

N.B. The English text is an unofficial translation.

Protokoll fört vid årsstämma med  
aktieägarna i **Getinge AB (publ)**,  
org.nr 556408-5032, i Halmstad  
den 22 april 2025

*Minutes kept at the Annual General  
Meeting of shareholders (the "Meeting")  
in **Getinge AB (publ)**, corporate ID No.  
556408-5032, held in Halmstad, Sweden,  
on April 22, 2025*

## § 1

Årstmöten öppnades av styrelsens ordförande, Johan Malmquist.

Johan Malmquist informerade om att styrelsen i Getinge beslutat att tillåta att aktieägare deltar i stämman även genom att förhandsrösta genom poströstning i enlighet med föreskrifterna i Getinges bolagsordning.

Kallelsen till årsmöten liksom det formulär som använts för poströstning bilades protokollet, Bilaga 1 och Bilaga 2.

*The Chairman of the Board, Johan Malmquist, opened the Annual General Meeting.*

*Johan Malmquist informed of that the Getinge Board of Directors of Getinge had decided to allow the shareholders to also attend the Annual General Meeting by postal voting in accordance with the regulations in Getinge's Articles of Association as further described below*

*The notice to attend the Annual General Meeting and the form used for postal voting was attached to the minutes, Appendix 1 and Appendix 2.*

## § 2

Johan Malmquist utsågs att såsom ordförande leda förhandlingarna vid stämman. Det antecknades att såsom sekreterare vid stämman tjänstgjorde advokat Aleksander Ivarsson.

Noterades att det inför dagens stämman gjorts bedömningen att det med hänsyn till aktieägarkretsens sammansättning inte är motiverat att tillhandahålla tolkning till främmande språk av förhandlingarna.

Informerade ordföranden att ett antal aktieägare och ombud i förhand genom att poströsta eller på annat sätt har meddelat att de har instruktioner från vissa av de aktieägare de företräder att rösta nej eller avstå avseende vissa av dagordningens punkter, att det sammanlagda röstetalet av dessa inte i något ärende i sig kunde påverka den erforderliga majoriteten samt att, om ordföranden efterhörde huruvida han kunde anteckna att ett beslut fattats enhälligt, han därmed avsåg enhällighet med bortseende från dessa nej-röster.

*Johan Malmquist was appointed as Chairman to lead proceedings at the Meeting. It was noted that the lawyer Aleksander Ivarsson served as secretary at the Meeting.*

*It was noted that it, prior the Meeting and considering the composition of the group of shareholders, had been resolved that any translation of the proceedings into a foreign language was not deemed necessary.*

*The Chairman informed the meeting that a number of shareholders and proxies have indicated in advance, by postal vote or otherwise, that they have instructions from some of the shareholders they represent to vote against or abstain on certain items on the agenda, that the total number of such votes as such would not in any case affect the required majority and, when the Chairman would ask whether or not he could note that a resolution had been adopted unanimously, he thus intended unanimously save for such votes against.*

### § 3

Stämman godkände att förteckningen i Bilaga 3, som upprättats av Euroclear Sweden AB på uppdrag av bolaget, baserat på bolagsstämmoaktieboken, mottagna anmälningar och poströster samt närvarande aktieägare, ombud och biträden, skulle gälla som röstlängd vid årsstämman.

*The Meeting approved that the register of shareholders in Appendix 3, prepared by Euroclear Sweden AB on behalf of the company, based on the AGM-shareledger, submitted notices of attendance, present shareholders, proxies and advisors as well as received postal votes, should constitute the voting list for the Meeting.*

### § 4

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

*The proposed agenda published in the notice of the Meeting, was approved by the Meeting.*

### § 5

Jannis Kitsakis representerande Fjärde AP-fonden samt Anders Oscarsson representerande AMF Tjänstepension AB utsågs att jämte ordföranden justera dagens protokoll.

*Jannis Kitsakis representing Fjärde AP-fonden and Anders Oscarsson representing AMF Tjänstepension AB were appointed to approve the minutes, together with the Chairman.*

### § 6

Det upplystes att kallelse till stämman skett genom annonsering i Post- och Inrikes Tidningar den 17 mars 2025 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 13 mars 2025. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 18 mars 2025. Stämman konstaterades vara i behörig ordning sammankallad.

*It was informed that notice to attend the Annual General Meeting had been published on March 17, 2025 in Post- och Inrikes Tidningar (The Official Swedish Gazette) and that the notice was made available at the company's website on March 13, 2025. Further, on March 18, 2025 the company announced in Svenska Dagbladet, Hallandsposten and Hallands Nyheter that notice has been issued. It was determined that the Meeting had been duly convened.*

### § 7

Verkställande direktören och koncernchefen Mattias Perjos föredrog en presentation över verksamhetsåret 2024.

