal for Board of Directors**

In accordance with the resolution by the Annual General Meeting 2019 regarding the procedure for appointment of the Nomination Committee, the Chairman of the Board of Directors, Laurent Leksell contacted before the end of the second quarter of the financial year the four, with regards to votes, largest shareholders as per the last banking day in September, who each appointed a member to constitute together with the Chairman of the Board of Directors the Nomination Committee and to carry out the assignments specified in the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*).

Accordingly, prior to the Annual General Meeting 2020 the Nomination Committee of Elekta has 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, 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 Nomination Committee, since he is also the Chairman of the Board of Directors it deviates from the rules in the Swedish Corporate Governance Code. 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 results 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 three minute-kept meetings, of which all members have participated in two meetings, and one member was absent at one meeting. At the meetings, the Nomination Committee has handled the issues that according to the Swedish Corporate Governance Code and the instructions for the Nomination Committee should be handled by a nomination committee. In order for the Nomination Committee to be able to process proposals in a constructive way, the shareholders were on 14 November 2019 informed through a press release and on Elekta’s website how and at the latest when they could submit proposals to the Nomination Committee. No proposals have been submitted to the Nomination Committee.

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

The Nomination Committee has submitted proposals for resolutions at the Annual General Meeting, and a reasoned statement regarding its proposal for Board of Directors as follows.

### ***The Chairman of the Annual General Meeting***

The Nomination Committee proposes Victoria Skoglund, attorney at law, or, in case of her impediment, the person instead appointed by the Nomination Committee, as the Chairman of the Annual General Meeting.

### ***Number of Directors and any deputy Directors***

The Nomination Committee proposes that the Board of Directors shall consist of seven (eight) Directors, without deputy Directors.

### ***Fees to the Board of Directors***

In light of the situation with Covid-19, the Nomination Committee proposes unchanged fees to the Board of Directors, and unchanged remuneration for committee work. Accordingly, the Nomination Committee proposes that fees for the period until the next Annual General Meeting shall be paid to the Board of Directors with a total of SEK 4,580,000 (5,130,000), of which SEK 1,280,000 (unchanged) to the Chairman of the Board of Directors and SEK 550,000 (unchanged) to each non-executive Director. Further, the Nomination Committee proposes that remuneration for committee work for the period until the next Annual General Meeting, shall be paid with SEK 115,000 (unchanged) to the Chairman of the Compensation & Sustainability Committee and SEK 80,000 (unchanged) to any other member of the Compensation & Sustainability Committee and SEK 240,000 (unchanged) to the Chairman of the Audit Committee, and SEK 150,000 (unchanged) to any other member of the Audit Committee.

No remuneration or compensation for committee work shall be paid to a Director employed by the Company.

### ***Remuneration to the Auditor***

Remuneration to the Auditor is proposed to be paid according to an invoice approved by the Company.

### ***Directors and Chairman of the Board of Directors***

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

A presentation of the persons proposed by the Nomination Committee for election to the Board of Directors can be found on the Company's website, [www.elekta.com](http://www.elekta.com).

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

The proposed Board of Directors fulfills the requirements regarding independence in the Swedish Corporate Governance Code. Five of the proposed 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. Caroline Leksell Cooke is independent in relation to the Company and the management, but 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 re-elected as the Company's Auditor for the period until the end of the Annual General Meeting 2021. 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 the Board of Directors**

As a basis for its proposal, the Nomination Committee has considered the Chairman of the Board of Directors' statement of the Company's operational objectives, financial position, objectives and strategies, opportunities and risks in the sustainability areas relevant to the Company, and how the work of the Board of Directors has worked over the past year. Further, the Nomination Committee has reviewed the results of the evaluation of the Board of Directors conducted digitally and through interviews with all Directors during the winter of 2019/2020. The members of the Nomination Committee have also carried out individual interviews with several Directors to inform themselves about how the Board of Directors work. At one of the Nomination Committee's meetings the Company's President and CEO Richard Hausmann outlined the Company's operations and strategy, especially in light of the Covid-19 outbreak.

