

NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB

The shareholders of Getinge AB (publ) are hereby invited to attend the Annual General Meeting (the "AGM") to be held on Thursday 26 April 2018 at 2.00 p.m. CET, in Kongresshallen, Hotel Tylösand, Halmstad, Sweden.

RIGHT TO ATTEND

Shareholders who wish to attend the AGM must:

- be recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*), on Friday 20 April 2018, and
- notify the company of their intention to attend the AGM by Friday 20 April 2018, preferably before 4.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Friday 20 April 2018. Therefore, shareholders are requested to notify their nominees in due time before the said date.

NOTICE OF ATTENDANCE

Notice of attendance shall be made in writing to Getinge AB, "AGM", P.O. Box 7841, SE-103 98 Stockholm, Sweden, or by telephone +46 10 335 08 18, or on the company's website, www.getinge.com. The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of advisor, if any. An entrance card to be shown when registering for the AGM will be sent in confirmation of the notice of attendance. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form is available at the company and on the company's website, www.getinge.com. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation.

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 of
 - (a) the Annual Report and the Auditor's Report
 - (b) the Consolidated Accounts and the Group Auditor's Report
 - (c) the statement by the auditor on the compliance of the Guidelines for Remuneration to Senior Executives applicable since the last AGM
 - (d) the Board's proposal for distribution of the company's profit and the Board's reasoned statement thereon
8. Report on the work of the Board of Directors, including the work and functions of the Remuneration Committee and the Audit Committee
9. The CEO'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 the number of board members and auditors
14. Establishment of fees to the Board of Directors (including fees for work in Committees) and the auditor
15. Election of the 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 Barbro Fridén;
 - e. re-election of Dan Frohm;
 - f. re-election of Sofia Hasselberg;
 - g. re-election of Johan Malmquist;
 - h. re-election of Mattias Perjos;
 - i. re-election of Malin Persson;
 - j. re-election of Johan Stern; and
 - k. re-election of Carl Bennet as Chairman of the Board
16. Election of auditor
17. Resolution regarding Guidelines for Remuneration to Senior Executives
18. Closing of the Meeting

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

At the AGM in 2005, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board, representatives of each of the company's five largest shareholders per 31 August each year and one representative of the minor shareholders. The Nomination Committee in respect of the 2018 AGM has comprised Carl Bennet (*Chairman of the Committee; Carl Bennet AB*), Per Colleen (*Fjärde AP-fonden*), Ossian Ekdahl (*Första AP-fonden*), Carina Lundberg Markow (*Folksam*), Marianne Nilsson (*Swedbank Robur Fonder*) and Viveka Ekberg, representative of the minor shareholders.

The Nomination Committee has proposed the following:

Chairman of the AGM: The Chairman of the Board, Carl Bennet, shall be elected Chairman of the AGM.

Board of Directors: The number of board members elected by the General Meeting shall be ten with no deputy members. As board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern. Carl Bennet shall be re-elected as Chairman of the Board.

Board and committee fees: Board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 5,920,000 (5,750,000), of which, SEK 1,184,000 (1,150,000) to the Chairman and, SEK 592,000 (575,000) to each of the other Board members elected by the General Meeting who are not employees of the Group. Work in the Audit Committee shall be compensated with SEK 260,000 (240,000) to the Chairman and SEK 130,000 (120,000) to each of the other members, and work in the Remuneration Committee shall, unchanged, be compensated with SEK 125,000 to the Chairman and SEK 92,000 to each of the other members.

Auditor: The registered auditing company Öhrlings PricewaterhouseCoopers AB shall be re-elected for the period until the end of the AGM 2019, in accordance with the recommendation of the Audit Committee. Fees to the auditor shall be paid in accordance with approved invoices. Öhrlings PricewaterhouseCoopers AB has informed that, should the auditing company be elected, Johan Rippe will be appointed as auditor in charge.

DIVIDEND (item 11)

The Board and the CEO have proposed that a dividend of SEK 1.50 per share be declared. As record date for the dividend the Board proposes Monday 30 April 2018. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Friday 4 May 2018.

THE BOARD'S PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (item 17)

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives principally corresponding to the 2017 guidelines, except for that the variable remuneration to all senior executives shall be capped at between 60 to 90% of the basic salary (previously 80% for CEO and 70% for other senior executives) as well as an amendment which will enable senior executives to be offered a variable long-term bonus (LTI bonus), awarding clear target based, measurable 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 (of the year which the long-term variable bonus is offered). In other respects, the guidelines entails the

following. 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 skilful employees can be attracted, motivated and retained. The total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits. The variable remuneration shall be limited and connected to predetermined and measurable criterias elaborated with the purpose to promote the long-term added value of the company. In addition to the variable remuneration, approved share or share-related incentive programs may occasionally be implemented. The Board shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

DOCUMENTS AND OTHER INFORMATION

Financial statements, Auditor's Report and other documents pursuant to item 7, the Board's reasoned statement under item 11 and the complete proposal for the resolution under item 17 will be available at the company and on the company's website, www.getinge.com, as from Thursday 5 April 2018 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board 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.

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.

Gothenburg in March 2018

The Board of Directors of Getinge AB (publ)