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PROPOSAL OF THE BOARD OF DIRECTORS FOR A RESOLUTION ON APPROVAL OF TRANSFER OF TREASURY SHARES

On 25 March 2010, Lindab International AB entered into an agreement regarding the acquisition of 2,260 shares in the Finnish company IVK-Tuote Oy, which manufactures and markets ventilation products for indoor climate. The purchase price for the shares in IVK-Tuote Oy amounted to EUR 4,400,000 and Lindab paid the purchase price by transferring 559,553 treasury shares to the sellers of IVK-Tuote Oy. The price per share was equivalent to the last quoted paid price for a share in Lindab International AB on NASDAQ OMX Stockholm on the date of transfer.

The Board of Directors proposes that the Annual General Meeting approve the transfer of 559,553 treasury shares to the sellers of IVK-Tuote Oy on the terms and conditions stated in "The resolution of the Board of Directors on the transfer of treasury shares subject to the approval of the Annual General Meeting" [Appendix 1](#).

The following documents have been prepared in connection with the transfer and are attached to this proposal for resolution.

1. The report of the Board of Directors on material events according to Chapter 19 Section 35 of the Swedish Companies Act compared with Chapter 13 Section 6 of the same act, [Appendix 2](#).
2. The report of the Board of Directors according to Chapter 19 Section 35 of the Swedish Companies Act compared with Chapter 13 Section 7 of the same act, [Appendix 3](#)
3. Opinion by the auditor on the report of the Board of Directors on material events according to Chapter 19 Section 35 of the Swedish Companies Act compared with Chapter 13 Section 6 of the same act, [Appendix 4](#).
4. Opinion by the auditor on the report of the Board of Directors according to Chapter 19 Section 35 of the Swedish Companies Act compared with Chapter 13 Section 7 of the same act, [Appendix 5](#).

The purpose of the transfer of treasury shares is to facilitate the financing of Lindab International AB's acquisition of the shares in IVK-Tuote Oy. Should the transfer of the treasury shares not be approved by the Annual General Meeting, the shares shall be restored to Lindab International AB by the sellers and Lindab International AB has undertaken to pay the purchase price for the acquisition of the shares in IVK-Tuote Oy in cash to the respective sellers.

After the transfer Lindab International AB's remaining holding of treasury shares amounts to 3,375,838.

The resolution shall be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting in order to be valid.

Båstad in April 2010

Lindab International AB
The Board of Directors

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RESOLUTION OF THE BOARD OF DIRECTORS ON TRANSFER OF TREASURY SHARES SUBJECT TO THE APPROVAL OF THE ANNUAL GENERAL MEETING

Lindab International AB (the "Company") is the holder of 3,935,391 treasury shares.

The Board of Directors hereby resolves, subject to the approval of the Annual General Meeting, on the transfer of treasury shares as follows:

1. Shares equivalent to a value of EUR 4,400,000 shall be transferred.
2. 559,553 shares may be transferred.
3. For each share an amount equivalent to the last quoted paid price for a share in Lindab International AB on NASDAQ OMX Stockholm on the date of notification on acquisition (the "Transfer Price") shall be paid.
4. With a deviation from the shareholders' preferential rights, Helmet SME Ventures II Ky, Helmet SME Ventures IIG Ky, Jani Saarvo, Toumas Veijalainen and Matti Hiekkavirta in their capacity as sellers of shares in IVK-Tuote Oy, shall be entitled to acquire the shares. The allotment of shares shall be made pro rata in proportion to the portion of shares in IVK-Tuote Oy divested by the respective seller to the Company.
5. The shares shall be acquired on 25 March 2010 at the latest by notification on a separate subscription list.
6. Payment shall be made not later than 26 March 2010 by the contribution of 2,260 shares in IVK-Tuote Oy as contribution in kind.
7. The shares shall give the same rights as regards distribution of profits as other shares in the Company.

The basis for the Transfer Price is that it is equal to the market value of the shares at the time of transfer.

The reason for the deviation from the shareholders' preferential right at the transfer of treasury shares is to facilitate the financing of the Company's acquisition of the shares in IVK-Tuote Oy in a cost-effective way. Should the transfer of the treasury shares not be approved by the Annual General Meeting, the Company has undertaken to pay the purchase price for the acquisition of shares in IVK-Tuote Oy in cash to the respective sellers.

Båstad, 25 March 2010

Lindab International AB
The Board of Directors

Appendix 2

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REPORT OF THE BOARD OF DIRECTORS ACCORDING TO CHAPTER 19 SECTION 35 OF THE SWEDISH COMPANIES ACT (2005:551) COMPARED WITH CHAPTER 13 SECTION 6 OF THE SAME ACT

The Board of Directors of Lindab International AB has, subject to the approval of the Annual General Meeting, resolved to acquire IVK-Tuote OY and that the purchase price of EUR 4,400,000 shall be paid by the company's treasury shares which will be given a value per share equivalent to the final paid price quoted for a share in the Company on the date of transfer of the shares.

