

Protokoll fört vid årsstämma med aktieägarna i  
**Getinge AB (publ)**, org. nr 556408-5032,  
i Halmstad den 29 mars 2017

*Minutes kept at the Annual General Meeting of  
shareholders in **Getinge AB (publ)**, corporate ID No.  
556408-5032, held in Halmstad, Sweden, on 29 March  
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 Getinges ekonomidirektör Reinhard Mayer.

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. Noterades dock att stämman simultantolkades åt närvarande medlemmar i Getinges koncernledning som inte är svensktalande.

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 Getinge's Chief Financial Officer Reinhard Mayer 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. It was noted that that the Annual General Meeting was simultaneously translated to present members of Getinge's group management who do not speak Swedish.*

*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

Ossian Ekdahl, representerande Första AP-fonden, och Per Colleen, representerande Fjärde AP-fonden, utsågs att jämte ordföranden justera dagens protokoll.

*Ossian Ekdahl, representing Första AP-fonden, and Per Colleen, representing Fjärde AP-fonden, 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 24 februari 2017 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 22 februari 2017. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 24 februari 2017. Stämman konstaterades vara i behörig ordning sammankallad.

*It was reported that notice to attend the Annual General Meeting had been published on 24 February 2017 in Post- och Inrikes Tidningar and that the notice was made available at the company's website on 22 February 2017. Further, on 24 February 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 upplyste att styrelsens och verkställande direktörens årsredovisning med tillhörande balans- och resultaträkning samt koncernbalans- och koncernresultaträkning för räkenskapsåret 2016 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.

Stämman beslutade att ovan nämnda handlingar skulle anses framlagda vid stämman. Auktoriserade revisorn Eric Salander föredrog revisionsberättelsen och koncernrevisionsberättelsen över årsredovisningen, koncernredovisningen, räkenskaperna samt styrelsens och verkställande direktörernas förvaltning för räkenskapsåret 2016.

*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 2016 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.*

*The Meeting resolved that the aforementioned documents would be regarded as presented at the Meeting. Authorised public accountant Eric Salander 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 CEOs for the financial year 2016.*

## § 8

Ordföranden redogjorde för bolagsstyrningsfrågor inom Getinge-koncernen samt för styrelsearbetet och arbetet inom ersättningsutskottet under verksamhetsåret 2016. Johan Bygge redogjorde för arbetet inom revisionsutskottet under verksamhetsåret 2016, samt för det arvode bolaget erlagger 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 2016. Johan Bygge reported on the work of the Audit Committee during the business year 2016 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 Joacim Lindoff, tillförordnad verkställande direktör och koncernchef 2016, för föredragning avseende verksamhetsåret 2016. I anslutning här till besvarade Joacim Lindoff, Carl Bennet, Reinhard Mayer och Eric Salander frågor från aktieägarna.

Nyttillträdde verkställande direktören Mattias Perjos var på plats och gavs möjlighet att presentera sig.

*The Chairman gave the floor to Joacim Lindoff, deputy CEO and president 2016, for a report on the business year 2016. In connection hereto Joacim Lindoff, Carl Bennet, Reinhard Mayer and Eric Salander responded to questions from the shareholders.*

*The newly appointed CEO Mattias Perjos was also at the meeting and was given the opportunity to present himself.*

## § 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 2,00 kr per aktie motsvarande totalt 476.646.754 kr samt att resterande belopp balanseras i ny räkning

samt att såsom avstämningsdag för rätt till utdelning fastställa den 31 mars 2017.

Konstaterades att utdelning beräknas kunna utsändas av Euroclear Sweden AB med början den 5 april 2017.

*The Meeting resolved*

*to in accordance with the Board's and the CEO's proposal to pay to the shareholders a dividend of SEK 2.00 per share, in total SEK 476,646,754 and that the remaining amount should be carried forward*

*and to set the record date for the entitlement to dividends as 31 March 2017.*

*It was noted that dividend payments through Euroclear Sweden AB were expected to commence on 5 April 2017.*

## § 12

Stämman beslutade att bevilja styrelsens ledamöter och verkställande direktörerna Alex Myers och Joacim Lindoff ansvarsfrihet för räkenskapsåret 2016.

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

*The Meeting resolved to discharge the Board members and the CEOs Alex Myers and Joacim Lindoff from liability for their administration of the company for the financial year 2016.*

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

## §13

Ordföranden redogjorde för styrelsens förslag avseende ändring av bolagsordningen i enlighet med Bilaga 3.

Stämman beslutade om ändring av bolagsordningen i enlighet med styrelsens förslag, varefter bolagsordningen skall ha den lydelse som framgår av Bilaga 4. 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 amendments to the Articles of Association in accordance with Appendix 3.*

*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 4. 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.*

## § 14

Per Colleen, representerande Fjärde AP-fonden, redogjorde för valberedningens uppgifter och arbete inför årsstämman 2017.

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 2017.*

*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.*

## § 15

Stämman beslutade i enlighet med valberedningens förslag att arvode till av bolagsstämman valda styrelseledamöter ska utgå med ett sammanlagt belopp om 5.750.000 kronor, varav oförändrat 1.150.000 kronor till ordföranden och oförändrat 575.000 kronor till var och en av de övriga bolagsstämmovalda ledamöter som inte är anställda i koncernen. Stämman beslutade vidare att ersättning för arbete i revisionsutskottet oförändrat ska utgå med 240.000 kronor till ordföranden och 120.000 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 in a total amount of SEK 5,750,000, of which, unchanged, SEK 1,150,000 shall be paid to the Chairman and, unchanged, SEK 575,000 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 240,000 to the Chairman and SEK 120,000 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.*

## § 16

Per Colleen presenterade och motiverade valberedningens förslag till styrelse. Noterades att valberedningen föreslagit omval av styrelsens ordförande Carl Bennet, liksom av styrelseledamöterna Johan Bygge, Cecilia Daun Wennborg, Johan Malmquist, Malin Persson och Johan Stern samt nyval av Barbro Fridén, Dan Frohm, Sofia Hasselberg och Mattias Perjos. Noterades att Carola Lemne och Maths Wahlström hade avböjt omval.

