

N.B. *The English text is an unofficial translation.*

Protokoll fört vid årsstämma med aktieägarna i **Getinge AB (publ)**, org.nr 556408-5032, i Halmstad den 26 april 2023

*Minutes kept at the Annual General Meeting of shareholders (the "Meeting") in **Getinge AB (publ)**, corporate ID No. 556408-5032, held in Halmstad, Sweden, on April 26, 2023*

## § 1

Årstämman öppnades av styrelsens ordförande, Johan Malmquist.

Johan Malmquist informerade om att styrelsen i Getinge beslutat att tillåta att aktieägare deltar i stämman även genom att förhandsrösta genom poströstning i enlighet med föreskrifterna i Getinges bolagsordning.

Kallelsen till årsstämman liksom det formulär som använts för poströstning bilades protokollet, [Bilaga 1](#) och [Bilaga 2](#).

*The Chairman of the Board, Johan Malmquist, opened the Annual General Meeting.*

*Johan Malmquist informed of that the Getinge Board of Directors of Getinge had decided to allow the shareholders to also attend the Annual General Meeting by postal voting in accordance with the regulations in Getinge's Articles of Association as further described below*

*The notice to attend the Annual General Meeting and the form used for postal voting was attached to the minutes, [Appendix 1](#) and [Appendix 2](#).*

## § 2

Johan Malmquist utsågs att såsom ordförande leda förhandlingarna vid stämman. Det antecknades att såsom sekreterare vid stämman tjänstgjorde Getinges Head of Corporate Legal och styrelsens sekreterare Maria Dahlqvist.

Noterades att det inför dagens stämma gjorts bedömningen att det med hänsyn till aktieägarkretsens sammansättning inte är motiverat att tillhandahålla tolkning till främmande språk av förhandlingarna.

*Johan Malmquist was appointed as Chairman to lead proceedings at the Meeting. It was noted that Getinge's Head of Corporate Legal and Secretary of the Board, Maria Dahlqvist served as secretary at the Meeting.*

*It was noted that it, prior the Meeting and considering the composition of the group of shareholders, had been resolved that any translation of the proceedings into a foreign language was not deemed necessary.*

### § 3

Stämman godkände att förteckningen i Bilaga 3, som upprättats av Euroclear Sweden AB på uppdrag av bolaget, baserat på bolagsstämmoaktieboken, mottagna anmälningar och poströster samt närvarande aktieägare, ombud och biträden, skulle gälla som röstlängd vid årsstämman.

*The Meeting approved that the register of shareholders in Appendix 3, prepared by Euroclear Sweden AB on behalf of the company, based on the AGM-shareledger, submitted notices of attendance, present shareholders, proxies and advisors as well as received postal votes, should constitute the voting list for the Meeting.*

### § 4

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

*The proposed agenda published in the notice of the Meeting, was approved by the Meeting.*

### § 5

Dick Bergqvist representerande AMF Pension & Fonder samt Anna Sundberg representerande Handelsbanken Fonder AB utsågs att jämte ordföranden justera dagens protokoll.

*Dick Bergqvist representing AMF Pension & Fonder and Anna Sundberg representing Handelsbanken Fonder AB, were appointed to approve the minutes, together with the Chairman.*

### § 6

Det upplystes att kallelse till stämman skett genom annonsering i Post- och Inrikes Tidningar den 21 mars 2023 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 17 mars 2023. Att kallelse har skett har vidare annonserats i Svenska Dagbladet, Hallandsposten och Hallands Nyheter den 22 mars 2023. Stämman konstaterades vara i behörig ordning sammankallad.

*It was informed that notice to attend the Annual General Meeting had been published on March 21, 2023 in Post- och Inrikes Tidningar (The Official Swedish Gazette) and that the notice was made available at the company's website on March 17, 2023. Further, on March 22, 2023 the company announced in Svenska Dagbladet, Hallandsposten and Hallands Nyheter that notice has been issued. It was determined that the Meeting had been duly convened.*

### § 7

Verkställande direktören och koncernchefen Mattias Perjos föredrog en presentation över verksamhetsåret 2022.

*The President and CEO, Mattias Perjos, presented a report on the business year 2022.*

### § 8

Ordföranden redogjorde för bolagsstyrningsfrågor inom Getinge-koncernen samt för styrelsearbetet och arbetet inom ersättningsutskottet.

Ordföranden för revisions- och riskutskottet Johan Bygge redogjorde för arbetet inom revisions- och riskutskottet under verksamhetsåret 2022 samt för det arvode bolaget erlagt för revisionsuppdraget respektive andra uppdrag till bolagets revisorer.

*The Chairman reported on corporate governance matters within the Getinge group, the work of the Board and the work of the Remuneration Committee.*

*The Chairman of the Audit and Risk Committee Johan Bygge reported on the work performed by the Audit and Risk Committee during the business year 2022 and of the fees the company had payed for the audit assignment and other assignments conducted by the company's auditor.*

## § 9

Ordföranden upplyste att styrelsens och verkställande direktörens årsredovisning med tillhörande balans- och resultaträkning samt koncernbalans- och koncernresultaträkning för räkenskapsåret 2022 liksom revisorsyttrande om huruvida de riktlinjer för ersättning till ledande befattningshavare som gällt sedan föregående årsstämma har följts har funnits tillgängliga på bolagets hemsida och skickats till de aktieägare som anmält att de vill erhålla dessa och uppgett sin adress.

Konstaterades att ovan nämnda handlingar skulle anses framlagda vid stämman.

Huvudansvarige auktoriserade revisorn Peter Nyllinge föredrog revisionsberättelsen och koncernrevisionsberättelsen över årsredovisningen, koncernredovisningen, räkenskaperna samt styrelsens och verkställande direktörens förvaltning för räkenskapsåret 2022.

Därefter besvarades frågor från aktieägarna.

*The Chairman reported that the Board's and the CEO's Annual Report with the accompanying Balance Sheet and Income Statement and the Consolidated Balance Sheet and Consolidated Income Statement for the financial year 2022 as well as the statement of the auditor on the compliance of the guidelines for remuneration to Senior Executives applicable since the last Annual General Meeting have been available on the company's website and have been distributed to all shareholders who registered that they wished to receive a copy and stated their address.*

*The Meeting concluded that the aforementioned documents would be considered as presented at the Meeting.*

*The auditor in charge, authorized public accountant Peter Nyllinge presented the Auditors' Report and the consolidated Auditors' Report for the Annual Report, the Consolidated Income Statement, the accounts and the administration by the Board and the CEO for the financial year 2022.*

*Thereafter, questions from the shareholders were answered.*

## § 10

Stämman beslutade att fastställa den framlagda resultaträkningen och balansräkningen samt även koncernresultaträkningen och koncernbalansräkningen.

