

Minutes no 43 kept at the Annual General Meeting of Elekta AB (publ), 556170-4015, Wednesday 25 August 2021, 1 p.m., via Teams meeting.

§ 1 Opening of the Meeting and election of the Chairman of the Meeting

On behalf of the Board of Directors the Meeting was opened by the attorney-at-law Victoria Skoglund, who was also elected as the Chairman of the Meeting.

It was noted that the Company's Associate General Counsel, Cecilia Swolin, was appointed to keep the minutes of the Meeting.

Furthermore, it was noted that the Meeting has been held according to sections 20 and 22 of the Act on temporary exemptions in order to facilitate the conduction of general meetings (*Sw. lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*); meaning that the Meeting has been carried out through postal voting with no possibility to attend in person.

The Notice to attend the Meeting is appended as [Appendix 1](#).

The advance voting form used for the postal voting is appended as [Appendix 2](#).

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is appended as [Appendix 3](#), which include the information prescribed in section 26 in the abovementioned Act.

§ 2 Preparation and approval of the list of shareholders entitled to vote at the Meeting

A list, [Appendix 4](#), was approved as the voting list for the Meeting.

§ 3 Approval of the agenda

The Agenda in [Appendix 1](#) was approved.

§ 4 Election of one or two persons to approve the minutes

The Meeting resolved to appoint Per Colleen, representative for Fourth AP fund, and Filippa Gerstädt, representative for Nordea Funds, to approve the minutes of the Meeting together with the Chairman.

§ 5 Determination of whether the Meeting has been duly convened

It was noted that the Notice to attend the Meeting had been announced in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on Monday 26 July 2021 and made available on the Company's website from Wednesday 21 July 2021, and that the issuance of the notice was announced in Svenska Dagbladet on Monday 26 July 2021.

It was noted that the Meeting had been duly convened.

§ 6 Presentation of the Annual Report and the Auditors' Report and the consolidated accounts and the Auditors' Report for the Group

It was noted that the annual report, auditor's report, consolidated accounts and the auditor's report on the consolidated accounts for the 2020/2021 fiscal year together with the auditor's report pursuant to Chapter 8, section 54 of the Swedish Companies Act (2005:551) had been presented by having been held available on the Company's website and at the Company's headquarter.

§ 7 Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement

The Meeting resolved, in accordance with the recommendation of the Company's auditor, to adopt the balance sheet and income statement and the consolidated balance sheet and consolidated income statement.

§ 8 Resolution concerning approval of the disposition of the Company's earnings as shown in the adopted balance sheet and determination of the record day for dividend

The Meeting resolved, in accordance with the Board of Directors' proposal and in accordance with the recommendation of the Company's auditor, to approve that of the Company's unappropriated earnings, SEK 1,738,673,294, an amount representing SEK 2.20 per share, shall be distributed as dividend to the shareholders and that the remaining unappropriated earnings will be carried forward. It was also resolved that, in accordance with the Board of Directors' proposal, that dividend shall be divided into two payments of 1.10 SEK per payment and that the first record day for dividend is on Friday 27 August 2021 and that the second record day for dividend is on Monday 28 February 2022. It was noted that the payment of the dividend is estimated to be made, through Euroclear Sweden AB, on Wednesday 1 September 2021 and Thursday 3 March 2022 respectively.

§ 9 Resolution concerning the discharge of the Directors and the President and CEO from personal liability

The members of the Board of Directors and the President/CEO were discharged from liability for their administration during the 2020/2021 fiscal year.

It was noted that none of the members of the Board of Directors and the President/CEO, who own shares in the Company, participated in this resolution as far as it concerned themselves, and that the Company's auditor had recommended the resolution to discharge the Directors and the President and CEO from personal liability.

§ 10 Determination of the number of Directors and any deputy Directors

The Meeting resolved that the Board of Directors, for the period until the next Annual General Meeting, shall consist of seven Directors, without deputy Directors.

§ 11 Determination of the fees to be paid to the Directors and the Auditor

The Meeting resolved, in accordance with the Nomination Committee's proposal, of increased fees to the Board of Directors, and increased remuneration for committee work. It was resolved that fees for the period until the next Annual General Meeting shall be paid to the Board of Directors with a total of SEK 5,040,000 (4,580,000), of which SEK 1,410,000 (1,280,000) to the Chairman of the Board of Directors and SEK 605,000 (550,000) to each non-executive Director.

Further, the Meeting resolved that remuneration for committee work for the period until the next Annual General Meeting, shall be paid with SEK 135,000 (115,000) to the Chairman of the Compensation & Sustainability Committee and SEK 90,000 (80,000) to any other member of the Compensation & Sustainability Committee and SEK 250,000 (240,000) to the Chairman of the Audit Committee, and SEK 160,000 (150,000) to any other member of the Audit Committee. It was resolved that no remuneration or compensation for committee work shall be paid to a Director employed by the Company.

The Meeting resolved that remuneration to the Auditor shall be paid according to an invoice approved by the Company.

§ 12 Election of Directors, Chairman of the Board of Directors, and any deputy Directors

The Meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect Laurent Leksell, Caroline Leksell Cooke, Johan Malmquist, Wolfgang Reim, Jan Secher, Birgitta Stymne Göransson and Cecilia Wikström, as Directors for the period until the end of the next Annual General Meeting.

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

It was noted that information regarding the proposed Directors' assignments in other companies had been available on the Company's website.

§ 13 Election of Auditor

The Meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect the registered public accounting firm Ernst & Young AB ("EY") as the Company's Auditor for the period until the end of the Annual General Meeting 2022. EY has informed the Nomination Committee that if EY is elected, the Authorized Public Accountant Rickard Andersson will be appointed as auditor in charge.