*The President and CEO, Mattias Perjos, presented a report on the business year 2024.*

### § 8

Ordföranden redogjorde för styrelsearbetet och arbetet inom ersättningsutskottet under verksamhetsåret 2024.

Ordföranden för revisions- och riskutskottet Johan Bygge redogjorde för arbetet inom revisions- och riskutskottet under verksamhetsåret 2024 samt för det arvode bolaget erlagt för revisionsuppdraget respektive andra uppdrag till bolagets revisorer.

Ordföranden för etik- och hållbarhetsutskottet Cecilia Daun Wennborg redogjorde för arbetet inom etik- och hållbarhetsutskottet under verksamhetsåret 2024.

*The Chairman reported on the work of the Board and the work of the Remuneration Committee during the business year 2024.*

*The Chairman of the Audit and Risk Committee Johan Bygge reported on the work performed by the Audit and Risk Committee during the business year 2024 and of the fees the company had paid for the audit assignment and other assignments conducted by the company's auditor.*

*The Chairman of the Ethics and Sustainability Committee Cecilia Daun Wennborg reported on the work performed by the Ethics and Sustainability Committee during the business year 2024.*

## § 9

Ordföranden upplyste att styrelsens och verkställande direktörens årsredovisning med tillhörande balans- och resultaträkning samt koncernbalans- och koncernresultaträkning för räkenskapsåret 2024 och styrelsens ersättningsrapport för 2024 liksom revisorsyttrande om huruvida de riktlinjer för ersättning till ledande befattningshavare som gällt sedan föregående årsstämma har följts har funnits tillgängliga på bolagets hemsida och skickats till de aktieägare som anmält att de vill erhålla dessa och uppgett sin adress.

Konstaterades att ovan nämnda handlingar skulle anses framlagda vid stämman.

Huvudansvarige auktoriserade revisorn Cecilia Andrén Dorselius föredrog revisionsberättelsen och koncernrevisionsberättelsen över årsredovisningen, koncernredovisningen, räkenskaperna samt styrelsens och verkställande direktörens förvaltning för räkenskapsåret 2024.

Därefter besvarades frågor från aktieägarna.

*The Chairman reported that the Board's and the CEO's Annual Report with the accompanying Balance Sheet and Income Statement and the Consolidated Balance Sheet and Consolidated Income Statement for the financial year 2024 and the Board's remuneration report for 2024 as well as the statement of the auditor on the compliance of the guidelines for remuneration to Senior Executives applicable since the last Annual General Meeting have been available on the company's website and have been distributed to all shareholders who registered that they wished to receive a copy and stated their address.*

*The Meeting concluded that the aforementioned documents would be considered as presented at the Meeting.*

*The auditor in charge, authorized public accountant Cecilia Andrén Dorselius presented the Auditors' Report and the consolidated Auditors' Report for the Annual Report, the Consolidated Income Statement, the accounts and the administration by the Board and the CEO for the financial year 2024.*

*Thereafter, questions from the shareholders were answered.*

## § 10

Stämman beslutade att fastställa den framlagda resultaträkningen och balansräkningen samt även koncernresultaträkningen och koncernbalansräkningen.

*The Meeting resolved to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet.*

## § 11

Ordföranden konstaterade att styrelsens och verkställande direktörens förslag till vinstdisposition, tillsammans med styrelsens motiverade yttrande enligt 18 kap. 4 § aktiebolagslagen, har funnits tillgängligt hos bolaget, på bolagets hemsida och finns tillgängligt på stämman i föreskriven ordning.

Stämman beslutade, i enlighet med styrelsens och verkställande direktörens förslag, att till aktieägarna utdelas 4,60 kronor per aktie motsvarande totalt 1 252 900 035,80 kronor samt att

resterande belopp balanseras i ny räkning, samt att såsom avstämningsdag för rätt till utdelning fastställa den 24 april 2025.

Konstaterades att utdelning beräknas kunna utsändas av Euroclear Sweden AB med början den 29 april 2025.

*The Chairman noted that the Board's and the CEO's proposal on disposition of profit, together with the statement by the Board of Directors pursuant to Chapter 18, Section 4 of the Swedish Companies Act, have been available at the company, the company's website and at the Meeting in line with regulation.*

*In accordance with the Board's and the CEO's proposal, the Meeting resolved to pay to the shareholders a dividend of SEK 4.60 per share, in total SEK 1,252,900,035.80 and that the remaining amount should be carried forward, and to set the record date for the entitlement to dividends as per April 24, 2025.*

*It was noted that dividend payments through Euroclear Sweden AB were expected to commence on April 29, 2025.*

## § 12

Stämman beslutade att bevilja styrelsens ledamöter och den verkställande direktören ansvarsfrihet för räkenskapsåret 2024.

