

Protokoll fört vid årsstämma med aktieägarna i
Getinge AB (publ), org.nr 556408-5032,
i Halmstad den 23 april 2019

*Minutes kept at the Annual General Meeting of
shareholders in **Getinge AB (publ)**, corporate ID No.
556408-5032, held in Halmstad, Sweden, on 23 April 2019*

§ 1

Stämman öppnades av styrelsens ordförande, Carl Bennet.

The Chairman of the Board, Carl Bennet, opened the Meeting.

§ 2

Carl Bennet utsågs att såsom ordförande leda förhandlingarna vid stämman. Det antecknades att såsom sekreterare vid stämman tjänstgjorde Getinges ekonomidirektör Lars Sandström.

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

Carl Bennet was appointed Chairman to lead proceedings at the Meeting. It was noted that Getinge's Chief Financial Officer Lars Sandström served as secretary at the Meeting.

It was noted that a decision had been made prior to the Annual General Meeting that, taking into account the composition of the group of shareholders, it was not necessary to provide for interpretation of the proceedings into a foreign language.

§ 3

De aktieägare som upptagits såsom närvarande i bilagda förteckning Bilaga 1 hade inom föreskriven tid anmält sitt deltagande i stämman. Förteckningen godkändes såsom röstlängd vid stämman.

The shareholders recorded as present in the enclosed Appendix 1 had announced their intent to participate in the Meeting within the stipulated time. The list was approved as the voting list at the Meeting.

§ 4

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

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

§ 5

Per Colleen, representerande Fjärde AP-fonden, och Marianne Nilsson, representerande Swedbank Robur Fonder, utsågs att jämte ordföranden justera dagens protokoll.

Per Colleen, representing Fjärde AP-fonden, and Marianne Nilsson, representing Swedbank Robur Fonder, were appointed to approve the minutes, jointly with the Chairman.

§ 6

Anmälades att kallelse till stämman skett genom annonsering i Post- och Inrikes Tidningar den 22 mars 2019 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 20 mars 2019. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 22 mars 2019. Stämman konstaterades vara i behörig ordning sammankallad.

It was reported that notice to attend the Annual General Meeting had been published on 22 March 2019 in Post- och Inrikes Tidningar and that the notice was made available at the company's website on 20 March 2019. Further, on 22 March 2019 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

Ordföranden upplyste att styrelsens och verkställande direktörens årsredovisning med tillhörande balans- och resultaträkning samt koncernbalans- och koncernresultaträkning för räkenskapsåret 2018 liksom revisorsyttrande om huruvida de riktlinjer för ersättning till ledande befattningshavare som gällt sedan föregående årsstämma har följts samt styrelsens förslag till vinstutdelning och motiverat yttrande däröver, Bilaga 2, har funnits tillgängliga på bolagets hemsida och skickats till de aktieägare som anmält att de vill erhålla dessa och uppgett sin adress.

Stämman beslutade att ovan nämnda handlingar skulle anses framlagda vid stämman. Auktoriserade revisorn Johan Rippe föredrog revisionsberättelsen och koncernrevisionsberättelsen över årsredovisningen, koncernredovisningen, räkenskaperna samt styrelsens och verkställande direktörens förvaltning för räkenskapsåret 2018.

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 2018 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 and the Board's proposal for appropriation of the company's profit and the Board's reasoned statement thereon, Appendix 2, 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 resolved that the aforementioned documents would be regarded as presented at the Meeting. Authorised public accountant Johan Rippe presented the Auditors' Report and the Group Auditors' Report on the Annual Report, the consolidated financial statements, the accounts and the administration of the Board and the CEO for the financial year 2018.

§ 8

Ordföranden redogjorde för bolagsstyrningsfrågor inom Getinge-koncernen samt för styrelsearbetet och arbetet inom ersättningsutskottet under verksamhetsåret 2018. Johan Bygge redogjorde för arbetet inom revisionsutskottet under verksamhetsåret 2018, samt för det arvode bolaget erlägger för revisionsuppdraget respektive andra uppdrag till bolagets revisorer.

The Chairman reported on Corporate Governance matters within the Getinge Group, the work of the Board and the work of the Remuneration Committee during the business year 2018. Johan Bygge reported on the work of the Audit Committee during the business year 2018 and on the fees the company pays for the audit assignment and other assignments conducted by the company's auditors.

