
ANNUAL GENERAL MEETING IN GETINGE AB

The shareholders of **Getinge AB (publ)** are hereby invited to attend the Annual General Meeting to be held on Thursday 17 April 2008 at 4.00 p.m. at Kongresshallen, Hotel Tylösand, Halmstad.

RIGHT TO ATTEND

Shareholders who wish to attend the Annual General Meeting must:

- be recorded in the share register kept by the Swedish Central Securities Depository ("VPC AB") on Friday 11 April 2008
- notify the company of their intention to attend the Meeting by Friday 11 April 2008 at 1.00 p.m.

In order to participate in the Meeting, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with VPC AB by 11 April 2008. Shareholders therefore are requested to notify their nominees in due time before the said date.

NOTICE OF ATTENDANCE

Notice of attendance shall be made in writing to Getinge AB, AGM (*Sw. Årsstämma*), P.O. Box 470 22, SE-100 74 Stockholm, or by telephone +46 35 259 08 18, or on our website www.getingegroup.com. The notice of attendance shall state name, personal identity number/corporate identity number, shareholding, telephone number and name of advisor, if any. An entrance card to be shown when registering for the Meeting will be sent in confirmation of the notice of attendance. Shareholders represented by proxy must issue a document authorising the proxy to act on the shareholder's behalf. Such proxy should be submitted to the company before the Meeting. Representatives of a legal person shall present a copy of the certificate of registration or similar papers of authorisation.

PROPOSAL FOR AGENDA

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation of
 - (a) the Annual Report and the Auditor's Report
 - (b) the Consolidated Accounts and the Group Auditor's Report
 - (c) the statement of the auditor on the compliance of the guidelines for remuneration to senior executives applicable since the last AGM
 - (d) the Board's proposal for appropriation of the company's profit and the Board's motivated statement thereon, and
in connection hereto, an account for the work of Board of Directors including the work and functions of the Remuneration Committee and the Audit Committee
8. The Managing Director's report
9. Resolution regarding adoption of the Statement of Income and the Balance Sheet as well as the Consolidated Profit and Loss Account and the Consolidated Balance Sheet
10. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend
11. Resolution regarding discharge from liability of the Board of Directors and the Managing Director

12. Establishment of the number of members and deputy members of the Board of Directors and auditors
13. Establishment of fees to the Board of Directors (including fees for work in Committees) and the auditors
14. Election of the Board of Directors and auditors
15. Resolution regarding Guidelines for Remuneration to Senior Executives
16. Resolution regarding Call Option Program
17. Approval of transfer in accordance with Chapter 16, Section 5 of the Companies Act
18. Closing of the Meeting

THE PROPOSAL OF THE NOMINATION COMMITTEE (item 2 and 12-14)

At the Annual General Meeting in 2005, the principles for a Nomination Committee was established, comprising of the Chairman of the Board, representatives of each of the company's five largest shareholders per 31 August each year and one representative of the smaller shareholders. The Nomination Committee in respect of the AGM 2008 consist of Carl Bennet (chairman), Carl Bennet AB; Marianne Nilsson, Robur; Joachim Spetz, Handelsbanken Fonder; Torgny Wännström, AFA Försäkring; Anders Oscarsson, SEB Wealth Management; and Olle Törnblom, as representative of the smaller shareholders. The Nomination Committee has proposed the following:

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 shall remain unchanged at seven. Re-election of Carl Bennet as Chairman of the Board. Johan Bygge, Rolf Ekedahl, Carola Lemne, Johan Malmquist, Margareta Norell Bergendahl and Johan Stern shall be re-elected as Board members.

Board and committee fees: Board fees will, excluding remuneration for committee work, be paid in a total of SEK 2,800,000, of which SEK 800,000 will be paid to the Chairman and SEK 400,000 each to the other Board members elected by the Meeting who are not employees of the Group. Remuneration totalling SEK 475,000 will be paid for the work of the Audit Committee, of which SEK 175,000 to the Chairman and SEK 100,000 each to the other members, while a total of SEK 250,000 will be paid to the Remuneration Committee, of which, SEK 100,000 will be paid to the Chairman and SEK 75,000 each to the other members.

Auditors: It is proposed that the registered accounting firm Öhrlings PriceWaterhouseCoopers AB, with authorised public accountant Magnus Willfors as principal auditor and Johan Rippe as co-auditor, is elected as auditor of the Company for a period of four years. The auditor's fee are proposed to be payable in accordance with approved account.

DIVIDEND (item 10)

The Board of Directors and the Managing Director has proposed that a dividend of SEK 2.40 per share be declared. As record date for the dividend the Board proposes Tuesday 22 April 2008. If the AGM so resolves, the dividend is expected to be distributed by VPC on Friday 25 April 2008.