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

The Nomination Committee has, in its work with the proposal for the composition of the Board of Directors, particularly considered the Company's strategy, operations and development phase as well as other relevant circumstances. The Nomination Committee makes the assessment that the competences and experiences that are deemed important for Elekta are well represented in the proposed Board of Directors and that the proposed Board of Directors has an appropriate composition and size in order to meet Elekta's needs. Further, the Nomination Committee is of the opinion that the Directors have shown great commitment

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

and that the operations of the Board of Directors have worked well. Additionally, the Nomination Committee has assessed that the proposed Directors are able to devote the time required to fulfill their responsibilities as Directors 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 Directors' age, nationality, education, gender, experience and competence. Three out of the proposed seven Directors are women, corresponding to approximately 43 per cent, and four are men. The question about diversity and an equal gender representation is an important and prioritized question for the Nomination Committee.

Based on the above and taking into account 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 following instructions for the appointment of the Nomination Committee shall apply until a new instruction is decided:

##### *Appointment of Nomination Committee*

1. In addition to the shareholder or those shareholders the Chairman of the Board of Directors may represent the Chairman of the Board of Directors shall, before the end of the second quarter of the financial year contact the four, with regards to votes, largest shareholders, which shall be given the opportunity to appoint one person each that together with the Chairman of the Board of Directors constitutes the Nomination Committee until the end of the next Annual General Meeting, or, where applicable, until a new Nomination Committee has been appointed. If 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, by votes, largest shareholder who have not yet appointed, or have had the right to appoint a member to the Nomination Committee.
2. When assessing which shareholders, by vote, are the largest, Euroclear Sweden AB's list of shareholders<sup>1</sup> on the last banking day in September and other reliable information being provided to the Company on such date shall be used as a basis.

---

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

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

3. Unless the Nomination Committee unanimously 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 appointed by the largest shareholder, by votes.
4. Following a unanimous resolution hereof the Nomination Committee shall be entitled to 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 who have appointed them, shall be disclosed as soon as they have been appointed, however, at the latest six months before the next Annual General Meeting.

#### *Changes in the Nomination Committee*

6. If any of the shareholders who have appointed a member to the Nomination Committee divests<sup>2</sup> their shares in the Company before the assignment of the Nomination Committee has been completed, the member of the Nomination Committee 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 who at that time is the largest shareholder after the shareholders 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 completed, such member shall, if the shareholder so wishes, be replaced by a new member appointed by the shareholder in question.
8. The Nomination Committee is entitled, if deemed appropriate, in addition to any co-opted member possibly appointed in accordance with item 4 above, to 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 shareholders, by vote. Such co-opted member does not participate in the Nomination Committee's resolutions.
9. Changes in the Nomination Committee shall be disclosed as soon as possible.

#### *Meetings*

10. The Nomination Committee shall meet when required to fulfill its tasks. 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 statutory meeting at the latest within thirty banking days following the day when the composition was disclosed. If a member of the Nomination Committee

---

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

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

requires that the Nomination Committee shall be convened, such request shall be complied with. Minutes, which shall be verified by the Chairman and, if so is resolved by the Nomination Committee, by one additional member, shall be kept at the meetings of the Nomination Committee.

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 the Annual General Meeting;
- b) chairman and Directors of the Board of Directors;
- c) remuneration to non-executive Directors;
- d) remuneration to the Company's Auditor and election of Auditor; and
- e) to the extent deemed necessary, proposals for amendments to 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 also be able to bear reasonable costs that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfill its assignment, e.g. costs in relation to recruitment.

13. The Nomination Committee forms a quorum if not less than three members are participating. Resolutions by the Nomination Committee shall be adopted 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 submit to the Annual General Meeting proposals on such amendments to these instructions that the Nomination Committee finds appropriate.

---

Stockholm in May 2020  
Elekta AB (publ)  
The Nomination Committee