Det antecknades att varken styrelseledamöterna eller verkställande direktören som närvarar personligen eller har poströstat deltog i beslutet beträffande dem själva, och att samtliga övriga på stämman närvarande aktieägare (även innefattande poströster) biträdde besluten, med undantag för de aktieägare som i förväg lämnat särskilda instruktioner om nej- respektive avståenderöster.

*The Meeting resolved to discharge the Board members and the CEO from liability for their administration of the company for the financial year 2024.*

*It was noted that neither the Board members nor the CEO attending in person or who have voted per post participated in this resolution in relation to him/her self, and that all other shareholders present at the Meeting (including postal votes) approved the resolutions, with the exception of those shareholders who in advance have given specific instructions for vote against or abstain from voting.*

## § 13 (a)-(b)

Valberedningens ordförande, Carl Bennet, redogjorde för valberedningens förslag till beslut avseende punkterna 13-16 samt valberedningens uppgifter och arbete inför årsstämman 2025. I anslutning därtill besvarades frågor från aktieägarna.

Stämman beslutade i enlighet med valberedningens förslag att (a) antalet styrelseledamöter ska vara nio stycken utan suppleanter samt att (b) ett registrerat revisionsbolag ska utses till bolagets revisor.

*The Chairman of the Nomination Committee, Carl Bennet, reported on the Nomination Committee's proposal for resolution on items 13-16 and the duties and the work of the Nomination Committee in respect of the Annual General Meeting 2025. In connection thereto, questions from the shareholders were answered.*

*The Meeting resolved, in accordance with the proposal of the Nomination Committee, that (a) the number of Board members should be nine, without any deputy members and (b) that a registered auditing company should be elected as the company's auditor.*

## § 14 (a)-(b)

Stämman beslutade i enlighet med valberedningens förslag att (a) arvode till av bolagsstämman valda styrelseledamöter ska utgå med ett sammanlagt belopp om 6 833 100 kronor, varav 1 715 400 kronor till ordföranden och 731 000 kronor till var och en av de övriga bolagsstämmovalda ledamöterna som inte är anställda i koncernen, att ersättning för arbete i revisions- och riskutskottet ska utgå med 326 300 kronor till ordföranden och 159 800 kronor till var och en av de övriga ledamöterna, att ersättning för arbete i ersättningsutskottet ska utgå med 163 100 kronor till ordföranden och 118 200 kronor till var och en av de övriga ledamöterna, samt att ersättning för arbete i etik- och hållbarhetsutskottet ska utgå med 163 100 kronor till

ordföranden och 118 200 kronor till var och en av de övriga ledamöterna, samt att (b) arvode till revisorn ska utgå enligt godkänd räkning.

*The Meeting resolved, in accordance with the proposal of the Nomination Committee, that (a) fees to the members of the Board elected by the Annual General Meeting shall be paid, in a total amount of SEK 6,833,100, of which, SEK 1,715,400 shall be paid to the Chairman, and SEK 731,000 to each of the other members elected by the Annual General Meeting who are not employed in the group, that fees for work on the Audit and Risk Committee shall be paid in an amount of SEK 326,300 to the Chairman and SEK 159,800 to each of the other members, that fees to the Remuneration Committee shall be paid in an amount of SEK 163,100 to the Chairman and SEK 118,200 to each of the other members, and that fees for work in the Ethics and Sustainability Committee shall be paid in an amount of SEK 163,100 to the Chairman and SEK 118,200 to each of the other members, and that (b) fees to the auditors shall be paid in accordance with approved invoices.*

## § 15 (a)-(j)

Noterades att valberedningen föreslagit omval av styrelseledamöterna Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson och Kristian Samuelsson samt nyval av Ulrika Dellby som styrelseledamot. Noterades vidare att valberedningen föreslagit att Johan Malmquist ska omväljas till styrelseordförande.

Ordföranden upplyste om att de föreslagna ledamöternas uppdrag i andra företag funnits angivna i valberedningens fullständiga förslag till beslut och motiverade yttrande samt på bolagets hemsida.

Stämman beslutade att de uppdrag vilka de föreslagna styrelseledamöterna har i andra företag skulle anses såsom föredragna vid stämman.

Föreslagen ny ledamot Ulrika Dellby presenterade sig.

Stämman röstade om val av var och en av de föreslagna styrelseledamöterna samt styrelseordförande under punkten 15 (a)-(j) och valde för tiden intill slutet av nästa årsstämma till styrelseledamöter: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson, Kristian Samuelsson (samtliga omval) och Ulrika Dellby (nyval). Till styrelseordförande valdes Johan Malmquist (omval).

Det upplystes att Åke Larsson och Fredrik Brattborn kvarstår som ordinarie styrelseledamöter utsedda av arbetstagarorganisationerna med Pontus Käll och Ida Ekman som suppleanter.

