

Proposals and statement by the Nomination Committee of Getinge AB (publ) in respect of the Annual General Meeting 2021

1. Background

At the Annual General Meeting (the “AGM”) 2020 new principles for the appointment of and instructions for the work by the Nomination Committee were adopted. These entail that the Nomination Committee shall comprise members appointed by the four largest shareholders and one representative of the minor shareholders as of 31 August each year, and the Chairman of the Board of Directors. In addition and if the Chairman of the Board of Directors and the member appointed by the largest shareholder in term of the number of votes deems it appropriate, a representative of the minor shareholders considered independent in relation to the company and its larger shareholders can be appointed as member of the Nomination Committee.

The Nomination Committee in respect of the 2021 AGM has comprised Johan Malmquist, Chairman of the Board of Directors, Carl Bennet, *Chairman of the Committee (Carl Bennet AB)*, Per Colleen (*Fjärde AP-fonden*), Marianne Nilsson (*Swedbank Robur Fonder*), Anna Sundberg (*SHB Fonder & Liv*) and Sophie Nachemson-Ekwall, (representative of the minor shareholders). The composition of the Nomination Committee was announced on 16 October 2020. No changes have been made within the composition of the Nomination Committee after this date. The Committee members has established that there are no conflicts of interest that affect the members’ assignments. At the first meeting of the Nomination Committee, Carl Bennet was appointed as Chairman of the Committee

In accordance with a resolution by Getinge’s AGM 2020, the Nomination Committee shall submit proposals regarding the election of Chairman of the General Meetings, the number of members of the Board of Directors, the election of the Chairman and other members of the Board of Directors, the number of auditors, election of auditors, compensation to be paid to the Board of Directors and fees to auditors and any amendments in the principles set out for the Nomination Committee before the AGM. The Nomination Committee shall consider the requirements for its work and proposals as set out in the Swedish Companies Act and the Swedish Corporate Governance Code (the “Code”).

All shareholders have had the opportunity to provide the Nomination Committee proposals ahead of the AGM 2021.

2. Proposals by the Nomination Committee

The Nomination Committee makes the following proposals in respect of the 2021 AGM:

Chairman of the AGM: The Chairman of the Board of Directors, Johan Malmquist.

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 and Malin Persson shall be re-elected as Board members, and Kristian Samuelsson shall be elected as new Board member. Johan Malmquist shall be re-elected as Chairman of the Board.

Information about the members proposed for re-election and new election at the AGM (*information as per 8 February 2021*):

<p>Johan Malmquist (1961)</p> <p>Assignments on Getinge's Board: Chairman of the Board of Directors, Chairman of the Remuneration Committee. Board member since 2016.</p> <p>Other assignments: Chairman of Arjo AB. Board member of Elekta AB (publ.), Mölnlycke Health Care AB, the Dunker Foundations, Stena Adactum AB, Trelleborg AB and Chalmers University of Technology Foundation.</p> <p>Education and previous assignments: B.Sc. (Business Administration). Previous positions as President and CEO of Getinge Group 1997-2015, Business Area Director within Getinge Group, President of Getinge Group's French subsidiary, President of subsidiaries in the Electrolux Group.</p> <p>Shareholding (own and related parties): 90,000 Class B shares. Synthetic options: 144,927 attributable to Class B shares.</p> <p>Assessment of independence: Independent in relation to the company's major shareholders, but not in relation to the company and the company's management.</p>
<p>Carl Bennet (1951)</p> <p>Assignments on Getinge's Board: Vice Chairman of the Board of Directors. Chairman of the Nomination Committee. Member of the Remuneration Committee. Board member since 1989.</p> <p>Other assignments: CEO and Chairman of the board of Carl Bennet AB, Chairman of the Board of Elanders AB and Lifco AB. Board member of Arjo AB, Holmen AB and the L E Lundberg-companies.</p> <p>Education and previous assignments: B.Sc. (Business Administration), Dr. Tech. h.c. Previous positions as President and CEO of Getinge AB. Chairman of the Board 1997-2019.</p> <p>Shareholding (own and related parties): 18,217,200 Class A shares and 36,332,969 Class B shares.</p> <p>Assessment of independence: Independent in relation to the company and the company's management, but not in relation to the company's major shareholders.</p>
<p>Johan Bygge (1956)</p> <p>Assignments on Getinge's Board: Chairman of the Audit Committee. Board member since 2007.</p> <p>Other assignments: Chairman of Nobina AB. Board member of Baltic Deep Water Life, Lantmännen and Third Swedish National Pension Fund and Venture Partner i Prorsum AG Venture Fund.</p> <p>Education and previous assignments: B.Sc. (Business Administration). Previous positions as Chairman of PSM International, China, Chairman of EQT Asia Pacific, COO in EQT, CFO of Investor AB, Executive Vice President of Electrolux AB and CFO of Electrolux AB.</p> <p>Shareholding (own and related parties): 12,200 Class B shares. Synthetic options: 144,927 attributable to Class B shares.</p> <p>Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.</p>