*The Meeting resolved to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet.*

## § 11

Stämman beslutade, i enlighet med styrelsens och verkställande direktörens förslag, att till aktieägarna utdelas 4,25 kronor per aktie motsvarande totalt 1 157 570 685,25 kronor samt att resterande belopp balanseras i ny räkning, samt att såsom avstämningsdag för rätt till utdelning fastställa den 28 april 2023.

Konstaterades att utdelning beräknas kunna utsändas av Euroclear Sweden AB med början den 4 maj 2023.

*In accordance with the Board's and the CEO's proposal, the Meeting resolved to pay to the shareholders a dividend of SEK 4.25 per share, in total SEK 1,157,570,685.25 and that the remaining amount should be carried forward, and to set the record date for the entitlement to dividends as per April 28, 2023.*

*It was noted that dividend payments through Euroclear Sweden AB were expected to commence on May 4, 2023.*

## § 12

Stämman beslutade att bevilja styrelsens ledamöter och den verkställande direktören ansvarsfrihet för räkenskapsåret 2022.

Det antecknades att varken styrelseledamöterna eller verkställande direktören som närvarar personligen eller har poströstat deltog i beslutet beträffande dem själva, och att samtliga övriga på stämman närvarande aktieägare (även innefattande poströster) biträdde besluten, med undantag för de aktieägare som i förväg lämnat särskilda instruktioner om nej- respektive avståenderöster.

*The Meeting resolved to discharge the Board members and the CEO from liability for their administration of the company for the financial year 2022.*

*It was noted that neither the Board members nor the CEO attending in person or who have voted per post participated in this resolution in relation to him/her self, and that all other shareholders present at the Meeting (including postal votes) approved the resolutions, with the exception of those shareholders who in advance have given specific instructions for vote against or abstain from voting.*

### § 13 (a)-(b)

Valberedningens ordförande, Carl Bennet, redogjorde för valberedningens förslag till beslut avseende punkterna 13-16 samt valberedningens uppgifter och arbete inför årsstämman 2023. I anslutning därtill besvarades frågor från aktieägarna.

Stämman beslutade i enlighet med valberedningens förslag att (a) antalet styrelseledamöter ska vara nio stycken utan suppleanter samt att (b) ett registrerat revisionsbolag ska utses till bolagets revisor.

*The Chairman of the Nomination Committee, Carl Bennet, reported on the Nomination Committee's proposal for resolution on items 13-16 and the duties and the work of the Nomination Committee in respect of the Annual General Meeting 2023. In connection thereto, questions from the shareholders were answered.*

*The Meeting resolved, in accordance with the proposal of the Nomination Committee, that (a) the number of Board members should be nine, without any deputy members and (b) that a registered auditing company should be elected as the company's auditor.*

### § 14 (a)-(b)

Stämman beslutade i enlighet med valberedningens förslag att (a) arvode till av bolagsstämman valda styrelseledamöter ska utgå med ett sammanlagt belopp om 6 287 625 kronor, varav 1 578 375 kronor till ordföranden och 672 750 kronor till var och en av de övriga bolagsstämموvalda ledamöterna som inte är anställda i koncernen. Stämman beslutade vidare att ersättning för arbete i revisions- och riskutskottet ska utgå med 300 150 kronor till ordföranden och 146 970 kronor till var och en av de övriga ledamöterna, att ersättning för arbete i ersättningsutskottet ska utgå med 150 075 kronor till ordföranden och 108 675 kronor till var och en av de övriga ledamöterna, samt att ersättning för arbete i etik- och hållbarhetsutskottet, för det fall styrelsen beslutar att inrätta ett sådant utskott, ska utgå med 150 075 kronor till ordföranden och 108 675 kronor till var och en av de övriga ledamöterna, samt att (b) arvode till revisorn ska utgå enligt godkänd räkning.

*The Meeting resolved, in accordance with the proposal of the Nomination Committee, that (a) fees to the members of the Board elected by the Annual General Meeting shall be paid, in a total amount of SEK 6,287,625, of which, SEK 1,578,375 shall be paid to the Chairman, and SEK 672,750 to each of the other members elected by the Annual General Meeting who are not employed in the group. In addition, the Meeting resolved that fees for work on the Audit and Risk Committee shall be paid in an amount of SEK 300,150 to the Chairman and SEK 146,970 to each of the other members, that fees to the Remuneration Committee shall be paid in an amount of SEK 150,075 to the Chairman and SEK 108,675 to each of the other members, and that fees for work in the ESG Committee, in the event that the Board decides to establish such a committee, shall be paid in an amount of SEK 150,075 to the Chairman and SEK 108,675 to each of the other members. The Meeting resolved that (b) fees to the auditors shall be paid in accordance with approved invoices.*

### § 15 (a)-(j)

Noterades att valberedningen föreslagit omval av samtliga styrelseledamöter. Valberedningens förslag avsåg omval av Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson och Kristian Samuelsson. Noterades vidare att valberedningen föreslagit att Johan Malmquist ska omväljas till styrelseordförande.

Ordföranden upplyste om att de föreslagna ledamöternas uppdrag i andra företag funnits angivna i valberedningens fullständiga förslag till beslut och motiverade yttrande samt på bolagets hemsida.

Stämman beslutade att de uppdrag vilka de föreslagna styrelseledamöterna har i andra företag skulle anses såsom föredragna vid stämman.

Stämman röstade om val av var och en av de föreslagna styrelseledamöterna samt styrelseordförande under punkten 15 (a)-(j) och valde för tiden intill slutet av nästa årsstämma till styrelseledamöter: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson och Kristian Samuelsson (samtliga omval).

Till styrelseordförande valdes Johan Malmquist (omval).

Det upplystes att Åke Larsson och Fredrik Brattborn kvarstår som ordinarie styrelseledamöter utsedda av arbetstagarorganisationerna med Pontus Käll och Ida Gustafsson som suppleanter.

*It was noted that the Nomination Committee had proposed re-election of all Board members. The proposal by the Nomination Committee implied re-election of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson and Kristian Samuelsson. It was further noted that the Nomination Committee had proposed re-election of Johan Malmquist as Chairman of the Board.*

*The Chairman informed that the proposed Board members assignments in other companies are presented in the proposal and motivated statement from the Nomination Committee and on the company's website. The Meeting resolved that the proposed Board members' assignments in other companies should be considered as presented at the Meeting.*

*The Meeting voted on each item in 15 (a)-(j) regarding the election on each of the proposed Board members and the Chairman of the Board for the period until the close of the next Annual General Meeting, and the Meeting elected as Board members: Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Kristian Samuelsson (all re-election).*

*Johan Malmquist was re-elected as Chairman of the Board.*

*The Chairman informed that Åke Larsson and Fredrik Brattborn will remain as members of the Board appointed by the employee organizations, with Pontus Käll and Ida Gustafsson as deputy members.*

## § 16

Stämman omvalde revisionsbolaget Öhrlings PricewaterhouseCoopers AB till bolagets revisor intill utgången av årsstämman 2024.

