

Minutes taken at an extraordinary general meeting of the shareholders of **Lindab International AB**, Friday 13 October 2006.

Persons present:

[Voting register]

§ 1

The meeting was opened by the chairman of the board of directors, Svend Holst-Nielsen.

§ 2

Svend Holst-Nielsen was elected, as chairman, to conduct the proceedings of the day, and Carl-Gustav Nilsson was appointed to keep the minutes of the day.

§ 3

The aforementioned list of the shareholders was approved as the voting register.

§ 4

The agenda was approved.

§ 5

Carl-Gustaf Sondén and Kjell Åkesson were appointed to attest the minutes of the day together with the chairman.

§ 6

It was noted that the meeting was duly convened.

§ 7

The board of directors' proposed resolution to amend the Articles of Association in accordance with appendix 2 was presented. It was resolved that the Articles of Association be amended in accordance with the proposal by the board of directors. The president was authorised to effect such minor adjustments to the resolution of the general meeting and appendices as may be deemed necessary in conjunction with registration at the Swedish Companies Registration Office.

Upon request by the chairman of the meeting, it was noted that the resolution was adopted unanimously.

§ 8

The board of directors' proposed resolution regarding the bonus issue in accordance with appendix 3 was presented. Since it was noted that necessary documents were duly presented, it was resolved to effect a bonus issue in accordance with the proposal by the board of directors. The president was authorised to effect such minor adjustments to the

resolution of the general meeting and appendices as may be deemed necessary in conjunction with registration at the Swedish Companies Registration Office.

Upon request by the chairman of the meeting, it was noted that the resolution was adopted unanimously.

#### § 9

The board of directors' proposed resolution regarding the regarding a share split in accordance with Appendix 4 was presented. It was resolved to effect a share split in accordance with the proposal by the board of directors. The president was authorised to effect minor adjustments to the resolution of the general meeting and appendices which may be deemed necessary in conjunction with registration at the Swedish Companies Registration Office and VPC AB.

Upon request by the chairman of the meeting, it was noted that the resolution was adopted unanimously.

As a consequence of the resolutions in items 7, 8 and 9, the company's Articles of Association shall have the amended wording set forth in Appendix 5.

#### § 10

It was noted that the 2006 annual general meeting resolved that the board of directors would consist of eight members and three alternate members. Thereafter, three members and three alternate members withdrew from the board of directors on their own initiative.

Against this background, shareholders representing a total of approximately 99 percent of the shares and votes in the company proposed that the board of directors consist of six members appointed by the general meeting, without alternates.

The general meeting adopted a resolution in accordance with the proposal. Upon request by the chairman of the meeting, it was noted that the decision was adopted unanimously.

#### § 11

In accordance with the proposal by the aforementioned shareholders, the general meeting resolved to pay fees to the members of the board of directors in a total amount of SEK 1,540,000, to be allocated as follows: SEK 500,000 to the chairman of the board of directors, SEK 250,000 to each of the elected members of the board of directors with the exception of the president, Kjell Åkesson, and SEK 20,000 to each of the employee representatives (with no fees being paid for committee work).

Upon request by the chairman of the meeting, it was noted that the decision was adopted unanimously.

#### § 12

It was noted that the remaining members of the board, Svend Holst-Nielsen, Kjell Åkesson, Anders C. Karlsson, Stig Karlsson and Hans-Olov Olsson, were elected for the period of time up to and including the 2007 annual general meeting.

The aforementioned shareholders have further proposed the new election of attorney Annette Sadolin. Annette Sadolin is a Danish citizen and a member of the board of directors of Skodsborg Kurhotel og Spa A/S, Copenhagen Airports, Top Danmark A/S, Danish Standards.

The general meeting elected Annette Sadolin as a new member of the board of directors for the period of time up to and including the 2007 annual general meeting.

### § 13

Shareholders representing a total of approximately 99 percent of the shares and votes in the company have proposed that the company establish a nomination committee consisting of one representative for each of the three shareholders holding the most votes, and the chairman of the board of directors. The names of these representatives, and the names of the shareholders represented thereby, shall be published not later than 1 February 2007 and shall be based on the known number of votes immediately prior to publication. The nomination committee's period of mandate shall extend until the appointment of the next nomination committee. The chairman of the nomination committee shall, unless otherwise agreed by the members, be the member representing the shareholder holding the most votes.

Where, during the period of mandate of the nomination committee, one or more of these shareholders appointing a member to the nomination committee no longer belongs to the group of the three shareholders holding the most votes, the member appointed by such shareholder shall resign, and the shareholder or shareholders who become part of the group of the shareholders holding the most votes shall be entitled to appoint their representatives. Unless special cause exists, however, no changes shall be made to the composition of the nomination committee in the event of only marginal changes in the number of votes or the change occurs later than two months prior to the annual general meeting. Shareholders who have appointed a representative to the nomination committee shall be entitled to dismiss such member and appoint a new representative. Any change to the composition of the nomination committee shall be published as soon as such change occurs.

The nomination committee shall prepare proposals in respect of the issues set forth below to be presented for resolution at the 2007 annual general meeting:

a) proposed chairman of the meeting, b) proposed board of directors, c) proposed chairman of the board of directors, d) proposed fees for the board of directors, e) proposed fees to the company's auditors, and f) proposed nomination committee for the 2008 annual general meeting.

Where necessary, the company shall bear the reasonable costs for external consultants deemed necessary by the nomination committee in order for the nomination committee to be able to fulfil its duties.

Upon request, the chairman of the meeting noted that the meeting resolved unanimously in accordance with the above proposal for a nomination committee.

### § 14

Thereafter, the chairman declared the meeting closed.

Minutes kept by:

Carl-Gustav Nilsson

Minutes attested by:

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Svend Holst-Nielsen

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Garl-Gustaf Sondén

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Kjell Åkesson