§ 14 Resolution regarding approval of the remuneration report

The Meeting resolved, in accordance with the Board of Directors' proposal to approve the Board of Directors' remuneration report for remunerations in accordance with chapter 8 section 53 a § of the Swedish Companies Act, [Appendix 1](#).

§ 15 Resolution regarding a) Performance Share Plan 2021 and b) transfer of own shares in conjunction with the Performance Share Plan 2021

15 a)

The Meeting resolved, in accordance with the Board of Directors' proposal on a Performance Share Plan 2021, [Appendix 5](#).

15 b)

The Meeting resolved, in accordance with the Board of Directors' proposal, on transfer of own shares in conjunction with the Performance Share Plan 2021, which was included in the Notice to attend the Meeting, Appendix 1.

It was noted that the resolution was made by the required majority (nine-tenths of both the votes cast and the shares represented at the Meeting).

§ 16 Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2019, 2020 and 2021

The Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to resolve upon the transfer of own shares in conjunction with the Performance Share Plan, 2019, 2020 and 2021, which was included in the Notice to attend the Meeting, Appendix 1.

It was noted that the resolution was made by the required majority (two-thirds of both the votes cast and the shares represented at the Meeting).

§ 17 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 the transfer of own shares

17 a)

The Meeting resolved, in accordance with the Board of Directors' proposal, on authorization for the Board of Directors to decide upon acquisition of own shares, which was included in the Notice to attend the Meeting, Appendix 1.

It was noted that the resolution was made by the required majority (two-thirds of both the votes cast and the shares represented at the Meeting).

17 b)

The Meeting resolved, in accordance with the Board of Directors' proposal, on authorization for the Board of Directors to decide upon the transfer of own shares, which was included in the Notice to attend the Meeting, Appendix 1.

It was noted that the resolution was made by the required majority (two-thirds of both the votes cast and the shares represented at the Meeting).

§ 18 Resolution regarding a contribution in order to establish a philanthropic foundation

The Meeting resolved, in accordance with the Board of Directors' proposal, on a contribution of up to SEK 35,000,000 for the purposes of establishing a philanthropic foundation of the Company with the object to improve access to, and quality of, cancer care with special focus on radiotherapy. Full proposal is included in the Notice to attend the Meeting, Appendix 1.

§ 19 Proposal for resolution by the shareholder Thorwald Arvidsson

The Meeting resolved, not to approve the proposals from the shareholder Thorwald Arvidsson.

§ 20 Conclusion of the Meeting

The Chairman declared the Meeting closed.

At the Minutes:

Approved:

Cecilia Swolin

Victoria Skoglund

Per Colleen

Filippa Gerstädt

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NOTICE TO THE ANNUAL GENERAL MEETING OF ELEKTA AB (PUBL)

The shareholders of Elekta AB (publ), reg. no 556170–4015 are hereby convened to the Annual General Meeting to be held on Wednesday 25 august 2021.

Due to the coronavirus pandemic, the Board of Directors has decided that the Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by voting in advance, so-called postal voting. Information on the resolutions passed at the Meeting will be published on Wednesday 25 august 2021, as soon as the result of the advance voting has been finally confirmed.

RIGHT TO PARTICIPATE AND NOTIFICATION TO THE COMPANY

Shareholders wishing to attend the General Meeting through postal voting must:

- be registered as shareholders in the share register maintained by Euroclear Sweden AB as of Tuesday 17 August 2021, and
- notify by casting its postal vote in accordance with the instructions under the heading *Postal voting* below so that the postal voting form is received by Euroclear Sweden AB no later than on Tuesday 24 August 2021.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own names in the register of shareholders kept by Euroclear Sweden AB in order to participate in the Meeting. Such re-registration, so called voting right registration, must be completed no later than on Thursday 19 August 2021, which means that shareholders well in advance prior to this date must instruct the nominee to carry out such action.

POSTAL VOTING

The shareholders may exercise their voting rights at the Meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on the Company's website, www.elekta.com. The postal voting form constitutes notification of participation in the Meeting.

The completed form, with any appendices, must be received by the company no later than on Tuesday 24 August 2021. The form can be submitted via e-mail to GeneralMeetingService@euroclear.com or by post to Elekta AB (publ), "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their postal votes electronically through BankID verification via the Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. The shareholder cannot make his or her vote conditional or provide other instructions to the Company on the form. If so, then his or her postal vote will be nullified.

In the postal voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the Meeting decides on it or if shareholders of at least one tenth of all shares in the Company requests it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney shall be enclosed to the postal voting form. Forms of power-of-attorney in Swedish and English are available on the Company's website, www.elekta.com. The forms of power-of-attorney may also be obtained from the Company or be ordered from Euroclear Sweden AB over the telephone using the number below. If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or equivalent

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authorization document for the legal entity must be appended the postal voting form. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue).

Further instructions and conditions are included in the advance voting form.

For general questions about the Meeting or to have the advance voting form or any power-of-attorney sent by post, please contact Euroclear Sweden AB on telephone +46 8 402 92 80 (Monday-Friday, 09.00-16.00 CEST).

INFORMATION

The shareholders have a right to request information regarding the matters on the agenda or the Company's financial situation in accordance with Chapter 7, Section 32 and 57 of the Swedish Companies Act. A request for such information shall be made in writing to Elekta AB (publ), Attn Head of Investor Relations, P.O. Box 7593, 103 93 Stockholm, Sweden, or via e-mail to cecilia.ketels@elekta.com, or via phone +46 76 611 76 25 no later than on Sunday 15 August 2021. The information will be made available at the Company on Kungstensgatan 18 in Stockholm, Sweden, and on the Company's website, www.elekta.com, on Friday 20 August 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address. Shareholders who wish the CEO and President to be able to address the questions in his speech, which will be available on www.elekta.com before the meeting, must send the questions so that Elekta receives them no later than on Monday 9 August 2021.

