

Minutes of the Annual General Meeting of
Shareholders in Getinge AB (publ) held in
Halmstad, Sweden, on April 20, 2006

§ 1

The Chairman of the Board, Carl Bennet, opened the Meeting.

§ 2

Carl Bennet was appointed Chairman to lead proceedings at the Meeting. It was noted that Getinge's Chief Financial Officer Ulf Grunander served as secretary at the Meeting.

The Chairman announced that the minutes of the Annual General Meeting would be published on the Company's website, at which the Meeting consented to any treatment of personal data in accordance with the Personal Data Act.

It was noted that a decision was made prior to the Annual General Meeting that, taking into account the composition of the group of shareholders, it was not necessary to provide for interpreting of proceedings into a foreign language or to provide the possibility of following the Meeting from another location.

§ 3

The shareholders recorded as present in the enclosed Appendix 1 had announced their intent to participate in the Meeting within the stipulated time. The list was approved as the list of shareholders entitled to vote at the Meeting.

§ 4

The proposed agenda published in the notification was approved by the Meeting.

§ 5

Anders Olsson, from the Swedish Shareholders' Association, and Bo Selling, representing AMF, were appointed to attest the minutes, jointly with the Chairman.

§ 6

A notice to shareholders to attend the Annual General Meeting had been published on March 17, 2006, in the *Swedish Gazette* (Post- och Inrikes Tidningar), *Svenska Dagbladet* and *Hallandsposten*. It was resolved that the Meeting was duly convened.

§ 7

The Chairman reported that the Board's and President's Annual Report with the accompanying Balance Sheet and Income Statement and the Consolidated Balance Sheet and Consolidated Income Statement for the 2005 fiscal year was distributed to all shareholders registered in the share register and that the aforementioned documents were also available at the Meeting. The meeting resolved that the aforementioned documents would be regarded as reported at the Meeting.

Authorized auditor Jan Nilsson presented the Auditors' Report and the Group Auditors' Report on the Annual Report, the consolidated financial statements, the accounts and the administration of the Board and the President for the 2005 fiscal year.

The Chairman reported on Corporate Governance matters within the Getinge Group and reported on the work of the Board and the work of the Remuneration Committee, including remunerations to Senior Executives for the 2005 fiscal year.

Fredrik Arp reported on the work of the Audit Committee for the 2005 fiscal year.

§ 8

The Chairman of the Board gave the floor to President Johan Malmqvist for a report on the 2005 fiscal year. In connection with this, Johan Malmqvist and Jan Nilsson responded to questions.

§ 9

The Meeting resolved to adopt the Income Statement and Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet as presented.

§ 10

The Board's proposal regarding the disposition of unappropriated earnings was presented, together with supporting statements.

The Meeting decided unanimously

to allocate unappropriated profits at the disposal of the Annual General Meeting, that is

Retained earnings	SEK 677,215,502
Profit for the year	<u>SEK 404,735,080</u>
Total	SEK 1,081,950,582

In accordance with the Board's and President's proposal to

pay to the shareholders a dividend of	
SEK 2.00 per share	SEK 403,747,840
carry forward	<u>SEK 678,202,742</u>
Total	SEK 1,081,950,582

to set the record date for the entitlement to dividends as April 25, 2006.

It was noted that the payments were expected to commence through VPC AB on April 28, 2006.

§ 11

The Board members and the President were discharged from liability for their administration of the Company in the 2005 fiscal year. All shareholders present voted to discharge of the Board of Directors and of the President from liability except for Teachers Retirement System of Texas, representing 454,468 shares and the corresponding number of votes. Teachers Retirement System of Texas did not wish to state any reason for its position. It was noted that the Board members of the President did not participate in this decision.

§ 12

Marianne Nilsson, Robur, reported on the work and the functions of the Nomination Committee. The Meeting resolved in accordance with the proposal of the Nomination Committee that the number of Board members would remain unchanged at seven.

§ 13

The Meeting resolved in accordance with the proposal of the Nomination Committee that fees to the members elected by the Annual General Meeting should be paid in an amount of SEK 2,375,000, of which SEK 650,000 would be paid to the Chairman, SEK 425,000 to the Vice Chairman and SEK 325,000 to each of the other members elected by the Annual General Meeting who are not employed in the Group. In addition, the Meeting resolved that fees for work in the Audit Committee should be paid in an amount of SEK 200,000, of which SEK 100,000 would be paid to the Chairman and SEK 50,000 to each of the other members, and that fees to the Remuneration Committee should be paid in an amount of SEK 100,000, of which SEK 50,000 should be paid to the Chairman and SEK 25,000 to each of the other members.

§ 14

It was noted that the Nomination Committee proposed the reelection of Carl Bennet as Chairman of the Board and Fredrik Arp as Vice Chairman and that it also proposed the reelection of Board members Carola Lemne, Johan Malmquist, Rolf Ekedahl, Margareta Norell Bergendahl and Johan Stern.

Marianne Nilsson informed the meeting that the other assignments of the Board members were presented in the Annual Report. The Meeting resolved that the assignments of the proposed Board members in other companies shall be regarded as presented at the Annual General Meeting.

For the period extending to the close of the next Annual General Meeting, the Meeting unanimously elected:

Board members: Fredrik Arp (Vice Chairman), Carl Bennet (Chairman), Rolf Ekedahl, Carola Lemne, Johan Malmquist, Margareta Norell Bergendahl and Johan Stern.

The Chairman informed the Meeting that the employee organizations appointed Arild Karlson and Anders Björk as members of the Board and Bo Sehlin and Jan Forslund as deputy members of the Board.

§ 15

Ulf Grunander presented the Board's proposal regarding changes to the Articles of Association as specified in Appendix 2.

The Meeting resolved unanimously to change the Articles of Associations in accordance with the Board's proposal.

§ 16

The Chairman presented the Board's proposal concerning the call option program as specified in Appendix 3.

The Meeting resolved unanimously to approve the call option program in accordance with the Board's proposal.

§ 17

On the initiative of the Chairman, the Meeting unanimously thanked the Company's President, the other members of management and the employees for an extraordinary effort during the 2005 fiscal year. Furthermore, the Chairman expressed his and the Company's gratitude to the departing employee representatives Bent Carlsen and Christer Mårdh.

The Chairman then declared the Meeting closed.

Minutes recorded by:

Ulf Grunander

Approved by
Carl Bennet
Anders Olsson
Bo Selling