Det noterades att Öhrlings PricewaterhouseCoopers AB har meddelat att Peter Nyllinge kommer att fortsätta som huvudansvarig revisor.

*The Meeting re-elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the company's auditor until the close of the Annual General Meeting 2024.*

*It was noted that Öhrlings PricewaterhouseCoopers AB has informed that Peter Nyllinge will remain as auditor in charge.*

## § 17

Ordföranden presenterade styrelsens ersättningsrapport för verksamhetsåret 2022.

Stämman beslutade att godkänna den framlagda ersättningsrapporten.

*The Chairman presented the Board's remuneration report for the business year 2022.*

*The Meeting resolved to approve the presented remuneration report.*

## § 18

Ordföranden redogjorde för styrelsens förslag avseende riktlinjer för ersättning till ledande befattningshavare i enlighet med Bilaga 4.

Stämman beslutade om riktlinjer i enlighet med styrelsens förslag.

*The Chairman presented the Board's proposal regarding guidelines for remuneration to Senior Executives in accordance with Appendix 4.*

*The Meeting resolved on the guidelines in accordance with the Board's proposal.*

## § 19

Ordföranden tackade verkställande direktören och koncernchefen, ledningen och övrig personal i Getinge för utomordentliga insatser under det gångna verksamhetsåret.

Avslutningsvis tackade ordföranden stämmodeltagarna för deras engagemang och förklarade stämman avslutad.

*The Chairman thanked the President and CEO, the Executive Management Team and the other employees of Getinge for extraordinary efforts during the past business year.*

*Finally, the Chairman thanked the shareholders present for their participation and declared the Meeting closed.*

Vid protokollet:  
*Minutes recorded by:*

Justeras:  
*Approved by:*

---

Maria Dahlqvist

---

Johan Malmquist

---

Dick Bergqvist

---

Anna Sundberg

## NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB (PUBL)

The shareholders of Getinge AB (publ), corporate ID No. 556408-5032, ("Getinge") are hereby invited to attend the Annual General Meeting (the "AGM") to be held on Wednesday 26 April 2023 at 11.30 a.m. CEST, in Kongresshallen, Hotel Tylösand, Halmstad, Sweden. Entrance registration starts at 10.30 a.m. CEST. A lighter lunch will be served after the AGM.

The Getinge Board of Directors of Getinge has decided to allow the shareholders to also attend the AGM by postal voting in accordance with the regulations in Getinge's Articles of Association as further described below.

Further information regarding postal voting is also available on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/).

### RIGHT TO ATTEND AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM **in person** must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Tuesday 18 April 2023, **and**
- notify the company of their intention to attend the AGM by Thursday 20 April 2023, preferably before 4.00 p.m. CEST:
  - by post to the address Getinge AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden
  - by telephone +46 10-335 08 18 (weekdays kl. 09.00 a.m. – 4.00 p.m. CEST), or
  - via the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/).

The notice of attendance shall state name, personal or corporate identity number, address, telephone number and email address (if any), and also the number of any of advisors (not more than two). Shareholders who will wish to attend the AGM in person must show valid identification at the entrance of the meeting venue.

Shareholders who wish to attend the AGM by **postal voting** must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Tuesday 18 April 2023, **and**
- no later than Thursday 20 April 2023, preferably before 4.00 p.m. CEST, notify the company of their intention to attend the AGM by submitting their postal vote in accordance with the instructions under "*Pre-voting by postal-voting*" below in order for the postal vote to be received by Euroclear Sweden AB this day.

## **NOMINEE-REGISTERED SHARES**

In order to attend the AGM, shareholders with nominee-registered shares should, in addition to give notice of attendance in person or by postal vote, ensure that the shares are owner-registered in the shareholders name to be listed in the shareledger on Tuesday 18 April 2023. Such registration can be temporary (so-called voting right registration), and request for such voting right registration shall be made to the nominee in accordance with the nominee's routines within the time the nominee decides. Owner-registration completed by the nominee no later than Thursday 20 April 2023 will be considered when the shareledger is produced.

## **PROXYS, ETC.**

Shareholders participating in person or by postal voting represented by proxy must issue a written, signed and dated power of attorney. The power of attorney may not be more than one year old, unless a longer period of validity is stated, although maximum five years.

Shareholders attending the AGM in person represented by proxy should submit a power of attorney in original by post to Getinge AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden in due time before the AGM.

Power of attorney for shareholders attending by postal voting represented by proxy, shall be attached to the postal voting form by post or by e-mail if postal voting is made by sending the postal voting form or be attached to the digital postal vote if postal voting is made via Euroclear Sweden's portal.

A proxy form is available at the company and on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/).

Representatives of a legal entity shall attach a certified copy of the certificate of registration or similar document of authorization and provide this in the same way as the proxy is provided.

## **ADVANCE VOTING BY POSTAL VOTING**

The shareholders may exercise their rights to vote by postal voting before the AGM. Postal voting only does not require any separate notice of attendance for the AGM.



Postal voting can be made in two ways (either in accordance with alternative 1 or 2 below):

1. by completing and submitting a specific postal voting form (for postal voting and serving as notification of attendance). The postal voting form is available on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/).

Postal voting by using the postal voting form can be made by:

- submitting the original of the completed and signed postal voting form to Getinge AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, P.O. Box 191, 101 23 Stockholm, Sweden, or
  - submitting a scanned copy of the completed and signed postal voting form by email to [GeneralMeetingServices@euroclear.com](mailto:GeneralMeetingServices@euroclear.com) (type in "Getinge AB – Postal voting" in the subject matter box).
2. by giving notification of attendance and submitting its postal vote digitally through BankID verification via the link that is available on the company's website [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/) and <https://anmalan.vpc.se/EuroclearProxy/>.

If the shareholder is a legal entity, a certificate of registration or corresponding authorization document shall be enclosed to the postal voting form and if postal voting and if the shareholder is represented by proxy, a power of attorney shall be enclosed to the postal voting form/digital postal vote in accordance with what is described under the heading "*Proxys, etc.*" above).

The completed postal voting form shall be received by Getinge via Euroclear Sweden no later than Thursday 20 April 2023. Electronic postal voting has to be made within the same time.