§ 9

Ordföranden lämnade ordet till Mattias Perjos, verkställande direktör och koncernchef, för föredragning avseende verksamhetsåret 2018. I anslutning härtill besvarades frågor från aktieägarna.

The Chairman gave the floor to Mattias Perjos, CEO and president, for a report on the business year 2018. In connection hereto, 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 Income Statement and Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet as presented.

§ 11

Stämman beslutade

att i enlighet med styrelsens och verkställande direktörens förslag på så sätt att till aktieägarna utdelas 1 krona per aktie motsvarande totalt 272.369.573 kronor samt att resterande belopp balanseras i ny räkning, samt att såsom avstämningsdag för rätt till utdelning fastställa den 25 april 2019.

Konstaterades att utdelning beräknas kunna utsändas av Euroclear Sweden AB med början den 30 april 2019.

The Meeting resolved

to in accordance with the Board's and the CEO's proposal to pay to the shareholders a dividend of SEK 1 per share, in total SEK 272,369,573 and that the remaining amount should be carried forward,

and to set the record date for the entitlement to dividends as 25 April 2019.

It was noted that dividend payments through Euroclear Sweden AB were expected to commence on 30 April 2019.

§ 12

Stämman beslutade att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret 2018.

Det antecknades att varken styrelseledamöterna eller verkställande direktören deltagit i beslutet.

The Meeting resolved to discharge the Board members and the CEO from liability for their administration of the company for the financial year 2018.

It was noted that neither the Board members nor the CEO participated in this resolution.

§ 13

Per Colleen, representerande Fjärde AP-fonden, redogjorde för valberedningens uppgifter och arbete inför årsstämman 2019.

Stämman beslutade i enlighet med valberedningens förslag att antalet styrelseledamöter skulle vara tio stycken, utan suppleanter samt att ett registrerat revisionsbolag skall utses till bolagets revisor.

Per Colleen, representing Fjärde AP-fonden, reported on the functions and the work of the Nomination Committee in respect of the Annual General Meeting 2019.

The Meeting resolved in accordance with the proposal of the Nomination Committee that the number of Board members would be ten, without deputy members and that a registered public accounting firm should be elected as the company's auditor.

§ 14

Stämman beslutade i enlighet med valberedningens förslag att arvode till av bolagsstämman valda styrelseledamöter ska utgå oförändrat med ett sammanlagt belopp om 5.920.000 kronor, varav 1.184.000 kronor till ordföranden och 592.000 kronor till var och en av de övriga bolagsstämموvalda ledamöter som inte är anställda i koncernen. Stämman beslutade vidare att ersättning för arbete i revisionsutskottet oförändrat ska utgå med 260.000 kronor till ordföranden och 130.000 kronor till var och en av övriga ledamöter och att ersättning för arbete i ersättningsutskottet oförändrat ska utgå med 125.000 kronor till ordföranden och 92.000 kronor till var och en av övriga ledamöter. Stämman beslutade att arvode till revisorerna ska utgå enligt godkänd räkning.

The Meeting resolved in accordance with the proposal of the Nomination Committee that fees to the members of the Board elected by the Annual General Meeting be paid, unchanged, in a total amount of SEK 5,920,000, of which, SEK 1,184,000 shall be paid to the Chairman and, SEK 592,000 to each of the other members elected by the Annual General Meeting who are not employed in the Group. In addition, the Meeting resolved that fees for work on the Audit Committee be paid, unchanged, in an amount of SEK 260,000 to the Chairman and SEK 130,000 to each of the other members, and that fees to the Remuneration Committee be paid, unchanged, in an amount of SEK 125,000 to the Chairman and SEK 92,000 to each of the other members. The Meeting resolved that fees to the auditors shall be paid in accordance with approved invoices.

§ 15

Per Colleen presenterade och motiverade valberedningens förslag till styrelse. Noterades att valberedningen föreslagit omval av samtliga styrelseledamöter Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson och Johan Stern. Noterades vidare att då Carl Bennet meddelat att han inte står till förfogande för omval som styrelseordförande har valberedningen föreslagit att Johan Malmquist ska väljas till styrelseordförande.

Upplyste ordföranden att de till omval föreslagna ledamöternas uppdrag i andra företag finns angivna i årsredovisningen. Beslutade stämman att de uppdrag vilka de föreslagna styrelseledamöterna har i andra företag skulle anses såsom föredragna vid stämman.

