Translation

ARTICLES OF ASSOCIATION

=

§ 1

The name of the Company is Elekta AB (publ).

§ 2

The registered office of the Company's board of Directors shall be in the City of Stockholm.

§ 3

The Company's objectives are to carry on, whether directly or indirectly through subsidiaries and/or associated companies, the development, manufacture and/or sale of medical equipment and health care services, to own and manage real property and movable property, and to carry on related business activities.

§ 4

The share capital shall be not less than SEK 80,000,000 and not more than SEK 320,000,000.

§ 5

The number of shares shall be not less than 40,000,000 and not more than 160,000,000.

Two series of shares, Class A and Class B, may be issued. Class A shares carry rights to ten votes and Class B shares carry rights to one vote. Each Class of shares may be issued up to a total number amounting to the entire share capital.

If the share capital is increased through a cash issue or an offset issue, holders of Class A and Class B shares have the pre-emptive right to subscribe for new shares of the same class in relation to the number of shares they already own (primary preferential right). Shares that are not subscribed for by exercising this primary preferential right shall be offered to all shareholders (subsidiary preferential right). If the shares offered in this manner do not sufficiently cover the subscription with the subsidiary preferential right, the shares shall be allotted between subscribers in relation to the number of shares they already own in the Company. To the extent this is not possible with respect to a specific share or shares, the allotment shall be made by a lottery conducted by a notary public.

If the Company decides to, through a cash issue or an offset issue, issue shares on only Class A or Class B, all shareholders, irrespective of whether they own shares of Class A or Class B, shall have preferential rights to subscribe for new shares in relation to the number of shares previously held by that shareholder.

If the Company decides to, through a cash issue or an offset issue, issue stock options or convertible bonds, the shareholders shall have preferential rights to subscribe for the stock options or convertible bonds as if the issues had been of the shares which may be acquired through the stock option or preferential rights to subscribe for the convertibles as if the issues had been for the share for which the convertibles may be traded.

What is stated above shall not constitute any limitation of the possibility to take a decision on a cash issue or an offset issue of shares with a deviation from the shareholder's preferential right.

If the share capital is increased through a bonus issue, new shares of each class shall be issued in relation to the number of shares of the same class that already exist. If so, old shares shall carry a preferential right to new shares of the same class in relation to their proportion of the share capital. What has been stated above, shall not pose any hindrance to the possibility to, through a stock dividend, after appropriate amendment of the articles of association, issue shares of a new class.

Holders of Class A shares may demand, in writing to the Company, that such shares be converted to Class B shares. Class A shares allotted through a cash issue shall be converted to Class B shares if requested by the share subscriber in writing to the Company.

§ 6

The Board of Directors shall consist of not fewer than three and not more than ten members, with not more than five deputy members.

The Board of Directors may authorize someone other than a Board member, deputy member, the President or Vice President to represent the Company and sign for it.

§ 7

For the purpose of examining the Company's annual report and financial statements and the administration of the Board of Directors and the President, an auditor shall be appointed. The appointment as auditor shall be valid up to the close of the Annual General Meeting held during the fourth financial year after the election of the auditor.

§ 8

Notice to attend the Annual General Meeting shall be made through an announcement in Post- och Inrikes Tidningar (Sw. The Official Swedish Gazette) and on the company's website. An announcement that the invitation has been published will be made in Svenska Dagbladet.

A shareholder that wishes to participate in the Annual General Meeting shall (i) be listed in a print out or other form of the shareholders' register showing the situation five working days ahead of the Annual General Meeting, and (ii) notify the Company that he/she/it wishes to attend the Meeting at the latest at 4 pm on such day which is indicated in the summons to the Annual General Meeting. Such day may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be earlier than the fifth weekday before the Meeting.

An assistant to the shareholder may have access to the Meeting only if the shareholder notifies the Company of the number of assistants in the manner set out in the preceding paragraph.

§ 9

The shares of the Company shall be registered in a share register as set out in the act (1998:1479) on recording of financial instruments. A Shareholder or trustee which on the date of record has been entered into the shareholders' register and noted in the register as set out in Chapter 4 of the act (1998:1479) on recording of financial instruments or anyone who is noted on a record account as per Chapter 4, Section 18, first paragraph, items 6-8 of said act shall be considered to be authorized to exercise the rights which follow from Chapter 4, Section 39 of the Companies Act (2005:551).

§ 10

The following business shall come before the Annual General Meeting:

1) opening of the Meeting;
2) election of the Chairman of the Meeting;
3) drawing up and approval of the voting list;
4) approval of the agenda;
5) election of one or two persons to attest to the accuracy of the minutes;
6) a determination whether proper notice of the Meeting has been made;
7) presentation of the annual report and auditors' report as well as, if applicable, the consolidated annual report and the consolidated auditors report;
8) resolutions on
   a. the adoption of the income statement and the balance sheet as well as, if applicable, the consolidated income statement and the consolidated balance sheet,
   b. the disposition of the Company's profit or loss in accordance with the adopted balance sheet,
   c. the discharge of the members of the Board and the President from liability;
9) determination of the number of Board members and deputy board members, if any;
10) decision on the compensation paid to the Board and, if applicable, the auditors;
11) election of the members of the Board and any deputy members;
12) election of the auditors and any deputy auditors, if applicable;
13) decision on principles for executive compensation;
14) other business that may come before the Meeting in accordance with the Swedish Companies Act (2005:551)) or the articles of association.

§ 11

The Company's fiscal year is the period May 1 – April 30.

§ 12

If a Class A share has been conveyed to a person who was not previously a holder of the Company's Class A shares, such share shall immediately be offered, in writing to the Board of Directors of the Company, for redemption by the holders of Class A shares. Acquisition of the share in this manner shall be verified and, when the share has changed possession through a purchase, note shall be made of he price agreed upon.

When notification has been made of the share's conveyance, the Board of Directors at once shall announce it in writing to each shareholder who is eligible for a redemption and whose

address is listed in the share register or is otherwise known to the Company within two months of the notice from the Board of the share's conveyance.

If more than one shareholder submit redemption claims, preferential rights shall be determined through a lottery held by a notary public. However, if several shares are offered for first refusal at the same time, the shares, as far as possible, first shall be distributed among those who submitted redemption claims in relation to their previous holdings of Class A shares.

When the conveyance is made by purchase, the redemption amount shall consist of the purchase price or, should none be available, of the amount determined in accordance with the stipulations of the Arbitration Act (1999:116). The redemption amount shall be paid within one month of the date on which the amount is determined.

If no redemption claims are submitted within the stipulated time by those eligible for redemption or the redemption price has not been paid within the prescribed time, the individual with the right of first refusal will be recorded as holder of the share.

These Articles of Association were adopted at the Annual General Shareholders Meeting on September 13, 2011.