The shareholder may not provide the postal voting form with any specific instructions or conditions. If made, the vote will be deemed invalid. Further instructions and conditions are stated in the postal voting form.

## **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 person(s) to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation by the CEO
8. Presentation of work conducted by the Board of Directors and by the Board appointed Remuneration Committee's and Audit and Risk Committee's work and functions

9. Presentation of the Annual Report and the Auditor's Report and the Consolidated Accounts and the Group Auditor'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
  - (a) the number of Board members and deputy members
  - (b) the number of auditors and deputy auditors
14. Establishment of fees to
  - (a) the Board of Directors (including fees for work in Committees), and
  - (b) the auditor(s)
15. Election of Board of Directors and Chairman of the Board
  - (a) re-election of Carl Bennet;
  - (b) re-election of Johan Bygge;
  - (c) re-election of Cecilia Daun Wennborg;
  - (d) re-election of Barbro Fridén;
  - (e) re-election of Dan Frohm;
  - (f) re-election of Johan Malmquist;
  - (g) re-election of Mattias Perjos;
  - (h) re-election of Malin Persson;
  - (i) re-election of Kristian Samuelsson; and
  - (j) re-election of Johan Malmquist as Chairman of the Board
16. Election of auditor(s)
17. Resolution regarding approval of remuneration report
18. Resolution regarding guidelines for remuneration to Senior Executives
19. Closing of the Meeting

## **PROPOSALS BY THE NOMINATION COMMITTEE (item 2 and 13-16)**

The Nomination Committee in respect of the 2023 AGM has comprised the Chairman of the Board Johan Malmquist, the Chairman of the Nomination Committee Carl Bennet (*Carl Bennet AB*), Jannis Kitsakis (*Fjärde AP-fonden*), Dick Bergquist (*AMF Pension & Fonder*) and Anna Sundberg (*SHB Fonder & Liv*).

The Nomination Committee has proposed the following:

**Chairman of the AGM (item 2):** The Chairman of the Board, Johan Malmquist.

**Board of Directors (item 13 (a) and 15 (a)-(j)):** The number of Board members elected by the General Meeting shall be nine without deputy members. As Board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Johan Malmquist, Mattias Perjos, Malin Persson and Kristian Samuelsson. Johan Malmquist shall be re-elected as Chairman of the Board.

Information concerning all members proposed for re-election is available in the proposal for resolution and motivated statement by the Nomination Committee on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/).

**Board and committee fees (item 14 (a)):** Board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 6,287,625 (SEK 6,075,000) of which, SEK 1,578,375 (SEK 1,525,000) to the Chairman, and SEK 672,750 (SEK 650,000) to each of the other Board members elected by the General Meeting who are not employees of the Group. Work in the Audit and Risk Committee shall be compensated with SEK 300,150 (SEK 290,000) to the Chairman and SEK 146,970 (SEK 142,000) to each of the other members. Work in the Remuneration Committee shall be compensated with SEK 150,075 (SEK 145,000) to the Chairman and SEK 108,675 (SEK 105,000) to each of the other members. In the event that the Board of Directors decides to establish an ESG Committee, work in the Committee shall be compensated with SEK 150,075 to the Chairman and SEK 108,675 to each of the other members.

**Auditor and auditor fees (item 13 (b), 14 (b) and 16):** The number of auditors shall be one with no deputy auditor. The registered auditing company Öhrlings PricewaterhouseCoopers AB shall be re-elected for the period until the end of the 2024 AGM, in accordance with the recommendation of the Audit and Risk Committee. Fees to the auditor shall be paid in accordance with approved invoices. Öhrlings PricewaterhouseCoopers AB has informed that, should the auditing company be elected, Peter Nyllinge will be appointed as auditor in charge.

## **THE BOARD OF DIRECTORS' PROPOSALS FOR RESOLUTION**

### **DISPOSITION AND RECORD DATE FOR DIVIDEND (item 11)**

The Board and the CEO have proposed that a dividend of SEK 4.25 per share shall be declared. As record date for the dividend, the Board proposes Friday 28 April 2023. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Thursday 4 May 2023.

### **APPROVAL OF THE REMUNERATION REPORT (item 17)**

The Board of Directors proposes the AGM to resolve to approve the Board's report over remunerations in accordance with the Chapter 8 section 53 a of the Swedish Companies Act for the financial year 2022.

### **THE BOARD'S PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (item 18)**

The Board of Directors proposes the AGM to resolve on the following guidelines for remuneration to Senior Executives.

## **1. Scope of the guidelines, etc.**

These guidelines cover the individuals who, during the validity period of the guidelines, are included in the group management of Getinge AB (publ), below referred to as “Senior Executives”. The guidelines shall apply for remuneration agreed and amendments in any remunerations already agreed, as of the adoption of the guidelines by the 2023 Annual General Meeting. The guidelines are not applicable on any remuneration resolved by the General Meeting.

## **2. Promotion of Getinge’s business strategy, long-term interests and sustainability, etc.**

A prerequisite for successful implementation of the company’s business strategy and safeguarding the company’s long-term interests is that the company is able to recruit and retain qualified personnel. The main principle is that remuneration and other employment conditions for Senior Executives, shall be in line with market terms and competitive on every market where Getinge operates, to ensure that competent and skilled personnel can be attracted, motivated and retained. Individual levels of remuneration shall be based on experience, competence, level of responsibility and performance, and also the country where the Senior Executive is employed. These guidelines promote the company’s business strategy, long-term interests and sustainability as described in the below section regarding criteria for variable remuneration, and contribute to the company’s ability to, on a long-term basis, retain qualified personnel.

For information regarding Getinge’s business strategy, please see the company’s annual reports and the website (<https://www.getinge.com>).

## **3. Principles for various types of remuneration, etc.**

The total remuneration to Senior Executives shall be in line with market terms and consist of base salary (fixed cash remuneration), variable cash remuneration, any other variable remuneration, pension benefits and other benefits. In addition, the General Meeting may – irrespective of these guidelines – resolve on, for instance, share- or share price-related remunerations.

### ***Fixed remuneration***

The fixed remuneration, meaning the base salary, shall be based on the individual employee’s area of responsibility, authority, competence, experience and performance.

### ***Variable remuneration***

The allocation between base salary and variable remuneration shall be in proportion with the area of responsibility and authority of the executive. The variable remuneration shall always be pre-limited to a maximum amount and related to predetermined and measurable criteria, designed to contribute to the business strategy and long-term added value of the company.