Stämman valde för tiden intill slutet av nästa årsstämma till

styrelseledamöter: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson och Johan Stern (samtliga omval).

styrelseordförande: Johan Malmquist.

Ordföranden informerade att arbetstagarorganisationerna utsett Peter Jörmalm och Rickard Karlsson till ledamöter i styrelsen, med Maria Grehagen Hedberg och Åke Larsson som suppleanter.

Per Colleen presented and explained the Nomination Committee's proposal regarding the Board. It was noted that the Nomination Committee had proposed re-election of all Board members Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern. It was further noted that the Nomination Committee had proposed election of Johan Malmquist as new Chairman of the Board, since Carl Bennet has declined re-election as Chairman of the Board.

The Chairman informed that assignments in other companies of the Board members proposed for re-election are presented in the Annual Report. The Meeting resolved that the proposed Board members' assignments in other companies should be regarded as presented at the Annual General Meeting.

For the period until the close of the next Annual General Meeting, the Meeting elected:

Board members: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern (all re-election).

Chairman of the Board: Johan Malmquist.

The Chairman informed that the employee organizations had appointed Peter Jörmalm and Rickard Karlsson as members of the Board, with Maria Grehagen Hedberg and Åke Larsson as deputy members.

§ 16

Per Colleen presenterade och motiverade valberedningens förslag till val av revisor. Stämman omvalde revisionsbolaget Öhrlings PricewaterhouseCoopers AB till bolagets revisor intill utgången av årsstämman 2020.

Per Colleen presented and explained the Nomination Committee's proposal regarding the election of auditor. For the period extending to the close of the Annual General Meeting 2020, the Meeting re-elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor.

§ 17

Ordföranden redogjorde för styrelsens förslag avseende riktlinjer för ersättning till ledande befattningshavare i enlighet med Bilaga 3.

Stämman beslutade om riktlinjer i enlighet med styrelsens förslag.

The Chairman presented the Board's proposal regarding guidelines for remuneration to senior executives in accordance with Appendix 3.

The Meeting resolved to adopt the guidelines in accordance with the Board's proposal.

§ 18

På ordförandens initiativ framförde stämman sitt stora tack till verkställande direktören och övrig bolagsledning samt anställda för utomordentliga insatser under verksamhetsåret 2018.

On the initiative of the Chairman, the Meeting expressed its gratitude towards the CEO, the other members of management and the employees for extraordinary efforts during the business year 2018.

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

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

Vid protokollet:
Minutes recorded by:

Lars Sandström

Justeras:
Approved by:

Carl Bennet

Per Colleen

Marianne Nilsson

Statement by the Board of Directors pursuant to Chapter 18, section 4 of the Swedish Companies Act

The Board has proposed that the 2019 Annual General Meeting, resolves on an allocation of profits entailing a dividend to the shareholders of SEK 1.00 per share. Accordingly, the dividend amounts to a total of SEK 272,369,573. By reason of the Board's proposed dividend, the Board hereby makes the following statement pursuant to Chapter 18, section 4 of the Swedish Companies Act.

Profits brought forward from the previous year amount to MSEK 5,246, the share premium reserve amounts to MSEK 4,264 and the net profit for the financial year 2018 amounts to MSEK 8,985. Provided that the 2019 Annual General Meeting approves the Board's proposed allocation of profits, MSEK 18,223, will be carried forward. The company's restricted shareholders' equity is fully covered after the proposed dividend.

The Board considers that after the proposed dividend, the company's and the group's shareholders' equity will be sufficient in relation to the nature, scope and risks of the business. In this context, the Board of Directors has considered factors such as the company's and group's historical development, budgeted development and the cyclical situation.

The Board has considered the company's and the group's position and the company's and the group's prospects of fulfilling their commitments in the short and long term. The proposed dividend amounts to 1% of the company's shareholders' equity and 1% of the consolidated shareholders' equity. The company's shareholders' equity has neither increased nor decreased because assets and liabilities have been valued at fair value pursuant to Chapter 4, section 14 a of the Swedish Annual Accounts Act.

