

# Proposals and statement by the Nomination Committee of Getinge AB (publ) in respect of the Annual General Meeting 2023

## 1. Background

At the 2020 Annual General Meeting (the “AGM”) new principles for the appointment of and instructions for the work by the Nomination Committee were adopted. These entail that the Nomination Committee shall comprise members appointed by the four largest shareholders and one representative of the minor shareholders as of 31 August each year, and the Chairman of the Board of Directors. In addition and if the Chairman of the Board of Directors and the member appointed by the largest shareholder in term of the number of votes deems it appropriate, a representative of the minor shareholders considered independent in relation to the company and its larger shareholders can be appointed as member of the Nomination Committee.

The Nomination Committee in respect of the 2023 AGM has comprised Johan Malmquist, Chairman of the Board of Directors, Carl Bennet, Chairman of the Committee (*Carl Bennet AB*), Jannis Kitsakis (*Fjärde AP-fonden*), Dick Bergquist (*AMF Pension & Fonder*) and Anna Sundberg (*SHB Fonder & Liv*). The composition of the Nomination Committee was announced on 19 October 2022. No changes have been made within the composition of the Nomination Committee after this date. The Committee members has established that there are no conflicts of interest that affect the members’ assignments. At the first meeting of the Nomination Committee, Carl Bennet was appointed as Chairman of the Committee.

In accordance with a resolution by Getinge’s 2020 AGM, the Nomination Committee shall submit proposals regarding the election of Chairman of the General Meetings, the number of members of the Board of Directors, the election of the Chairman and other members of the Board of Directors, the number of auditors, election of auditors, compensation to be paid to the Board of Directors and fees to auditors and any amendments in the principles set out for the Nomination Committee before the AGM. The Nomination Committee shall consider the requirements for its work and proposals as set out in the Swedish Companies Act and the Swedish Corporate Governance Code (the “Code”).

All shareholders have had the opportunity to provide the Nomination Committee proposals ahead of the 2023 AGM.

## 2. Proposals by the Nomination Committee

The Nomination Committee makes the following proposals in respect of the 2023 AGM:

**Chairman of the AGM:** The Chairman of the Board of Directors, Johan Malmquist.

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

Information about the members proposed for re-election and new election at the AGM (information as per 7 February 2023):

<p><b>Johan Malmquist</b> (1961)</p> <p><b>Assignments on Getinge's Board:</b> Chairman of the Board of Directors, Chairman of the Remuneration Committee. Board member since 2016.</p> <p><b>Other assignments:</b> Chairman of Arjo AB (publ). Board member of Elekta AB (publ), Mölnlycke Health Care AB, the Dunker Foundations, Stena Adactum AB, Trelleborg AB (publ)<sup>2</sup> and Chalmers University of Technology Foundation.</p> <p><b>Education and previous assignments:</b> B.Sc. (Business Administration). Previous positions as President and CEO of Getinge Group 1997-2015, Business Area Director within Getinge Group, President of Getinge Group's French subsidiary, President of subsidiaries in the Electrolux Group.</p> <p><b>Shareholding (own and related parties):</b> 100,000 Class B shares.</p> <p><b>Assessment of independence:</b> Independent in relation to the company and company management and in relation to the company's major shareholders.</p>
<p><b>Carl Bennet</b> (1951)</p> <p><b>Assignments on Getinge's Board:</b> Vice Chairman of the Board of Directors. Chairman of the Nomination Committee. Member of the Remuneration Committee. Board member since 1989.</p> <p><b>Other assignments:</b> Chairman and CEO of Carl Bennet AB. Chairman of Lifco AB (publ). Vice Chairman of Arjo AB (publ) and Elanders AB (publ). Board member of Holmen AB (publ)<sup>2</sup> and the L.E. Lundbergsföretagen AB (publ).</p> <p><b>Education and previous assignments:</b> B.Sc. (Business Administration), Dr. Tech. h.c. Previous positions as President and CEO of Getinge (1989-1997) and Chairman of the Board (1997-2019).</p> <p><b>Shareholding (own and related parties):</b> 18,217,200 Class A shares and 36,448,434 Class B shares.</p> <p><b>Assessment of independence:</b> Independent in relation to the company and the company's management, but not in relation to the company's major shareholders.</p>
<p><b>Johan Bygge</b> (1956)</p> <p><b>Assignments on Getinge's Board:</b> Chairman of the Audit and Risk Committee. Board member since 2007.</p> <p><b>Other assignments:</b> Chairman of Scandi Standard AB (publ) and GuardThereapeutics AB (publ). Vice Chairman of Third Swedish National Pension Fund. Board member of Lantmännen Ek För and CapMan OYJ.</p> <p><b>Education and previous assignments:</b> B.Sc. (Business Administration). Previous positions as Chairman of PSM International China, Nobina AB (publ), EQT Asia Pacific. Venture Partner of Prorsum AG Venture Fund. Board member of Anticimex, I-Med Ltd, Praktikertjänst AB och Baltic Deep Water Life. COO of EQT, CFO of Investor AB, Executive Vice President and CFO of Electrolux AB.</p> <p><b>Shareholding (own and related parties):</b> 15,700 Class B shares.</p> <p><b>Assessment of independence:</b> Independent in relation to the company and company management and in relation to the company's major shareholders.</p>

