

# Corporate Governance Report

Getinge AB (publ) is a Swedish public limited liability company, Corp. Reg. No. 556408-5032, that is listed on Nasdaq Stockholm. The company has its registered office in Gothenburg Municipality. The company applies the Swedish Corporate Governance Code and hereby presents the Corporate Governance Report for 2019. This Corporate Governance Report is reviewed by the company's auditors. The review is presented in the auditor's report on pages 121–125.

## Introduction

Getinge is a global provider of innovative solutions for operating rooms, intensive-care units, sterilization departments and for life science companies and institutions. Based on our first-hand experience and close partnerships with clinical experts, healthcare professionals and medtech specialists, we are improving everyday life for people, today and tomorrow. The Group serves over 38 countries and conducts proprietary production in seven countries.

The Group's customers are found primarily in the healthcare and life science areas, where products are often pivotal to the quality and efficiency of operations.

Accordingly, confidence in Getinge and its products is decisive for continued sales successes.

Corporate governance is aimed at ensuring the continued strong development of the company and, consequently, that the Group's operations fulfill its obligations to shareholders, customers, employees, suppliers, creditors and society.

The Group's corporate governance and internal regulations provide frameworks for achieving business objectives and strategies. The Group's risks are well-analyzed and risk management is integrated in the work of the Board and in operational activities.

Getinge's organization is designed to be able to react promptly to market changes. Accordingly, operational decisions are made on a decentralized basis, while overriding decisions concerning strategy and direction are made by Getinge's CEO, with the assistance of the Getinge Executive Team.

## External and internal regulations

The Group's corporate governance is based on Swedish legislation, as well as on the Swedish Corporate Governance Code ("the Code"), which is available at [corporate-governanceboard.se](http://corporate-governanceboard.se). Getinge complies with the Code's regulations and presents an explanation for any deviation from the Code's regulations in 2019, based on the version of the Code per December 31, 2019. In addition to the Code, the Group's corporate governance is based on Nasdaq Stockholm's Rulebook for Issuers, available at [nasdaqomxnordic.com](http://nasdaqomxnordic.com), and the Swedish Securities Council's rulings on good practice on the Swedish stock market, available on [aktiemarknadsnamnden.se](http://aktiemarknadsnamnden.se). This report summarizes how corporate governance is structured and how it has been carried out and developed in the Group during the 2019 fiscal year.

The internal steering documents relating to Getinge's corporate governance include Getinge AB's Articles of Association, instructions and formal work plan for the Board of Directors, Board Committees and CEO, the Group's Code of Conduct, and various Group-wide steering documents such as policies, directives and instructions on several topics.

The company's Articles of Association are available on the Group's website: [www.getinge.com](http://www.getinge.com).

## Share and shareholders

The number of shares in the company increased to 272,369,573, of which 18,217,200 are Class A shares with each share carrying entitlement to ten votes and 254,152,373 are Class B shares with each share carrying

entitlement to one vote. All shares carry the same dividend entitlement. The company's Class B shares are admitted to trading on Nasdaq Stockholm and the share is included in the Nasdaq Nordic Large Cap segment and the OMXS30 index.

The largest shareholder, Carl Bennet, held 20.00% of the shares outstanding at year-end 2019 and 50.10% of all votes in the company, making him the only direct or indirect shareholder with a holding in the company representing over one tenth of the number of votes for all of the shares in the company.

For information about shareholders and the Getinge share, see the Annual Report pages 132–133 and [www.getinge.com](http://www.getinge.com).

## General Meeting of Shareholders

Shareholders can exert their influence at the Annual General Meeting (AGM) and, when applicable, at an Extraordinary General Meeting. General Meetings are Getinge's highest decision-making bodies. A General Meeting of Shareholders will be held in the location that the Board has its registered office (Gothenburg Municipality, Västra Götaland County) or in Halmstad Municipality, Halland County. A General Meeting of Shareholders will be convened by publishing notice in Post- och Inrikes Tidningar and on the company's website. An announcement is to be made in Svenska Dagbladet that notice of the Meeting has been published. All shareholders registered in the shareholders' register five days before the Meeting and who have notified their attendance to the Meeting before the time given in the notice are entitled to participate in the Meeting and exercise

their voting rights in full. Shareholders who are not able to personally attend can be represented by proxy. A shareholder who wishes to have a matter put forward at the General Meeting of Shareholders must submit a written proposal to the Board in a timely manner so that the proposal can be included in the notice of the Meeting.

The AGM must be held within six months of the end of the fiscal year. At the AGM, the shareholders exercise their voting rights in key issues, such as the adoption of income statements and balance sheets, allocation of the company's earnings, discharge from liability of members of the Board and the CEO, election of Board members and auditors, fees to Board members and auditors and the establishment of guidelines for remuneration to senior executives.

#### 2019 Annual General Meeting

The 2019 Annual General Meeting (AGM) was held on April 23 in the Kongresshallen at Hotel Tylösand, in Halmstad, Sweden. A total of 709 shareholders, representing approximately 60.84% of the number of shares and 75.56% of the total number of votes in the company attended the AGM. Board Chairman Carl Bennet was elected Chairman of the Meeting. All of the Board members elected at the AGM and the employee representatives and their deputy members were present as well as the company's CEO, auditor and representatives from the Nomination Committee. The minutes from the AGM are available on Getinge's website: [www.getinge.com](http://www.getinge.com).

