

Proposals and Statement by the Nomination Committee of Getinge AB in respect of the 2014 Annual General Meeting

1. Background

At the Annual General Meeting (“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 smaller shareholders. The Nomination Committee in respect of the 2014 AGM has comprised Carl Bennet (*Chairman of the Committee; Carl Bennet AB*), Marianne Nilsson (*Swedbank Robur AB*), Bo Selling (*Alecta*), Hans Ek (*SEB Fonder*), Carina Lundberg Markow (*Folksam Gruppen*), and Anders Olsson, representative of the minor shareholders. The composition of the Nomination Committee was announced on 15 October 2013 and all shareholders have had the possibility to approach the Nomination Committee with nomination proposals.

In accordance with a resolution at Getinge’s 2005 AGM, the Nomination Committee’s assignment is to submit proposals concerning the election of the Chairman of General Meetings, the election of the Chairman, Vice Chairman 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 2014 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 eight, without deputy members. Carl Bennet shall be re-elected as Chairman of the Board. Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Johan Malmquist, Johan Stern and Mats Wahlström shall be re-elected as Board members. Malin Persson shall be elected new member of the Board.

For additional information concerning Malin Persson, see [Appendix A](#). Information concerning members proposed for re-election is available on the company’s website, www.getingegroup.com.

Board and Committee fees: Board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 4,400,000, of which SEK 1,100,000 to the Chairman and SEK 550,000 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 240,000 to the Chairman and SEK 120,000 to each of the other members, and work in the Remuneration Committee shall be compensated with SEK 125,000 to the Chairman and SEK 92,000 to each of the other members.

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

Prior to the 2014 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 2013. At the Nomination Committee meeting in February, the CEO Johan Malmqvist participated, who reported the annual accounts in detail and the Chairman of the Audit Committee Johan Bygge, who reported on the work of the Board and the Audit Committee. In addition, the Nomination Committee has reviewed the nomination proposals received and the evaluation conducted concerning 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.

The Nomination Committee has also discussed the importance of product development and technical competence in order for Getinge to meet the challenges of the future in the best way and has on account of this resolved to propose Malin Persson as new member of the Board. Malin Persson is CEO of Chalmers University of Technology Foundation and has experience of many years of large Swedish industrial companies, among others, as CEO of Volvo Technology AB.

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 eight and that Carl Bennet (Chairman of the Board), Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Johan Malmqvist, Johan Stern and Mats Wahlström shall be re-elected as Board members, while Malin Persson shall be elected as new Board member.

The Nomination Committee 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, all as set out in rule 4.1 of the Swedish Code of Corporate Governance (the "Code"). The Nomination Committee strives for equal gender distribution on the Board. The proposed Board members comprise three women and five men.

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 for independent Board members as stipulated in the Code. It is the opinion of the Nomination committee that Johan Malmqvist, in his capacity as CEO, is to be regarded as dependent in relation to the company and executive management, and that Carl Bennet and Johan Stern as representative and Board member, respectively, of Getinge's principal owner Carl Bennet AB, are not to be regarded as independent in relation to major shareholders. The Nomination Committee deems the other proposed Board members – Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Malin Persson and Mats Wahlström – to be independent in relation to the company and executive management as well as major shareholders.

Getinge in February 2014

The Nomination Committee of Getinge AB (publ)

Appendix A**Malin Persson, born 1968**

Principal education: Master of Science, Industrial Engineering and Management

Work experience: Malin Persson is CEO of Chalmers University of Technology Foundation and has many years of experience of large Swedish industrial companies, including SKF, ASG and Volvo. Within the Volvo group, Malin Persson has, among other things, been responsible for strategy and business development and has been CEO for the research and innovation company Volvo Technology.

Current assignments: CEO of Chalmers University of Technology Foundation, member of the Boards of Hexpol AB, Konecranes Plc, Becker Industrial Coating, Universum AB and the Ruter Dam Foundation.

Holding in Getinge: 0 shares

The Nomination Committee deems Malin Persson to be independent in relation to the company and executive management as well as major shareholders.