Cecilia Daun Wennborg (1963)

Assignments on Getinge's Board: Member of the Audit Committee. Board member since 2010.

Other assignments: Board member of companies including ICA Gruppen AB, Loomis AB, Bravida Holding AB, Hoist Finance AB, Oncoceptides AB, and Atvexa AB. Member of the Swedish Securities Council.

Education and previous assignments: M.Sc. (Business Administration). Previous positions as deputy CEO of Ambea AB, CEO of Carema Vård och Omsorg AB, acting CEO of Skandiabanken, Head of Swedish Operations at Skandia, CEO of Skandia Link and Board member of Sophiahemmet.

Shareholding (own and related parties): 4,500 Class B shares, Synthetic options: 44,927 attributable to Class B shares.

Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.

Barbro Fridén (1956)

Assignments on Getinge's Board: Member of the Remuneration Committee. Board member since 2017.

Other assignments: Board member of companies including Apoteket AB, Helsa AB, Sofiahemmet and SciBase AB. Consultant and Advisor.

Education and previous assignments: Licensed physician, M.D. Previous positions as Board member in companies like Vitrolife AB and leading positions in healthcare such as CEO of Sheikh Khalifa Medical City, United Arab Emirates and Hospital manager of Sahlgrenska University Hospital, Sweden.

Shareholding (own and related parties): 1,770 Class B shares, Synthetic options: 72,463 attributable to Class B shares.

Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.

Dan Frohm (1981)

Assignments on Getinge's Board: Member of the Audit Committee. Member of the Remuneration Committee. Board member since 2017.

Other assignments: CEO of DF Advisory LLC. Board member of Arjo AB, Carl Bennet AB, Elanders AB, Lifco AB and Swedish- American Chamber of Commerce, Inc

Education and previous assignments: M.Sc., Industrial Engineering and Management. Previous position as management consultant at Applied Value LLC in New York.

Shareholding (own and related parties): 149,510 Class B shares, Synthetic options: 144,927 attributable to Class B shares.

Assessment of independence: Independent in relation to the company and the company's management, but not in relation to the company's major shareholders.

Sofia Hasselberg (1983)

Assignments on Getinge's Board: Member of the Audit Committee. Board member since 2017.

Other assignments: Board member of Clinic Friends AB.

Education and previous assignments: M.D. Previous positions as Director, Head of Digital and Customer Solutions at MSD Sweden. Vast experience as a senior adviser, providing strategic, operational and organizational advice to Swedish and international private and public players across the health care sector. Engagement Manager at McKinsey & Company until 2017. Previous held a position as Physician at Karolinska University Hospital, Solna, Sweden.

Shareholding (own and related parties): Holds no shares.

Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.

Mattias Perjos (1972)

Assignments on Getinge's Board: Board member since 2017.

Other assignments: President and CEO of Getinge.

Education and previous assignments: M.Sc., Industrial Engineering and Management. Previous positions as CEO of Coesia Industrial Process Solutions (IPS) and Coesia International. Prior to that, Mattias Perjos held a number of senior international positions at FlexLink including the role of CEO.