The decisions made by the AGM include:

- Adoption of the income statements and balance sheets presented for the Parent Company and the Group.
- Dividend in accordance with the Board's and the CEO's proposal of SEK 1.00 per share for the 2018 fiscal year
- Adoption of the remuneration to Board members and the auditor
- Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Johan Malmquist, Mattias Perjos, Malin Persson and Johan Stern were reelected to the Board.
- Johan Malmquist was elected the new Chairman of the Board
- Öhrlings PricewaterhouseCoopers AB was reelected auditor for Getinge until the conclusion of the 2020 AGM
- Guidelines for the remuneration to senior executives.

#### 2020 Annual General Meeting

The 2020 Annual General Meeting (AGM) was held on April 22 in the Kongresshallen at Hotel Tylösand, in Halmstad, Sweden. The date and location of the AGM was published on the company's website in conjunction with the publication of the interim report for the third quarter. The website also states that shareholders who would like to have a matter addressed at the AGM must submit a motion by March 4, 2020, at the latest. Shareholders who are entered in the shareholders' register (managed by Euroclear Sweden AB) by April 16, 2020, and who have notified their intention to participate at the AGM have the right to do so in person or by proxy.

#### Nomination Committee

The Nomination Committee's task is to put forward proposals ahead of the AGM, regarding the election of the Chairman of the AGM, the Chairman of the Board and other members of the Board, election of auditors, as well as fees for Board members and auditors. Pursuant to a resolution by the company's 2005 AGM, the Nomination Committee is to comprise Getinge AB's Chairman and representatives of the five largest shareholders at August 31, as well as a representative for minority shareholders.

The composition of the Nomination Committee was published on October 18, 2019. Ahead of the 2020 AGM, the Nomination Committee comprises representatives for the four largest owner-registered shareholders in terms of the number of votes as well as a representative for minority shareholders and the Chairman of the Board. The composition is a deviation from the instructions for the Nomination Committee. The reason for this is that such a composition of the Nomination Committee is deemed to be more appropriate with respect to the ownership structure as per August 31, 2019. No change to the composition of the Nomination Committee has occurred since.

The Nomination Committee ahead of the 2020 AGM is comprised of Johan Malmquist, Getinge AB's Chairman; Carl Bennet, Carl Bennet AB; Per Colleen, Fourth Swedish National Pension Fund; Mikael Berglund, Incentive; Marianne Nilsson, Swedbank Robur and Viveka Ekberg, representing minority shareholders.

Carl Bennet was appointed Chairman of the Nomination Committee ahead of the 2020 AGM. No remuneration is paid to members of the Nomination Committee, and the members have affirmed that there are no conflicts of interest that affect their assignment on the Committee.

The Nomination Committee has held three minuted meetings ahead of the 2020 AGM. The members of the Nomination Committee have maintained contact and engaged in telephone dialog with one another between meetings. The Nomination Committee has addressed all the matters that the Nomination Committee must address in accordance with the Swedish Corporate Governance Code. The Nomination Committee has also, with the purpose of fulfilling its obligation to provide information to shareholders, informed the company on how the Nomination Committee conducted its work and of the proposals the Nomination Committee has decided to submit. As a basis for its work, the Nomination Committee studied the financial statements for the company's oper-

ations in 2019. The Nomination Committee has also studied the nomination proposals received and the evaluation of the Board of Directors as well as the work it has carried out. In addition, the Nomination Committee has conducted interviews with some of Board members elected by the AGM. The results of the evaluation of the Board of Directors have been presented in their entirety to the Nomination Committee and, together with the interviews conducted by the Nomination Committee, demonstrated that the current Board members have a wide set of skills, with solid industry know-how and financial expertise, as well as knowledge about sustainability aspects, international circumstances and markets that are relevant for the company. The evaluation also showed that the rate of attendance at the Board's meetings has been high, and that all the Board members have displayed a high level of commitment. Additional information on the Nomination Committee's work is presented in the Nomination Committee's report ahead of the 2020 AGM.

The Nomination Committee has applied rule 4.1 of the Code as its diversity policy in preparing proposals of Board members. The aim of the policy is that the Board is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances and to exhibit diversity and breadth of qualifications, experience and background, and strive for an equal gender distribution. The Nomination Committee's proposal to Board members, remuneration to the Board of Directors and election of auditors and other relevant proposals are submitted together with the notice of the forthcoming 2020 AGM.

Ahead of the 2019 AGM, the Nomination Committee proposed reelection of Board members Johan Malmquist, Carl Bennet, Johan Bygge, Cecilia Daun Wennborg, Barbro Fridén, Dan Frohm, Sofia Hasselberg, Mattias Perjos, Malin Persson and Johan Stern. The 2019 AGM resolved to appoint Board members in accordance with the Nomination Committee's proposal, entailing that ten members were elected,

## Board of Directors and Committees in 2019

Member	Year elected	Dependent <sup>1)</sup>	Committees		Attendance		
			Auditing Committee	Remuneration Committee	Board meetings	Auditing Committee	Remuneration Committee
Johan Malmquist, Chairman*	2016	●		Chairman	16/16		3/3
Carl Bennet, Vice Chairman**	1989	●		Member	16/16		2/3
Johan Bygge	2007			Chairman	16/16	7/7	
Cecilia Daun Wennborg	2010			Member	15/16	7/7	
Barbro Fridén	2017			Member	15/16		3/3
Dan Frohm	2017	●		Member	16/16	7/7	3/3
Sofia Hasselberg	2017			Member	16/16	7/7	
Mattias Perjos	2017	●			16/16		
Malin Persson	2014			Member	15/16		2/3
Johan Stern***	2004	●		Member	16/16		3/3
<i>Board members appointed by employees</i>							
Peter Jörmalm	2012				16/16		
Rickard Karlsson	2013				16/16		
Åke Larsson, suppleant	2014				16/16		
Maria Grehagen Hedberg, (deputy)	2014				11/16		

1) As defined by the Swedish Corporate Governance Code

- Dependent in relation to major shareholders: owners and chairman of Getinge's main owner Carl Bennet AB
- Dependent in relation to the company and company management: former President and CEO of Getinge
- Dependent in relation to the company and company management: Getinge's President and CEO
- Dependent in relation to major shareholders: board member of Getinge's principal owner Carl Bennet AB

\* Chairman of the Board and the Remuneration Committee after the AGM 2019.