The annual variable remuneration is designed to promote the company's strategy to produce and offer products that can support in making health care more efficient in the long-term and to provide better health care for the people who need Getinge's products. If the above-mentioned activities are performed in an efficient and sustainable way, one outcome is improved financial results and increased capital efficiency, which constitutes the foundation of the variable remuneration. The sustainability work is integrated in the company's day-to-day operations. If the company's principles for sustainability or ethical guidelines are not complied with, the company has the possibility to withhold any variable remuneration or reclaim already awarded remuneration.

#### *Annual variable remuneration*

For Senior Executives, the annual variable remuneration (annual bonus) shall be capped at 70% and, in specific cases, where the nature of the position, the competitive situation and the country of employment so require, capped at 90% of the fixed annual base salary. The variable remuneration shall be based on objectives set by the Board of Directors. These objectives are related to (i) earnings, (ii) organic growth, (iii) working capital and cash flow, and (iv) sustainability. In order to promote the interest of the shareholders', the company's values and collectively strive to achieve the business strategy, long-term interests and sustainable development of the company, all members of the group management have the same targets for annual variable remuneration.

#### *Variable long-term cash bonus (LTI-bonus)*

In addition to base salary and annual variable remuneration as described above, Senior Executives can obtain a variable long-term bonus (LTI-bonus). The target that forms the basis for the LTI-bonus is adjusted earnings per share for a three-year period, adjusted for the category of adjustment items decided at implementation of the program by the Board of Directors at the recommendation by the Remuneration Committee. By connecting the performance target to the shareholders' objective, a common interest to promote Getinge's business strategy, long-term interests and value creation is created. Payment is subject to continued employment at the end of the vesting period for the LTI-bonus (with some customary exceptions).

The vesting period for the LTI-bonus shall be not less than three financial years. The payment of LTI-bonus per each three-year program shall be capped to 33% of one year's base salary. A new LTI-bonus program can be set up every year with a duration period of three years. Senior Executives of the group management shall invest not less than 50% of the received LTI-bonus (net, after taxes paid) in Getinge shares, until the Senior Executive's own total holdings of shares correspond to one year's salary (gross). The Senior Executive shall keep these shares for at least three years.

#### *Limitation of total variable remuneration for the CEO*

For the CEO, the total payment of variable remuneration (annual variable remuneration and LTI-bonus), in addition to what is previously mentioned, annually be limited so that the total variable remuneration does not exceed 100% of the fixed salary. This applies to variable remuneration that is paid 2022 or later.

### *Determination of result for variable remuneration, etc.*

When the measuring period for achievement of the criteria for payment of the variable remuneration has expired, the Board of Directors shall, based on proposal by the Remuneration Committee, establish to which extent the criteria are achieved. In their assessment on whether the criteria are achieved or not, the Board of Directors may, in accordance with proposal by the Remuneration Committee, allow exception from the established targets on the conditions set out in the below item 5. The assessment of achievement of the financial targets shall be based on the company's most recent published financial information, with any adjustments approved by the Board of Directors based on a proposal of the Remuneration Committee. Variable cash payment can be awarded after the expiration of the measuring period (annual variable remuneration) or be subject to postponed payment (LTI-bonus).

Getinge is actively working to ensure that the company is managed in the most sustainable, responsible and efficient way possible, and that applicable legislations and regulations are complied with. Getinge also apply internal rules, including a code of conduct and different group- wide steering documents (policies, instructions and guidelines) within a range of different areas. Variable remuneration shall not be awarded, and can be reclaimed, if the Senior Executive has acted contrary to these rules, principles or the company's code of conduct. Variable remuneration shall not be awarded if the earnings before tax is negative. The Board of Directors shall also have the possibility to, in accordance with legislation or agreement, in whole or partly, reclaim any variable wrongly awarded remuneration.

### *Other variable remuneration*

Additional variable cash remuneration can be awarded in case of extraordinary circumstances, provided such extraordinary arrangements are only conducted for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to 100% of the base salary and only be awarded once a year per individual. Resolution on such remuneration shall be made by the Board of Directors and based on a proposal by the Remuneration Committee. In addition to variable remuneration, resolutions on share- or share price related incentive programs, in accordance with the above, could from time to time be made.

### ***Pension and insurance***

The CEO has right to retire from the age of 62 and other Senior Executives has right to retire in accordance with applicable local regulations.

Pension contributions for the CEO shall amount to no more than 40% of the fixed base salary on a defined contribution basis. Variable cash remuneration shall not qualify for pension benefits.

Pension contributions for other Senior Executives shall amount to a maximum of 40%<sup>1</sup> of the pensionable salary and shall be on a defined contribution basis. Variable cash

---

<sup>1</sup> Pension contributions may, exceptionally, exceed this limit if required to comply with mandatory law, collective bargaining agreements or other applicable rules or established local practice, taking into consideration, to the extent possible, the overall purpose of these guidelines.

remuneration shall not qualify for pension benefits in general, except where mandatory by collective bargaining agreement provisions applicable for the executive. In such case, this shall be considered when creating the total benefits package. In addition to the above, Senior Executives may be covered by supplementary health income insurance (sw. *sjukinkomstförsäkring*).

For employments governed by other than Swedish regulations, pension benefits and other insurances may be duly amended to comply with mandatory rules or established local regulations, taking into consideration, to the extent possible, the overall purpose of these guidelines.

### ***Other benefits***

Other benefits such as company car, additional medical insurance (sw. *sjukvårdsförsäkring*) and company health care (sw. *företagshälsovård*), may be provided to the extent this is considered to be in line with market terms for Senior Executives on similar positions on that local market. The total value of such benefits may not exceed 10% of the fixed base salary.

### ***Conditions for termination***

Senior Executives shall have a permanent employment. If the company terminates the employment, the notice period shall not exceed twelve months. Upon termination of employment, the total of the fixed salary during the notice period together with severance pay may not exceed an amount equivalent to two years fixed base salary for the CEO, and one year for other executives. If the executive terminates the employment, the notice period shall not exceed six months and be without any right to severance pay.

Senior Executives may be entitled to compensation for any competition restrictions after the termination of employment, however, only to the extent severance pay for the corresponding period is not awarded. The purpose of such compensation is to compensate the executive for any gap between the monthly base salary at the notice of termination and (lower) monthly income received, or that could be received, by a new employment, assignment or own business. The compensation can be awarded during the period of the competition restriction, however, not more than for 12 months after the termination of employment.

### ***Salary and employment conditions for employees***

When preparing the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for the company's employees have been considered. This have been made by including information of the total income of the employees, the components of the remuneration and the increase and growth rate over time, as part of the Remuneration Committee's and the Board of Directors' basis for decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to Senior Executives and remuneration to other employees will be disclosed in the remuneration report.

