

## **NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB**

The shareholders of Getinge AB (publ) are hereby invited to attend the Annual General Meeting ("AGM") to be held on Wednesday 28 March 2012 at 2.00 p.m. CET, in Kongresshallen, Hotel Tylösand, Halmstad, Sweden.

### **RIGHT TO ATTEND**

Shareholders who wish to attend the AGM must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish central securities depository), on Thursday 22 March 2012, and
- notify the company of their intention to attend the AGM by Thursday 22 March 2012, preferably before 1.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by 22 March 2012. 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", P.O. Box 7841, SE-103 98 Stockholm, Sweden, or by telephone +46 10 335 08 18, or on the company's website, [www.getingegroup.com](http://www.getingegroup.com). The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of advisor, if any. An entrance card to be shown when registering for the AGM will be sent in confirmation of the notice of attendance. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form pursuant to the provisions in Chapter 7, section 54 a of the Swedish Companies Act is available at the company and on the company's website, [www.getingegroup.com](http://www.getingegroup.com). Representatives of a legal entity shall present a copy of the certificate of registration or similar document 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 by the auditor on the compliance of the Guidelines for Remuneration to Senior Executives applicable since the last AGM
  - (d) the Board's proposal for distribution of the company's profit and the Board's reasoned statement thereon
8. Report on the work of the Board of Directors, including the work and functions of the Remuneration Committee and the Audit Committee
9. The CEO's report
10. Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend
12. Resolution regarding discharge from liability for the Board of Directors and the CEO

13. Establishment of the number of Board members and auditors
14. Establishment of fees to the Board of Directors (including fees for work in Committees) and auditors
15. Election of the Board of Directors and auditors
16. Resolution regarding Guidelines for Remuneration to Senior Executives
17. Closing of the Meeting

#### **PROPOSALS BY THE NOMINATION COMMITTEE (item 2 and 13-15)**

At the AGM in 2005, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist 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 minor shareholders. The Nomination Committee in respect of the 2012 AGM consists of Carl Bennet (*Carl Bennet AB*), Marianne Nilsson (*Swedbank Robur AB*), Bo Selling (*Alecta*), Anders Oscarsson (*AMF*), Carina Lundberg Markow (*Folksam Gruppen*) and Anders Olsson as the representative of the minor 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 AGM.

**Board of Directors:** The number of Board members elected by the General Meeting shall continue to be seven, with no deputy members. As Board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Johan Malmquist and Johan Stern. Mats Wahlström shall be elected new member of the Board. As Chairman of the Board, Carl Bennet shall be re-elected. Rolf Ekedahl has declined re-election.

Mats Wahlström (born 1954, B.Sc. Economics and Business Administration) has 25 years of international experience, including as CFO of the Gambro Group and CEO of Gambro Healthcare AB. He has also served as CEO of Fresenius Medical Services and member of the group management of Fresenius Medical Care AG. Currently, Mats Wahlström is Chairman of the Boards of Leonard Capital LLC, Caduceus Medical Holdings LLC and Physicians' Capital Investments LLC, member of the Boards of Biogen Inc. and Eric Zynex Inc., as well as Senior Advisor to the CEO and Chairman of the Board of Fresenius Medical Care AG.

**Board and Committee fees:** Board fees, excluding remuneration for Committee work, shall amount to a total of SEK 3,500,000, of which SEK 1,000,000 to the Chairman and SEK 500,000 to each of the other Board members elected by the General Meeting who are not employees of the Getinge group. A total of SEK 690,000 shall be paid for the work in the Audit Committee, of which SEK 230,000 to the Chairman and SEK 115,000 to each of the other members. A total of SEK 296,000 shall be paid for work in the Remuneration Committee, of which SEK 120,000 to the Chairman and SEK 88,000 to each of the other members.

**Auditor:** Registered public accounting firm Öhrlings PricewaterhouseCoopers AB, with authorised public accountant Magnus Willfors as principal auditor and authorised public accountant Johan Rippe as co-auditor, shall be re-elected auditor for a term of four years. Auditor fees shall be paid in accordance with approved account.

#### **DIVIDEND (item 11)**

The Board and the CEO have proposed that a dividend of SEK 3.75 per share be declared. As record date for the dividend the Board proposes Monday 2 April 2012. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Thursday 5 April 2012.

**THE BOARD'S PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (item 16)**

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives principally entailing 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 operates, to ensure that competent and skilful 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 limited and connected to predetermined and measurable criteria elaborated with the purpose to promote the long-term added value of the company. In addition to the variable remuneration, approved share or share-related incentive programs may occasionally be implemented. The Board shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

**DOCUMENTS AND OTHER INFORMATION**

Financial statements, Auditor's Report and other documents pursuant to item 7, the Board's reasoned statement under item 11 and the complete proposal for the resolution under item 16 will be available at the company and on the company's website, [www.getingegroup.com](http://www.getingegroup.com), as from Wednesday 7 March 2012 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

The total number of shares in the company amounts to 238,323,377; 15,940,050 shares of series A and 222,383,327 shares of series B. The total number of votes in the company amounts to 381,783,827.

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Getinge in February 2012  
**Getinge AB (publ)**  
*The Board of Directors*