\*\* Chairman of the Board and the Remuneration Committee until the AGM 2019. Deputy Chairman after the AGM 2019.

\*\*\* Vice Chairman until the 2019 AGM.

of whom four are women and six men (40% and 60%, respectively). Johan Malmquist was appointed Chairman of the Board in accordance with the Nomination Committee's proposal.

Shareholders who wished to submit proposals to Getinge's 2020 Nomination Committee have been able to contact the Nomination Committee by e-mail at valberedningen@getinge.com or by mail: Getinge AB (publ) Nomination Committee, Box 8861, SE-402 72 Gothenburg, Sweden.

**Board of Directors**

According to the Articles of Association, Getinge's Board of Directors is to comprise not fewer than three and not more than ten members, with not more than ten deputy members. The Board members are elected annually at the AGM to serve for the period up to and including the next AGM. Employees have the right to appoint two representatives and two deputy members to the Board.

In 2019, Getinge's Board comprised ten members elected at the AGM and two

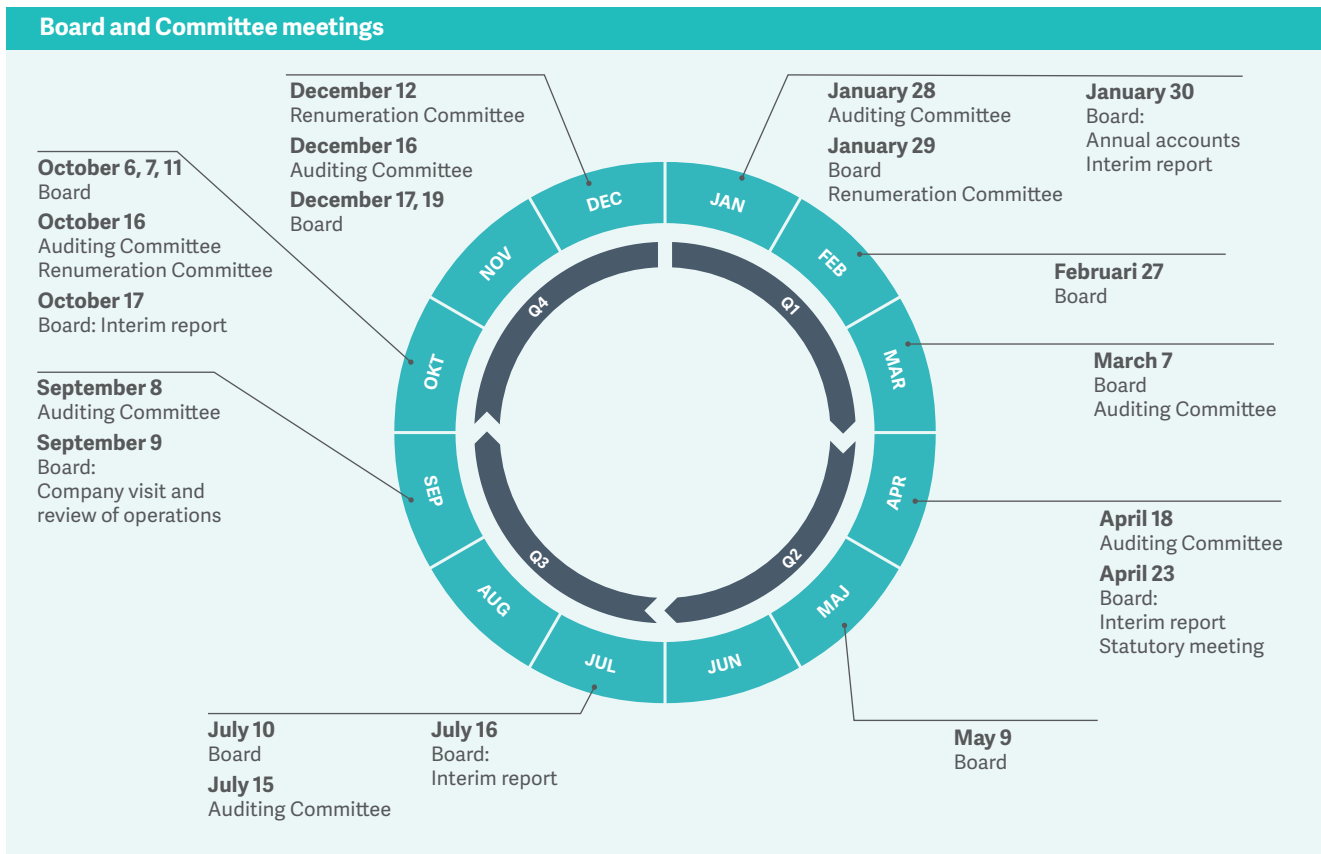
employee representatives as well as two deputy members for the employee representatives. The CEO is one of the members elected by the AGM and is responsible for submitting reports at the Board meetings. The Group's Finance Director and Chief Financial Officer is also responsible for submitting reports at the Board meetings and the Group's Head of Corporate Legal serves as Secretary for the Board, with the exception of instances where there is a conflict of interest or where it is otherwise inappropriate for them to attend. Other senior executives also participate when needed.