AGENDA

1. Opening of the Meeting
2. Election of the Chair 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 persons to approve the minutes
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. Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement
9. Resolution concerning approval of the disposition of the Company's earnings as shown in the adopted balance sheet and determination of the record day for dividend
10. Resolution concerning the discharge of the Directors and the former and current President and CEO from personal liability
11. Determination of the number of Directors and any deputy Directors
12. Determination of the fees to be paid to the Directors and the Auditor
13. Election of Directors, Chair of the Board of Directors, and any deputy Directors
14. Election of Auditor
15. Resolution regarding approval of the remuneration report
16. Resolution regarding
 - (a) Performance Share Plan 2021
 - (b) transfer of own shares in conjunction with the Performance Share Plan 2021
17. Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2019, 2020 and 2021
18. Resolution regarding

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- (a) authorization for the Board of Directors to decide upon acquisition of own shares
- (b) authorization for the Board of Directors to decide upon the transfer of own shares

- 19. Resolution regarding a contribution in order to establish a philanthropic foundation
- 20. Proposal for resolution by the shareholder Thorwald Arvidsson
- 21. Closing of the Meeting

PROPOSALS BY THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE

Item 2 – Chair of the Meeting

The Nomination Committee proposes Victoria Skoglund, attorney at law, as the Chair of the Meeting.

Item 3 – The list of shareholders entitled to vote at the Meeting

The voting list proposed for approval under item 3 on the agenda, is the voting list drawn up by Euroclear Sweden AB on behalf of the Company, based on the Meeting's share register and postal votes received, as verified and recommended by the persons approving the minutes of the Meeting.

Item 5 – Persons to approve the minutes

Per Colleen and Filippa Gerstädt, or if one or both of them are prevented, the person or persons instead appointed by the Nomination Committee, are proposed to be elected to approve the minutes of the Meeting together with the Chairman. The task of approving the minutes of the Meeting also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the Meeting.

Item 9 – Disposition of the Company's earnings and the record day for dividend

The Board of Directors proposes that the Meeting resolves to approve that of the Company's unappropriated earnings, SEK 1,738,673,294, an amount representing SEK 2.20 per share, should be distributed as dividend to the shareholders and that the remaining unappropriated earnings should be carried forward. It is proposed that the dividend is divided into two payments of SEK 1.10 per payment. The first record day is proposed to be on Friday 27 August 2021 and the second record day is proposed to be on Monday 28 February 2022. If the Annual General Meeting resolves in accordance with the proposal, payments through Euroclear Sweden AB are estimated to be made on Wednesday 1 September 2021 and on Thursday 3 March 2022.

Items 11 - 14 – Election of the Board of Directors and Auditor and remuneration to the Board of Directors and the Auditor

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

The Nomination Committee proposes increased fees to the Board of Directors, and increased 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 5,040,000 (4,580,000), of which SEK 1,410,000 (1,280,000) to the Chair of the Board of Directors and SEK 605,000 (550,000) 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 135,000 (115,000) to the Chair of the Compensation & Sustainability Committee and SEK 90,000 (80,000) to any other member of the Compensation & Sustainability Committee, and SEK 250,000 (240,000) to the Chair of the Audit Committee and SEK 160,000 (150,000) 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.

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

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. Further, the Nomination Committee proposes that Laurent Leksell is re-elected as the Chair 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.

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 2022. EY has informed the Nomination Committee that if EY is elected, the Authorized Public Accountant Rickard Andersson will be appointed as auditor in charge.

Item 15 – Resolution regarding approval of the Remuneration Report

The Board of Directors proposes that the Meeting resolves to approve the Board's remuneration report on remuneration in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

Item 16 a) –Resolution regarding Performance Share Plan 2021

Performance Share Plan 2021 ("PSP 2021") includes the Board of Directors' proposal for resolutions on implementation of a performance share plan, equivalent to the performance share plan resolved by the Meeting in 2020, and transfer of treasury shares.

Background

Long-term variable compensation is an integral part of Elekta's remuneration strategy. Elekta has annually resolved on long-term incentive programs for executive management and key employees within the Group.

The Board of Directors proposes that Elekta's long-term variable compensation in 2021, like last year, shall include the executive management and a few selected key employees in the same share-based long-term incentive plan. The Board of Directors proposes that the Meeting resolves on PSP 2021 pursuant to the main principles set forth below. The Board of Directors considers that PSP 2021 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 resolution for a Performance Share Plan 2021

The Board of Directors proposes that the Meeting resolves on the implementation of the PSP 2021. In order to implement the PSP 2021, the Board of Directors proposes that no more than 1,000,000 shares of series B in Elekta may be used in the PSP 2021 to be transferred to employees in the Group and, that up to 30 per cent 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 Meeting resolves in accordance with the proposals set out below.

Implementation of the Performance Share Plan 2021

The PSP 2021 shall be offered to individuals with great opportunities to impact the Company's long-term performance both in current roles but also for future roles i.e. the President and CEO, executive management and nominated key contributors, all in all about 25 employees.

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The Board of Directors will determine a maximum value for the PSP 2021 participant group. The maximum value for all participants can be up to 80 per cent of annual base salary at the beginning of the fiscal year 2021/2022. The actual maximum value will be subject to each participant's individual performance evaluation for the past fiscal year. The total sum of the maximum value for all participants in the PSP 2021 will not exceed SEK 53,253,487 excluding social contribution costs.

