

Proposals and Statement by the Nomination Committee of Getinge AB in respect of the Annual General Meeting 2018

1. Background

At the Annual General Meeting (the “**AGM**”) in 2005, a Nomination Committee was established, comprising the Chairman of the Board, representatives of each of the company’s five largest shareholders at 31 August each year and a 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 composition of the Nomination Committee was announced on 18 October 2017 and all shareholders have had the possibility to approach the Nomination Committee with nomination proposals.

In accordance with a resolution at Getinge’s AGM 2005, the Nomination Committee shall submit proposals concerning the election of the Chairman of General Meetings, the election of the Chairman of the Board and other members of the Board, the election of auditors, as well as fees to be paid to the Board and auditors.

2. Proposals by the Nomination Committee

The Nomination Committee makes the following proposals in respect of the 2018 AGM:

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

Board of Directors: The number of Board members elected by the General Meeting shall be ten, without deputy members. Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern shall be re-elected as Board members. Carl Bennet shall be re-elected as Chairman of the Board.

Information concerning all members proposed for re-election is available on the company’s website, www.getinge.com.

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

The Audit Committee has, after completed procurement procedure, in its recommendation listed two options regarding the election of auditor. As its first recommendation, the Audit Committee recommends re-election of Öhrlings PricewaterhouseCoopers AB for a mandate period of one year. The recommendation of the Audit Committee is based on the presentation and the tender submitted by Öhrlings PricewaterhouseCoopers AB, which has defined a balanced scope of the audit based on the varying size and operations of the group and a global presence, and has offered the most comprehensive audit in relation to the number of group companies compared with other tenders submitted, and also a fee which in relation to the work is competitive.

3. Statement by the Nomination Committee on the proposed Board of Directors

Ahead of the 2018 AGM, the Nomination Committee has held two meetings at which minutes were kept. As a basis for its work, the Nomination Committee has reviewed the annual accounts for the company's operations in 2017. Further, the Nomination Committee has reviewed nomination proposals received and the evaluation made by the Board and its work. The evaluation revealed that the current Board members represent a broad spectrum of expertise with sound industry knowledge and extensive financial know-how with regard to international conditions and markets. The evaluation also showed that the attendance rate at Board meetings was high and that all Board members demonstrated a high level of commitment.

Based on the results of the evaluation reviewed by the Nomination Committee, and the demands placed on the Board as a result of Getinge's position and future focus, the Nomination Committee proposes that the number of Board members elected by the General Meeting shall be ten and that Carl Bennet (Chairman of the Board), Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern shall be re-elected as Board members.

The Nomination Committee applies rule 4.1 of the Swedish Code of Corporate Governance (the “**Code**”) as diversity policy in the development of the proposal to the Board and is of the opinion that the proposal entails a Board composition that will continue to be appropriate to the company’s operations, phase of development and other relevant circumstances as well as exhibit diversity and breadth of qualifications, experience and background, as set out in rule 4.1 of the Code.

The Nomination Committee strives for equal gender distribution on the Board, which are given specific attention in relation to election of new board members. The proposed Board members comprise 4 women and 6 men (equivalent to 40 and 60 per cent, respectively). As per 10 June 2017, the percentage of women on all Swedish listed company boards amounted to 33.2 per cent (39.0 per cent in the so-called Large Cap companies).¹ In April 2014, the Swedish Corporate Governance Board published certain aspiration levels concerning gender distribution in the boards of listed companies, namely at least 40 per cent of each gender after General Meetings held in 2020 and at least 35 per cent of each gender in major companies after the General Meetings in 2017 (in both cases exclusively of employee representatives). The gender distribution in the Board of Getinge as proposed by the Nomination Committee fulfils the aspiration level of the Swedish Corporate Governance Board for larger companies for both 2017 and 2020.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committee believes that its proposal regarding the composition of the Board in Getinge fulfils the requirements of independence as stipulated in the Code. In preparing its proposal, the Nomination Committee has considered that Johan Malmquist, as previous CEO, and Mattias Perjos, as CEO, are to be regarded as dependent in relation to the company and the executive management, and that Carl Bennet, Johan Stern and Dan Forhm as representative of and Board members in, respectively, Getinge’s principal owner Carl Bennet AB, are to be regarded as dependent in relation to major shareholders. The Nomination Committee deems the other proposed Board members – Johan Bygge, Cecilia Daun Wennborg, Malin Persson, Barbro Fridén and Sofia Hasselberg – to be independent in relation to the company and the executive management as well as the major shareholders.

Gothenburg in March 2018

The Nomination Committee of Getinge AB (publ)

¹ Statistics compiled by SIS Ägarservice on behalf of the Swedish Corporate Governance Board (refers to board members elected at General Meetings).