<sup>1</sup> The Nomination Committee for Trelleborg AB (publ) has proposed that the 2023 Annual General Meeting shall elect Johan Malmquist as Chairman of the Board.

<sup>2</sup> Has declined re-election as a Board member of Holmen AB (publ) ahead of the 2023 Annual General Meeting.

**Cecilia Daun Wennborg** (1963)

**Assignments on Getinge's Board:** Member of the Audit and Risk Committee. Board member since 2010.

**Other assignments:** Board member of, among others, Loomis AB (publ), Bravida Holding AB (publ), Oncopeptides AB (publ), Atvexa AB (publ), Hotell Diplomat AB, the Foundation Oxfam in Sweden and member of the Swedish Securities Council.

**Education and previous assignments:** M.Sc. (Business Administration). Previous positions as deputy CEO of Ambea AB, CEO of Carema Vård och Omsorg AB, acting CEO of Skandiabanken, Head of Swedish Operations at Skandia, CEO of Skandia Link. Board member of Atos Medical Holding AB (publ), Hoist Finance AB (publ), Sophiahemmet and ICA Gruppen AB (publ).

**Shareholding (own and related parties):** 8,000 Class B shares.

**Assessment of independence:** Independent in relation to the company and company management and in relation to the company's major shareholders.

**Barbro Fridén** (1956)

**Assignments on Getinge's Board:** Member of the Remuneration Committee. Board member since 2017.

**Other assignments:** Consultant and advisor. Chairman of Bräcke Diakoni. Board member of, among others, Apoteket AB, Sofiahemmet, WeMind AB and Swedish Sea Rescue Society.

**Education and previous assignments:** Licensed physician, M.D. Previous leading positions in healthcare such as Divisional Head of the Astrid Lindgren Children's Hospital, Karolinska University Hospital, Sweden and Hospital manager of Sahlgrenska University Hospital, Sweden. Previous positions as Board member of, among others, Vitrolife AB (publ), Helsa AB, Life Clean AB, SciBase AB and European Sperm Bank A/S.

**Shareholding (own and related parties):** 2,270 Class B shares.

**Assessment of independence:** Independent in relation to the company and company management and in relation to the company's major shareholders.

**Dan Frohm** (1981)

**Assignments on Getinge's Board:** Member of the Audit and Risk Committee. Member of the Remuneration Committee. Board member since 2017.

**Other assignments:** CEO of DF Advisory LLC. Chairman of Elanders AB (publ). Board member of Arjo AB (publ), Carl Bennet AB, Lifco AB (publ) and Swedish-American Chamber of Commerce, Inc.