*It was noted that the Nomination Committee had proposed re-election of the Board members Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson and Kristian Samuelsson, and new election of Ulrika Dellby as Board member. It was further noted that the Nomination Committee had proposed re-election of Johan Malmquist as Chairman of the Board.*

*The Chairman informed that the proposed Board members assignments in other companies are presented in the proposal and motivated statement from the Nomination Committee and on the company's website. The Meeting resolved that the proposed Board members' assignments in other companies should be considered as presented at the Meeting.*

*The proposed new board member Ulrika Dellby presented herself.*

*The Meeting voted on each item in 15 (a)-(j) regarding the election on each of the proposed Board members and the Chairman of the Board for the period until the close of the next Annual General Meeting, and the Meeting elected as Board members: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson, Kristian Samuelsson (all re-election) and Ulrika Dellby (new election). Johan Malmquist was re-elected as Chairman of the Board.*

*The Chairman informed that Åke Larsson and Fredrik Brattborn will remain as members of the Board appointed by the employee organizations, with Pontus Käll and Ida Ekman as deputy members.*

## § 16

Stämman valde revisionsbolaget Ernst & Young AB till ny revisor för bolaget intill utgången av årsstämma 2026.

Det noterades att Ernst & Young AB har meddelat att Fredrik Norrman kommer att vara huvudansvarig revisor. Fredrik Norrman presenterade sig själv.

*The Meeting elected the accounting firm Ernst & Young AB as the new auditor of the company until the close of the Annual General Meeting 2026.*

*It was noted that Ernst & Young AB has informed that Fredrik Norrman will be the auditor in charge. Fredrik Norrman presented himself.*

## § 17

Ordföranden presenterade styrelsens ersättningsrapport för verksamhetsåret 2024.

Stämman beslutade att godkänna den framlagda ersättningsrapporten.

*The Chairman presented the Board's remuneration report for the business year 2024.*

*The Meeting resolved to approve the presented remuneration report.*

## § 18

Ordföranden redogjorde för styrelsens förslag avseende bemyndigande för styrelsen att besluta om förvärv av egna B-aktier i enlighet med Bilaga 4. Ordföranden konstaterade även att styrelsen avgivit ett motiverat yttrande enligt 19 kap. 22 § aktiebolagslagen, som har funnits tillgängligt hos bolaget, på bolagets hemsida och finns tillgängligt på stämman i föreskriven ordning.

Stämman beslutade att bemyndiga styrelsen att besluta om förvärv av egna B-aktier i enlighet med styrelsens förslag.

Det antecknades att beslutet var enhälligt, med undantag för de aktieägare som i förväg meddelat genom förhandsröst eller på annat sätt på förhand anmält att de röstar nej till förslaget eller avstår från att rösta och att således beslutet fattats med erforderlig majoritet om två tredjedelar av såväl avgivna röster som vid stämman företrädde aktier.

*The Chairman presented the Board's proposal regarding authorization for the Board to resolve on repurchase of own series B shares in accordance with Appendix 4. The Chairman also noted that the Board had presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, which has been available at the company, the company's website and at the Meeting in line with regulation.*

*The Meeting resolved to authorize the Board to resolve on repurchase of own series B shares in accordance with the Board's proposal.*

*It was noted that the resolution was unanimously adopted, save for the shareholders who had notified through postal voting or in other ways notified in advance that they will vote against the resolution or abstain from voting] and that the resolution thus was taken with the required majority of two thirds of the votes cast as well as of the shares represented at the Meeting.*

## § 19

Ordföranden tackade verkställande direktören och koncernchefen, ledningen och övrig personal i Getinge för utomordentliga insatser under det gångna verksamhetsåret.

Ordföranden tackade Öhrlings PricewaterhouseCoopers och Cecilia Andrén Dorselius för tiden som revisionsbolag och huvudansvarig revisor.

Avslutningsvis tackade ordföranden stämmodeltagarna för deras engagemang och förklarade stämman avslutad.

*The Chairman thanked the President and CEO, the Executive Management Team and the other employees of Getinge for extraordinary efforts during the past business year.*

*The Chairman furthermore thanked Öhrlings PricewaterhouseCoopers and Cecilia Andrén Dorselius for the time as audit firm and lead auditor.*

*Finally, the Chairman thanked the shareholders present for their participation and declared the Meeting closed.*

Vid protokollet:  
*Minutes recorded by:*

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Aleksander Ivarsson

Justeras:  
*Approved by:*

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Johan Malmquist

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Jannis Kitsakis

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Anders Oscarsson

## NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB (PUBL)

The shareholders of Getinge AB (publ), corporate ID No. 556408-5032, ("**Getinge**") are hereby invited to attend the Annual General Meeting (the "**AGM**") on Tuesday, April 22, 2025 at 3.00 p.m. CEST, in Kongresshallen, Hotel Tylösand, Halmstad, Sweden. Entrance registration starts at 2.00 p.m. CEST. A lighter snack will be served after the AGM.