#### **4. The resolution process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for Senior Executive remuneration. These are reviewed annually and new proposals for guidelines shall be drafted by the Board at least every fourth year and presented to the Annual General Meeting for resolution. The guidelines shall be in force until new guidelines are adopted by the Annual General Meeting.

The Remuneration Committee shall also monitor and evaluate programs for variable remuneration to Senior Executives, the guidelines for remuneration to Senior Executives, as well as the current remuneration structures and compensation levels in the company, and provide recommendations to the Board of Directors in relation to remuneration to the CEO. Regarding resolution on remuneration to other Senior Executives in accordance with the guidelines (other than the specifically regulated above) the CEO shall consult with the Remuneration Committee.

The CEO and other members of the group management do not participate in the Board of Directors' processing of, and resolutions on, remuneration-related matters when such matters concern them.

The Board of Directors shall annually draw up a remuneration report that shall be presented to the Annual General Meeting for approval.

#### **5. Deviations from the guidelines**

The Board of Directors may temporarily resolve to deviate from the guidelines, entirely or partly, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, a sustainable development of the company or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

#### **6. Description of material changes of the guidelines and how the shareholders' opinions are considered**

The current applicable guidelines for remuneration to Senior Executives were adopted on the 2022 Annual General Meeting. The guidelines that are now proposed to be adopted by the 2023 Annual General Meeting correspond in principle to the guidelines adopted by the 2022 Annual General Meeting, save for that the regulations for pension contributions for Senior Executives, excluding the CEO, have been clarified in order to specify a common cap, regardless of which pension plan the Senior Executives belong to.

No remarks on the remuneration guidelines have emerged in connection with dealings at General Meetings.



## **7. Other**

The guidelines entail a level of remuneration, which in principle is equivalent to the remuneration for the financial year 2022.

Information regarding remuneration, etc. to Senior Executives during the financial year 2022 is set out in note 29 of the Annual Report 2022, including any previously resolved remuneration that has not yet been due for payment, and in the remuneration report.

## **QUESTIONS AND SHAREHOLDERS' RIGHT TO INFORMATION**

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors 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.

## **DOCUMENTS AND OTHER INFORMATION**

Financial statements and Auditor's Report, Sustainability Report, Corporate Governance Report and the Board of Director's report on remuneration pursuant to Chapter 8 section 53 a of the Swedish Companies Act (the Remuneration Report) will be available at the company and on the company's website in connection with the publishing of the company's Annual Report on Friday 31 March 2023. The statement by the Board of Directors' on the proposed distribution of dividend (item 11) and the Auditors statement pursuant to Chapter 8 section 54 of the Swedish Companies Act regarding guidelines for remuneration to Senior Executives will be available at the company and on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/), no later than on Wednesday 5 April 2023. Complete versions of all other proposals are available under each item in this notice.

The Nomination Committee's complete proposal, information concerning proposed members, reasoned statement on the proposed Board of Directors, and report on the work of the Nomination Committee are available on the company's website.

The above documents will, as from the date they are available, be sent to shareholders, who have stated their address, upon request. Copies will also be available at the AGM.

The total number of shares in the company amounts to 272,369,573, whereof 18,217,200 shares of series A and 254,152,373 shares of series B. The total number of votes in the company amounts to 436,324,373.

## **PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

---

Gothenburg in March 2023

**The Board of Directors of Getinge AB (publ)**

## FORM FOR NOTIFICATION OF ATTENDANCE AND POSTAL VOTING

for the Annual General Meeting in Getinge AB (publ) on Wednesday 26 April 2023 to be received by the company through Euroclear Sweden AB no later than Thursday 20 April 2023, together with any authorization documents.

If a shareholder wishes to attend the Annual General Meeting in Getinge by postal voting before the Annual General Meeting, the shareholder shall notify its attendance and submit its postal vote as prescribed. This can be made in two ways:

- either by completing and submitting this notification of attendance and postal voting form in accordance with the instructions included in this document
- **or** by giving notification of attendance and submitting its postal vote digitally through BankID notification via the link that is available on the company's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/), and <https://anmalan.vpc.se/EuroclearProxy/>.

The undersigned shareholder hereby gives notice of attendance and exercise the voting right for all of the shareholder's shares in **Getinge AB (publ), corporate ID No. 556408-5032, at the Annual General Meeting on Wednesday 26 April 2023.** The voting rights are exercised in accordance with the voting options marked below.

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Name of shareholder	Personal or corporate ID No.
Phone No.	E-mail
Place and date	
<b>Signature</b>	
Clarification of signature	

### Information and instruction for notification of attendance and postal voting:

- Complete the shareholder information above.
- Select the preferred voting options in the below form.
- Send the original of the completed and signed form by ordinary post to Getinge AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or submit a scanned copy by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (type in "Getinge AB – Postal voting" in the subject matter box).
- **Note that, if the shares are nominee-registered, the shares must be registered in the shareholder's own name to be able to vote.** Instructions for this is available in the notice of the Annual General Meeting.
- If the shareholder is a legal entity, certificate of registration or corresponding authorization document shall be enclosed this form. If postal voting is made by proxy, the power of attorney shall be enclosed.
- If the shareholder is a natural person and submits the postal vote in person, the shareholder should sign under *Signature* above. If the postal vote is submitted by a proxy for the shareholder, the proxy should sign. If the postal vote is submitted by a legal representative of a legal entity, the representative should sign.
- If the shareholder does not want to exercise its right to vote by post, this form does not need to be submitted.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the below form. If the shareholder want to abstain from voting in any of the matters, please leave such voting options unmarked. If the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented, the entire voting form will be considered invalid. Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. If two forms are dated with the same date, only the form latest received by the company will be considered. Incomplete or wrongfully completed forms can be left without consideration.

The postal voting form, and any attached authorization documents, shall be received by Getinge AB (publ) c/o Euroclear Sweden AB no later than Thursday 20 April 2023. The postal vote can be revoked on and until Thursday 20 April 2023 by contacting Euroclear Sweden AB in the same manner as the postal vote was submitted. If a shareholder has submitted a postal vote and thereafter attends the meeting venue in person or by proxy, the postal vote will still be valid, provided that the shareholder does revoke its submitted postal vote at the Annual General Meeting's secretariat before the meeting is opened.

For complete proposals for the items on the agenda, kindly refer to the notice of the meeting and the proposals published on Getinge's website. If any of the proposed resolutions is changed or withdrawn, Getinge will disclose such adjustments through a press release, whereby the shareholder will have the option to submit a new form.

For information on how your personal data is processed, see Getinge's Privacy notice for Annual General Meetings at Getinge's website, [www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/](http://www.getinge.com/int/company/corporate-governance/general-meetings/annual-general-meeting-2023/), and at Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Annual General Meeting in Getinge AB (publ) on 26 April 2023

The voting options below are proposals by the Board of Directors and the Nomination Committee, which are included in the notice to the Annual General Meeting.