THE BOARD'S PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (item 15)

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives. The proposal principally implies the following. 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 is active to ensure that competent and proficient employees can be attracted, motivated and retained. The total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits. The variable remuneration shall be restricted and based on predetermined targets. In addition to variable remuneration, approved share or share-related incentive programs may occasionally be instituted. The Board shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

THE BOARD'S PROPOSAL REGARDING CALL OPTION PROGRAM (item 16)

The AGM 2006 resolved to approve a call option program for management employees in Getinge Group. The allocation of the call options was to be performance-based. In connection with the AGM it was decided that the Board was to make additional allocations in 2007 and 2008, provided that predetermined targets were attained. At the AGM 2007 it was resolved to adopt a call option program of the same content as that of 2006. It is established by the Board that the predetermined conditions for 2007 have been met and the Board therefore proposes that the AGM resolves to approve the call option program for 2008 and that the company shall issue and allocate a maximum of 625,000 call options as follows.

Allocation shall be made to some management employees in Sweden and Germany according to the following principles: category 1 – the President – a possibility to acquire a maximum of 100,000 shares, category 2 – other management employees (7 people) – a possibility to acquire a maximum of 75,000 shares each.

Call options allocated to employees domiciled in Sweden may be exercised for purchase of shares as from 1 January up to and including 1 June 2010. Call options allocated to employees domiciled in Germany may be exercised for purchase of shares as from 1 July 2008 up to and including 1 June 2010.

The call options are to be acquired at a price adjusted to market (a premium) amounting to 10 per cent of the average of the final price paid for Getinge's B share during ten (10) trading days as from 23 April 2008. The premium developed in this manner is to be rounded up to the nearest ten öre and five öre is to be rounded down.

The price per share to be paid by the option holder for the acquisition of a share by the exercise of a call option (the redemption price) shall be equivalent to the market price following the established premium and a calculation in accordance with an accepted valuation principle (Black & Scholes). The redemption price developed in this manner is to be rounded up to the nearest 10 öre and five öre is to be rounded down. The valuation of the options shall be executed by an independent party.

The number of shares and the redemption price of the shares comprised by the decision according to this item might be recalculated *inter alia* in consequence of a bonus issue, a consolidation or split of shares, a new issue, a reduction of the share capital or a similar action.

Delivery of shares according to the call option program is guaranteed by the principal owner Carl Bennet AB. As compensation for this guarantee obligation the Carl Bennet AB will receive an amount equivalent to the premium received by Getinge from the option holders.

The call options entitle to the acquisition of existing shares and will consequently not result in a dilution for the company's shareholders. By way of information, the AGM will be informed that the Board considers to encourage a participation in the incentive program by offering a cash bonus to be paid a month before the maturity of the allocated options. The cash bonus will amount to a maximum of 50 per cent of the premium paid.

APPROVAL OF TRANSFER ACCORDING TO CHAPTER 16, SECTION 5 OF THE COMPANIES ACT (item 17)

The Board proposes that the AGM resolves to approve the transfer of all shares in Renray Healthcare Limited from Huntleigh Renray Limited (the "Vendor"), an indirectly wholly owned subsidiary, to Renray Holdings Limited (the "Buyer"). The Buyer is founded and owned by Graham Silman, Jacqueline Dearden and Jansson Cartman, who are managers in Renray Healthcare Limited. All of the companies are established in Great Britain.

All shares in Renray Healthcare Limited were transferred to the Buyer for a compensation of £ 1, which in a financial perspective for Getinge AB has been assessed as fair compensation. The cash contribution from the Vendor amounted to £ 500,000. The transaction was effected as of 15 January 2008.

Renray Healthcare Limited is in the furniture making business, with a turnover amounting to £ 107,000 and a loss of £ 396,000 for the financial year 2007. The transferred company's business falls outside of the group's strategic direction and the transaction is deemed to be of immaterial importance for Getinge AB:

DOCUMENTS

The accounting material and the Auditor's Report and other documents pursuant to item 7, the complete proposals of the Board of Directors under items 15-17 and the Board's motivated statement under item 10, including a proxy form pursuant to Chapter 7, section 54 a of the Companies Act will be available as from Wednesday 26 March 2008 at the company and on the company's website, www.getingegroup.com, and will be sent to shareholders on request. Copies will also be available at the Meeting.

The resolutions of the AGM regarding items 16 and 17 on the agenda is valid if supported by shareholders holding not less than nine-tenths of both the votes casted and the shares represented at the AGM.

The total number of shares in the company as of 17 March 2008 amounts to 201,873,920, of which 13,502,160 Series A shares and 188,371,760 Series B shares. The total number of votes amounts to 323,393,360.

Getinge in March 2008
Getinge AB (publ)
The Board of Directors