**Education and previous assignments:** M.Sc., Industrial Engineering and Management. Previous position as management consultant at Applied Value LLC in New York.

**Shareholding (own and related parties):** 149,510 Class B shares.

**Assessment of independence:** Independent in relation to the company and the company's management, but not in relation to the company's major shareholders.

**Mattias Perjos** (1972)

**Assignments on Getinge's Board:** Board member since 2017.

**Other assignments:** President and CEO of Getinge. Board member of EUROAPI S.A.

**Education and previous assignments:** M.Sc., Industrial Engineering and Management. Previous positions as CEO of Coesia Industrial Process Solutions (IPS) and Coesia International. Prior to that, Mattias Perjos held a number of senior international positions at FlexLink including the role of CEO.

**Shareholding (own and related parties):** 80,000 Class B shares.

**Assessment of independence:** Independent in relation to the company's major shareholders, but not in relation to the company and the company's management.

**Malin Persson** (1968)

**Assignments on Getinge's Board:** Member of the Audit and Risk Committee. Board member since 2014.

**Other assignments:** CEO and owner of Accuracy AB, Chairman of Universeum AB. Board member of, among others, Hexpol AB (publ), Peab AB (publ), Ricardo PLC, Beckers Group, OX2 AB (publ), Oddwork Sweden AB,Hydroscand Group AB and Stena Sessan AB.

**Education and previous assignments:** M.Sc., Industrial Engineering & Management. Previous assignments as CEO of the Chalmers University of Technology Foundation. Chairman of AB Chalmers Studentkårs företagsgrupp and many years' experience in major Swedish industrial enterprises such as the Volvo Group.

**Shareholding (own and related parties):** 10,112 Class B shares.

**Assessment of independence:** Independent in relation to the company and company management and in relation to the company's major shareholders.

**Kristian Samuelsson** (1977)

**Assignments on Getinge's Board:** Member of the Remuneration Committee. Board member since 2021.

**Other assignments:** Professor of orthopaedic surgery at the University of Gothenburg and senior consultant in orthopaedic surgery at Sahlgrenska University Hospital.

**Education and previous assignments:** MD, PhD, MSc, Senior lecturer. Experience from healthcare with evidence-based medical research and interdisciplinary research in areas such as artificial intelligence (AI) and digitization.

**Shareholding (own and related parties):** -

**Assessment of independence:** Independent in relation to the company and company management and in relation to the company's major shareholders.

**Board and Committee fees:** 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:** The registered auditing company Öhrlings PricewaterhouseCoopers AB shall, in accordance with the Audit and Risk Committee's recommendation, be re-elected as auditor for the period until the end of the 2024 AGM. Fees to the auditor shall be paid in accordance with approved invoice. Öhrlings PricewaterhouseCoopers AB has informed that, should the auditing company be elected, Peter Nyllinge will be appointed as auditor in charge.

**3. Statement by the Nomination Committee of its work before the 2023 AGM**

Ahead of the 2023 AGM, the Nomination Committee has held two meetings at which minutes were kept. In addition, the members of the Nomination Committee have had ongoing contact and maintained further dialogue between the meetings.

The Nomination Committee has addressed all matters that the Nomination Committee must address according to the Code, which is further described below. Furthermore, in order for the company to be able to fulfil its information obligations towards the shareholders, the Nomination Committee has informed the company of how the work of the Nomination Committee has been conducted and of the proposals, the Nomination Committee has decided to submit.

As a basis for its work, the Nomination Committee has reviewed the annual accounts for the company's operations in 2022. Further, the Nomination Committee has reviewed nomination proposals received and the evaluation of the Board and its work. The result of the evaluation has been presented in its entirety to the Nomination Committee. In addition, the Nomination Committee has conducted an interview with one of the current Board members elected by the General Meeting.

In addition, the Nomination Committee has been informed of the Audit and Risk Committee's advocated proposal for election of auditor.

No remuneration has been paid to the members of the Nomination Committee.

