

Proposals and Statement by the Nomination Committee of Getinge AB in respect of the Annual General Meeting 2016

1. Background

At the Annual General Meeting (“AGM”) in 2005, a Nomination Committee was established, comprising the Chairman of the Board, representatives of each of the company’s five largest shareholders at 31 August each year and a representative of the minor shareholders. The Nomination Committee in respect of the 2016 AGM has comprised Carl Bennet (*Chairman of the Committee; Carl Bennet AB*), Ossian Ekdahl (Första AP-fonden), Marianne Nilsson (Swedbank Robur AB), Anders Oscarsson (AMF Försäkring & Fonder), Per Colleen (Fjärde AP-fonden) and Viveka Ekberg, representative of the minor shareholders. The composition of the Nomination Committee was announced on 15 October 2015 and all shareholders have had the possibility to approach the Nomination Committee with nomination proposals.

In accordance with a resolution at Getinge’s AGM 2005, the Nomination Committee shall submit proposals concerning the election of the Chairman of General Meetings, the election of the Chairman of the Board, Vice Chairman and other members of the Board, the election of auditors, as well as fees to be paid to the Board and auditors.

2. Proposals by the Nomination Committee

The Nomination Committee makes the following proposals in respect of the 2016 AGM:

Chairman of the AGM: The Chairman of the Board, Carl Bennet, shall be elected chairman of the Meeting.

Board of Directors: The number of Board members elected by the General Meeting shall be nine, without deputy members. Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Alex Myers, Malin Persson, Johan Stern and Mats Wahlström shall be re-elected as Board members. Johan Malmquist shall be elected new member of the Board. Carl Bennet shall be re-elected as Chairman of the Board.

For additional information concerning Johan Malmquist, see [Appendix A](#). Information concerning all members proposed for re-election is available on the company’s website, www.getingegroup.com.

Board and Committee fees: Board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 5,175,000, of which SEK 1,150,000 to the Chairman and SEK 575,000 to each of the other Board members elected by the General Meeting who are not employees of the Group. Work in the Audit Committee shall, unchanged, be compensated with SEK 240,000 to the Chairman and SEK 120,000 to each of the other members, and work in the Remuneration Committee shall, unchanged, be compensated with SEK 125,000 to the Chairman and SEK 92,000 to each of the other members.

3. Statement by the Nomination Committee on the proposed Board of Directors

Ahead of the 2016 AGM, the Nomination Committee has held two meetings at which minutes were kept. As a basis for its work, the Nomination Committee has reviewed the annual accounts for the company's operations in 2015. In addition, the Nomination Committee has conducted interviews with the board members Malin Persson and Johan Stern concerning the work of the Board and its composition. Further, the Nomination Committee has reviewed nomination proposals received and the evaluation made by the Board and its work. The evaluation revealed that the current Board members represent a broad spectrum of expertise with sound industry knowledge and extensive financial know-how with regard to international conditions and markets. The evaluation also showed that the attendance rate at Board meetings was high and that all Board members demonstrated a high level of commitment.

Based on the results of the evaluation reviewed by the Nomination Committee, and the demands placed on the Board as a result of Getinge's position and future focus, the Nomination Committee proposes that the number of Board members elected by the General Meeting shall be nine and that Carl Bennet (Chairman of the Board), Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Alex Myers, Malin Persson, Johan Stern and Mats Wahlström shall be re-elected as Board members. Johan Malmquist shall be elected to be a new board member.

The Nomination Committee is of the opinion that the proposal entails a Board composition that will continue to be appropriate to the company's operations, phase of development and other relevant circumstances as well as exhibit diversity and breadth of qualifications, experience and background, as set out in rule 4.1 of the Swedish Code of Corporate Governance (the "Code").

The Nomination Committee strives for equal gender distribution on the Board. The proposed Board members comprise three women and six men (equivalent to 33.3 and 66.7 per cent, respectively). As per 31 December 2015, the percentage of women on all Swedish listed company boards amounted to 28.9 per cent (32.9 per cent in the so-called Large Cap companies).¹ In April 2014, the Swedish Corporate Governance Board published certain aspiration levels concerning gender distribution in the boards of listed companies, namely at least 40 per cent of each gender after General Meetings held in 2020 and at least 35 per cent of each gender in major companies after the General Meetings in 2017 (in both cases exclusively of employee representatives). The gender distribution in the board of Getinge as proposed by the Nomination Committee is consequently in close proximity of the aspiration level of the Swedish Corporate Governance Board for larger companies for 2017. The issue of equal gender distribution should be given particular attention in connection with the election of new board members. However, the Nomination Committee is of the opinion that the continuity of the board work presently is of vital importance and that it is important for Getinge to utilize the experience and knowledge that Johan Malmquist has of the industry where Getinge is active. In view of this, the Nomination Committee has proposed new-election of Johan Malmquist, former CEO of the Getinge Group, and re-election of all other board members elected at the General Meeting and re-election of the Chairman of the Board.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committee believes that its proposal regarding the composition of the Board in Getinge fulfils the requirements of independence as stipulated in the Code. In preparing its proposal, the Nomination committee has considered that Alex Myers, in his capacity as CEO, and Johan Malmquist as previous CEO, are to be regarded as dependent in relation to the

¹ Statistics compiled by SIS Ägarservice on behalf of the Swedish Corporate Governance Board (refers to board members elected at General Meetings)

company and the executive management, and that Carl Bennet and Johan Stern as representative of and Board member in, respectively, Getinge's principal owner Carl Bennet AB, are to be regarded as dependent in relation to major shareholders. The Nomination Committee deems the other proposed Board members – Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Malin Persson and Mats Wahlström – to be independent in relation to the company and the executive management as well as the major shareholders.

Göteborg in February 2016

The Nomination Committee of Getinge AB (publ)

Appendix A**Johan Malmquist (born 1961)**

Principal education: B.Sc (Economics)

Work experience: Johan Malmquist has extensive experience from the medical technology industry as previous President and CEO of the Getinge Group (1997- March 2015). Before then, he was Business Area Director (1992-1997) and CEO of one of the group's French subsidiaries (1990-1992). Prior to joining Getinge in 1990, Johan Malmquist held various positions within the Electrolux Group.

Current assignments: Board member in Elekta AB (publ), Mölnlycke Health Care AB, Dunker's Foundations and Medvisor AB. Board member of the Chalmers University of Technology Foundation.

Holdings in Getinge: 55,555 shares of series B.

The Nomination Committee deems Johan Malmquist to be independent in relation to Getinge's major shareholders, but not in relation to the company and the executive management.