<b>2. Election of Chairman of the Meeting</b> The Chairman of the Board, Johan Malmquist	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>4. Approval of the agenda</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>6. Determination of compliance with the rules of convocation</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>10. Resolution regarding the adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>12. Resolution regarding discharge from liability for the Board of Directors and the CEO</b>		
12(a) Carl Bennet (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(b) Johan Bygge (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(c) Cecilia Daun Wennborg (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(d) Barbro Fridén (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(e) Dan Frohm (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(f) Johan Malmquist (Chairman of the Board)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(g) Malin Persson (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(h) Kristian Samuelsson (Board member)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(i) Sofia Hasselberg (Board member until 26 April 2022)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(j) Mattias Perjos (Board member and CEO)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(k) Fredrik Brattborn (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(l) Åke Larsson (Employee representative)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(m) Pontus Käll (Employee representative as of 26 April 2022)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(n) Ida Gustafsson (Employee representative as of 14 October 2022)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(o) Peter Jörmalm (Employee representative until 14 October 2022)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12(p) Rickard Karlsson (Employee representative until 26 April 2022)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>13(a) Determination of the number of board members and deputy members</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>13(b) Determination of the number of auditors and deputy auditors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>14(a) Determination of fees to the board of directors (incl. fees for Committee work)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>14(b) Determination of fees to the auditor(s)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>15. Election of the Board of Directors and Chairman of the Board</b>		
15(a) Re-election of Carl Bennet	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(b) Re-election of Johan Bygge	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(c) Re-election of Cecilia Daun Wennborg	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(d) Re-election of Barbro Fridén	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(e) Re-election of Dan Frohm	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(f) Re-election of Johan Malmquist	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(g) Re-election of Mattias Perjos	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(h) Re-election of Malin Persson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(i) Re-election of Kristian Samuelsson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15(j) Re-election of Johan Malmquist as Chairman of the Board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>16. Election of auditor(s)</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>17. Resolution regarding approval of remuneration report</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>18. Resolution regarding guidelines for remuneration to Senior Executives</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>

## The Board of Directors' proposal to guidelines for remuneration to Senior Executives

The Board of Directors of Getinge AB (publ) proposes that the 2023 Annual General Meeting resolves on the following guidelines for remuneration to Senior Executives.

### 1. Scope of the guidelines, etc.

These guidelines cover the individuals who, during the validity period of the guidelines, are included in the group management of Getinge AB (publ), below referred to as "Senior Executives". The guidelines shall apply for remuneration agreed and amendments in any remunerations already agreed, as of the adoption of the guidelines by the 2023 Annual General Meeting. The guidelines are not applicable on any remuneration resolved by the General Meeting.

### 2. Promotion of Getinge's business strategy, long-term interests and sustainability, etc.

A prerequisite for successful implementation of the company's business strategy and safeguarding the company's long-term interests is that the company is able to recruit and retain qualified personnel. The main principle is that remuneration and other employment conditions for Senior Executives, shall be in line with market terms and competitive on every market where Getinge operates, to ensure that competent and skilled personnel can be attracted, motivated and retained. Individual levels of remuneration shall be based on experience, competence, level of responsibility and performance, and also the country where the Senior Executive is employed. These guidelines promote the company's business strategy, long-term interests and sustainability as described in the below section regarding criteria for variable remuneration, and contribute to the company's ability to, on a long-term basis, retain qualified personnel.

For information regarding Getinge's business strategy, please see the company's annual reports and the website (<https://www.getinge.com>).

### 3. Principles for various types of remuneration, etc.

The total remuneration to Senior Executives shall be in line with market terms and consist of base salary (fixed cash remuneration), variable cash remuneration, any other variable remuneration, pension benefits and other benefits. In addition, the General Meeting may – irrespective of these guidelines – resolve on, for instance, share- or share price-related remunerations.

#### ***Fixed remuneration***

The fixed remuneration, meaning the base salary, shall be based on the individual employee's area of responsibility, authority, competence, experience and performance.

### ***Variable remuneration***

The allocation between base salary and variable remuneration shall be in proportion with the area of responsibility and authority of the executive. The variable remuneration shall always be pre-limited to a maximum amount and related to predetermined and measurable criteria, designed to contribute to the business strategy and long-term added value of the company.

The annual variable remuneration is designed to promote the company's strategy to produce and offer products that can support in making health care more efficient in the long-term and to provide better health care for the people who need Getinge's products. If the above-mentioned activities are performed in an efficient and sustainable way, one outcome is improved financial results and increased capital efficiency, which constitutes the foundation of the variable remuneration. The sustainability work is integrated in the company's day-to-day operations. If the company's principles for sustainability or ethical guidelines are not complied with, the company has the possibility to withhold any variable remuneration or reclaim already awarded remuneration.

### ***Annual variable remuneration***

For Senior Executives, the annual variable remuneration (annual bonus) shall be capped at 70% and, in specific cases, where the nature of the position, the competitive situation and the country of employment so require, capped at 90% of the fixed annual base salary. The variable remuneration shall be based on objectives set by the Board of Directors. These objectives are related to (i) earnings, (ii) organic growth, (iii) working capital and cash flow, and (iv) sustainability. In order to promote the interest of the shareholders', the company's values and collectively strive to achieve the business strategy, long-term interests and sustainable development of the company, all members of the group management have the same targets for annual variable remuneration.

### ***Variable long-term cash bonus (LTI-bonus)***

In addition to base salary and annual variable remuneration as described above, Senior Executives can obtain a variable long-term bonus (LTI-bonus) The target that forms the basis for the LTI-bonus is adjusted earnings per share for a three-year period, adjusted for the category of adjustment items decided at implementation of the program by the Board of Directors at the recommendation by the Remuneration Committee. By connecting the performance target to the shareholders' objective, a common interest to promote Getinge's business strategy, long-term interests and value creation is created. Payment is subject to continued employment at the end of the vesting period for the LTI-bonus (with some customary exceptions).

The vesting period for the LTI-bonus shall be not less than three financial years. The payment of LTI-bonus per each three-year program shall be capped to 33% of one year's base salary. A new LTI-bonus program can be set up every year with a duration period of three years. Senior Executives of the group management shall invest not less than 50% of the received LTI-bonus (net, after taxes paid) in Getinge shares, until the Senior Executive's own total holdings of shares correspond to one year's salary (gross). The Senior Executive shall keep these shares for at least three years.

