

## Proposal by the Board of Directors of Getinge AB for amendment of the Articles of Association (item 7)

The Board of Directors proposes the Extraordinary General Meeting on August 15, 2017 to resolve to include a conversion provision as a new seventh paragraph of § 5 of the Articles of Association, in accordance with the below.

### Proposed wording

*New seventh paragraph of § 5*

At the request from a shareholder, share of Series A (one or more) belonging to that shareholder shall be converted to share of Series B. The request of conversion, which shall be in writing and state the number of shares to be converted, shall be addressed to the Board. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*).

After the proposed amendments, Getinge AB's Articles of Association will have the wording set out in [Appendix A](#).

### Majority requirement

The resolution by the Meeting requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

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Gothenburg in July 2017

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

## **Appendix A – Articles of Association Getinge AB (publ)**

### **§ 1**

#### **Corporate name**

The registered name of the Company is Getinge AB (publ.).

### **§ 2**

#### **Registered office**

The registered office of the Board of Directors is in the municipality of Göteborg, Västra Götaland County, Sweden.

### **§ 3**

#### **Operations**

The object of the Company's operations shall be to, directly or indirectly through subsidiaries, engage in the manufacture and sale of medical technical equipment, and in any other activities compatible therewith.

### **§4**

#### **Share capital**

The share capital shall amount to not less than seventy five million (75,000,000) Swedish kronor and not more than three hundred million (300,000,000) Swedish kronor.

### **§ 5**

#### **Number of shares**

The number of shares shall be not fewer than one hundred and fifty million (150,000,000) and not more than six hundred million (600,000,000).

Shares may be issued in three series, designated Series A, Series B and Series C. Series A shares may be issued in a number not exceeding three hundred million (300,000,000), Series B shares in a number not exceeding three hundred million (300,000,000) and shares of Series C in a number not exceeding one million five hundred thousand (1,500,000).

In connection with voting at Annual General Meetings, Series A shares shall carry ten (10) voting rights per share and Series B and Series C share shall carry one (1) voting right per share.

Series C shares shall not entitle to dividends. At the dissolution of the company, C shares shall entitle to equal parts of the company's assets as shares of Series A and B, however, not to an amount exceeding the quota value of the share.

The Board of the company may resolve on a reduction of the share capital through redemption of all shares of Series C. On resolution regarding redemption, holders of Series C shares shall be obliged to have all their Series C shares redeemed at an amount equivalent to the quota value. Payment of the redemption sum shall be made promptly.

At the request of the Board, a share of Series C, held by the company itself, shall be able to be converted into a share of Series B. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB.

At the request from a shareholder, share of Series A (one or more) belonging to that shareholder shall be converted to share of Series B. The request of conversion, which shall be in writing and state the number of shares to be converted, shall be addressed to the Board. The conversion shall thereafter without delay be filed for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*) and shall be executed when registered in the companies' register and recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*).

## § 6

### **Preferential rights in connection with share capital increases**

In the event of the Company deciding to issue new shares of Series A, Series B or Series C by means of a cash issue or offset issue, owners of Series A, Series B and Series C shares shall have preferential rights to subscribe for new shares of the same class in relation to the number of shares previously held by them (primary preferential right). Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If the number of shares offered in this manner is insufficient for subscription, based on subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the number of shares already held and previously owned by them, and, to the extent that this is not possible, by lottery.

If the Company decides to issue new shares solely of Series A, Series B or Series C through a cash issue or an offset issue, all shareholders, regardless of whether they own Series A, Series B or Series C shares, shall have preferential rights to the subscription of new shares in relation to the number of shares previously held.

If the Company decides to issue share warrants or convertibles through a cash issue or offset issue, the shareholders shall have preferential rights to subscribe for share warrants as if the issue applied to the shares that may be newly subscribed for as a result of the warrant rights, or shall have preferential rights to subscribe for convertibles as if the issue applied to shares for which the convertibles may be exchanged.

The above stipulations shall not constitute any infringement on the possibility to make a decision regarding a cash issue or an offset issue in which the preferential rights of shareholders are waived.

In the event of an increase in share capital through a bonus issue, new shares of each series shall be issued in relation to the number of shares of the same series already held. In such cases, old shares of a specific series carry entitlement to new shares of the same series. The aforementioned stipulation shall not constitute any infringement on the possibility, following the requisite amendment in the Articles of Association, to issue shares of a new series through a bonus issue.

## § 7

### **Board of Directors**

The Board of Directors shall, in addition to any members who, pursuant to Swedish law, may be appointed other than by a General Meeting of the Company, comprise no fewer than three and no more than ten members with a maximum of ten deputy members. Members and deputy members shall be elected by the Annual General Meeting for the period extending to the close of the next Annual General Meeting of Shareholders.

## § 8

### **Auditors**

The Company shall have one or two auditors and not more than two deputy auditors. A registered auditing company may also be selected as the Company's auditor.

## § 9

### **Notice**

Notice of a General Meeting of shareholders shall be issued through announcement in the Official Swedish Gazette (*Post- och Inrikes Tidningar*) and by making the notice available on the Company's website. The Company shall announce in Svenska Dagbladet that notice has been issued.

Shareholders intending to participate in the Meeting shall firstly, be included in the printout or other presentation of the list of shareholders in regard to status five working days prior to the Meeting, and secondly, notify the Company of their intention to attend, not later than the day stipulated in the notice convening the Annual General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five working days before the Meeting.

Representatives of shareholders may take part at the Annual General Meeting only if the shareholder has notified the Company of the number of representatives, at most two, in line with the stipulations in the above paragraph.

## § 10

### **General Meeting**

General Meetings shall be held at the place where the Board of Directors has its registered office or in the municipality of Halmstad, Halland County, Sweden. The Chairman of the Board, or any other person appointed by the Company's Board of Directors to that end, shall open the General Meeting and shall chair the proceedings until a Chairman of the Meeting is elected.

The following items of business shall be addressed at the Annual General Meeting:

1. Election of a Chairman of the Meeting
2. Preparation and approval of the list of shareholders entitled to vote at the meeting
3. Approval of the agenda
4. Election of two persons to check the minutes
5. Determination that the Meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts
7. Resolution concerning
  - a. adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet,
  - b. appropriation of the Company's profit or loss in accordance with the adopted balance sheet,

- c. discharge from liability for the Board of Directors and the President
- 8. Determination of the number of members of the Board of Directors and deputies and the number of auditors and deputy auditors to be elected by the Meeting
- 9. Determination of remuneration to be paid to the Board of Directors and the auditors
- 10. Election of members of the Board of Directors and deputies and auditors and deputy auditors
- 11. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (2005:551)

#### **§ 11**

##### **Collection of powers of attorney and voting by post**

The Board may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, paragraph 2 of the Swedish Companies Act (2005:551).

The Board may resolve, ahead of a General Meeting of shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the Meeting.

#### **§ 12**

##### **Financial year**

The Company's financial year shall be the calendar year.

#### **§ 13**

##### **Record date provision**

The Company's shares shall be registered in a CSD register pursuant to the Financial Instruments Act (1998:1479).

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