

Press release
Gothenburg, February 22, 2017

NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB

The shareholders of Getinge AB (publ) are hereby invited to attend the Annual General Meeting (the "AGM") to be held on Wednesday 29 March 2017 at 2.00 p.m. CET, in Kongresshallen, Hotel Tylösand, Halmstad, Sweden.

RIGHT TO ATTEND

Shareholders who wish to attend the AGM must:

- be recorded in the share register kept by Euroclear Sweden AB (*the Swedish Central Securities Depository*), on Thursday 23 March 2017, and
- notify the company of their intention to attend the AGM by Thursday 23 March 2017, preferably before 4.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Thursday 23 March 2017. Therefore, shareholders are requested to notify their nominees in due time before the said date.

NOTICE OF ATTENDANCE

Notice of attendance shall be made in writing to Getinge AB, "AGM", P.O. Box 7841, SE-103 98 Stockholm, Sweden, or by telephone +46 10 335 08 18, or on the company's website, www.getingegroup.com. The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of advisor, if any. An entrance card to be shown when registering for the AGM will be sent in confirmation of the notice of attendance. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form is available at the company and on the company's website, www.getingegroup.com. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation.

PROPOSAL FOR AGENDA

1. Opening of the Meeting
 2. Election of Chairman of the Meeting
 3. Preparation and approval of the voting list
 4. Approval of the agenda
 5. Election of person(s) to approve the minutes
 6. Determination of compliance with the rules of convocation
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7. Presentation of
 - (a) the Annual Report and the Auditor's Report
 - (b) the Consolidated Accounts and the Group Auditor's Report
 - (c) the statement by the auditor on the compliance of the Guidelines for Remuneration to Senior Executives applicable since the last AGM
 - (d) the Board's proposal for distribution of the company's profit and the Board's reasoned statement thereon
8. Report on the work of the Board of Directors, including the work and functions of the Remuneration Committee and the Audit Committee
9. The CEO's report
10. Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend
12. Resolution regarding discharge from liability for the Board of Directors and the CEOs
13. Resolution regarding amendment of the Articles of Association
14. Establishment of the number of board members and auditors
15. Establishment of fees to the Board of Directors (including fees for work in Committees) and the auditor
16. Election of the 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 Johan Malmquist;
 - e. re-election of Malin Persson;
 - f. re-election of Johan Stern;
 - g. new election of Barbro Fridén;
 - h. new election of Dan Frohm;
 - i. new election of Sofia Hasselberg;
 - j. new election of Mattias Perjos; and
 - k. re-election of Carl Bennet as Chairman of the Board
17. Election of auditor
18. Resolution regarding Guidelines for Remuneration to Senior Executives
19. Closing of the Meeting

PROPOSALS BY THE NOMINATION COMMITTEE (item 2 and 14-17)

At the AGM in 2005, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board, representatives of each of the company's five largest shareholders per 31 August each year and one representative of the minor shareholders.

The Nomination Committee in respect of the 2017 AGM consists of Carl Bennet (*Carl Bennet AB*), Carita Lundberg Markow (*Folksam*), Ossian Ekdahl (*Första AP-fonden*), Per Colleen (*Fjärde AP-fonden*), Cecilia Marlow (*Nordea*) and Viveka Ekberg as representative of the minor shareholders.

The Nomination Committee has proposed the following:

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

Board of Directors: The number of board members elected by the General Meeting shall be ten with no deputy members. As board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Johan Malmquist, Malin Persson and Johan Stern. Barbro Fridén, Dan Frohm, Sofia Hasselberg and Mattias Perjos shall be elected new members of the Board. Carola Lemne and Maths Wahlström have declined re-election. Carl Bennet shall be re-elected as Chairman of the Board.