No events of material importance to the company's position have occurred since the presentation of the annual report for the financial year 2008, besides those detailed in the attached annual report for the financial year 2009, signed by the Board of Directors on 4 March 2010, Appendix A.

Båstad on 25 March 2010

Lindab International AB
The Board of Directors

Appendix 3

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REPORT OF THE BOARD OF DIRECTORS ACCORDING TO CHAPTER 19 SECTION 35 OF THE SWEDISH COMPANIES ACT (2005:551) COMPARED WITH CHAPTER 13 SECTION 7 OF THE SAME ACT

The Board of Directors of Lindab International AB (the "Company") gives the following report according to Chapter 13 Section 7 of the Swedish Companies Act.

The Company intends to acquire 2,260 shares in IVK-Tuote Oy from Helmet SME Ventures II Ky, Helmet SME Ventures IIG Ky, Jani Saarvo, Toumas Veijalainen and Matti Hiekkavirta.

The Board of Directors of the Company has, subject to the approval of the Annual General Meeting, resolved that the consideration for the purchase of IVK-Tuote Oy, amounting to EUR 4,400,000, shall be paid by transfer of treasury shares, which will be given a value per share equivalent to the last quoted paid price for a share in Lindab International AB on NASDAQ OMX Stockholm on the date of transfer of the shares. The contribution in kind consists of 2,260 shares in IVK-Tuote Oy. The contribution in kind is estimated to be accounted in the balance sheet at a value of EUR 4,400,000.

The Annual Reports of IVK-Tuote Oy for the past two financial years are available at the Company.

Båstad on 25 March 2010

Lindab International AB
The Board of Directors

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**OPINION BY THE AUDITOR ON THE REPORT OF THE BOARD OF
DIRECTORS ON MATERIAL EVENTS ACCORDING TO CHAPTER 19
SECTION 35 OF THE SWEDISH COMPANIES ACT (2005:551) COMPARED
WITH CHAPTER 13 SECTION 6 OF THE SAME ACT**

To the Annual General Meeting in Lindab International AB, Corporate Identity Number 556606-5446.

Assignment and allocation of responsibility

We have examined the report of the Board of Directors of 24 March 2010. The Board of Directors is responsible for the report and that the report has been prepared in accordance with the Swedish Companies Act. Our responsibility is to examine the report in order to give a written opinion on the report according to Chapter 13 Section 6 of the Swedish Companies Act. The purpose of this statement is only to comply with the requirements of Chapter 13 Section 6 of the Swedish Companies Act and shall not be used for any other purpose.

Focus and scope of the examination

The examination was performed in accordance with FAR SRS's recommendation RevR 9 *Other opinions of the auditor according to the Swedish Companies Act and the Companies Regulation*. This implies that we have planned and performed the examination in order to be able to provide an opinion, with reasonable assurance, regarding whether the report reflects material events in the company in a correct manner. In the main, the report concerns the annual report for the financial year 2009. We have revised Lindab International AB's annual report for the financial year 2009 and signed our auditor's report on 4 March 2010. We believe that our examination provides a reasonable basis for our opinion, as provided below.

Opinion

Based on our examination, there are no circumstances which give us reason to believe that the report of the Board of Directors does not reflect material events in the company in a correct manner.

Malmö, 29 March 2010

Ingvar Ganestam

Authorized public accountant

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**OPINION BY THE AUDITOR ON THE REPORT OF THE BOARD OF
DIRECTORS ACCORDING TO CHAPTER 19 SECTION 35 OF THE
SWEDISH COMPANIES ACT (2005:551) COMPARED WITH CHAPTER 13
SECTION 7 OF THE SAME ACT**

In my capacity as auditor of Lindab International AB, I have examined the report of the Board of Directors according to Chapter 13 Section 7 of the Swedish Companies Act and hereby certify:

- (i) that the company will be furnished with 2,260 shares in IVK-Tuote Oy as a contribution in kind (the "**Contribution in Kind**");
- (ii) that the Contribution in Kind constitutes consideration for the number of shares in Lindab International AB which is equivalent to a value of EUR 4,400,000 as at the date of transfer of the Contribution in Kind;
- (iii) that the value of the Contribution in Kind has been based on its estimated market value;
- (iv) that there have been no particular difficulties in estimating the value of the Contribution in Kind; and
- (v) that the value of the Contribution in Kind has not been put higher than the real value for the company and that the Contribution in Kind is of such nature that it is assumed to be of use in the company's business.

Malmö, 29 March 2010

Ingvar Ganestam
Authorised public accountant