The Board of Directors of Getinge has decided that the shareholders shall be able to exercise their voting right the AGM by postal voting in accordance with the regulations in Getinge's Articles of Association, as further described below.

### RIGHT TO ATTEND AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM **in person** must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Thursday, April 10, 2025, **and**
- notify the company of their intention to attend the AGM by Monday, April 14, 2025, preferably before 4.00 p.m. CEST:
  - by post to the address Getinge AB (publ), "Årsstämma 2025", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden
  - by telephone +46 10-335 08 18 (weekdays between 9.00 a.m. – 4.00 p.m. CEST), or
  - via the company's website,  
<https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>.

The notice of attendance shall state name, personal or corporate identity number, address, telephone number and email address (if any), and also the number of any of advisors (not more than two). Shareholders who have notified their attendance and wish to attend the AGM in person must show valid identification at the entrance of the meeting venue.

Shareholders who wish to attend the AGM by **postal voting** must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Thursday, April 10, 2025, **and**

- no later than Monday, April 14, 2025, preferably before 4.00 p.m. CEST, notify the company of their intention to attend the AGM by submitting their postal vote in accordance with the instructions under “*Postal voting*” below in order for the postal vote to be received by Euroclear Sweden AB no later than that day.

## **NOMINEE-REGISTERED SHARES**

In order to attend the AGM, shareholders with nominee-registered shares should, in addition to give notice of attendance in person or by postal vote, ensure that the shares are owner-registered in the shareholders name to be listed in the share register on the record date, April 10, 2025. Such registration can be temporary (so-called voting right registration), and request for such voting right registration shall be made to the nominee in accordance with the nominee’s routines within the time the nominee decides. Owner-registration completed by the nominee no later than Monday, April 14, 2025 will be considered when the share register is produced.

## **PROXYS, ETC.**

Shareholders participating in person or by postal voting represented by proxy must issue a written, signed and dated power of attorney. The power of attorney may not be more than one year old, unless a longer period of validity is stated, although maximum five years.

Shareholders attending the AGM in person represented by proxy should submit a power of attorney in original by post to Getinge AB (publ), “Årsstämma 2025”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden in due time before the AGM.

Power of attorney for shareholders attending by postal voting represented by proxy, shall be attached to the postal voting form by post or by e-mail if postal voting is made by sending the postal voting form or be attached to the digital postal vote if postal voting is made via Euroclear Sweden’s portal.

A proxy form is available at the company and on the company’s website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>.

Representatives of a legal entity shall attach a certified copy of the certificate of registration or similar document of authorization and provide this in the same way as the proxy is provided.

## **POSTAL VOTING**

The shareholders may exercise their right to vote by postal voting before the AGM. The postal voting form is available on the company’s website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>. Postal voting only does not require any separate notice of attendance for the AGM.

Postal voting can be made by:

- submitting the original of the completed and signed postal voting form to Getinge AB (publ), “Årsstämma 2025”, c/o Euroclear Sweden AB, P.O. Box 191, 101 23 Stockholm, Sweden,
- submitting a scanned copy of the completed and signed postal voting form by email to [GeneralMeetingServices@euroclear.com](mailto:GeneralMeetingServices@euroclear.com) (type in “Getinge AB – Postal voting” in the subject matter box); or
- the shareholder giving notification of attendance and submits its postal vote digitally through BankID verification via the link that is available on the company’s website <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/> and <https://anmalan.vpc.se/EuroclearProxy/>.

The completed postal voting form shall be received by Getinge via Euroclear Sweden no later than Monday, April 14, 2025. Electronic postal voting has to be made within the same time. If the shareholder is a legal entity, a certificate of registration or corresponding authorization document shall be enclosed to the postal voting form and if the shareholder is represented by proxy, a power of attorney shall be enclosed to the postal voting form/digital postal vote in accordance with what is described under the heading “*Proxys, etc.*” above).

The shareholder may not provide the postal voting form with any specific instructions or conditions. If made, the vote (in its entirety) will be deemed invalid. Further instructions and conditions are stated in the postal voting form.

