

Proposals and statement by the Nomination Committee in Getinge AB in respect of the 2010 Annual General Meeting

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 smaller shareholders. The Nomination Committee in respect of the 2010 AGM has comprised Carl Bennet (*Chairman of the Committee; Carl Bennet AB*), Marianne Nilsson (*Swedbank Robur AB*), Bo Selling (*Alecta*), Anders Oscarsson (*AMF*), Pontus Bergekrans (*SEB Wealth Management*) and Olle Törnblom, representative of the minor shareholders. The composition of the Nomination Committee was announced on 16 October 2009 and all shareholders have had the possibility to approach the Nomination Committee with nomination proposals.

In accordance with a resolution at Getinge’s 2005 AGM, the Nomination Committee’s assignment is to submit proposals concerning the election of the Chairman of General Meetings, the election of the Chairman, 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 2010 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 shall remain unchanged at seven, without deputy members. Carl Bennet shall be re-elected as Chairman of the Board. Johan Bygge, Rolf Ekedahl, Carola Lemne, Johan Malmquist and Johan Stern shall be re-elected as Board members and Cecilia Daun Wennborg shall be elected as new member of the Board. Margareta Norell Bergendahl has declined re-election.

Board and committee fees: Board fees, excluding remuneration for committee work, shall be paid in a total of SEK 3,150,000, of which SEK 900,000 to the Chairman and SEK 450,000 to each of the other Board members elected by the Meeting who are not employees of the Group. Remuneration totalling SEK 630,000 shall be paid for work in the Audit Committee, of which SEK 210,000 to the Chairman and SEK 105,000 to each of the other members, while a total of SEK 270,000 shall be paid for work in the Remuneration Committee, of which SEK 110,000 to the Chairman and SEK 80,000 to each of the other members.

Information concerning all of the proposed members of Getinge’s Board is available on the company’s website, www.getingegroup.com.

3. Statement by the Nomination Committee

Prior to the 2010 AGM, the Nomination Committee has held 3 meetings at which minutes were kept. As a basis for its work, the Nomination Committee reviewed the annual accounts for the company's operations in 2009. In addition, the Nomination Committee reviewed the nomination proposals received and the evaluation conducted concerning 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.

After six years as member of the Board, Margareta Norell Bergendahl has declined re-election. The Nomination Committee is of the opinion that Margareta Norell Bergendahl should be replaced by a person with broad experience and good knowledge of the business and has proposed Cecilia Daun Wennborg, Vice President of Ambea AB and previously CEO of Carnea Vård och Omsorg AB, as new Board member.

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 remain unchanged at seven and that Carl Bennet (Chairman of the Board), Johan Bygge, Carola Lemne, Johan Malmquist, Rolf Ekedahl and Johan Stern shall be re-elected as Board members and Cecilia Daun Wennborg shall be elected as 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, all 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 two women and five men.

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 for independent Board members as stipulated in the Code. It is the opinion of the Nomination committee that Johan Malmquist, in his capacity as CEO, is to be regarded as dependent in relation to the company and executive management, and that Carl Bennet and Johan Stern as representative and Board member, respectively, of Getinge's principal owner Carl Bennet AB, are not to be regarded as independent in relation to major shareholders. The Nomination Committee deems the other proposed Board members – Johan Bygge, Rolf Ekedahl, Carola Lemne and Cecilia Daun Wennborg – to be independent in relation to the company, executive management and major shareholders.

Getinge in March 2010

The Nomination Committee of Getinge AB (publ)