

Protokoll fört vid extra bolagsstämma med aktieägarna i **Getinge AB (publ)**, org. nr 556408-5032, i Göteborg den 4 december 2017

*Minutes kept at the Extraordinary General Meeting of shareholders in **Getinge AB (publ)**, corporate ID No. 556408-5032, held in Gothenburg, Sweden, on December 4, 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.

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.

§ 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

Bengt Belfrage, representerande Nordea Fonder, och Evert Carlsson, representerande Swedbank Robur Fonder, utsågs att jämte ordföranden justera dagens protokoll.

Bengt Belfrage, representing Nordea Fonder, 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 13 november 2017 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 10 november 2017. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 13 november 2017. Stämman konstaterades vara i behörig ordning sammankallad.

It was reported that notice to attend the Extraordinary General Meeting had been published on November 13, 2017 in Post- och Inrikes Tidningar and that the notice was made available at the company's website on November 10, 2017. Further, on November 13, 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

Framlades styrelsens förslag avseende utdelning av samtliga aktier i det helägda dotterbolaget Arjo AB (publ) till aktieägarna, styrelsens redogörelse enligt 18 kap. 4 och 6 §§ aktiebolagslagen och revisorsyttrande, Bilaga 2-5.

Ordföranden redogjorde för bakgrunden och huvudpunkterna i förslaget.

Getinges VD, Mattias Perjos, kommenterade förslaget och vad det innebär för Getinge och Arjos VD, Joacim Lindoff, presenterade Arjo-koncernen.

Stämman beslutade om utdelning av samtliga aktier i Arjo AB (publ) i enlighet med styrelsens förslag.

The Board's proposal regarding the distribution of all shares in the wholly-owned subsidiary Arjo AB (publ) to the shareholders, the Board's statement in accordance with Chapter 18, Sections 4 and 6 of the Swedish Companies Act and the auditor's statement were presented, Appendix 2-5.

The Chairman presented the background and the key components of the proposal.

Getinge's CEO, Mattias Perjos, gave a presentation of the proposal and its implications for Getinge and Arjo's CEO, Joacim Lindoff, gave a presentation of the Arjo Group.

The Meeting resolved to distribute all shares in Arjo AB (publ) in accordance with the Board's proposal.

§ 8

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:

Claes Albinsson

Justeras:
Approved by:

Carl Bennet

Bengt Belfrage

Evert Carlsson

The Board of Directors' proposal for resolution on distribution of all shares in Arjo AB (publ) (item 7)

On October 18, 2016, the Board of Directors of Getinge AB publicly announced its intention to distribute the business area Patient & Post-Acute Care (former Extended Care) by distributing the wholly-owned subsidiary Arjo AB (publ), reg.no. 559092-8064 (“**Arjo**”), including the underlying group, to Getinge’s shareholders and list the shares of series B in Arjo at Nasdaq Stockholm.

The Board of Directors thereby proposes the Extraordinary General Meeting to resolve that all shares in the wholly-owned subsidiary Arjo are to be distributed, whereby one (1) share of series A in Getinge AB entitles to one (1) share of series A in Arjo and one (1) share of series B in Getinge AB entitles to one (1) share of series B in Arjo.

The value of the distribution of the shares in Arjo is determined based on the book value at the time of the distribution of the shares to Getinge’s shareholders with the application of applicable accounting rules. The Board’s proposed dividend corresponds to a total amount of SEK 3,768 million, based on the book value at the time of this proposal, which is also expected to be the book value at the time of the distribution of the shares in Arjo.

The record date for distribution shall be Friday, December 8, 2017. With the proposed record date, the shares in Arjo are expected to be registered in the securities account of the recipient on or about Tuesday, December 12, 2017. The final day of trading in Getinge AB’s shares including the right to distribution will be Wednesday, December 6, 2017.

The shares of series B in Arjo will be traded on Nasdaq Stockholm and the first day of trading in the shares of series B in Arjo is expected to take place on Tuesday, December 12, 2017. The distribution of the shares in Arjo is expected to take place through a so-called Lex ASEA distribution, which means that the distribution will not be subject to immediate taxation for Swedish tax subjects.

As of December 31, 2016, Getinge’s non-restricted equity amounted to SEK 6,916 million. The Annual General Meeting on March 29, 2017 resolved to approve a dividend of SEK 2.00 per share, totaling SEK 477 million, which reduced the non-restricted equity by the same amount. Hence, the available amount for distribution in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act, amounts to SEK 6,439 million.

If assets and liabilities would not have been valued to the real value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act, the non-restricted equity would have been SEK 568 million higher taking into account the tax effect.

The income statement and balance sheet for the financial year 2016 were adopted by the Annual General Meeting on March 29, 2017. In September 2017, Getinge carried out a rights issue that increased the non-restricted equity with SEK 4,264 million. As evident from Getinge's interim report for the period January-September 2017, Getinge AB's result for the mentioned period amounted to SEK 3,761 million. Other than the rights issue, no decisions have been made regarding value transfers and no changes have occurred to Getinge's restricted equity after March 29, 2017. Following the Extraordinary General Meeting's resolution regarding the distribution of shares in Arjo in accordance with the Board's proposal, the remaining available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act is expected to amount to approximately SEK 2,671 million.