## PROPOSAL FOR AGENDA

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of person(s) to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation by the CEO
8. Presentation of work conducted by the Board of Directors and by the Board appointed Remuneration Committee’s, Audit and Risk Committee’s and Ethics and Sustainability Committee’s work and functions
9. Presentation of the Annual Report and the Auditor’s Report and the Consolidated Accounts and the Group Auditor’s Report
10. Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
11. Resolution regarding dispositions in respect of the company’s profit according to the adopted Balance Sheet and determination of record date for dividend
12. Resolution regarding discharge from liability for the Board of Directors and the CEO
13. Establishment of
  - (a) the number of Board members and deputy members
  - (b) the number of auditors and deputy auditors
14. Establishment of fees to
  - (a) the Board of Directors (including fees for work in Committees), and
  - (b) the auditor(s)

15. Election of Board of Directors and Chairman of the Board
  - (a) re-election of Carl Bennet;
  - (b) re-election of Johan Bygge;
  - (c) re-election of Cecilia Daun Wennborg;
  - (d) re-election of Dan Frohm;
  - (e) re-election of Johan Malmquist;
  - (f) re-election of Mattias Perjos;
  - (g) re-election of Malin Persson;
  - (h) re-election of Kristian Samuelsson;
  - (i) new election of Ulrika Dellby; and
  - (j) re-election of Johan Malmquist as Chairman of the Board
16. Election of auditor(s)
17. Resolution regarding approval of remuneration report
18. Resolution on authorization for the Board of Directors to resolve on repurchase of own shares
19. Closing of the Meeting

## **PROPOSALS BY THE NOMINATION COMMITTEE (item 2 and 13-16)**

The Nomination Committee in respect of the 2025 AGM has comprised the Chairman of the Board Johan Malmquist, the Chairman of the Nomination Committee Carl Bennet (*Carl Bennet AB*), Jannis Kitsakis (*Fjärde AP-fonden*), Dick Bergqvist (*AMF Pension & Fonder*), Simon Blecher (*Carnegie Fonder*) and Marianne Nilsson (*Swedbank Robur*).

The Nomination Committee has proposed the following:

**Chairman of the AGM (item 2):** The Chairman of the Board, Johan Malmquist.

**Board of Directors (item 13 (a) and 15 (a)-(j)):** The number of Board members elected by the General Meeting shall be nine without deputy members. As Board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson and Kristian Samuelsson and new election shall be made of Ulrika Dellby. Johan Malmquist shall be re-elected as Chairman of the Board.

Ulrika Dellby, born 1966, holds a Master of Business Administration. Ulrika Dellby is Chairman of Fasadgruppen Group AB (publ) and Vice Chairman of BICO Group AB (publ) as well as Board member of Arjo AB (publ), Elanders AB (publ), Lifco AB (publ), Linc AB (publ), Werksta Nordic AB and Royal Dramatic Theatre. She has also previous experience as Partner of The Boston Consulting Group and Fagerberg & Dellby Fond I AB and has been CEO of Brindfors Enterprise IG (now Brand Union), Vice Chairman of Norrporten and Board member of Cybercom Group AB, Kavli Holding AS, SJ AB and Business Executives Council of the Royal Swedish Academy of Engineering. Ulrika Dellby holds 3,000 Class B shares in Getinge.

Information concerning all members proposed for re-election is available in the proposal for resolution and motivated statement by the Nomination Committee on the company's website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>.

**Board and committee fees (item 14 (a)):** Board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 6,833,100 (SEK 5,867,400) of which,

SEK 1,715,400 (SEK 1,649,400) to the Chairman, and SEK 731,100 (SEK 703,000) to each of the other Board members elected by the General Meeting who are not employees of the Group. Work in the Audit and Risk Committee shall be compensated with SEK 326,300 (SEK 313,700) to the Chairman and SEK 159,800 (SEK 153,600) to each of the other members. Work in the Remuneration Committee shall be compensated with SEK 163,100 (SEK 156,800) to the Chairman and SEK 118,200 (SEK 113,600) to each of the other members. Work in the Ethics and Sustainability Committee shall be compensated with SEK 163,100 (SEK 156,800) to the Chairman and SEK 118,200 (SEK 113,600) to each of the other members.

**Auditor and auditor fees (item 13 (b), 14 (b) and 16):** The number of auditors shall be one with no deputy auditor. The registered auditing company Ernst & Young AB (“EY”) shall be new elected for the period until the end of the 2026 AGM, in accordance with the recommendation of the Audit and Risk Committee. Fees to the auditor shall be paid in accordance with approved invoices. EY has informed that, should the auditing company be elected, Fredrik Norman will be appointed as auditor in charge.

## **THE BOARD OF DIRECTORS’ PROPOSALS**

### **Disposition of profit and record date for dividend (item 11)**

The Board and the CEO have proposed that a dividend of SEK 4.60 per share shall be declared. As record date for the dividend, the Board has proposed Thursday, April 24, 2025. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Tuesday, April 29, 2025.

### **Approval of remuneration report (item 17)**

The Board of Directors proposes that the AGM resolves to approve the Board’s report over remunerations in accordance with the Chapter 8, Section 53 a of the Swedish Companies Act for the financial year 2024.