Board members proposed for new election:

Barbro Fridén, born 1956 and holds an M.D. from Umeå University. Barbro Fridén has extensive experience as a hospital director and is a specialist in obstetrics and gynaecology with a subspecialty in reproductive medicine. Barbro Fridén is currently CEO of Sheikh Khalifa Medical City, Ajman, United Arab Emirates since 2016. Previously she was hospital director of Sahlgrenska University Hospital (2012-2016), division director of Astrid Lindgren Children's Hospital (2008-2012), operations director of Fertilitetscentrum AB in Stockholm and Göteborg (2005-2008), and also operations director and member of the hospital management of the clinic Women's and Children's Health in Varberg, Sweden (2002-2005). Barbro Fridén is a board member in Vitrolife AB (publ) and the Swedish Sea Rescue Society.

Dan Frohm, born 1981 and has a M.Sc. in Industrial Engineering and Management from Linköping University. Dan Frohm is an experienced advisor for global technology companies on a variety of strategic and operational improvement topics. He recently worked as Senior Manager and Practice Head of Technology, Media and Telecom (TMT) at the management consultancy Applied Value LLC based in New York.

Sofia Hasselberg, born 1983, is a licenced physician who holds an M.D. from Uppsala University. Since 2011, Sofia Hasselberg works as a Management Consultant at McKinsey & Company, where she in her role as Engagement Manager provides strategic, operational and organizational advice to players across the full healthcare value chain. As a physician, Sofia Hasselberg worked at the Karolinska University Hospital, Solna, Sweden (2008-2011), where she earned her licence to practice medicine.

Mattias Perjos, born 1972 and has a M.Sc. in Industrial Engineering and Management from Luleå University of Technology. Mattias Perjos is incoming CEO and President of Getinge and currently holds the role as CEO of Coesia Industrial Process Solutions (IPS) as well as Managing Director of Coesia International (2012-2017). Mattias Perjos has previously held a number of leading international positions within FlexLink (1997-2012) including the role of CEO from 2006.

Board and committee fees: Board fees, excluding remuneration for committee work, shall amount to a total of SEK 5,750,000 of which, unchanged, SEK 1,150,000 to the Chairman and, unchanged, SEK 575,000 to each of the other board members elected by the General Meeting who are not employees of Getinge 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. 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.

Auditor: The registered auditing company Öhrlings PricewaterhouseCoopers AB shall be re-elected for the period until the end of the AGM 2018, in accordance with the recommendation of the Audit Committee. Fees to the auditor shall be paid in accordance with approved invoices.

DIVIDEND (item 11)

The Board and the CEO have proposed that a dividend of SEK 2.00 per share be declared. As record date for the dividend the Board proposes Friday 31 March 2017. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Wednesday 5 April 2017.

THE BOARD'S PROPOSAL REGARDING AMENDMENT OF THE ARTICLES OF ASSOCIATION (item 13)

In respect of the proposal of the Nomination Committee that the number of board members elected at the AGM shall be ten, the Board of Directors proposes the following amendment of § 7 of the Articles of Association.

Present wording

§ 7

The 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 nine members with a maximum of nine deputy members. [...]

Proposed wording

§ 7

The 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. [...]

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

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

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives principally entailing the following. Remuneration and other terms and conditions of employment for senior executives shall be based on market conditions and be competitive in all markets where Getinge operates, to ensure that competent and skilful employees can be attracted, motivated and retained. The total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits. The variable remuneration shall be limited and connected to predetermined and measurable criteria elaborated with the purpose to promote the long-term added value of the company. In addition to the variable remuneration, approved share or share-related incentive programs may occasionally be implemented. The Board shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

DOCUMENTS AND OTHER INFORMATION

Financial statements, Auditor's Report and other documents pursuant to item 7, the Board's reasoned statement under item 11 and the complete proposal for the resolutions under item 13 and 18 will be available at the company and on the company's website, www.getingegroup.com, as from Wednesday 8 March 2017 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

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

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

Gothenburg in February 2017

The Board of Directors of Getinge AB (publ)

GETINGE GROUP

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Getinge Group is a leading global provider of innovative solutions for operating rooms, intensive-care units, hospital wards, sterilization departments, elderly care and for life science companies and institutions. Getinge's unique customer offering mirrors the hospital's organization and value chain, and the solutions are used before, during and after the patients' hospital stay. Based on first-hand experience and close partnerships, Getinge provides innovative healthcare solutions that improve every-day life for people, today and tomorrow.