Each participant's maximum value shall be converted into a number of shares of series B, 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 2021 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 of series B that can be received is dependent on the degree of fulfilment of one target, Elekta's Total Shareholder Return ("TSR") relative to the OMXS30 Index over a three-year period. For the PSP 2021, the minimum performance requirement is that Elekta TSR outperform the OMXS30 Index with at least +0,1 per cent. The maximum performance level requires that Elekta TSR outperform the OMXS30 Index at or above +15 per cent. If the minimum performance level is reached, the allocation will amount up to (and will not exceed) 30 per cent of annual base salary at the beginning of the fiscal year 2021/2022. The actual allotment at reached minimum level will be subject to each participant's individual performance evaluation for the past fiscal year. 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 the allocation will be proportional between the minimum level and the maximum level. 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 accounting principles change or should the Company decide on restructuring costs, the Board of Directors may decide on changes to the PSP 2021 performance targets.

The receipt of shares normally requires that the persons are employed in the Group at the end of the Performance Year 2023/2024.

If all conditions included in the PSP 2021 are met, allotment of shares of series B 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 participants shall not provide any consideration for their rights under the program.

The participants shall at allotment of shares of series B receive cash compensation for any cash dividend under the three financial years 2021/2022-2023/2024.

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 2021, within the scope of the principal conditions and guidelines specified. The Board of Directors shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. Hence, the Board of Directors can

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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 2021 are no longer appropriate. Such alternative incentive solutions shall to the extent practically possible be designed to correspond to the terms of the PSP 2021.

Participation in the PSP 2021 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 due to an increase of the share price during the term of the performance shares and in order to secure the ability to deliver shares of series B, Elekta intends to acquire and transfer own shares.

Costs of Performance Share Plan 2021

Assuming maximum allotment under the PSP 2021 and a share price of SEK 114.6, a maximum of 604,097 shares of series B are required to fulfil the commitments under the program (including social security costs), corresponding to approximately 0.16 per cent of the total number of outstanding shares. The number of shares covered by existing and outstanding incentive programs amounts to 789,962 shares of series B, corresponding to approximately 0.21 per cent of the total number of outstanding shares.

Assuming maximum allotment of shares under the PSP 2021 and a share price of SEK 114.6, the costs, including social security costs and the financing cost for repurchased own shares, are estimated at approximately SEK 69,229,533.

Hedging actions

In order to secure delivery under the PSP 2021, the Board of Directors proposes under item 16 b), that no more than 1,000,000 shares of series B may be transferred to employees in the Group. Further, the Board of Directors proposes under item 17 that the Board of Directors shall be authorised to decide upon transfer of no more than 230,570 own shares of series B on Nasdaq Stockholm in order to cover, inter alia, social contribution costs under PSP 2021. Further, the Board of Directors proposes under item 18 a) that the Board of Directors shall be authorised to decide upon acquisition of own shares of series B in order, inter alia, to facilitate hedging and delivery of shares under PSP 2021. If the proposal to transfer repurchased shares to program participants would not be approved by the Meeting, the Board of Directors will consider other means to meet the delivery undertakings under the PSP 2021.

Preparation of the proposal

The proposal has been prepared by the Company's Executive Compensation & Sustainability Committee in consultation with the Board of Directors. The resolution to propose the PSP 2021 to the 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 2020/2021.

Majority requirement

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 16 a) must be supported by shareholders representing more than half of the votes cast, or, in the event of a tied vote, through the chair exercising his casting vote.

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Item 16 b) – Resolution regarding transfer of own shares in conjunction with the Performance Share Plan 2021

The Board of Directors proposes that the Meeting resolves on transfer of own shares of series B as a result of the PSP 2021 on the following terms.

- (i) No more than 1,000,000 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 2021. Further, subsidiaries within the Group shall have the right to acquire shares free of consideration and such subsidiaries shall be obligated to immediately transfer shares free of consideration to their employees covered by the terms of the PSP 2021.
- (iii) The employee shall have the right to receive shares in accordance with the terms of the PSP 2021 and during the period when the employee is entitled to receive shares in accordance with the terms of the PSP 2021.
- (iv) Employees covered by the terms of the PSP 2021 shall, subject to certain conditions, receive shares of series B free of consideration.

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 of series B forms part of the implementation of the proposed PSP 2021. The Board of Directors considers it to be an advantage for the Company and its shareholders that the employees are shareholders in the Company. The base for determination of the transfer price follows from the Board of Directors' proposal under item 16 a) above.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 16 b) is to be subject to the Meeting having resolved to pass the Board of Directors' proposal on PSP 2021.

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 16 b) must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the Meeting.

Item 17 –Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2019, 2020 and 2021

The Board of Directors proposes that the 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 467,559 own shares of series B on Nasdaq Stockholm, with reference to the Performance Share Plan 2019, 2020 and 2021, 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 Board of Directors will be entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice.

The resolution of the Meeting in accordance with the Board's proposal pursuant to this item 17 must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

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Item 18 a) – Resolution regarding authorization for the Board of Directors to decide upon acquisition of own shares

The Board of Directors proposes that the Meeting authorizes the Board of Directors 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 of series B 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 2021.

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

Item 18 b) – Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares

The Board of Directors proposes that the 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 of series B 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 of series B shall be made either on Nasdaq Stockholm or in another manner.

In conjunction with the acquisition of companies or operations, transfer of own shares of series B 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. The Board of Directors will be entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice. 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 otherwise be subject to terms as set out in Chapter 2, Section 5, second paragraph, 1-3 and 5 of the Swedish Companies Act. 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 Meeting in accordance with the Board of Directors' proposal pursuant to this item 18 b) must be supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Item 19 – Resolution regarding a contribution in order to establish a philanthropic foundation

The Board of Directors proposes that the Meeting resolves on a contribution by the Company of up to SEK 35,000,000 as initial foundation capital for the purposes of establishing a philanthropic foundation of the Company, to be governed by the Swedish Foundation Act (1994:1220) (Sw. stiftelselagen), with the object to improve access to, and quality of, cancer care with special focus on radiotherapy.

