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Minutes taken at the Annual General Meeting in Lindab International AB (publ) held on 8 May 2019 in Båstad, Norrviken.

Present: Shareholders listed in the voting register, appendix 1  
Members of the Board of Directors  
Members of the Nomination Committee  
Authorized Public Accountant Kristian Stensjö  
Other persons present pursuant to § 1

### **§ 1**

The Chairman of the Board of Directors, Peter Nilsson, declared the Meeting open.

The Chairman of the Nomination Committee, Sven Hagströmer, presented the Nomination Committee and the work of the Nomination Committee and informed the Meeting that the Nomination Committee has unanimously agreed regarding the proposals that are presented at the Meeting.

Sven Hagströmer proposed to appoint the Chairman of the Board of Directors Peter Nilsson as Chairman of the Meeting.

Peter Nilsson was elected Chairman of the Meeting.

The Chairman thanked for the appointment and introduced CEO Ola Ringdahl and informed that General Counsel Fredrik Liedholm is appointed to keep the minutes of the Meeting.

Following a question from the Chairman, it was resolved to approve the presence, without any rights to speak or vote, of shareholders who had failed to give timely notice of attendance at the Meeting, certain employees and other guests.

### **§ 2**

The Meeting resolved to handle the approval of the final voting register prior to § 7 on the agenda.

### **§ 3**

The agenda for the Meeting was approved.

### **§ 4**

As proposed by Sven Hagströmer, Annika Boström, Ljungholm & Boström Advokater AB, and Lars-Olof Ottosson, Handelsbanken Båstad, were elected to approve the minutes together with the Chairman.

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## **§ 5**

Fredrik Liedholm stated that a notice convening the Annual General Meeting had been published on 2 April 2019 and held available on the company's website. The Notice to attend had been announced on April 4, 2019 Swedish Official Gazette (Sw: *Post- och Inrikes Tidningar*). The Notice to attend had been introduced in Dagens Industri on April 4, 2019, as well as advertising was published in Helsingborgs Dagblad the same day.

The Meeting was declared to have been duly convened.

## **§ 6**

The CEO Ola Ringdahl presented the Group's operations during 2018.

The shareholders were given the opportunity to ask questions to the CEO.

Continuation of § 2. Fredrik Liedholm presented a summary of the final voting register, appendix 1. It was resolved to approve the presented voting register.

## **§ 7**

The Chairman informed the Meeting that the Annual Reports for 2018 for the Parent company and the Group had been made public on 27 March 2019 and sent to shareholders upon request.

The Meeting resolved that the Annual Reports for 2018 had been duly presented.

Kristian Stensjö presented the audit work for 2018 and summarized the auditor's report and the auditor's statement relating to remuneration to senior executives.

The shareholders were given the opportunity to ask questions to the auditor.

## **§ 8 a)**

The Meeting resolved to adopt the presented income statement and balance sheet for 2018 in respect of both the Parent company and the Group.

## **§ 8 b)**

The Chairman presented the proposal of the Board of Directors regarding distribution of the company's profit meaning that a dividend of SEK 1.75 per share shall be given for the financial year 2018 and that the record date for the right to dividend shall be 10 May 2019.

The Meeting resolved in accordance with the proposal.

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### **§ 8 c)**

The Meeting resolved that the Board of Directors and the CEO should be discharged from liability for the management of the operations during the financial year 2018.

### **§ 9**

Fredrik Liedholm presented the content of the provisions in the Articles of Association regarding the number of members and deputy members of the Board of Directors.

Sven Hagströmer presented the proposal of the Nomination Committee that the number of members of the Board of Directors elected by the Annual General Meeting shall be seven without deputies.

The Meeting resolved that the number of members of the Board of Directors shall be seven without deputies.