The work of the Board is governed mainly by the Swedish Companies Act, the Code and the Board's formal work plan. Primarily, the Board is responsible for the organization of the company and the management of its affairs. In carrying out its duties, the Board must safeguard the interest of all its shareholders. It is also the Board's duty and responsibility to ensure that this Corporate Governance Report is prepared.

The Board's formal work plan is approved each year at the statutory Board meeting. According to the current applicable formal work plan, the Board will have approximately seven scheduled meetings during the fiscal year. In addition, the formal work plan will also determine the distribution of work and responsibility between the Board, the Chairman, Board Committees and the CEO as well as when and how the Board is to receive information and documentation for its work and to allow the Board to make well-founded decisions.

The Board of Directors has established a Remuneration Committee and an Auditing Committee. The Committees are to be viewed as executive committees to the Board and do not assume the responsibility that lies with the Board as a whole.

The Board held its statutory meeting on April 23, 2019 and convened 16 times during the year, with an average attendance rate of 98% of the AGM-elected members.



At its scheduled meetings, the Board addresses fixed agenda items in accordance with the Board's formal work plan and annual plan. Accordingly, the Board has addressed the Group's long-term objectives, strategy and risks and risk management, adopted corporate governance documents and focused on sustainability issues, the financial plan and investment plan, the annual accounts and financial reports. The Board has also continuously addressed business situation and financial issues, ethics and compliance, as well as quality and regulatory issues. During the year, the Board addressed issues related to the economic climate, cost issues, company acquisitions and other investments as well as succession planning and talent development and overall organizational issues.

The Board has met without the presence of the CEO or any other individual from executive management or the company's auditors at one of its meetings. The Board continuously evaluates the work of the CEO and devotes one meeting every year to this matter without the presence of anyone from executive management.

Ahead of the 2019 AGM, the Board's former Chairman, Carl Bennet, chose to decline reelection as Chairman of the Board. The 2019 AGM elected Johan Malmquist as the new Chairman of the Board and Carl Bennet was elected by the Board as Vice Chairman at the statutory meeting. The Chairman's role is to lead and manage the Board's work and to ensure that this

is conducted in an organized and efficient manner. It involves ensuring that the Board fulfills its responsibilities and monitors the development of the company, and ensuring that the Board continuously receives the information required for the Board to perform its work while maintaining the same level of quality in accordance with applicable regulations.

The Chairman of the Board does not participate in the operational management of the company. According to rules 4.4 and 4.5 of the Code, the majority of the elected Board members are to be independent in relation to the company and its management and at least two of these members are also to be independent in relation to the Group's largest shareholders. The Nomination Committee believes that the Board's composition in Getinge AB during 2019 meets the requirements for independent members as stipulated by the Code.

The Nomination Committee has observed that Mattias Perjos, in his capacity as CEO, and Johan Malmquist, in his capacity as former CEO, are to be regarded as dependent in relation to the company and executive management, and that Carl Bennet, Johan Stern and Dan Frohm as representatives and Board members of Getinge AB's principal owner Carl Bennet AB, are to be regarded as dependent in relation to the largest shareholders. Other Board members are deemed to be independent in relation to the company, executive management and the largest shareholders.

The Board members' individual shareholdings, their independence in relation to the company, executive management and the largest shareholders as well as their other assignments in other companies are presented in the table on the previous two facing pages and in the presentation of Board members on pages 66–67.

The Board carries out an annual evaluation of its work for the purpose of evolving its methods and effectiveness. The evaluation has, as in previous years, been based on a survey. Additionally, the Chairman of the Board carries out individual interviews with the members. The results and analysis of this has been reported to the Board and followed up on with discussions and identification of focus areas moving forward. It can be noted that the Nomination Committee has read the report in its entirety as well as the Board's conclusions.

### Remuneration Committee

In 2019, Getinge AB's Remuneration Committee comprised Board members Johan Malmquist (Chairman), Carl Bennet, Johan Stern, Barbro Fridén, Malin Persson, and Dan Frohm. Except for Johan Malmquist, who in his capacity as former CEO is to be considered to be dependent in relation to the company and executive management, all other members of the Remuneration Committee are independent in relation to the company and executive management.

The Committee will, under normal circumstances, hold three meetings per year.

### Fees for Board and Committees 2019, SEK

	Board fee	Remuneration Committee fee	Auditing Committee fee	Total
Johan Malmquist, ordförande	1,184,000	125,000		1,309,000
Carl Bennet, vice ordförande	592,000	92,000		684,000
Johan Bygge	592,000		260,000	852,000
Cecilia Daun Wennborg	592,000		130,000	722,000
Barbro Fridén	592,000	92,000		684,000
Dan Frohm	592,000	92,000	130,000	814,000
Sofia Hasselberg	592,000		130,000	722,000
Malin Persson	592,000	92,000		684,000
Johan Stern	592,000	92,000		684,000
<b>Totalt</b>	<b>5,920,000</b>	<b>585,000</b>	<b>650,000</b>	<b>7,155,000</b>

Ahead of the 2020 AGM, the Committee held three minuted meetings and remained in informal contact. The attendance of members at the Committee meetings are presented in the table on page 60.