If needed for the continuous operations of the foundation, the Board of Directors may propose that future General Meetings resolve on further contributions to the foundation. Such contributions will in each case,

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provided that the matter is not of minor significance in light of the Company's financial position, be subject to the approval of the shareholders on a General Meeting of the Company.

The Board of Directors is of the opinion that the proposed contribution is a gift for charitable or comparable purposes which may be deemed reasonable in light of the nature of the purpose, the Company's financial position and the circumstances in general and that the contribution is justifiable in view of the requirements posed on the size of the Company's and the Group's equity by the nature, scope and risks associated with the Company's and Group's operations as well as the consolidation needs, liquidity and position of the Company and the Group in other respects. There will be sufficient coverage for the Company's restricted equity following the contribution.

Item 20 – Proposal for resolution by the shareholder Thorwald Arvidsson

The shareholder Thorwald Arvidsson has requested that the following items shall be addressed at the Meeting:

- (a) that all shares of both series A and series B shall be converted into shares without serial designation;
- (b) that the second paragraph of Article 5 of the Articles of Association shall read as follows: "Each share entitles the holder to one vote"; and
- (c) that the following paragraphs in Article 5 shall be deleted.

DOCUMENTS

Complete documents in accordance with the Swedish Companies Act (2005:551) will be available on the Company's website, www.elekta.com and at the Company at Kungstensgatan 18 in Stockholm no later than Wednesday 4 August 2021. Additionally, the share register of the Meeting is available in this manner. The Nomination Committee's proposals and reasoned statement and details of all proposed members of the Board of Directors will be available on the Company's website from the date of issue of this notice. All documents are presented by being available in this way. All documents will be sent immediately without charge to any shareholders upon request and notification of postal address.

THE NUMBER OF SHARES AND VOTES

The total number of shares in the Company amounts to 383,568,409 shares, whereof 14,980,769 shares of series A and 368,587,640 shares of series B, representing a total of 518,395,330 votes. The shares of series A carries ten votes and the shares of series B carries one vote. The Company holds 1,485,289 shares of series B, which may not be represented at the Meeting. The information pertains to the circumstances as per the time of issuing this notice.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in relation to the Meeting, see the privacy notice available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in July 2021

Elekta AB (publ)

The Board of Directors

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NOTIFICATION OF ATTENDANCE AND POSTAL VOTING FORM

The form must be received by Euroclear Sweden AB (which administers the form on behalf of Elekta AB) no later than on Tuesday 24 August 2021.

The following shareholder hereby register and exercise their voting rights for all the shareholder's shares in Elekta AB (publ), org. no. 556170-4015, at the Annual General Meeting on Wednesday 25 August 2021. The voting right is exercised in accordance with what is specified in the vote-by-post ballot below.

Shareholder	Social security number/registration number

The declaration (if the signatory is acting on behalf of a shareholder who is a legal person): The undersigned is a member of the board of directors, the managing director or an authorized company signatory of the shareholder and declares with honor and conscience that I am authorized to give this postal vote on behalf of the shareholder and that the content of the postal vote correspond to the shareholder's decision.

The declaration (if the signatory represents the shareholder by proxy): The undersigned declares on honor and conscience that the attached proxy corresponds to the original and is not revoked.

Place and date	
Signature	
Clarification of signature	
Phone number	E-mail

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INSTRUCTIONS TO VOTE BY POST

- Fill in all the information above
- Complete the vote-by-post ballot below
- Print, sign and send the completed voting form to Elekta AB (publ), "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. A completed and signed form may also be submitted electronically and shall be submitted via e-mail to GeneralMeetingService@euroclear.com. Shareholders who are natural persons may also cast their postal votes electronically through BankID verification via the Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>.
- If the shareholder is a natural person who personally votes in advance, it is the shareholder himself who must sign at the above *Signature*. If the postal vote is cast by a proxy for a shareholder, it is the proxy that must sign. If the postal vote is given by someone who is entitled to act on behalf of the shareholder, that person shall sign.
- If the shareholder postal votes by proxy, a signed and dated power of attorney in writing shall be appended to the postal voting form. Forms of power-of-attorney in Swedish and English are available on the Company's website, www.elekta.com. The forms of power-of-attorney may also be obtained from the Company or be ordered from Euroclear Sweden AB over the telephone by using the number below. A legal person shall append a verified copy of the registration certificate or an equivalent authority document for the legal entity to the postal voting form. The registration certificate and the power-of-attorney may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue).
- **Note that a shareholder whose shares are nominee-registered must register the shares in his own name in order to vote.** Instructions on this can be found in the notice to the Annual General Meeting.

The shareholder cannot give instructions other than to mark one of the specified response options below at the respective item in the vote-by-post ballot. If the shareholder wishes to abstain from voting on any item, please refrain from selecting an alternative. If the shareholder has provided the form with special instructions or conditions, or amended or supplemented the printed text, the vote (i.e. the postal vote in its entirety) is invalid. Only one form per shareholder will be considered. If more than one form is submitted, only the most recently dated form will be considered. If two forms have the same date, only the form most recently submitted to Euroclear will be considered. Incomplete or incorrectly filled forms may be left without consideration.

