

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

The shareholders of Getinge AB (publ), corporate ID No. 556408-5032, are hereby invited to attend the Annual General Meeting (the "AGM") to be held on Tuesday 23 April 2019 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 Monday 15 April 2019, and
- notify the company of their intention to attend the AGM by Monday 15 April 2019, 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 Monday 15 April 2019. 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 (publ), "AGM", P.O. Box 7841, SE-103 98 Stockholm, Sweden, or by telephone +46 10 335 08 18 (weekdays 09.00 – 16.00 CET), or on the company's website, [www.getinge.com](http://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 must issue a written, signed and dated power of attorney. The power of attorney may not be more than a year old, unless a longer period of validity is stated, although maximum five years. Shareholders represented by proxy should submit a power of attorney in original to the company on the address set out above in due time before the AGM. A proxy form is available at the company and on the company's website, [www.getinge.com](http://www.getinge.com). Representatives of a legal entity shall present a certified 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. Report on the work of the Nomination Committee and 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 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. new election of Johan Malmquist as Chairman of the Board
16. Election of auditor(s)
17. Resolution regarding Guidelines for Remuneration to Senior Executives
18. Closing of the Meeting

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

The Nomination Committee in respect of the 2019 AGM has comprised Carl Bennet (*Chairman of the Committee; Carl Bennet AB*), Per Colleen (*Fjärde AP-fonden*), Mikael Berglund (*Incentive*), 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. Johan Malmquist shall be elected as new Chairman of the Board. Carl Bennet has declined re-election as Chairman of the Board.

Information concerning all members proposed for re-election is available on the company's website, [www.getinge.com](http://www.getinge.com).

**Board and committee fees:** Board fees, excluding remuneration for Committee work, shall, unchanged, be paid in a total of SEK 5,920,000, of which, SEK 1,184,000 to the Chairman and, SEK 592,000 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, unchanged, be compensated with SEK 260,000 to the Chairman and SEK 130,000 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 number of auditors shall be one with no deputy auditor. The registered auditing company Öhrlings PricewaterhouseCoopers AB shall be re-elected for the period until the end of the AGM 2020, 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.

## **DISPOSITION AND RECORD DATE FOR DIVIDEND (item 11)**

The Board and the CEO have proposed that a dividend of SEK 1.00 per share be declared. As record date for the dividend the Board proposes Thursday 25 April 2019. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Tuesday 30 April 2019.

## **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 entailing 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 7 and 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](http://www.getinge.com), as from Tuesday 2 April 2019 at the latest.

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.

The above documents will, as from the date they are available, be sent to shareholders, who have stated their address, 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.

## **PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammengelska.pdf>.

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Gothenburg in March 2019

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