Following written instructions, the Remuneration Committee's duties include preparing questions concerning remuneration principles and remuneration and other employment terms and conditions for the CEO and other members of the Getinge Executive Team. The Committee also prepares proposals to the Board on the guidelines for the remuneration to senior executives, which the Board submits for decision at General Meetings. In addition, the Committee follows and evaluates ongoing and completed variable remuneration programs for the Getinge Executive Team during the year and the application of the guidelines for remuneration to senior executives resolved at the AGM. The Remuneration Committee is also a standing committee in issues concerning succession planning and talent development.

### Auditing Committee

In 2019, Getinge AB's Auditing Committee comprised Board members Johan Bygge (Chairman), Cecilia Daun Wennborg, Sofia Hasselberg and Dan Frohm who were all members for the entire year.

All members of the Auditing Committee were independent in relation to the company, executive management and the company's largest shareholders, with

the exception of Dan Frohm, who is not considered to be independent in relation to the company's largest shareholders. The composition of the Committee is set up to meet the qualification criteria that is placed on accounting or auditing expertise. The Committee will, under normal circumstances, hold six meetings per calendar year.

The Auditing Committee follows written instructions and its activities are to meet the requirements of the Swedish Companies Act and the EU Audit Regulation. The Auditing Committee is a standing committee in the contact between the Board and the auditors, and continuously reports on its work to the Board. The Committee's tasks include assisting the Nomination Committee with preparing proposals for resolutions by the General Meeting on election of auditors and fees to audits, for which the Committee is to monitor that the auditor's mandate period does not exceed applicable rules, procure the audit and present a recommendation to the Nomination Committee in accordance with the EU Audit Regulation. The Auditing Committee is also to publish guidelines on non-audit services provided by the auditors and, in applicable cases, approve the provision of such services in accordance with these guidelines. The Auditing Committee is also to examine and monitor the independence of the auditors and pay particular attention to whether the auditors provide other non-audit services and

otherwise evaluate the auditing activities. In addition, the Auditing Committee is involved in planning the external audits and continuously consults and confers with the external auditors. Among the Auditing Committee's tasks is to examine and monitor the consolidated financial statements and prepare the financial reports that the company provides externally as well as monitor the efficiency of the company's internal control, financial risk management and internal audit. The Committee also discusses the company's significant financial risk exposure and measures to be taken to limit, monitor and control such exposures with the company's auditor and executive management.

The Committee held (seven) minuted meetings in 2019, including informal contact when necessary. The Auditing Committee has continuously addressed all the issues that the Committee must address in accordance with the formal work plan. The attendance of members at the Committee meetings are presented in the table on the previous two facing pages. The company's auditor participated in all meetings convened by the Auditing Committee. Jointly with the auditor, the Committee discussed and established the scope of the audit. Additionally, the company's internal auditors have participated in every meeting with the Committee to the extent to which has been deemed relevant.

### External auditor

Getinge AB's auditor is elected at the AGM. The auditor will review the Annual report, financial statements and the consolidated financial statements as well as the management by the Board and CEO in accordance with generally accepted auditing standards. After every fiscal year an auditor's report is presented to the Parent Company and a Group auditor's report is presented to the General Meeting. At the 2019 AGM, the registered accounting firm Öhrlings PricewaterhouseCoopers AB was elected auditor. The auditor in charge is the authorized public accountant Johan Rippe. The co-auditor is the authorized public accountant Eric Salander.

The current mandate period expires at the 2020 AGM. The auditors report to the Auditing Committee and the Board on their findings. In addition to standard audit assignments, Öhrlings PricewaterhouseCoopers AB provides advisory services and performs investigations. Such assignments take place in accordance with the regulations determined by the Auditing Committee for approval of the nature and scope of the services and the fees for such services. The performed assignments are not deemed to have given rise to a conflict of interest. Details about the amounts of remuneration paid to auditors are presented in Note 5.

### CEO and Getinge Executive Team

It is the CEO's responsibility to implement and ensure that the strategies, business plans and operational objectives agreed on by the Board are carried out. It is also the CEO's responsibility to keep the Board up to date with information and essential management information, to submit reports at the Board meetings while keeping the Board and Chairman continually updated about the Group's and company's

financial position and future development opportunities. The CEO is supported by the Getinge Executive Team comprising presidents of the business areas, global sales and Group-wide support functions. At year-end 2019, Getinge Executive Team comprised nine individuals. These people are presented on pages 68–69 in this Annual Report. The Getinge Executive Team held seven meetings in 2019 and remained in continuous contact between meetings. The focus of the meetings was mainly the Group's strategic and operational performance, monitoring results and quality issues.

### Operating activities

Getinge's operating activities comprise the business areas of Acute Care Therapies, Life Science and Surgical Workflows as well as a global and shared sales organization that aims to capitalize on synergies in sales. Each operating unit at Getinge is headed by a management team responsible for the operations of each unit. The operational management team is the function below the Getinge Executive Team that is responsible for ensuring and monitoring that the decisions made are carried out.

Getinge's synergy functions are located centrally in the Group to coordinate finance, IT, legal, human resources, communication and marketing, purchasing, logistics and shared services, quality and ethics & compliance. These functions are responsible for supporting and monitoring the development of the company.

### Internal Control and risk management

#### Description

At Getinge, internal control over the financial reporting is an integral part of corporate governance. It comprises processes

and methods to safeguard the Group's assets and accuracy in the financial reporting, and in this manner, protects the shareholders' investment in the company.

