

Resolution to issue convertible bonds with preferential rights for the Company's shareholders

The Board of Directors' of Elekta AB (publ) proposal pursuant to Chapter 15 Section 31 of the Swedish Companies Act

The Board of Directors of Elekta AB (publ) proposes that an Extraordinary General Meeting decides to approve the Board of Directors' resolution to issue convertible bonds with preferential rights for the Company's shareholders as specified below. The resolution includes, *inter alia*, authorization for the Board of Directors to, no later than March 30, 2012, determine certain terms and conditions of the issue of convertible bonds with preferential rights for the Company's shareholders such as the loan amount, the amount to be paid for each convertible bond, the rate of interest, the conversion price [and other special terms and conditions] for the loan which the Company raises through the issue. The maximum amount by which the share capital may be increased will be determined by the loan amount and the conversion price.

Stockholm, March, 2012
The Board of Directors of Elekta AB (publ)

The Board of Directors' of Elekta AB (publ) resolution pursuant to Chapter 15 Section 29 of the Swedish Companies Act to issue convertible bonds with preferential rights for the Company's shareholders subject to the approval by the general meeting

The Board of Directors resolves to, subject to the approval by the general meeting, issue convertible bonds with preferential rights for the Company's shareholders according to the terms and conditions as specified below.

1. The convertible bonds shall be either A convertible bonds (convertible bonds of series A), which can be converted into A shares, or B convertible bonds (convertible bonds of series B), which can be converted into B shares. The nominal amount of the convertible bonds shall be SEK 20.
2. Elekta's shareholders shall have the pre-emptive right to subscribe for new convertible bonds in relation to the number of shares they already own (primary preferential right to subscribe for convertible bonds), where holdings of A shares entitle the holder to subscribe for A convertible bonds, and holdings of B shares entitle the holder to subscribe for B convertible bonds. Convertible bonds that are not subscribed for by exercising the primary preferential right to subscribe for convertible bonds shall be offered to all shareholders (subsidiary preferential right to subscribe for convertible bonds). If the convertible bonds offered in this manner do not sufficiently cover the subscription with the subsidiary preferential right to subscribe for convertible bonds, the convertible bonds shall be allotted between subscribers pro rata in relation to the number of shares they already own in the company. To the extent this is not possible, the allotment shall be made by a lottery conducted by a notary public. If a subscription right is sold the subsidiary preferential right to subscribe for convertible bonds is transferred to the new holder of the subscription right.
3. In the event all convertible bonds are not subscribed for by utilising the primary or subsidiary preferential right to subscribe for convertible bonds, the Board of Directors will decide on, within the maximum amount of the issue, allotment of convertible bonds subscribed for without preferential right in accordance with the following. Allotment shall be made to those others who have subscribed for convertible bonds, and who reasonably can be accepted by the company in consultation with the company's financial advisors. If the convertible bonds offered in this manner do not sufficiently cover the subscription, the convertible bonds shall be allotted pro rata in proportion to the number of convertible bonds that each subscriber has subscribed for. To the extent this is not possible, the allotment shall be made by a lottery.
4. Subscription of convertible bonds shall be made during the period from and including April 11, 2012, up to and including April 25, 2012. Subscription of convertible bonds using subscription rights shall be made by cash payment. Subscription of convertible bonds not using subscription rights shall be made on a separate subscription list and payment for such subscribed and allotted convertible bonds shall be paid in cash no later than three business days after the transaction note has been sent to the subscriber. The Board of Directors shall be entitled to extend the subscription and payment period.
5. In accordance with the terms and conditions of Elekta's warrants 2007/12 and warrants 2008/12, the date before which the warrants must be exercised in order for shares, subscribed for by exercising the warrants, to be entitled to participate in the issue of convertible bonds with preferential rights for the Company's shareholders, is set out to March 16, 2012. Should the warrants not be exercised before March 16, 2012, the warrants will be recalculated in accordance with the terms and conditions for the warrants.

6. The record date for receiving subscription rights shall be April 5, 2012.
7. The Board of Directors is authorized to, no later than March 30, 2012 decide on the loan amount, the price to be paid for each convertible bond, interest rate, conversion price, and all other special conditions related to the loan which the company raises by the rights issue. The amount by which the share capital may be increased if the convertible bonds are converted in full will follow from the loan amount and the conversion price. The amount to be paid for each convertible bond and other terms and conditions shall be the same for each A convertible bond as for each B convertible bond.
8. Conversion may be requested by the holder and by the company, respectively, in accordance with the terms and conditions for the convertible bond.
9. The new shares entitle to dividend for the first time on the record date for dividend which occurs immediately after the new shares have been finally registered by the Swedish Companies Registration Office (Sw. *Bolagsverket*). According to the Articles of Association, A shares are subject to pre-emption obligation (Sw. *hembud*) and there is a possibility to convert A shares into B shares.
10. The terms and conditions for the convertible bond are set out in Appendix 1.
11. The Board of Directors or the President and CEO or any person appointed by the Board of Directors or the President and CEO is authorized to make such minor adjustments to the resolution as may be required in connection with its registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

The following documents are attached to this report:

Appendix 1 – Terms and conditions for the convertible bond.

Appendix 2 – A copy of the Annual Accounts for the financial year 2010/11 with a notification of the general meeting's resolution regarding the company's profit and a copy of the auditor's report for the financial year 2010/11.

Appendix 3 – A report, signed by the Board of Directors, regarding events of material significance for the company's position which occurred subsequent to the presentation of the annual report.

Appendix 4 – Statement signed by the company's auditor in respect of the report referred to in Appendix 3.