The advance voting form, with any appended authorization documents, must be submitted to Euroclear Sweden AB no later than on Tuesday 24 August 2021. A postal vote can be withdrawn until Tuesday 24 August 2021 by contacting Euroclear Sweden AB via e-mail GeneralMeetingService@euroclear.com (with reference "Elekta AB AGM"), by post to Elekta AB (publ), "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or on telephone +46 8 402 92 80 (Monday-Friday at 09.00-16.00).

For complete proposals for resolutions, please see the notice and other meeting documents on Elekta AB's website, www.elekta.com.

For information on how personal data is processed in relation to the Annual General Meeting, see the privacy notice available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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ANNUAL GENERAL MEETING IN ELEKTA AB (PUBL) ON WEDNESDAY 25 AUGUST 2021

The response options below refer to the proposals presented in the notice to the Meeting that are available on the Company's website.

ITEM		
2.	Election of the Chair of the Meeting	Yes No <input type="checkbox"/> <input type="checkbox"/>
3.	Preparation and approval of the list of shareholders entitled to vote at the Meeting	Yes No <input type="checkbox"/> <input type="checkbox"/>
4.	Approval of the agenda	Yes No <input type="checkbox"/> <input type="checkbox"/>
5.	Election of one or two persons to approve the minutes	
	(i) Per Colleen	Yes No <input type="checkbox"/> <input type="checkbox"/>
	(ii) Filippa Gerstädt	Yes No <input type="checkbox"/> <input type="checkbox"/>
6.	Determination of whether the Meeting has been duly convened	Yes No <input type="checkbox"/> <input type="checkbox"/>
8.	Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement	Yes No <input type="checkbox"/> <input type="checkbox"/>
9.	Resolution concerning approval of the disposition of the Company's earnings as shown in the adopted balance sheet and determination of the record day for dividend	Yes No <input type="checkbox"/> <input type="checkbox"/>
10.	Resolution concerning the discharge of the Directors and the former and current President and CEO from personal liability:	
	(i) Director and Chair Laurent Leksell	Yes No <input type="checkbox"/> <input type="checkbox"/>
	(ii) Director Caroline Leksell Cooke	Yes No <input type="checkbox"/> <input type="checkbox"/>
	(iii) Director Johan Malmquist	Yes No <input type="checkbox"/> <input type="checkbox"/>
	(iv) Director Wolfgang Reim	Yes No <input type="checkbox"/> <input type="checkbox"/>

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	(v) Director Jan Secher	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(vi) Director Birgitta Stymne Göransson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(vii) Director Cecilia Wikström	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(viii) President and CEO Gustaf Salford	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(ix) Former President and CEO Richard Hausmann for the period from 1 May 2020 until 15 June 2020	Yes <input type="checkbox"/>	No <input type="checkbox"/>
11.	Determination of the number of Directors and any deputy Directors		
11.1	Number of Directors	Yes <input type="checkbox"/>	No <input type="checkbox"/>
11.2	Number of deputy Directors	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12.	Determination of the fees to be paid to the Directors and the Auditor		
12.1	Fees to the Directors	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12.2	Fees to the Auditor	Yes <input type="checkbox"/>	No <input type="checkbox"/>
13.	Election of Directors, Chair of the Board of Directors, and any deputy Directors		
	The Nomination Committee's proposal for Directors		
	(i) Election of Laurent Leksell as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(ii) Election of Caroline Leksell Cooke as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(iii) Election of Johan Malmquist as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(iv) Election of Wolfgang Reim as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(v) Election of Jan Secher as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>

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	(vi) Election of Birgitta Stymne Göransson as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(vii) Election of Cecilia Wikström as Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	The Nomination Committee's proposal for the Chair of the Board of Directors		
	(viii) Election of Laurent Leksell as the Chair of the Board of Directors (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
14.	Election of Auditor	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15.	Resolution regarding approval of the remuneration report	Yes <input type="checkbox"/>	No <input type="checkbox"/>
16.	(a) Resolution regarding Performance Share Plan 2021	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(b) Resolution regarding transfer of own shares in conjunction with the Performance Share Plan 2021	Yes <input type="checkbox"/>	No <input type="checkbox"/>
17.	Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2019, 2020 and 2021	Yes <input type="checkbox"/>	No <input type="checkbox"/>
18.	(a) Resolution regarding authorization for the Board of Directors to decide upon acquisition of own shares	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	(b) Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares	Yes <input type="checkbox"/>	No <input type="checkbox"/>
19.	Resolution regarding a contribution in order to establish a philanthropic foundation	Yes <input type="checkbox"/>	No <input type="checkbox"/>
20.	Proposal for resolution by the shareholder Thorwald Arvidsson	Yes <input type="checkbox"/>	No <input type="checkbox"/>

The shareholder requests that resolutions in one or some of the items on the vote-by-post ballot above are deferred to a continued general meeting

(To be filled in only if the shareholder has such a request)

State the item or items

(Use numbers):

Elekta AB (publ)

Postal votes - final outcome (26§ 2020:198)

	A - 10 votes	B - 1 vote	Total
Present shares	14 980 769	214 934 426	229 915 195
Present votes	149 807 690,0	214 934 426,0	364 742 116,0
Issued share capital	14 980 769	368 587 640	383 568 409
Repurchased shares	0	1 485 289	1 485 289

