

Protokoll fört vid extra bolagsstämma med aktieägarna i **Getinge AB (publ)**, org. nr 556408-5032, i Göteborg den 15 augusti 2017

*Minutes kept at the Extraordinary General Meeting of shareholders in **Getinge AB (publ)**, corporate ID No. 556408-5032, held in Gothenburg, Sweden, on 15 August 2017*

## § 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 advokat Claes Albinsson.

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.

Informerade ordföranden att vissa av de ombud som företräder utländska aktieägare meddelat att några av deras uppdragsgivare instruerat dessa att avseende vissa av dagordningens punkter rösta nej, 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.

*Carl Bennet was appointed Chairman to lead proceedings at the Meeting. It was noted that advokat Claes Albinsson served as secretary at the Meeting.*

*It was noted that a decision had been made prior to the Extraordinary 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.*

*The chairman informed the meeting that certain representatives of non-Swedish shareholders had conveyed that a number of their clients had instructed them to vote against 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

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

Arne Löow, representerande Första och Fjärde AP-fonden, och Evert Carlsson, representerande Swedbank Robur Fonder, utsågs att jämte ordföranden justera dagens protokoll.

*Arne Löow, representing Första och Fjärde AP-fonden, and Evert Carlsson, representing Swedbank Robur Fonder, were appointed to approve the minutes, jointly with the Chairman.*

#### § 6

Anmäldes att kallelse till stämman skett genom annonsering i Post- och Inrikes Tidningar den 18 juli 2017 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 17 juli 2017. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 18 juli 2017. Stämman konstaterades vara i behörig ordning sammankallad.

*It was reported that notice to attend the Extraordinary General Meeting had been published on 18 July 2017 in Post- och Inrikes Tidningar and that the notice was made available at the company's website on 17 July 2017. Further, on 18 July 2017 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 redogjorde för styrelsens förslag avseende ändring av bolagsordningen genom införande av ett omvandlingsförbehåll i enlighet med Bilaga 2.

Stämman beslutade om ändring av bolagsordningen i enlighet med styrelsens förslag, varefter bolagsordningen skall ha den lydelse som framgår av Bilaga 3 varigenom innehavare av A-aktier kan begära omvandling av A-aktier till samma antal B-aktier. Det antecknades att beslutet var enhälligt, med undantag för de utländska aktieägare som meddelat att det avsåg rösta nej till beslutet och att således beslutet fattats med erforderlig majoritet om 2/3 av såväl avgivna röster som vid stämman företrädde aktier.

*The Chairman presented the Board's proposal regarding amendment to the Articles of Association by including a conversion provision in accordance with Appendix 2.*

*The Meeting resolved to amend the Articles of Association in accordance with the Board's proposal, whereupon the Articles of Association will have the wording set out in Appendix 3 whereby holders of shares of series A may request conversion of shares of series A to the same number of shares of series B. It was noted that the resolution was unanimously adopted, save for the foreign shareholders who had conveyed that they intended to vote against the resolution and that the resolution thus was taken with the required majority of 2/3 of the votes cast as well as of the shares represented at the Meeting.*

**§ 8**

Ordföranden redogjorde för styrelsens förslag avseende bemyndigande för styrelsen att besluta om nyemission i enlighet med Bilaga 4.

Stämman beslutade att bemyndiga styrelsen att besluta om nyemission i enlighet med styrelsens förslag.

*The Chairman presented the Board's proposal regarding authorizing the Board to resolve upon a new issue of shares in accordance with Appendix 4.*

*The Meeting resolved to authorize the Board to resolve upon a new issue of shares in accordance with the Board's proposal.*

**§ 9**

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.*

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Vid protokollet:  
*Minutes recorded by:*

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Claes Albinsson

Justeras:  
*Approved by:*

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Carl Bennet

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Arne Lööv

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Evert Carlsson

## Proposal by the Board of Directors of Getinge AB for amendment of the Articles of Association (item 7)

The Board of Directors proposes the Extraordinary General Meeting on August 15, 2017 to resolve to include a conversion provision as a new seventh paragraph of § 5 of the Articles of Association, in accordance with the below.

### Proposed wording

#### *New seventh paragraph of § 5*

At the request from a shareholder, share of Series A (one or more) belonging to that shareholder shall be converted to share of Series B. The request of conversion, which shall be in writing and state the number of shares to be converted, shall be addressed to the Board. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*).

After the proposed amendments, Getinge AB's Articles of Association will have the wording set out in [Appendix A](#).

### Majority requirement

The resolution by the Meeting requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

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Gothenburg in July 2017

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

## **Appendix A – Articles of Association Getinge AB (publ)**

### **§ 1**

#### **Corporate name**

The registered name of the Company is Getinge AB (publ.).

### **§ 2**

#### **Registered office**

The registered office of the Board of Directors is in the municipality of Göteborg, Västra Götaland County, Sweden.

### **§ 3**

#### **Operations**

The object of the Company's operations shall be to, directly or indirectly through subsidiaries, engage in the manufacture and sale of medical technical equipment, and in any other activities compatible therewith.

### **§4**

#### **Share capital**

The share capital shall amount to not less than seventy five million (75,000,000) Swedish kronor and not more than three hundred million (300,000,000) Swedish kronor.

### **§ 5**

#### **Number of shares**

The number of shares shall be not fewer than one hundred and fifty million (150,000,000) and not more than six hundred million (600,000,000).

Shares may be issued in three series, designated Series A, Series B and Series C. Series A shares may be issued in a number not exceeding three hundred million (300,000,000), Series B shares in a number not exceeding three hundred million (300,000,000) and shares of Series C in a number not exceeding one million five hundred thousand (1,500,000).

In connection with voting at Annual General Meetings, Series A shares shall carry ten (10) voting rights per share and Series B and Series C share shall carry one (1) voting right per share.