Attached to the proposal:

- (i) statement by Getinge's Board of Directors in accordance with Chapter 18, Section 4 of the Swedish Companies Act, and
- (ii) documents in accordance with Chapter 18, Section 6 of the Swedish Companies Act.

Gothenburg in November 2017

The Board of Directors of Getinge AB (publ)

The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act

The Board of Directors proposes that the Extraordinary General Meeting resolves to distribute all the shares in the wholly-owned subsidiary Arjo AB (publ), reg.no. 559092-8064 ("Arjo"), including the underlying group.

The value of the distribution of the shares in Arjo is determined based on the book value at the time of the distribution of the shares to Getinge's shareholders with the application of applicable accounting rules. At the time of this statement and as expected at the time of the distribution of the shares in Arjo, the book value of the shares in Arjo corresponds to a total of SEK 3,768 million, which hence is the total value that is proposed to be distributed to the shareholders.

The Board declares that after the proposed dividend, there will be full coverage for the company's and the group's restricted equity in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act. The dividend appears to be justifiable taking into account the demands placed on the size of the company's equity due to the nature, scope and risk associated with the operations. In making this assessment, the Board of Directors has considered, among other things, the effect of the division of the group into two companies where assets and liabilities are divided, the company's and the group's historical development, the group's future operations, its forecasted growth and the macro economic situation.

The Board of Directors has evaluated the company's and the group's financial position and the company's and the group's possibilities of fulfilling their obligations in the short and in the long term. The company's and the group's solvency is assessed to be good, also after the execution of the proposal, with regard to the business in which the group is active. The execution of the proposal will not affect the company's or the group's ability to fulfil their payment obligations. The company and the group have access to both short and long term credit facilities. The credits may be utilized at short notice, for which reason the Board of Directors assesses that the company's and the group's preparedness to handle both changes in the liquidity and unexpected events is good. The Board of Directors takes the view that the company and the group have the requirements to take future business risk and also to bear any losses. Execution of the proposal will not negatively affect the company's and the group's ability to make further, business-like justified investments in accordance with the Board of Directors' plans. In addition to what has been stated above, the Board of Directors has considered other known circumstances which may be of importance for the company's and the group's financial position. In doing so, no circumstance has appeared to the company that does not justify the proposal.

Gothenburg in November 2017

The Board of Directors of Getinge AB (publ)

Statement by the Board of Directors pursuant to Chapter 18, Section 6, item 3 of the Swedish Companies Act

In view of the Board of Directors' dividend proposal of all the shares in the wholly-owned subsidiary Arjo AB (publ), the Board hereby issues the following statement pursuant to Chapter 18, Section 6, item 3 of the Swedish Companies Act.

Since December 31, 2016, the following value transfers and changes in the company's restricted equity have occurred.

The Annual General Meeting on March 29, 2017 resolved to approve a dividend of SEK 2.00 per share, totaling SEK 477 million, which reduced the non-restricted equity by the same amount. In September 2017, Getinge carried out a rights issue that increased the non-restricted equity with SEK 4,264 million and the restricted equity with SEK 17 million. Other than the rights issue, no decisions have been made regarding value transfers and no changes have occurred to Getinge's restricted equity after March 29, 2017.

Subsequent to the presentation of the annual report for the financial year 2016, no events of material significance for the company's financial position have occurred other than those that are evident from the enclosed interim report for the period January-September 2017, [Appendix A](#).

Gothenburg in November 2017

The Board of Directors of Getinge AB (publ)

Carl Bennet
Chairman

Johan Bygge

Cecilia Daun Wennborg

Barbro Fridén

Dan Frohm

Sofia Hasselberg

Johan Malmquist

Mattias Perjos
CEO and president

Malin Persson

Johan Stern
Vice Chairman

Rickard Karlsson

Åke Larsson



**Auditor's statement under Chapter 18 § 6 of the Swedish Companies Act (2005:551)
regarding the report on and proposal for an extra dividend**

To the Board of Directors of Getinge AB (publ), Corporate Identity Number 556408-5032

We have performed procedures whereby we have examined the report and the proposal dated 10 November 2017.

Responsibility of the Board of Directors for the report and the proposal

It is the responsibility of the Board of Directors to produce a report and proposal according to the Swedish Companies Act and to ensure that such internal control as the Board of Directors deem necessary to produce a report and proposal that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the set-off on the basis of the procedures performed. The procedures were performed in accordance with FARs recommendation RevR 9 *The Auditor's Other Statements Pursuant to the Swedish Companies Act and the Swedish Companies Ordinance*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the content of the Board of Director's report is free from material misstatement. The auditing firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Getinge AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The procedures have involved the execution of various activities to obtain evidence about the financial and other information in the accounting details. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In making those risk assessments, the auditor considers the parts of internal control which are relevant to the how the Board of Directors produced the report data in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of this internal control. The procedures also include an evaluation of the appropriateness and the reasonableness of the valuation method (methods) applied and of the reasonableness of the assumptions of the Board of Directors. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

We are of the opinion that the report provides a true and fair view and we recommend that the general meeting of shareholders appropriate the profits in accordance with the Board of Directors' proposal.

Other information

The sole purpose of this auditor's statement is to meet the requirements of Chapter 18, § 6 of the Swedish Companies Act and it may not be used for any other purpose.

Göteborg, 10 November 2017

PricewaterhouseCoopers AB

Johan Rippe
Authorised Public Accountant
Lead auditor

Eric Salander
Authorised Public Accountant