	Votes			Shares			% of issued share capital	
	For	Against	Not voted	For	Against	Not voted	For	Against
2 - Election of the Chair of the Meeting	363 876 467,0	0,0	865 649,0	229 049 546	0	865 649	59,715%	0,000%
3 - Preparation and approval of the list of shareholders entitled to vote at the Meeting	363 876 467,0	0,0	865 649,0	229 049 546	0	865 649	59,715%	0,000%
4 - Approval of the agenda	363 876 467,0	0,0	865 649,0	229 049 546	0	865 649	59,715%	0,000%
5.1 - Election of one or two persons to approve the minutes - Per Colleen	363 875 667,0	0,0	866 449,0	229 048 746	0	866 449	59,715%	0,000%
5.2 - Election of one or two persons to approve the minutes - Filipa Gerstädt	363 875 667,0	0,0	866 449,0	229 048 746	0	866 449	59,715%	0,000%
6 - Determination of whether the Meeting has been duly convened	363 876 467,0	0,0	865 649,0	229 049 546	0	865 649	59,715%	0,000%
8 - Resolution concerning adoption of the balance sheet and income statement and the consolidated balance sheet and consolidated income statement	364 528 140,0	124 713,0	89 263,0	229 701 219	124 713	89 263	59,885%	0,033%
9 - Resolution concerning approval of the disposition of the Company's earnings as shown in the adopted balance sheet and determination of the record day for dividend	364 586 134,0	66 719,0	89 263,0	229 759 213	66 719	89 263	59,900%	0,017%
10.1 - Resolution concerning the discharge from personal liability - Director and Chair Laurent Leksell	211 611 284,0	1 464 439,0	151 666 393,0	211 611 284	1 464 439	16 839 472	55,169%	0,382%
10.2 - Resolution concerning the discharge from personal liability - Director Caroline Leksell Cooke	205 624 100,0	1 464 439,0	157 653 577,0	205 624 100	1 464 439	22 826 656	53,608%	0,382%
10.3 - Resolution concerning the discharge from personal liability - Director Johan Malmquist	363 168 414,0	1 464 439,0	109 263,0	228 341 493	1 464 439	109 263	59,531%	0,382%
10.4 - Resolution concerning the discharge from personal liability - Director Wolfgang Reim	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
10.5 - Resolution concerning the discharge from personal liability - Director Jan Secher	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
10.6 - Resolution concerning the discharge from personal liability - Director Birgitta Stymne Göransson	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
10.7 - Resolution concerning the discharge from personal liability - Director Cecilia Wikström	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
10.8 - Resolution concerning the discharge from personal liability - President and CEO Gustaf Salford	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
10.9 - Resolution concerning the discharge from personal liability - Former President and CEO Richard Hausmann for the period from 1 May 2020 until 15 June 2020	363 188 414,0	1 464 439,0	89 263,0	228 361 493	1 464 439	89 263	59,536%	0,382%
11.1 - Determination of the number of Directors	364 492 916,0	159 937,0	89 263,0	229 665 995	159 937	89 263	59,876%	0,042%
11.2 - Determination of the number of deputy Directors	364 492 916,0	159 937,0	89 263,0	229 665 995	159 937	89 263	59,876%	0,042%
12.1 - Determination of the fees to be paid to the Directors and the Auditor	363 658 292,0	974 561,0	109 263,0	228 831 371	974 561	109 263	59,659%	0,254%
12.2 - Determination of the fees to be paid to the Auditor	364 652 853,0	0,0	89 263,0	229 825 932	0	89 263	59,918%	0,000%
13.1 - Election of Directors - Election of Laurent Leksell as Directors (re-election)	341 243 815,0	16 630 966,0	6 867 335,0	206 416 894	16 630 966	6 867 335	53,815%	4,336%
13.2 - Election of Directors - Caroline Leksell Cooke as Directors (re-election)	349 113 034,0	14 748 931,0	880 151,0	214 286 113	14 748 931	880 151	55,866%	3,845%
13.3 - Election of Directors - Johan Malmquist as Directors (re-election)	314 826 391,0	49 155 290,0	760 435,0	179 999 470	49 155 290	760 435	46,928%	12,815%

13.4 - Election of Directors - Wolfgang Reim as Directors (re-election)	364 179 882,0	472 971,0	89 263,0	229 352 961	472 971	89 263	59,795%	0,123%
13.5 - Election of Directors - Jan Secher as Directors (re-election)	364 031 074,0	621 779,0	89 263,0	229 204 153	621 779	89 263	59,756%	0,162%
13.6 - Election of Directors - Birgitta Stymne Göransson as Directors (re-election)	351 232 635,0	12 769 046,0	740 435,0	216 405 714	12 769 046	740 435	56,419%	3,329%
13.7 - Election of Directors - Cecilia Wikström as Directors (re-election)	364 627 226,0	25 627,0	89 263,0	229 800 305	25 627	89 263	59,911%	0,007%
13.8 - Election of Chair of the Board of Directors - Laurent Leksell as the Chair of the Board of Directors (re-election)	349 093 889,0	15 558 964,0	89 263,0	214 266 968	15 558 964	89 263	55,861%	4,056%
14 - Election of Auditor	364 652 853,0	0,0	89 263,0	229 825 932	0	89 263	59,918%	0,000%
15 - Resolution regarding approval of the remuneration report	356 300 921,0	7 700 760,0	740 435,0	221 474 000	7 700 760	740 435	57,740%	2,008%
16a - Resolution regarding Performance Share Plan 2021	360 293 359,0	3 657 069,0	791 688,0	225 466 438	3 657 069	791 688	58,781%	0,953%
16b - Resolution regarding transfer of own shares in conjunction with the Performance Share Plan 2021	361 318 296,0	2 543 669,0	880 151,0	226 491 375	2 543 669	880 151	59,048%	0,663%
17 - Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares in conjunction with the Performance Share Plan 2019, 2020 and 2021	361 478 233,0	2 383 732,0	880 151,0	226 651 312	2 383 732	880 151	59,090%	0,621%
18a - Resolution regarding authorization for the Board of Directors to decide upon acquisition of own shares	364 399 857,0	341 459,0	800,0	229 572 936	341 459	800	59,852%	0,089%
18b - Resolution regarding authorization for the Board of Directors to decide upon the transfer of own shares	364 399 457,0	341 859,0	800,0	229 572 536	341 859	800	59,852%	0,089%
19 - Resolution regarding a contribution in order to establish a philanthropic foundation	364 652 453,0	400,0	89 263,0	229 825 532	400	89 263	59,918%	0,000%
20 - Proposal for resolution by the shareholder Thorwald Arvidsson	36 874 738,0	326 033 543,0	1 833 835,0	36 874 738	191 206 622	1 833 835	9,614%	49,849%

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ITEM 16 A

Resolution regarding Performance Share Plan 2021

Performance Share Plan 2021 ("PSP 2021") includes the Board of Directors' proposal for resolutions on implementation of a performance share plan, equivalent to the performance share plan resolved by the Meeting in 2020, and transfer of treasury shares.

