

GETINGE GROUP

PRESS RELEASE

2014-02-13

NOTICE OF ANNUAL GENERAL MEETING IN GETINGE AB

The shareholders of Getinge AB (publ) are hereby invited to attend the Annual General Meeting ("AGM") to be held on Thursday 20 March 2014 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 Friday 14 March 2014, and
- notify the company of their intention to attend the AGM by Friday 14 March 2014, 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 Friday 14 March 2014. Shareholders therefore 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 58 30, 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 pursuant to the provisions in Chapter 7, section 54 a of the Swedish Companies Act 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 two persons to approve the minutes
6. Determination of compliance with the rules of convocation
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 CEO
 13. Establishment of the number of Board members
 14. Establishment of fees to the Board of Directors (including fees for work in Committees)
 15. Election of the Board of Directors
 16. Resolution regarding Guidelines for Remuneration to Senior Executives
 17. Resolution on amendments to the Articles of Association
 18. Closing of the Meeting

PROPOSALS BY THE NOMINATION COMMITTEE (item 2 and 13-15)

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 2014 AGM consists of Carl Bennet (*Carl Bennet AB*), Bo Selling (*Alecta*), Marianne Nilsson (*Swedbank Robur AB*), Carina Lundberg Markow (*Folksam Gruppen*), Hans Ek (*SEB Fonder*) and Anders Olsson as the 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 eight, with no deputy members. As Board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Johan Malmquist, Johan Stern and Maths Wahlström. Malin Persson shall be elected new member of the Board. As Chairman of the Board, Carl Bennet shall be re-elected.

Board member proposed for new election: Malin Persson, born 1968. Master of Science, Industrial Engineer and Management. Malin Persson is CEO of Chalmers University of Technology Foundation. Malin Persson has many years of experience from large Swedish industrial companies, including the Volvo Group. Malin Persson is currently member of the Boards of Becker Industrial Coating, Hexpol AB and Konecranes Plc, and has previously been chairman of the Board of Elicit AB and Board member of GreenCargo AB.

Board and Committee fees: Board fees, excluding remuneration for Committee work, shall amount to a total of SEK 4,400,000 of which SEK 1,100,000 to the Chairman and SEK 550,000 to each of the other Board members elected by the General Meeting who are not employees of the Getinge group. Work in the Audit Committee shall 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 be compensated with SEK 125,000 to the Chairman and SEK 92,000 to each of the other members.

DIVIDEND (item 11)

The Board and the CEO have proposed that a dividend of SEK 4.15 per share be declared. As record date for the dividend the Board proposes Tuesday 25 March 2014. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Friday 28 March 2014.

THE BOARD'S PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (item 16)

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.

THE BOARD'S PROPOSAL REGARDING AMENDMENTS OF THE ARTICLES OF ASSOCIATION (item 17)

The Board proposes that the AGM, in light of the planned transfer of the headquarters of the Getinge Group to Gothenburg, resolves to amend §§ 2 and 10 of the Articles of Association in accordance with the following.

Current wording

§ 2

Registered office

The registered office of the Board of Directors is in the municipality of Halmstad, Halland County, Sweden.

§ 10

General Meeting

The Chairman of the Board, or any other person appointed by the Board shall open the General Meeting and shall chair the meeting until a Chairman of the Meeting has been elected.

[...]

Proposed wording

§ 2

Registered office

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

§ 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 Board, shall chair the meetings until such time as a Chairman of the Meeting has been elected

[...]

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

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 resolution under items 16 and 17 will be available at the company and on the company's website, www.getingegroup.com, as from Thursday 27 February 2014 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; 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.

Getinge in February 2014

The Board of Directors of Getinge AB (publ)

GETINGE GROUP is a leading global provider of products and systems that contribute to quality enhancement and cost efficiency within healthcare and life sciences. We operate under the three brands of ArjoHuntleigh, GETINGE and MAQUET. ArjoHuntleigh focuses on patient mobility and wound management solutions. GETINGE provides solutions for infection control within healthcare and contamination prevention within life sciences. MAQUET specializes in solutions, therapies and products for surgical interventions, interventional cardiology and intensive care.

The information is such that Getinge AB must disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act.