Series C shares shall not entitle to dividends. At the dissolution of the company, C shares shall entitle to equal parts of the company's assets as shares of Series A and B, however, not to an amount exceeding the quota value of the share.

The Board of the company may resolve on a reduction of the share capital through redemption of all shares of Series C. On resolution regarding redemption, holders of Series C shares shall be obliged to have all their Series C shares redeemed at an amount equivalent to the quota value. Payment of the redemption sum shall be made promptly.

At the request of the Board, a share of Series C, held by the company itself, shall be able to be converted into a share of Series B. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB.

At the request from a shareholder, share of Series A (one or more) belonging to that shareholder shall be converted to share of Series B. The request of conversion, which shall be in writing and state the number of shares to be converted, shall be addressed to the Board. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*) and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*).

## § 6

### **Preferential rights in connection with share capital increases**

In the event of the Company deciding to issue new shares of Series A, Series B or Series C by means of a cash issue or offset issue, owners of Series A, Series B and Series C shares shall have preferential rights to subscribe for new shares of the same class in relation to the number of shares previously held by them (primary preferential right). Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If the number of shares offered in this manner is insufficient for subscription, based on subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the number of shares already held and previously owned by them, and, to the extent that this is not possible, by lottery.

If the Company decides to issue new shares solely of Series A, Series B or Series C through a cash issue or an offset issue, all shareholders, regardless of whether they own Series A, Series B or Series C shares, shall have preferential rights to the subscription of new shares in relation to the number of shares previously held.

If the Company decides to issue share warrants or convertibles through a cash issue or offset issue, the shareholders shall have preferential rights to subscribe for share warrants as if the issue applied to the shares that may be newly subscribed for as a result of the warrant rights, or shall have preferential rights to subscribe for convertibles as if the issue applied to shares for which the convertibles may be exchanged.

The above stipulations shall not constitute any infringement on the possibility to make a decision regarding a cash issue or an offset issue in which the preferential rights of shareholders are waived.

In the event of an increase in share capital through a bonus issue, new shares of each series shall be issued in relation to the number of shares of the same series already held. In such cases, old shares of a specific series carry entitlement to new shares of the same series. The aforementioned stipulation shall not constitute any infringement on the possibility, following the requisite amendment in the Articles of Association, to issue shares of a new series through a bonus issue.

## § 7

### **Board of Directors**

The Board of Directors shall, in addition to any members who, pursuant to Swedish law, may be appointed other than by a General Meeting of the Company, comprise no fewer than three and no more than ten members with a maximum of ten deputy members. Members and deputy members shall be elected by the Annual General Meeting for the period extending to the close of the next Annual General Meeting of Shareholders.

## § 8

### **Auditors**

The Company shall have one or two auditors and not more than two deputy auditors. A registered auditing company may also be selected as the Company's auditor.

## § 9

### **Notice**

Notice of a General Meeting of shareholders shall be issued through announcement in the Official Swedish Gazette (*Post- och Inrikes Tidningar*) and by making the notice available on the Company's website. The Company shall announce in Svenska Dagbladet that notice has been issued.

Shareholders intending to participate in the Meeting shall firstly, be included in the printout or other presentation of the list of shareholders in regard to status five working days prior to the Meeting, and secondly, notify the Company of their intention to attend, not later than the day stipulated in the notice convening the Annual General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five working days before the Meeting.

Representatives of shareholders may take part at the Annual General Meeting only if the shareholder has notified the Company of the number of representatives, at most two, in line with the stipulations in the above paragraph.

## § 10

### **General Meeting**

General Meetings shall be held at the place where the Board of Directors has its registered office or in the municipality of Halmstad, Halland County, Sweden. The Chairman of the Board, or any other person appointed by the Company's Board of Directors to that end, shall open the General Meeting and shall chair the proceedings until a Chairman of the Meeting is elected.

The following items of business shall be addressed at the Annual General Meeting:

1. Election of a Chairman of the Meeting
2. Preparation and approval of the list of shareholders entitled to vote at the meeting
3. Approval of the agenda



4. Election of two persons to check the minutes
5. Determination that the Meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts
7. Resolution concerning
  - a. adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet,
  - b. appropriation of the Company's profit or loss in accordance with the adopted balance sheet,
  - c. discharge from liability for the Board of Directors and the President
8. Determination of the number of members of the Board of Directors and deputies and the number of auditors and deputy auditors to be elected by the Meeting
9. Determination of remuneration to be paid to the Board of Directors and the auditors
10. Election of members of the Board of Directors and deputies and auditors and deputy auditors
11. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (2005:551)

## **§ 11**

### **Collection of powers of attorney and voting by post**

The Board may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, paragraph 2 of the Swedish Companies Act (2005:551).

The Board may resolve, ahead of a General Meeting of shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the Meeting.

## **§ 12**

### **Financial year**

The Company's financial year shall be the calendar year.

## **§ 13**

### **Record date provision**

The Company's shares shall be registered in a CSD register pursuant to the Financial Instruments Act (1998:1479).

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**Articles of Association**  
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**Corporate ID No. 556408-5032**

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*Adopted at the Extraordinary General Meeting on 15 August 2017*

## **The Board of Directors' proposal for resolution on authorisation of the Board to resolve on a new issue of shares (item 8)**

The Board of Directors proposes the Extraordinary General Meeting to authorise the Board to resolve on the issue of new shares with preferential right for the company's shareholders during the period up to the company's Annual General Meeting 2018. The total number of shares that may be issued by virtue of the authorisation shall amount to the number of shares corresponding to issue proceeds of approximately SEK 4 billion, and shall be within the limits of the share capital. Other terms and conditions for the new share issue shall be determined by the Board.

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Gothenburg in July 2017

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