

Proposal by the Board of Directors of Getinge AB (publ) on guidelines for remuneration to senior executives

The Board of Directors of Getinge AB (publ) proposes that the 2019 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 (publ) during the validity of the guidelines, in the following referred to as “senior executives”. At present, the group management has nine 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 criterias, 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. 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 senior executives, variable remuneration shall be capped at between 60 to 90% of the basic salary. The variable remuneration shall be based on the goals set by the Board of Directors. Examples of such goals are earnings, volume growth, working capital and cash flow, and also individually set goals.

In addition to basic salary and the annual variable remuneration above, senior executives may obtain a variable long-term bonus (LTI bonus), awarding clear target based, measureable achievements with the purpose to promote the long-term added value of the company as well as retaining key persons on senior positions. The performance period for the LTI bonus shall be at least three financial years and the LTI bonus shall be capped at 100% of the basic salary.

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.

Authority to resolve on deviations

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.

4. Other

The guidelines entail a level of remuneration which in principle is equivalent to that for the financial year 2018.

Executive compensation, which has been decided but not yet become due for payment by the time of the 2019 Annual General Meeting, falls within the scope of these guidelines. Information on remuneration, etc. to senior executives during the financial year 2018 is set forth on page 100 (part of note 28) of the Swedish Annual Report 2018.

Gothenburg in March 2019

The Board of Directors of Getinge AB (publ)