### **§ 10**

Sven Hagströmer presented the proposal of the Nomination Committee regarding an increase of the fees to the Board members entailing that the total fee to the Board of Directors shall amount to SEK 3,256,000 to be distributed as follows:

Board fees:     - SEK 856,000 to the Chairman  
                  - SEK 391,250 to the other members of the Board of Directors  
                  - SEK 26,250 to the ordinary employee representatives

An Audit Committee has been appointed within the Board of Directors consisting of Viveka Ekberg (Chairman), John Hedberg and Anette Frumerie. The Nomination Committee proposed that the remuneration for committee work shall amount to SEK 102,000 to the Chairman of the Audit Committee and SEK 51,000 to each of the other members of the Audit Committee.

Further, a Remuneration Committee has been appointed within the Board of Directors consisting of Peter Nilsson (Chairman) and Per Bertland. The Nomination Committee proposed that the remuneration for committee work shall amount to SEK 61,000 to the Chairman of the Remuneration Committee and SEK 31,000 to each of the other members of the Remuneration Committee.

The meeting resolved in accordance with the proposal.

The Chairman presented the auditors' fees for 2018.

Sven Hagströmer presented the proposal of the Nomination Committee that the auditors' fees shall be paid in accordance with approved accounts.

The Meeting resolved in accordance with the proposal.

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## **§ 11**

Sven Hagströmer presented the proposal of the Nomination Committee regarding the election of members of the Board of Directors. The Nomination Committee proposed re-election of all of the Board members, i.e. Peter Nilsson, Sonat Burman-Olsson, Per Bertland, Viveka Ekberg, Anette Frumerie, John Hedberg and Bent Johannesson.

It was noted that the assignments in other companies of the directors proposed for re-election were presented on page 42-43 in the Annual Report of the company.

The Meeting resolved that the information had been duly presented.

Peter Nilsson, Sonat Burman-Olsson, Per Bertland, Viveka Ekberg, Anette Frumerie, John Hedberg and Bent Johannesson were re-elected as Board members until the end of the Annual General Meeting 2020.

It was noted that the employee organizations had informed that Pontus Andersson and Anders Lundberg until further notice will continue as members of the Board of Directors and that Bengt-Gunnar Karlsson and Sandra Philipsson will continue as deputies.

Sven Hagströmer presented the Nomination Committee's proposal to re-elect Peter Nilsson as Chairman of the Board of Directors until the end of the Annual General Meeting 2020.

Peter Nilsson was re-elected as Chairman of the Board of Directors.

## **§ 12**

Sven Hagströmer presented the proposal of the Nomination Committee to re-elect the public accounting firm Deloitte AB as the auditor of the company until the end of the Annual General Meeting 2020. It was noted that Deloitte AB has informed the company that authorized public accountant Hans Warén shall be main responsible auditor.

The Meeting resolved in accordance with the proposal.

## **§ 13**

Sven Hagströmer presented the proposal of the Nomination Committee regarding the appointment of the Nomination Committee in accordance with the proposal in the notice convening the Annual General Meeting.

The Meeting resolved in accordance with the proposal of the Nomination Committee.

## **§ 14**

The Chairman presented the proposal of the Board of Directors for guidelines for remuneration to senior executives in accordance with the proposal to the Annual General Meeting.

The Meeting resolved in accordance with the proposal of the Board of Directors.

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#### **§ 15**

The proposal of the Board of Directors for a call option plan to senior executives was presented by the Chairman in accordance with the proposal to the Annual General Meeting.

The meeting resolved in accordance with the proposal of the Board of Directors.

It was noted that the resolution was adopted with nine tenths majority.

#### **§ 16**

The Chairman presented the proposal of the Board of Directors regarding authorization on transfer of treasury shares.

The Meeting resolved in accordance with the proposal.

It was noted that the resolution was adopted with two thirds majority.

#### **§ 17**

The Chairman declared the Meeting closed.

Date as above

Fredrik Liedholm

Peter Nilsson

Annika Boström

Lars-Olof Ottosson