<p>Shareholding (own and related parties): 60,000 Class B shares, Synthetic options: 579,710 attributable to Class B shares.</p> <p>Assessment of independence: Independent in relation to the company's major shareholders, but not in relation to the company and the company's management.</p>
<p>Malin Persson (1968)</p> <p>Assignments on Getinge's Board: Member of the Remuneration Committee. Board member since 2014.</p> <p>Other assignments: CEO and owner of Accuracy AB, Board member of companies including Hexpol AB and Peab AB.</p> <p>Education and previous assignments: M.Sc., Industrial Engineering & Management. Previous assignments as CEO of the Chalmers University of Technology Foundation, many years' experience in major Swedish industrial enterprises such as the Volvo Group.</p> <p>Shareholding (own and related parties): 3,284 Class B shares. Synthetic options: 144,927 attributable to Class B shares.</p> <p>Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.</p>
<p>Kristian Samuelsson (1977)</p> <p>Assignments on Getinge's Board: -</p> <p>Other assignments: Professor of orthopaedic surgery at the University of Gothenburg and senior consultant in orthopaedic surgery at Sahlgrenska University Hospital.</p> <p>Education and previous assignments: MD, PhD, MSc, Senior lecturer. Experience from healthcare with evidence-based medical research and interdisciplinary research in areas such as artificial intelligence (AI) and digitization.</p> <p>Shareholding (own and related parties): -</p> <p>Assessment of independence: Independent in relation to the company and company management and in relation to the company's major shareholders.</p>

Board and Committee fees: Board fees, excluding remuneration for Committee work, shall, be paid in a total of SEK 6,515,000, of which, SEK 1,475,000 to the Chairman and, SEK 630,000 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 280,000 to the Chairman and SEK 140,000 to each of the other members, and work in the Remuneration Committee shall be compensated with SEK 140,000 to the Chairman and SEK 100,000 to each of the other members.

Auditor and auditor fees: The registered auditing company Öhrlings PricewaterhouseCoopers AB shall, in accordance with the Audit Committee's recommendation, be re-elected as auditor for the period until the end of the 2022 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, Peter Nyllinge will be appointed as auditor in charge.

3. Statement by the Nomination Committee of its work before the AGM 2021

Ahead of the 2021 AGM, the Nomination Committee has held two meetings at which minutes were kept. In addition, the members of the Nomination Committee have had ongoing contact and maintained further dialogue between the meetings.

The Nomination Committee has addressed all matters that the Nomination Committee must address according to the Code, which is further described below. Furthermore, in order for the company to be able to fulfil its information obligations towards the shareholders, the Nomination Committee has informed the company of how the work of the Nomination Committee has been conducted and of the proposals, the Nomination Committee has decided to submit.

As a basis for its work, the Nomination Committee has reviewed the annual accounts for the company's operations in 2020. Further, the Nomination Committee has reviewed nomination proposals received and the evaluation of the Board and its work. The result of the evaluation has been presented in its entirety to the Nomination Committee. In addition, the Nomination Committee has conducted interviews with some of the current Board members elected by the General Meeting, Johan Bygge and the resigning Board member Johan Stern. The Nomination Committee has also interviewed Professor Kristian Samuelsson who is proposed to be elected new Board member.

In addition, the Nomination Committee has been informed of the Audit Committee's advocated proposal for election of auditor.

No remuneration has been paid to the members of the Nomination Committee.

In a pressrelease on 4 February 2021, the Nomination Committee announced that the Committee proposes that the shareholder elected Board members shall be ten, that Johan Stern has declined re-election and that Kristian Samuelsson is proposed to be elected new Board member.

4. The motivated statement by the Nomination Committee to the Board of Directors, auditor and fees to the Board members

When preparing the proposal of Board members, the Nomination Committee considers the individual competence and experience of each proposed Board member as well as that they shall work well together and have the required range in both background and knowledge. The Nomination Committee especially consider the value of diversity and the balance between the need for renewal and continuity in the Board of Directors. In its efforts to achieve diversity the Nomination Committee in particular, consider the value of gender balance.