### Control environment

Getinge's organization is designed to quickly respond to changes in the market. Operational decisions are thus made on a decentralized basis, while decisions on strategy, focus, acquisitions and overall financial issues are made by Getinge Group's Board and the Getinge Executive Team. The internal control over the financial reporting at Getinge is designed to manage these conditions. The basis of the internal control over the financial reporting comprises the control environment, including the organization, decision-making channels, authorities and the responsibilities that are documented and communicated in steering documents. Each year, the Board adopts a formal work plan that regulates the duties of the Chairman and the CEO. The Board has established an Auditing Committee to increase knowledge of the level of transparency and control of the company's accounts, financial reporting and risk management, and a Remuneration Committee to manage remuneration to company management. Each business area and the sales organization has one or more administrative centers that are responsible for the day-to-day handling of transactions and accounting. Each business area and the sales organization has a financial manager, who is responsible for the financial control and for ensuring that the financial statements are accurate, complete and submitted in good time prior to consolidated reporting.

### Risk assessment

By conducting quantitative and qualitative risk analyses based on the offering and

operations, Getinge can identify the key risks that could threaten the achievement of business and financial targets. In addition, several units in each business area and in the sales organization are analyzed to gain a more detailed understanding of the actual application of the existing rules and regulations. Accordingly, measures to minimize identified risks are formulated centrally within the Group.

In 2019, Getinge has continued its work to raise risk awareness and to more efficiently manage identified risks.

The Group-wide risk analysis carried out in 2019 identified the following opportunities and risks:

- Digitalization of product offering
- Quality
- Sales via third-party distributors
- Regulatory changes for product certification
- Changes in demand and remuneration models for Getinge's customers
- Supplier relationships
- Technology shifts
- Company culture
- Platforms and processes
- Ethical and legal risks
- Financial risks

In 2019, Getinge continued its extensive efforts to strengthen risk identification, preventive measures and management through internal revision.

#### Control activities

The identified risks related to financial reporting are handled by the company's control activities. For example, there are automated controls in IT-based systems that manage authority levels and rights to authorization, as well as manual controls, such as duality in the day-to-day recording of transactions and closing entries. Detailed financial analyses of results and follow-ups against plan and forecasts

supplement the operation-specific controls and provide overall confirmation of the quality of the financial reporting. The Group follows standardized templates and models to identify and document processes and controls. In 2019, processes, roles and responsibility in connection with internal control of financing reporting were clarified.

#### Information and communication

The Group has information and communication procedures to promote completeness and accuracy in the financial reporting. Steering documents, manuals and work descriptions are available on the company's intranet and/or in printed form. Information regarding the efficiency of the internal controls in the Group is regularly reported to the relevant parties within the organization.

#### Follow-up and monitoring

The finance department and management perform monthly analyses of the financial reporting at a detailed level. The Auditing Committee follows up the financial reporting at its meetings and the company's auditors report on their observations and provide recommendations. The Board receives financial reports on a monthly basis and the company's financial position is discussed at every Board meeting. The efficiency of the internal control activities for the financial reporting is followed up centrally in the Group every year and comprises an assessment of the formulation and operative function of key control elements that have been identified and documented.

#### Self-assessment and validation

Since 2006, Getinge Group works with a formalized process for the follow-up and evaluation of the effectiveness of

documentation and control activities. The control comprises both a self-assessment and validation of the self-assessments. Validation is performed centrally by the internal control function.

In 2019, a self-assessment was performed at the units whose combined net sales amounts to 92% of the Group's total net sales. In conjunction with the standard audits, the auditors conducted an in-depth validation of the internal control environment. The self-assessment and validation function encompass the processes relating to financial reporting, production, inventories, tangible and intangible assets, sourcing and revenues from products and services. The system of self-assessment and validation provides the Board with a proper overview of how the Group manages different flows of information and reacts to new information, and how the various control systems function.

#### Outcome 2019

The follow-up of the internal control in 2019 indicated that documentation and control activities over the financial reporting were, in all material respects, established at the validated companies.

#### Follow-on work

Over the next year, the continuing work related to internal control in Getinge will principally focus on risk assessment, control activities and follow-up/monitoring. Based on the outcome of the company-wide risk analysis carried out annually, resources will continue to be assigned to documenting additional critical processes and control activities. Depending on the outcome of the implemented self-assessment and risk analysis, it may be necessary to address reported shortcomings.



# Board of Directors



## Johan Malmquist (1961)

Board member elected by AGM, Chairman of the Board

B.Sc. (Business Administration)

Assignments on Getinge's Board: Chairman of the Board. Chairman of the Remuneration Committee. Board member since 2016.

Other assignments: Chairman of Arjo AB. Board member of Elekta AB (publ.), Mölnlycke Health Care AB, the Dunker Foundations, Stena Adactum AB, Trelleborg AB and Chalmers University of Technology Foundation.

Previous assignments: President and CEO of Getinge from 1997 to 2015, Business Area Director within Getinge, President of Getinge Group's French subsidiary, President of subsidiaries in Electrolux.

Shareholding (own and related parties): 90,000 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.



## Carl Bennet (1951)

Board member elected by AGM, Vice Chairman of the Board

B.Sc. (Business Administration), Dr. Tech. h.c.

Assignments on Getinge's Board: Chairman of the Board 1997–2019. Chairman of the Nomination Committee. Member of the Remuneration Committee. Board member since 1989.

Other assignments: CEO and Chairman of the Board of Carl Bennet AB, Chairman of the Board of Elanders AB and Lifco AB. Vice Chairman of Arjo AB. Board member of Holmen AB and L E Lundbergföretagen.