Upplyste ordföranden att de till omval föreslagna ledamöternas uppdrag i andra företag finns angivna i årsredovisningen och att en presentation av Barbro Fridéns, Dan Frohms, Sofia Hasselbergs och Mattias Perjos uppdrag hållits tillgänglig på bolagets hemsida. 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 (ordförande), Johan Bygge, Cecilia Daun Wennborg, Johan Malmquist, Malin Persson och Johan Stern (samtliga omval) och Barbro Fridén, Dan Frohm, Sofia Hasselberg och Mattias Perjos (samtliga nyval).

Ordföranden informerade att arbetstagarorganisationerna utsett Åke Larsson och Rickard Karlsson till ledamöter i styrelsen, med Maria Grehagen Hedberg och Peter Jörmalm 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 the Chairman of the Board Carl Bennet, as well as the Board members Johan Bygge, Cecilia Daun Wennborg, Johan Malmquist,*

*Malin Persson and Johan Stern and new election of Barbro Fridén, Dan Frohm, Sofia Hasselberg and Mattias Perjos. It was noted that Carola Lemne and Maths Wahlström had decline re-election.*

*The Chairman informed that assignments in other companies of the Board members proposed for re-election are presented in the Annual Report and that a presentation of Barbro Fridén's, Dan Frohm's, Sofia Hasselberg's and Mattias Perjos' assignments had been available on the company's website. 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 (Chairman), Johan Bygge, Cecilia Daun Wennborg, Johan Malmquist, Malin Persson and Johan Stern (all re-election) and Barbro Fridén, Dan Frohm, Sofia Hasselberg and Mattias Perjos (all new election).*

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

## § 17

Per Colleen presenterade och motiverade valberedningens förslag till val av revisor. Stämman omvalde revisionsbolaget Öhrlings PricewaterhouseCoopers AB till bolagets revisor intill utgången av årsstämman 2018.

*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 2018, the Meeting elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor.*

## § 18

Ordföranden redogjorde för styrelsens förslag avseende riktlinjer för ersättning till ledande befattningshavare i enlighet med Bilaga 5.

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 5.*

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

## § 19

På ordförandens initiativ framförde stämman sitt stora tack till verkställande direktören och övrig bolagsledning samt anställda för utomordentliga insatser under verksamhetsåret 2016. Carola Lemne och Maths Wahlström avtackades särskilt för deras tid som styrelseledamöter i bolaget.

*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 2016. Carola Lemne and Maths Wahlström were specially thanked for their services as Board members of the company.*

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:*

\_\_\_\_\_  
Reinhard Mayer

Justeras:  
*Approved by:*

\_\_\_\_\_  
Carl Bennet

\_\_\_\_\_  
Ossian Ekdahl

\_\_\_\_\_  
Per Colleen

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

The Board has proposed that the 2017 Annual General Meeting, March 29<sup>th</sup> 2017, resolves on an allocation of profits entailing a dividend to the shareholders of SEK 2.00 per share. Accordingly, the dividend amounts to a total of SEK 476 646 754. 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 3 259, the share premium reserve amounts to MSEK 3 435, the net profit for the financial year 2016 amounts to MSEK 222. Provided that the 2017 Annual General Meeting approves the Board's proposed allocation of profits, MSEK 6 439, 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 5 % of the company's shareholders' equity and 2 % of the consolidated shareholders' equity. The shareholders' equity has decreased with MSEK 758 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 28 % and 37 %, 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 2017

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

## Proposal by the Board of Directors of Getinge AB for amendments of the Articles of Association (item 13)

In respect of the proposals of the Nomination Committee that the number of board members elected at the AGM shall be ten, the Board of Directors proposes the following amendment of § 7 of the Articles of Association.

### Present wording

§ 7

#### **The 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 nine members with a maximum of nine deputy members. [...]

### Proposed wording

§ 7

#### **The 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. [...]

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.

---

Gothenburg in March 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 (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).

---

**Articles of Association**  
**GETINGE AB (publ)**  
**Corporate ID No. 556408-5032**

**§ 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 (*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).

---

*Adopted at the Annual General Meeting on 29 March 2017*

## **Proposal by the Board of Directors of Getinge AB on guidelines for remuneration to senior executives**

The Board of Directors of Getinge AB proposes that the 2017 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 during the validity of the guidelines, in the following referred to as “senior executives”. At present, the group management has twelve 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 criteria, 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. Further, 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 the CEO, the variable remuneration shall be capped at 80% of the basic salary. The variable remuneration shall be based on the individual goals set by the

Board of Directors. Examples of such goals are earnings, volume growth, working capital and cash flow. In respect of other senior executives, the variable remuneration shall be capped at 70% of the basic salary and be based on the result within the executive's responsibility area as well as the outcome of individual goals.

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.

## **4. Other**

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.

The guidelines entail a level of remuneration which in principle is equivalent to that for the financial year 2016.

Information on remuneration, etc. to senior executives during the financial year 2016 is set forth on page 76 (part of note 27) of the 2016 Annual Report.

---

Gothenburg in March 2017

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