### ***Limitation of total variable remuneration for the CEO***

For the CEO, the total payment of variable remuneration (annual variable remuneration and LTI-bonus), in addition to what is previously mentioned, annually be limited so that the total variable remuneration does not exceed 100% of the fixed salary. This applies to variable remuneration that is paid 2022 or later.

#### *Determination of result for variable remuneration, etc.*

When the measuring period for achievement of the criteria for payment of the variable remuneration has expired, the Board of Directors shall, based on proposal by the Remuneration Committee, establish to which extent the criteria are achieved. In their assessment on whether the criteria are achieved or not, the Board of Directors may, in accordance with proposal by the Remuneration Committee, allow exception from the established targets on the conditions set out in the below item 5. The assessment of achievement of the financial targets shall be based on the company's most recent published financial information, with any adjustments predetermined by the Board of Directors when implementing the program. Variable cash payment can be awarded after the expiration of the measuring period (annual variable remuneration) or be subject to postponed payment (LTI-bonus).

Getinge is actively working to ensure that the company is managed in the most sustainable, responsible and efficient way possible, and that applicable legislations and regulations are complied with. Getinge also apply internal rules, including a code of conduct and different group-wide steering documents (policies, instructions and guidelines) within a range of different areas. Variable remuneration shall not be awarded, and can be reclaimed, if the Senior Executive has acted contrary to these rules, principles or the company's code of conduct. Variable remuneration shall not be awarded if the earnings before tax is negative. The Board of Directors shall also have the possibility to, in accordance with legislation or agreement, in whole or partly, reclaim any variable wrongly awarded remuneration.

#### *Other variable remuneration*

Additional variable cash remuneration can be awarded in case of extraordinary circumstances, provided such extraordinary arrangements are only conducted for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to 100% of the base salary and only be awarded once a year per individual. Resolution on such remuneration shall be made by the Board of Directors and based on a proposal by the Remuneration Committee. In addition to variable remuneration, resolutions on share- or share price related incentive programs, in accordance with the above, can from time to time be made.

#### ***Pension and insurance***

The CEO has right to retire from the age of 62 and other Senior Executives has right to retire in accordance with applicable local regulations.

Pension contributions for the CEO shall amount to no more than 40% of the fixed base salary on a defined contribution basis. Variable cash remuneration shall not qualify for pension benefits.

Pension contributions for other Senior Executives shall amount to a maximum of 40%<sup>1</sup> of the pensionable salary and shall be on a defined contribution basis. Variable cash remuneration shall not qualify for pension benefits in general, except where mandatory by collective bargaining agreement provisions applicable for the executive. In such case, this shall be considered when creating the total benefits package. In addition to the above, Senior Executives may be covered by an additional health income insurance (sw. *sjukinkomstförsäkring*).

For employments governed by other than Swedish regulations, pension benefits and other insurances may be duly amended to comply with mandatory rules or established local regulations,

---

<sup>1</sup> Pension contributions may, exceptionally, exceed this limit if required to comply with mandatory law, collective bargaining agreements or other applicable rules or established local practice, taking into consideration, to the extent possible, the overall purpose of these guidelines.



taking into consideration, to the extent possible, the overall purpose of these guidelines.

#### ***Other benefits***

Other benefits such as company car, additional medical insurance (*sw. sjukvårdsförsäkring*) and company health care (*sw. företagshälsovård*), may be provided to the extent this is considered to be in line with market terms for Senior Executives on similar positions on that local market. The total value of such benefits may not exceed 10% of the fixed base salary.

#### ***Conditions for termination***

Senior Executives shall have a permanent employment. If the company terminates the employment, the notice period shall not exceed twelve months. Upon termination of employment, the total of the fixed salary during the notice period together with severance pay may not exceed an amount equivalent to two years fixed base salary for the CEO, and one year for other executives. If the executive terminates the employment, the notice period shall not exceed six months and be without any right to severance pay.

Senior Executives may be entitled to compensation for any competition restrictions after the termination of employment, however, only to the extent severance pay for the corresponding period is not awarded. The purpose of such compensation is to compensate the executive for any gap between the monthly base salary at the notice of termination and (lower) monthly income received, or that could be received, by a new employment, assignment or own business. The compensation can be awarded during the period of the competition restriction, however, not more than for 12 months after the termination of employment.

#### ***Salary and employment conditions for employees***

When preparing the Board of Director's proposal for these remuneration guidelines, salary and employment conditions for the company's employees have been considered. This has been made by including information of the total income of the employees, the components of the remuneration and the increase and growth rate over time, as part of the Remuneration Committee's and the Board of Directors' basis for decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to Senior Executives and remuneration to other employees will be disclosed in the remuneration report.

## **4. The resolution process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for Senior Executive remuneration. These are reviewed annually and new proposals for guidelines shall be drafted by the Board at least every fourth year and presented to the Annual General Meeting for resolution. The guidelines shall be in force until new guidelines are adopted by the Annual General Meeting.

The Remuneration Committee shall also monitor and evaluate programs for variable remuneration to Senior Executives, the guidelines for remuneration to Senior Executives, as well as the current remuneration structures and compensation levels in the company, and provide recommendations to the Board of Directors in relation to remuneration to the CEO. Regarding resolution on remuneration to other Senior Executives in accordance with the guidelines (other than the specifically regulated above) the CEO shall consult with the Remuneration Committee.

The CEO and other members of the group management do not participate in the Board of Directors' processing of, and resolutions on, remuneration-related matters when such matters

concern them.

The Board of Directors shall annually draw up a remuneration report that shall be presented to the Annual General Meeting for approval.

## **5. Deviations from the guidelines**

The Board of Directors may temporarily resolve to deviate from the guidelines, entirely or partly, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, a sustainable development of the company or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

## **6. Description of material changes of the guidelines and how the shareholders' opinions are considered**

The current applicable guidelines for remuneration to Senior Executives were adopted on the 2022 Annual General Meeting. The guidelines that are now proposed to be adopted by the 2023 Annual General Meeting correspond in principle to the guidelines adopted by the 2022 Annual General Meeting, save for that the provisions for pension contributions for Senior Executives, excluding the CEO, have been clarified in order to specify a common cap, regardless of which pension plan the Senior Executives belong to.

No remarks on the remuneration guidelines have emerged in connection with dealings at General Meetings.

## **7. Other**

The guidelines entail a level of remuneration, which in principle is equivalent to the remuneration for the financial year 2022.

Information regarding remuneration, etc. to Senior Executives during the financial year 2022 is set out in note 29 of the Annual Report 2022, including any previously resolved remuneration that has not yet been due for payment, and in the remuneration report.

---

Gothenburg in March 2023  
**The Board of Directors of Getinge AB (publ)**