

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Minutes taken at the Annual General Meeting in Lindab International AB (publ) held on 3 May 2016 in Grevie, Båstad

Present: Shareholders listed in the voting register, appendix 1  
Members of the Board of Directors with the exception of Erik Eberhardsson  
Members of the Nomination Committee  
Per Bertland  
Viveka Ekberg  
Bent Johannesson  
Peter Nilsson  
Attorney Johan Sigeman  
Authorized Public Accountant Hans Warén  
Other persons present pursuant to § 1

#### **§ 1**

The Chairman of the Board of Directors Kjell Nilsson declared the Meeting open.

The Chairman of the Nomination Committee, Peter Rönström, 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.

Peter Rönström proposed Attorney Johan Sigeman as Chairman of the Meeting.

Johan Sigeman was elected Chairman of the Meeting.

The Chairman thanked for the confidence and introduced CEO Anders Berg 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 Peter Rönström, Fredrik Ahlin, representing IF Skadeförsäkring, and Ulrika Enhörning, representing Swedbank Robur, were elected to approve the minutes together with the Chairman.

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **§ 5**

Fredrik Liedholm stated that the Notice to attend the Annual General Meeting had been made public on 23 March 2016, whereby the Notice to attend had been announced at the Company's web page. The Notice to attend had been announced in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) on 29 March 2016. On the same day, announcement that Notice to attend had been issued was made in Dagens Industri.

The Meeting was declared to have been duly convened.

## **§ 6**

The CEO Anders Berg presented the Group's operations during 2015.

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

Fredrik Liedholm presented summary of the final voting register, appendix 1.

It was resolved to approve the voting register.

## **§ 7**

The Chairman informed the Meeting that the Annual Reports for 2015 for the Parent company and the Group had been made public on 7 April 2016 and that the Annual report has been sent to shareholders upon request.

The Meeting resolved that the Annual Reports for 2015 should be deemed presented.

Hans Warén informed about the audit work for 2015 and summarized the auditors' report and the auditors' statement relating to remuneration to senior executives.

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

## **§ 8 a)**

The Meeting resolved to adopt the income statement and balance sheet for 2015 in respect of both the parent company and the Group.

## **§ 8 b)**

The Chairman presented the Board's proposal regarding distribution of profits meaning that dividend of 1.25 SEK per share shall be given for the financial year 2015 and that the record date for the right to dividend should be 6 May 2016.

The Meeting resolved in accordance with the proposal.

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

#### **§ 8 c)**

The Meeting resolved to grant discharge from liability to the members of the Board of Directors and the CEO for the management of the operations during the financial year 2015.

#### **§ 9**

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

Peter Rönström proposed that the number of members of the Board of Directors elected by the Annual General Meeting shall be seven with no deputy members.

The Meeting resolved to determine the number of members of the Board of Directors to seven with no deputy members.

#### **§ 10**

Peter Rönström proposed unchanged fee to each Board member and that the total fee to the Board of Directors shall be 2 500 000 SEK divided as follows:

Board fees: - 650,000 SEK to the Chairman  
- 300,000 SEK to other members  
- 25,000 SEK to ordinary employee representatives

As the audit committee and the remuneration committee consist of the entire board, no fees shall be determined for any committees.

The Meeting resolved in accordance with the proposal.

The Chairman presented the auditors' fees for 2015.

Peter Rönström proposed that the auditors' fees should be paid in accordance with approved accounts.

The Meeting resolved in accordance with the proposal.

#### **§ 11**

Peter Rönström presented the Nomination Committee's proposal for election of the Board. The Nomination Committee proposes re-election of Marianne Brismar, Sonat Burman-Olsson and Hans Porat as Board members and election of Per Bertland, Viveka Ekberg, Bent Johannesson and Peter Nilsson as new Board members.

Per Bertland, Viveka Ekberg, Bent Johannesson and Peter Nilsson presented themselves.

It was noted that the members' engagements in other companies are described on page 52-53 in the Annual Report, in the material presented prior to the AGM and are supplemented with information given at the Meeting regarding Per Bertland, Viveka Ekberg, Bent Johannesson and Peter Nilsson.

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

The Meeting resolved to approve the information as presented.

Marianne Brismar, Sonat Burman-Olsson and Hans Porat were re-elected as Board members and Per Bertland, Viveka Ekberg, Bent Johannesson and Peter Nilsson were elected as new Board members until the end of the Annual General Meeting 2017.

It was noted that the employee organizations had given the information that Pontus Andersson and Markku Rantala until further will continue as members of the Board of Directors and Peter Stensmar and Sandra Philipsson as deputies.

Peter Rönström proposed election of Peter Nilsson as the new Chairman of the Board of Directors until the end of the Annual General Meeting 2017.

Peter Nilsson was elected Chairman of the Board of Directors.

## **§ 12**

Peter Rönström presented the proposal of the Nomination Committee to re-elect public accounting firm Deloitte AB as the auditor of the company. 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**

Peter Rönström presented the Nomination Committee's proposal for appointment of Nomination Committee in accordance with the proposal in the Notice to attend the Annual General Meeting.

The Meeting resolved in accordance with the Nomination Committee's proposal.

## **§ 14**

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

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

## **§ 15**

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

The Meeting resolved in accordance with the proposal.

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

## **§ 16**

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*  
It was noted that no further matter had been announced.

The Chairman informed the Meeting that the outgoing Board members had been thanked at the Board Meeting prior to the AGM.

Peter Rönström directed a special thanks to Kjell Nilsson for his good work for the Company during his time as Chairman and wished Peter Nilsson good luck in his new assignment.

The Chairman declared the Meeting closed.

Date as above

Fredrik Liedholm

Johan Sigeman

Fredrik Ahlin

Ulrika Enhörning