Previous assignments: President and CEO of Getinge.

Shareholding (own and related parties): Holds 18,217,200 Class and 36,332,969 Class B shares.



## Johan Bygge (1956)

Board member elected by AGM

B.Sc. (Business Administration)

Assignments on Getinge's Board: Chairman of the Auditing Committee. Board member since 2007.

Other assignments: Chairman of PSM International, China, Vice Chairman of Nobina AB. Member of Board Lantmännen and AP3 Fund.

Previous assignments: Chairman of EQT Asia Pacific, COO EQT, CFO of Investor AB, Executive Vice President of Electrolux AB and CFO of Electrolux AB.

Shareholding (own and related parties): 10,000 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.



## Cecilia Daun Wennborg (1963)

Board member elected by AGM

M.Sc. (Business Administration)

Assignments on Getinge's Board: Member of the Auditing Committee. Board member since 2010.

Other assignments: Board member of companies including ICA Gruppen AB, Loomis AB, Bravida Holding AB, Hoist Finance AB, Oncopeptides AB, Atvexa AB and Sophiahemmet. Member of the Swedish Securities Council.

Previous assignments: Deputy CEO of Ambea AB, CEO of Carema Vård och Omsorg AB, acting CEO of Skandia-banken, Head of Swedish Operations at Skandia and President of Skandia Link.

Shareholding (own and related parties): 4,500 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.



## Barbro Fridén (1956)

Board member elected by AGM

Licensed physician, M.D.

Assignments on Getinge's Board: Member of the Remuneration Committee. Board member since 2017.

Other assignments: Board member of companies including Apoteket AB, Helsa AB, Sophiahemmet. Consultant and Advisor.

Previous assignments: Board member in companies like Vitrolife AB and leading positions in healthcare such as CEO of Sheikh Khalifa Medical City, United Arab Emirates and CEO of Sahlgrenska University Hospital, Sweden.

Shareholding (own and related parties): 300 Class B shares.

Synthetic options: 72,463 attributable to Class B shares.



## Dan Frohm (1981)

Board member elected by AGM

M.Sc. (Industrial Engineering and Management).

Assignments on Getinge's Board: Member of the Auditing Committee. Member of the Remuneration Committee. Board member since 2017.

Other assignments: CEO of DF Advisory LLC. Board member of Arjo AB, Carl Bennet AB, Elanders AB and Swedish-American Chamber of Commerce, Inc.

Previous assignments: Management consultant at Applied Value LLC in New York.

Shareholding (own and related parties): 149,510 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.



## Maria Grehagen Hedberg (1958)

Deputy Board member, representative of the Swedish Metalworkers' Union Assembly

Assignments on Getinge's Board: Deputy representative 2014–2019. Employed at Maquet Critical Care AB

Shareholding (own and related parties): Holds no shares.

*Since the accounts of 2019, Maria Grehagen Hedberg is no longer a deputy member of the board. It is with great sadness that we announce that Maria Grehagen Hedberg passed away in February 2020. Our thoughts go to family, friends and colleagues.*



## Sofia Hasselberg (1983)

Board member elected by AGM

M.D.

Assignments on Getinge's Board: Member of the Auditing Committee. Board member since 2017.

Other assignments: Director, Head of Digital and Customer Solutions at MSD AB.

Previous assignments: Vast experience as a senior adviser, providing strategic, operational and organizational advice to players across the full healthcare value chain. Engagement Manager at McKinsey & Company until 2017. Physician at Karolinska University Hospital, Solna, Sweden.

Shareholding (own and related parties): Holds no shares.

**Peter Jörmalm (1959)**

Regular Board member, representative of Unionen

Materials Planner, Supply Chain department at Getinge Sterilization.

Assignments on Getinge's Board: Deputy 2012–2014. Regular Board member 2014–2016. Deputy 2016–2018. Regular member since 2018. Employed at Getinge Infection Control AB

Shareholding (own and related parties): Holds no shares.

**Rickard Karlsson (1970)**

Regular Board member, representative of Swedish Metalworkers' Union Assembly

Assignments on Getinge's Board: Regular Board member since 2014. Deputy 2013–2014. Employed at Getinge Sterilization AB

Shareholding (own and related parties): Holds no shares.

**Åke Larsson (1966)**

Deputy Board member, representative of Swedish Association of Graduate Engineers

M.Sc. (Engineering), Research & Development

Assignments on Getinge's Board: Deputy 2014–2016, regular Board member 2016–2018. Deputy since 2018. Employed at Maquet Critical Care AB

Shareholding (own and related parties): Holds no shares.

**Mattias Perjos (1972)**

Board member elected by AGM

M.Sc. (Industrial Engineering and Management).

Assignments on Getinge's Board: Board member since 2017.

Other assignments: President and CEO of Getinge.

Previous assignments: CEO of Coesia Industrial Process Solutions (IPS) and Coesia International. Prior to that, Mattias Perjos held a number of senior international positions at FlexLink including the role of CEO.

Shareholding (own and related parties): 34,500 Class B shares.

Synthetic options: 579,710 attributable to Class B shares.

**Malin Persson (1968)**

Board member elected by AGM

M.Sc. (Industrial Engineering & Management)

Assignments on Getinge's Board: Member of the Remuneration Committee. Board member since 2014.

Other assignments: CEO and owner of Accuracy AB, Board member of companies including Hexatronix AB, Hexpol AB and Peab AB.

Previous assignments: CEO of the Chalmers University of Technology Foundation, many years' experience in major Swedish industrial enterprises such as the Volvo Group.

