

**GETINGE AB AGM Date: 2013-03-21**

**2 Election of Chairman of the Meeting** **For**

**3 Preparation and approval of the voting list** **For**

**4 Approval of the agenda** **For**

**5 Election of two persons to approve the minutes** **For**

**6 Determination of compliance with the rules of convocation** **For**

**10 Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet** **For**

**11 Approve the dividend** **For**

**12 Discharge the Board of Directors and the CEO** **For**

**13 Set the number of board directors** **For**

**14 Approve fees payable to the Board of Directors** **For**

**15 Election of the Board of Directors** **Oppose**

Shareholders are being asked to elect the members of the Board. In Sweden, it is common practice for board members to be elected using a slate system. If there are concerns over the lack of independent representation on the Board, then shareholders are recommended to oppose the slate where an insufficient number of independent directors are included.

The Nomination Committee proposes that the meeting shall re-elect all Board members. Reelection shall be made of Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Carola Lemne, Johan Malmquist, Johan Stern and Mats Wahlström. As Chairman of the Board, Carl Bennet shall be reelected.

Not counting the employee representatives, there is insufficient independent representation on the Board. Additionally, there is a concern that Carl Bennet, the Chairman is also the controlling Shareholder. Another concern is that a third of the Board have time commitment issues. Therefore, we oppose.

**16 Resolution regarding Guidelines for Remuneration to Senior Executives** **Oppose**

The Board proposes to resolve upon the guidelines for remuneration to senior executives. Total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits. Variable remuneration shall be connected to predetermined and measurable criteria. In addition, to the variable remuneration, approved share or share-related incentive programmes may occasionally be implemented. The company has not disclosed any conditions, caps and performance indicators. Furthermore, the board has discretion to deviate from the guidelines. Based on limited disclosure, we oppose.