Background

Long-term variable compensation is an integral part of Elekta's remuneration strategy. Elekta has annually resolved on long-term incentive programs for executive management and key employees within the Group.

The Board of Directors proposes that Elekta's long-term variable compensation in 2021, like last year, shall include the executive management and a few selected key employees in the same share-based long-term incentive plan. The Board of Directors proposes that the Meeting resolves on PSP 2021 pursuant to the main principles set forth below. The Board of Directors considers that PSP 2021 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 resolution for a Performance Share Plan 2021

The Board of Directors proposes that the Meeting resolves on the implementation of the PSP 2021. In order to implement the PSP 2021, the Board of Directors proposes that no more than 1,000,000 shares of series B in Elekta may be used in the PSP 2021 to be transferred to employees in the Group and, that up to 30 per cent 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 Meeting resolves in accordance with the proposals set out below.

Implementation of the Performance Share Plan 2021

The PSP 2021 shall be offered to individuals with great opportunities to impact the Company's long-term performance both in current roles but also for future roles i.e. the President and CEO, executive management and nominated key contributors, all in all about 25 employees.

The Board of Directors will determine a maximum value for the PSP 2021 participant group. The maximum value for all participants can be up to 80 per cent of annual base salary at the beginning of the fiscal year 2021/2022. The actual maximum value will be subject to each participant's individual performance evaluation for the past fiscal year. The total sum of the maximum value for all participants in the PSP 2021 will not exceed SEK 53,253,487 excluding social contribution costs.

Each participant's maximum value shall be converted into a number of shares of series B, 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 2021 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 of series B that can be received is dependent on the degree of fulfilment of one target, Elekta's Total Shareholder Return ("TSR") relative to the OMXS30 Index over a three-year period. For the PSP 2021, the minimum performance requirement is that Elekta TSR outperform the OMXS30 Index with at least +0,1 per cent. The maximum performance level requires that Elekta

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TSR outperform the OMXS30 Index at or above +15 per cent. If the minimum performance level is reached, the allocation will amount up to (and will not exceed) 30 per cent of annual base salary at the beginning of the fiscal year 2021/2022. The actual allotment at reached minimum level will be subject to each participant's individual performance evaluation for the past fiscal year. 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 the allocation will be proportional between the minimum level and the maximum level. 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 accounting principles change or should the Company decide on restructuring costs, the Board of Directors may decide on changes to the PSP 2021 performance targets.

The receipt of shares normally requires that the persons are employed in the Group at the end of the Performance Year 2023/2024.

If all conditions included in the PSP 2021 are met, allotment of shares of series B 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 participants shall not provide any consideration for their rights under the program.

The participants shall at allotment of shares of series B receive cash compensation for any cash dividend under the three financial years 2021/2022-2023/2024.

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 2021, within the scope of the principal conditions and guidelines specified. The Board of Directors shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. Hence, 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 2021 are no longer appropriate. Such alternative incentive solutions shall to the extent practically possible be designed to correspond to the terms of the PSP 2021.

Participation in the PSP 2021 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 due to an increase of the share price during the term of the performance shares and in order to secure the ability to deliver shares of series B, Elektro intends to acquire and transfer own shares.

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Costs of Performance Share Plan 2021

Assuming maximum allotment under the PSP 2021 and a share price of SEK 114.6, a maximum of 604,097 shares of series B are required to fulfil the commitments under the program (including social security costs), corresponding to approximately 0.16 per cent of the total number of outstanding shares. The number of shares covered by existing and outstanding incentive programs amounts to 789,962 shares of series B, corresponding to approximately 0.21 per cent of the total number of outstanding shares.

Assuming maximum allotment of shares under the PSP 2021 and a share price of SEK 114.6, the costs, including social security costs and the financing cost for repurchased own shares, are estimated at approximately SEK 69,229,533.

Hedging actions

In order to secure delivery under the PSP 2021, the Board of Directors proposes under item 16 b), that no more than 1,000,000 shares of series B may be transferred to employees in the Group. Further, the Board of Directors proposes under item 17 that the Board of Directors shall be authorised to decide upon transfer of no more than 230,570 own shares of series B on Nasdaq Stockholm in order to cover, *inter alia*, social contribution costs under PSP 2021. Further, the Board of Directors proposes under item 18 a) that the Board of Directors shall be authorised to decide upon acquisition of own shares of series B in order, *inter alia*, to facilitate hedging and delivery of shares under PSP 2021. If the proposal to transfer repurchased shares to program participants would not be approved by the Meeting, the Board of Directors will consider other means to meet the delivery undertakings under the PSP 2021.

Preparation of the proposal

The proposal has been prepared by the Company's Executive Compensation & Sustainability Committee in consultation with the Board of Directors. The resolution to propose the PSP 2021 to the 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 2020/2021.

Majority requirement

The resolution of the Meeting in accordance with the Board of Directors' proposal pursuant to this item 16 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.