Shareholding (own and related parties): 5,284 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.

**Johan Stern (1951)**

Board member elected by AGM, Vice Chairman of the Board

B.Sc. (Business Administration)

Assignments on Getinge's Board: Member of the Remuneration Committee. Board member since 2004.

Other assignments: Chairman of Health-invest Partners AB, Rolling Optics AB, Fädrift Invest AB, Skanör Falsterbo Kallbadhus AB and Harry Cullberg's Fund Foundation. Board member of Carl Bennet AB, Elanders AB, Lifco AB, RP Ventures AB and Estea AB.

Previous assignments: Active within SEB's operations in Sweden and the US.

Shareholding (own and related parties): 37,004 Class B shares.

Synthetic options: 144,927 attributable to Class B shares.

Definition of related parties, linked to shareholdings: Related parties are legal entities directly or indirectly controlled by the board member or CEO or by his or her related parties. In the case of physical relatives, the spouse/cohabiting partner, children under custody and other relatives with whom households have been shared for at least one year are covered.

# Getinge Executive Team



## Mattias Perjos (1972)

CEO & President

M.Sc. (Industrial Engineering and Management).

Swedish citizen

Employed at Getinge since 2017

Shareholdings (own and related parties):  
34,500 Class B shares

Synthetic options: 579,710 attributable to Class B shares

Previous experience: CEO of Coesia IPS Division and Coesia International 2012–2017. CEO of Flexlink 2006–2016 and other senior positions in the Group where he started his career in 1998.



## Lars Sandström (1972)

Chief Financial Officer

M.Sc. (Economics)

Swedish citizen

Employed at Getinge since 2017

Shareholdings (own and related parties):  
13,159 Class B shares

Synthetic options: 289,855 attributable to Class B shares

Previous experience: Senior Vice President Group reporting, Tax & Control at AB Volvo (2015–2017). Several senior positions within Scania such as Vice President Financial Services, Head of Group Financial reporting and Head of Group Reporting and Control. CFO of Swedish Orphan Biovitrum AB 2010–2012.



## Stéphane Le Roy (1977)

President Surgical Workflows

Masters Degree (Industrial Engineering).

French citizen

Employed at Getinge since 2012

Shareholdings (own and related parties):  
Holds no shares.

Previous experience: Regional President, South West Europe for Getinge where he started his career in 2012 as country manager for Infection Control in France. Between 2006 and 2012 he was business unit manager for CT Scanners in France for Siemens Healthcare. Before that, he held several senior positions at GE Healthcare.



## Jens Viebke (1967)

President Acute Care Therapies

Executive MBA, PhD (Polymer Technology) and M.Sc. (Chemical Engineering).

Swedish citizen

Employed at Getinge since 2010

Shareholdings (own and related parties):  
1,100 Class B shares

Synthetic options: 217,391 attributable to Class B shares

Previous experience: Chief Technology Officer of Acute Care Therapies and President of Vascular Systems and Critical Care at Getinge. He had previously held positions at GE Healthcare Life Sciences.



## Harald Castler (1957)

President, Life Science

M.Sc. (Chemical Engineering)

Swedish citizen

Employed at Getinge since 1988

Shareholdings (own and related parties):  
12,966 Class B shares

Synthetic options: 217,391 attributable to Class B shares

Previous experience: Leading positions in Getinge for more than 30 years, including Sales and Marketing director for Infection Control and President for Getinge International.



## Carsten Blecker (1966)

Chief Commercial Officer

PhD (Dentistry), Doctorate (Business Administration)

German citizen.

Employed at Getinge since 2014

Shareholdings (own and related parties):  
1,000 Class B shares

Synthetic options: 144,927 attributable to Class B shares

Previous experience: President WEMEA in Medical Systems and President Middle East & Africa for Getinge. Carsten Blecker's previous experience includes positions at Biomet, McKinsey & Company, Kimberly-Clark, Medtronic and Palex Medical.



**Lena Hagman (1966)**

Executive Vice President Quality Regulatory Compliance

B.Sc. (Chemistry and Textile Engineering)

Swedish citizen

Employed at Getinge since 2010

Shareholdings (own and related parties):  
3,656 Class B shares

Synthetic options: 217,391 attributable to Class B shares

Previous experience: Senior Vice President, Group Quality & Regulatory Compliance for Getinge. Lena has a broad background from the field of quality and her experience includes working at companies including Capió, Neovanta Medical AB and Mölnlycke Healthcare.



**Jeanette Hedén Carlsson (1966)**

Executive Vice President Communications & Brand Management

B.Sc. (Business Administration)

Swedish citizen

Employed at Getinge since 2017

Shareholdings (own and related parties):  
Holds no shares.

Synthetic options: 144,927 attributable to Class B shares

Previous experience: Senior management positions within Communication and Marketing in the Volvo Group and Volvo Car Group. Most recent assignment held was as Senior Vice President Brand & Communication Volvo Trucks, with responsibility for global marketing, brand management, media relations and internal communication.



**Magnus Lundbäck (1969)**

Executive Vice President Human Resources & Sustainability

PhD (Strategy and Organization) and Licentiate of Science

Swedish citizen

Employed at Getinge since 2017

Shareholdings (own and related parties):  
1,000 Class B shares

Synthetic options: 217,391 attributable to Class B shares

Previous experience: SVP Human Resources & Sustainability for the Gunnebo group. He has previously served as Executive Vice President Human Resources and Sustainability at Getinge and as Vice President of Human Resources at Volvo Car Corporation.