

GETINGE GROUP

Getinge 23 March 2011

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 Wednesday 27 April 2011 at 4.00 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 Tuesday 19 April 2011, and
- notify the company of their intention to attend the Meeting by Tuesday 19 April 2011, preferably before 1.00 p.m. CET.

In order to participate in the meeting, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by 19 April 2011. 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 08 18, or on the company's website, www.getingegroup.com. The notice of attendance shall state name, personal identity number (corporate identity number), shareholding, telephone number and name of advisor, if any. An entrance card to be shown when registering for the meeting will be sent in confirmation of the notice of attendance. Shareholders represented by proxy must issue a document authorising the proxy to act on the shareholder's behalf. Such proxy should be submitted to the company before the meeting. 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 appropriation of the company's profit and the Board's motivated 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 Statement of Income and the Balance Sheet as well as the Consolidated Profit and Loss Account 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 of 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 regarding amendments to the Articles of Association
18. Closing of the Meeting

THE PROPOSAL OF THE NOMINATION COMMITTEE (item 2 and 13-15)

At the AGM 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 AGM 2011 consists of Carl Bennet (*Carl Bennet AB*), Marianne Nilsson (*Swedbank Robur AB*), Bo Selling (*Alecta*), Anders Oscarsson (*AMF*), Per-Erik Mohlin (*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 shall continue to be seven, with no deputy members. As Board members, re-election shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Rolf Ekedahl, Carola Lemne, Johan Malmquist and Johan Stern. As Chairman of the Board, Carl Bennet shall be re-elected.

Board and committee fees: Board fees, excluding remuneration for committee work, shall amount to a total of SEK 3,325,000, of which SEK 950,000 to the Chairman and SEK 475,000 to each of the other Board members elected by the meeting who are not employees of the Getinge group. A total of SEK 660,000 shall be paid for the work in the Audit Committee, of which SEK 220,000 to the Chairman and SEK 110,000 to each of the other members. A total of SEK 285,000 shall be paid for work in the Remuneration Committee, of which SEK 115,000 to the Chairman and SEK 85,000 to each of the other members.

DIVIDEND (item 11)

The Board and the CEO have proposed that a dividend of SEK 3.25 per share be declared. As record date for the dividend the Board proposes Monday 2 May 2011. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Thursday 5 May 2011.

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 TO THE ARTICLES OF ASSOCIATION (item 17)

The Board proposes that the AGM, due to changes in the Swedish Companies Act, resolves to amend the Articles of Association in accordance with the following.

- A new second sentence is proposed in § 8: *"The assignment as auditor shall apply until the end of the Annual General Meeting that is held during the fourth financial year after the election of the auditor."*
- In § 9 it is proposed that the current first paragraph and the time limitation "1:00 p.m." are deleted, meaning that the Swedish Companies Act's provisions on time for convening General Meetings will apply. The current second paragraph of § 9 is proposed to read as follows: *"Notice of a General Meeting of shareholders shall be issued through announcement in the Official Swedish Gazette (Post- och Inrikes Tidningar) and by making the notice available on the company's website. The company shall announce in Svenska Dagbladet that notice has been issued."*
- A new second paragraph is proposed in § 11: *"The Board may resolve, ahead of a General Meeting of shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the Meeting."*
 - In addition, certain consequential amendments of editorial nature are proposed in §§ 10 and 11.

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

DOCUMENTS AND OTHER INFORMATION

The accounting material and the Auditor's Report and other documents pursuant to item 7, the Board of Directors' reasoned statement under item 11 and the complete proposals for the resolutions under items 16 and 17 will be available at the company and on the company's website, www.getingegroup.com, as from Wednesday 6 April 2011 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.

For more information:

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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 and intensive care.