### **Authorization for the Board of Directors to resolve on repurchase of own shares (item 18)**

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on repurchase of the company’s own Class B shares in accordance with the following terms: i) repurchase of shares may take place on Nasdaq Stockholm; ii) repurchase of shares may take place on one or several occasions during the time up to the 2026 AGM; iii) repurchase of shares may only be made so that the shares held by the company at any point in time does not exceed ten (10) percent of all shares in the company; iv) repurchase of shares shall be made at a price which falls within the prevailing price interval registered on the stock market at each point in time, meaning the interval between the highest purchase price and the lowest selling price; v) payment for repurchased shares shall be made in cash; and vi) the Board of Directors should be authorized to decide upon any additional terms for the repurchase.

The purpose of the proposed authorization is to give the Board of Directors increased flexibility and possibility to continuously adapt the company's capital structure and thereby contribute to increased shareholder value.

A decision by the AGM on the proposal according to this item must be supported by shareholders representing at least two thirds of the votes cast as well as the shares present at the AGM in order to be valid.

## **QUESTIONS AND SHAREHOLDERS' RIGHT TO INFORMATION**

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

## **DOCUMENTS AND OTHER INFORMATION**

The Nomination Committee's complete proposal, information concerning proposed members, reasoned statement on the proposed Board of Directors, and report on the work of the Nomination Committee are available on the company's website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>.

Financial statements and Auditor's Report, Sustainability Report, Corporate Governance Report and the Board of Directors' remuneration report for the financial year 2024, will be available at the company and on the company's website in connection with the publishing of the company's Annual Report on Wednesday, March 27, 2025.

The statement by the Board of Directors on the proposed distribution of dividend (item 11), the Board of Directors' complete proposal for authorization on repurchase of own shares and the statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act (item 18) and the Auditors statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding guidelines for remuneration to Senior Executives will be available at the company and on the company's website, no later than on Tuesday, April 1, 2025. Complete versions of all other proposals are available under each item in this notice.

The documents will be available at the company and on the company's website, and will be sent to shareholders, who have stated their address, upon request. Copies will also be available at the AGM.

## **NUMBER OF SHARES AND VOTES IN THE COMPANY**

As at the date of this notice, the total number of shares in the company amounts to 272,369,573, whereof 18,217,200 shares of series A and 254,152,373 shares of series B. The total number of votes in the company amounts to 436,324,373. The company holds no own shares.

## **PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding Getinge's processing of your personal data, you can contact the company by email, [data.protection@getinge.com](mailto:data.protection@getinge.com). Getinge has corporate ID No. 556408-5032 and the Board of Directors' registered office is in Gothenburg.

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Gothenburg in March 2025

**The Board of Directors of Getinge AB (publ)**

## FORM FOR NOTIFICATION OF ATTENDANCE AND POSTAL VOTING

for the Annual General Meeting in Getinge AB (publ) on Tuesday, April 22, 2025 to be received by the company through Euroclear Sweden AB no later than Monday, April 14, 2025, together with any authorization documents.

If a shareholder wishes to attend the Annual General Meeting in Getinge by postal voting before the Annual General Meeting, the shareholder shall notify its attendance and submit its postal vote as prescribed. This can be made in two ways:

- either by completing and submitting this notification of attendance and postal voting form in accordance with the instructions included in this document
- **or** by giving notification of attendance and submitting its postal vote digitally through BankID notification via the link that is available on the company's website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>, and <https://anmalan.vpc.se/EuroclearProxy/>.

The undersigned shareholder hereby gives notice of attendance and exercise the voting right for all of the shareholder's shares in **Getinge AB (publ), corporate ID No. 556408-5032, at the Annual General Meeting on Tuesday, April 22, 2025**. The voting rights are exercised in accordance with the voting options marked below.

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Name of shareholder	Personal or corporate ID No.
Phone No.	E-mail
Place and date	
<b>Signature</b>	
Clarification of signature	

### Information and instruction for notification of attendance and postal voting:

- Complete the shareholder information above.
- Select the preferred voting options in the below form.
- Send the original of the completed and signed form by ordinary post to Getinge AB (publ), "Årsstämma 2025", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or submit a scanned copy by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (type in "Getinge AB – Postal voting" in the subject matter box).
- **Note that, if the shares are nominee-registered, the shares must be registered in the shareholder's own name to be able to vote.** Instructions for this is available in the notice of the Annual General Meeting.
- If the shareholder is a legal entity, certificate of registration or corresponding authorization document shall be enclosed this form. If postal voting is made by proxy, the power of attorney shall be enclosed.
- If the shareholder is a natural person and submits the postal vote in person, the shareholder should sign under *Signature* above. If the postal vote is submitted by a proxy for the shareholder, the proxy should sign. If the postal vote is submitted by a legal representative of a legal entity, the representative should sign.
- If the shareholder does not want to exercise its right to vote by post, this form does not need to be submitted.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the below form. If the shareholder wants to abstain from voting in any of the matters, please leave such voting options unmarked. If the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented, the entire voting form will be considered invalid. Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. If two forms are dated with the same date, only the form latest received by the company will be considered. Incomplete or wrongfully completed forms can be left without consideration.

