

Report by the Board of Directors on the Remuneration Committee's Evaluation of Remuneration to Senior Executives, etc.

The Board of Directors of Getinge AB (publ) has established a Remuneration Committee, consisting of the chairman Johan Malmquist, Carl Bennet, Barbro Fridén, Dan Frohm, Malin Persson and Johan Stern. Since the Annual General Meeting 2019, the committee has held three meetings at which minutes were kept and in addition has had continuous informal contacts.

The Remuneration Committee's tasks include inter alia to monitor and evaluate programs for variable remuneration for senior executives, the application of the guidelines for remuneration to senior executives adopted by the Annual General Meeting, as well as current remuneration structures and levels in the company. As set forth in Rule 10.3 of the Swedish Corporate Governance Code, the Board of Directors hereby gives the following report on the results of the evaluation by the Remuneration Committee. The report covers the period after the Annual General Meeting held on 23 April 2019.

The Remuneration Committee is of the opinion that the guidelines for remuneration to senior executives adopted by the Annual General Meeting 2019 have been complied with. No deviations from the guidelines for remuneration to Senior Executives adopted on the Annual General Meeting 2019 have been made.

The Remuneration Committee has monitored and continuously evaluated the company's programs for variable remuneration for Senior Executives, both ongoing and those that have ended during the year. The Remuneration Committee is of the opinion that the program for variable remuneration has fulfilled its objectives and functioned well. Further information on the outcome of the program for annual variable remuneration is stated in note 29 in the Annual Report for 2019.

The company has two ongoing programs for variable long-term bonus (LTI-bonus) that comprises consecutive plans with a three-year performance period, awarding clear target based, measureable achievements with the purpose to promote the long-term added value of the company as well as retaining key persons on senior positions. The first program was implemented in 2018 with a first allotment in 2020. The second program was established in 2019 with a first allotment in 2021.

The Remuneration Committee considers the company's remuneration structures and levels to be in line with market practice and well balanced. On basis of this, the Remuneration Committee propose that an annual variable remuneration, as well as a new LTI-program 2020-2022 shall apply for 2020 alongside the previously implemented program.

In accordance with the Guidelines for Remuneration to Senior Executives adopted on the Annual General Meeting 2019, the Board of Directors shall consider if a share- or share price related incentive plan shall be proposed to the shareholders meeting or not. The Remuneration Committee has not proposed to the Board of Directors that any such program shall be presented to the Annual General Meeting 2020 or in any other way implemented.

The conclusions by the Remuneration Committee is that the principles expressed by the Guidelines for Remuneration to Senior Executives adopted by the Annual General Meeting in general are competitive. To the Annual General Meeting 2020 it is, however, proposed that the Guidelines for Remuneration to Senior Executives are adjusted in accordance with the new requirements for the design of Guidelines for Remuneration to Senior Executives. The material principles for remuneration to Senior Executives will, however, remain unchanged in relation to what was previously established.

Gothenburg, March 2020

The Board of Directors of Getinge AB (publ)