The Board's evaluation of the Board of Directors and their work has been provided the Nomination Committee. The evaluation showed that the Board of Directors is well functioning, the attendance rate at Board meetings is high and that all Board members demonstrated a high level of commitment. In its own evaluation the Nomination Committee, assessed the current Board members to represent a wide range of expertise with sound industry knowledge, extensive financial know-how and knowledge regarding international conditions and markets.

All Board members, except Johan Stern who has declined re-election, have declared that they are available for re-election.

Based on the results of the evaluation reviewed by the Nomination Committee, and the demands placed on the Board according to assessment by the Nomination Committee concerning Getinge's position and future focus, the Nomination Committee proposes that the number of Board members elected by the General Meeting shall be ten.

When assessing the composition of the Board members the Nomination Committee has specifically evaluated the need for additions to the consolidated competence of the Board of Directors within the fields of knowledge-based medical research, artificial intelligence (AI) and digitization within the medical field.

The Nomination Committee proposes re-election of all Board members except Johan Stern. The Nomination Committee further proposes that Professor Kristian Samuelsson is elected as new Board member. Kristian Samuelsson has long and solid experience within healthcare and works with evidence-based medical research and has good knowledge of AI and digitization in the medical field. The Nomination Committee consider that Kristian Samuelsson will add valuable competence to the Board. Since 2019, Kristian Samuelsson also acts as a consultant to the legal advisors representing Getinge AB's subsidiaries Atrium Medical Corporation and Maquet Cardiovascular US Sales, LLC, in items relating to medical research in the ongoing dispute regarding claims for damages raised in USA and Canada in connection with two different types of surgical mesh implants. The group has continuously remunerated Kristian Samuelsson for his services. Based on the limited scope and time of the assignment, the Nomination Committee's consolidated view is that Kristian Samuelsson shall be considered as independent in relation to the company and company's management.

The Nomination Committee has also assessed the independence of the other Board members. The Nomination Committee consider that its proposal for composition of the Board members of Getinge fulfils the requirements of independence as stipulated in the Code. When preparing its proposal, the Nomination Committee has considered that Mattias Perjos, as CEO, is to be considered as dependent in relation to the company and the executive management. Carl Bennet and Dan Frohm are to be considered as dependent in relation to Getinge's major shareholders. The other proposed Board members – Johan Malmquist, Johan Bygge, Cecilia Daun Wennborg, Malin Persson, Barbro Fridén, Sofia Hasselberg and Kristian Samuelsson – to be independent in relation to the company and the executive management as well as the major shareholders.

The Nomination Committee has applied rule 4.1 of the Code as diversity policy in the development of the proposal to the Board. The proposed Board composition are together considered to have an appropriate size. The Nomination Committee considers the proposed Board members to together hold the diversity and extensive competence, experience and background required and to be appropriate to the company's operations, phase of development and other circumstances, including relevant sustainability aspects. The

Nomination Committee has assessed that the proposed Board members will be able to devote the time required to fulfill the assignment as a Board member of Getinge.

Further, the Nomination Committee proposes re-election of Johan Malmquist as Chairman. The Nomination Committee assess Johan Malmquist, with his significant experience from the company and Board work, has proven to be well suited to organize and direct the Board work.

The Nomination Committee has conducted an evaluation of the fees paid to the Board members. The basic principle for the fees to the Board is that the compensation shall be reasonable and sufficiently competitive to attract competent and experienced Board members. The level of compensation shall reflect the responsibility and time the Board assignment require. The Nomination Committee proposes the fees to be adjusted in accordance with the proposal to the AGM 2021. The proposal by the Nomination Committee entail an increase of approximately 3 % compared to the fees resolved at the AGM 2020.

In accordance with the recommendation by the Audit Committee, the Nomination Committee has resolved to propose reelection of PricewaterhouseCoopers AB as auditor for the upcoming mandate period and fees to the auditor shall be paid in accordance with approved invoice.

Göteborg in February 2021

The Nomination Committee of Getinge AB (publ)