#### **4. The motivated statement by the Nomination Committee to the Board of Directors, auditor and fees to the Board members**

When preparing the proposal of Board members, the Nomination Committee considers the individual competence and experience of each proposed Board member as well as that they shall work well together and have the required range in both background and knowledge. The Nomination Committee especially consider the value of diversity and the balance between the need for renewal and continuity in the Board of Directors. In its efforts to achieve diversity the Nomination Committee in particular, consider the value of gender balance.

The Board's evaluation of the Board of Directors and their work has been provided the Nomination Committee. The evaluation showed that the Board of Directors is well functioning, the attendance rate at Board meetings is high and that all Board members demonstrated a high level of commitment. In its own evaluation the Nomination Committee, assessed the current Board members to represent a wide range of expertise with sound industry knowledge, extensive financial know-how and knowledge regarding international conditions and markets.

All Board members have declared that they are available for re-election.

Based on the results of the evaluation reviewed by the Nomination Committee, and the demands placed on the Board according to assessment by the Nomination Committee concerning Getinge's position and future focus, the Nomination Committee has assessed that it is not needed to propose any Board member for new election, and the Nomination committee has therefore proposed that the number of Board members elected by the General Meeting shall be nine.

When assessing the composition of the Board members the Nomination Committee has assessed that, the Board members that have declared that they are available for re-election still possess broad competence within fields that are important for Getinge and that continuity among these Board members are of importance for the continued development of Getinge. The Nomination Committee has therefore proposed re-election of all Board members: Johan Malmquist, Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Mattias Perjos, Malin Persson and Kristian Samuelsson.

The Nomination Committee has also assessed the independence of the Board members. The Nomination Committee considers that its proposal for composition of the Board members of Getinge fulfils the requirements of independence as stipulated in the Code. When preparing its proposal, the Nomination Committee has considered that Mattias Perjos, as CEO, is to be considered as dependent in relation to the company and the executive management. Carl Bennet and Dan Frohm are to be considered as dependent in relation to Getinge's major shareholders. The other proposed Board members – Johan Malmquist, Johan Bygge, Cecilia Daun Wennborg, Malin Persson, Barbro Fridén and Kristian Samuelsson – to be independent in relation to the company and the executive management as well as the major shareholders.

The Nomination Committee has applied rule 4.1 of the Code as diversity policy in the development of the proposal to the Board. The proposed Board is considered to have an appropriate size. The Nomination Committee considers the proposed Board members together hold the diversity and extensive competence, experience and background required and the composition to be appropriate in relation to the company's operations, phase of development and other circumstances, including relevant sustainability aspects. The Nomination Committee has assessed that the proposed Board members will be able to devote the time required to fulfill the assignment as a Board member of Getinge. The Nomination Committee strives for gender balance, which is given special consideration in connection with new-election of Board members. The proposed Board members comprise 3 women and 6 men (corresponding to approximately 33 and 67 percent, respectively), entailing that there is room for improved gender balance.

Further, the Nomination Committee proposes re-election of Johan Malmquist as Chairman. The Nomination Committee assess Johan Malmquist, with his significant experience from the company and Board work, has proven to be well suited to organize and direct the Board work.

The Nomination Committee has conducted an evaluation of the fees paid to the Board members and discussed any additional fees in case the board decides to establish an ESG Committee. The basic principle for the fees to the Board is that the compensation shall be reasonable and sufficiently competitive to attract competent and experienced Board members. The level of compensation shall reflect the responsibility and time the Board assignment require. The Nomination Committee proposes the fees to be adjusted in

accordance with the proposal to the 2023 AGM. The proposal by the Nomination Committee entails an increase of approximately 3,5% compared to the fees resolved at the 2022 AGM.

In accordance with the recommendation by the Audit and Risk Committee, the Nomination Committee has resolved to propose reelection of PricewaterhouseCoopers AB as auditor for the upcoming mandate period and fees to the auditor shall be paid in accordance with approved invoice.

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Göteborg in February 2023

**The Nomination Committee of Getinge AB (publ)**