The postal voting form, and any attached authorization documents, shall be received by Getinge AB (publ) c/o Euroclear Sweden AB no later than Monday, April 14, 2025. The postal vote can be revoked on and until Monday, April 14, 2025 by contacting Euroclear Sweden AB in the same manner as the postal vote was submitted. If a shareholder has submitted a postal vote and thereafter attends the meeting venue in person or by proxy, the postal vote will still be valid, provided that the shareholder does not revoke its submitted postal vote at the Annual General Meeting's secretariat before the meeting is opened.

For complete proposals for the items on the agenda, kindly refer to the notice of the meeting and the proposals published on Getinge's website. If any of the proposed resolutions is changed or withdrawn, Getinge will disclose such adjustments through a press release, whereby the shareholder will have the option to submit a new form.

For information on how your personal data is processed, see Getinge's Privacy notice for Annual General Meetings at Getinge's website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>, and at Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Annual General Meeting in Getinge AB (publ) on April 22, 2025

The voting options below are proposals by the Board of Directors and the Nomination Committee, which are included in the notice to the Annual General Meeting.

<b>2. Election of Chairman of the Meeting</b> The Chairman of the Board, Johan Malmquist	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>4. Approval of the agenda</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>6. Determination of compliance with the rules of convocation</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>10. Resolution regarding the adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>12. Resolution regarding discharge from liability for the Board of Directors and the CEO</b>		
12(a) Carl Bennet (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(b) Johan Bygge (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(c) Cecilia Daun Wennborg (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(d) Dan Frohm (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(e) Johan Malmquist (Chairman of the Board)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(f) Malin Persson (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(g) Kristian Samuelsson (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(h) Barbro Fridén (Board member until April 22, 2024)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(i) Mattias Perjos (Board member and CEO)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(j) Fredrik Brattborn (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(k) Åke Larsson (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(l) Pontus Käll (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(m) Ida Gustafsson (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>13(a) Determination of the number of board members and deputy members</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>13(b) Determination of the number of auditors and deputy auditors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>14(a) Determination of fees to the board of directors (incl. fees for Committee work)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>14(b) Determination of fees to the auditor(s)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>15. Election of the Board of Directors and Chairman of the Board</b>		
15(a) Re-election of Carl Bennet	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(b) Re-election of Johan Bygge	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(c) Re-election of Cecilia Daun Wennborg	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(d) Re-election of Dan Frohm	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(e) Re-election of Johan Malmquist	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(f) Re-election of Mattias Perjos	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(g) Re-election of Malin Persson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(h) Re-election of Kristian Samuelsson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(i) New election of Ulrika Dellby	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(j) Re-election of Johan Malmquist as Chairman of the Board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>16. Election of auditor(s)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>17. Resolution regarding approval of remuneration report</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>18. Resolution on authorization for the Board of Directors to resolve on repurchase of own shares</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>

## **The Board of Directors' proposal for resolution on authorization for the Board of Directors to resolve on repurchase of own shares**

The Board of Directors of Getinge AB (publ) proposes that the 2025 Annual General Meeting ("AGM") resolves to authorize the Board of Directors to resolve on repurchase of the company's own Class B shares in accordance with the following terms:

- i) repurchase of shares may take place on Nasdaq Stockholm;
- ii) repurchase of shares may take place on one or several occasions during the time up to the 2026 AGM;
- iii) repurchase of shares may only be made so that the shares held by the company at any point in time does not exceed ten (10) percent of all shares in the company;
- iv) repurchase of shares shall be made at a price which falls within the prevailing price interval registered on the stock market at each point in time, meaning the interval between the highest purchase price and the lowest selling price;
- v) payment for repurchased shares shall be made in cash; and
- vi) the Board of Directors should be authorized to decide upon any additional terms for the repurchase.

The purpose of the proposed authorization is to give the Board of Directors increased flexibility and possibility to continuously adapt the company's capital structure and thereby contribute to increased shareholder value.

The Board of Directors has presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act. The statement is available at the company and on the company's website, <https://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2025/>.

A decision by the AGM on the proposal according to this item must be supported by shareholders representing at least two thirds of the votes cast as well as the shares present at the AGM in order to be valid.

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Gothenburg in March 2025

**The Board of Directors of Getinge AB (publ)**