After the distribution of the dividend, the company's and the group's equity/asset ratios are approximately 68% and 45%, respectively. Accordingly, the company's and the group's equity/asset ratios are satisfactory by comparison with the industrial sector. The Board considers that the company and the group will be able to assume future business risks and to withstand potential losses. The dividend will not have a detrimental impact on the company's or the group's capacity to make further investments pursuant to the plans of the Board.

The proposed dividend will not have a detrimental impact on the company's and the group's capacity to fulfill their payment commitments. The company and the group have ready access to short- as well as long-term credits that can be drawn down at short notice. Accordingly, the Board considers that the company and the group are well prepared to respond to changes in regard to liquidity as well as unexpected events.

In addition to the above, the Board has considered other known circumstances that may be significant to the company's and the group's financial position. In this context, no circumstance has arisen implying that the proposed dividend would not appear justifiable.

Gothenburg in January 2019

The Board of Directors of Getinge AB (publ)

Proposal by the Board of Directors of Getinge AB (publ) on guidelines for remuneration to senior executives

The Board of Directors of Getinge AB (publ) proposes that the 2019 Annual General Meeting resolves on the following guidelines for remuneration to senior executives.

1. Scope of the guidelines, etc.

These guidelines cover remuneration and other terms of employment for individuals being part of the group management of Getinge AB (publ) during the validity of the guidelines, in the following referred to as “senior executives”. At present, the group management has nine members.

2. Basic principles and remuneration elements

The basic principle is that remuneration and other terms and conditions of employment for senior executives shall be based on market conditions and be competitive in all markets where Getinge operates, to ensure that competent and skillful employees can be attracted, motivated and retained. Individual levels of remuneration shall be based on experience, competence, responsibility and achievement.

The total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits.

Each year the Board of Directors shall evaluate whether a share-based or share price-based incentive program shall be proposed to the General Meeting or not.

3. Principles for various types of remuneration

Fixed remuneration

The fixed remuneration, meaning the basic salary, shall be based on the individual employee’s area of responsibility, authority, competence and experience.

Variable remuneration

The allocation between basic salary and variable remuneration shall be proportional to the responsibility and authority of the employee. The variable remuneration shall always be limited in advance to a maximum amount and connected to predetermined and measurable criterias, established with the purpose to promote the long-term added value of the company. In case earnings before taxes are negative, variable remuneration shall not be paid. In case cash variable

remuneration has been paid on the basis of information which later proves to be manifestly misstated, Getinge should be assured possibility to reclaim such remuneration.

As regards senior executives, variable remuneration shall be capped at between 60 to 90% of the basic salary. The variable remuneration shall be based on the goals set by the Board of Directors. Examples of such goals are earnings, volume growth, working capital and cash flow, and also individually set goals.

In addition to basic salary and the annual variable remuneration above, senior executives may obtain a variable long-term bonus (LTI bonus), 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 performance period for the LTI bonus shall be at least three financial years and the LTI bonus shall be capped at 100% of the basic salary.

In addition to the variable remuneration set forth above, there may be long-term incentive programs determined from time to time in accordance with item 2 above.

Pension

Pension rights for the CEO shall apply from the age of 60 and for other senior executives from the age of 60 – 65. Pension agreements shall be contracted according to national regulations applicable in the senior executive's country of residence. Pension levels shall be based on a certain share of the basic salary.

Terms of notice

Upon notice by a senior executive, a notice period of six months shall normally apply. Upon termination of employment by the company, a notice period of maximum twelve months shall apply. Upon termination by the company, a severance pay of maximum twelve months' fixed salary could be paid.

Other benefits

Other benefits such as company car, extra health insurance or occupational health service may be provided to the extent this is considered customary for senior executives holding equivalent positions on the labour market where the employee is active. The total value of such benefits shall, however, amount to a minor part of the total remuneration.

Authority to resolve on deviations

The guidelines shall apply to agreements entered into after the adoption by the Annual General Meeting and to changes made in existing agreements after this date. The Board of Directors shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

4. Other

The guidelines entail a level of remuneration which in principle is equivalent to that for the financial year 2018.

Executive compensation, which has been decided but not yet become due for payment by the time of the 2019 Annual General Meeting, falls within the scope of these guidelines. Information on remuneration, etc. to senior executives during the financial year 2018 is set forth on page 100 (part of note 28) of the Swedish Annual Report 2018.

Gothenburg in March 2019

The Board of Directors of Getinge AB (publ)