



The Nomination Committee's proposal and motivated opinion regarding the Board of Directors at the Annual General Meeting on 9 May 2012

The Nomination Committee has received information regarding the evaluation of the Board, the Company's stage of development and the circumstances in general. The Nomination Committee's conclusion is that the members of the Board have shown great commitment, that the Board functions well and that the various members of the Board represent a broad experience and competence.

Regarding the number of Board members, the Nomination Committee considers that there are several reasons, notably safeguarding future continuity, for expanding the Board from seven to eight members.

With regard to the remuneration of the Board, the Nomination Committee states that the fees have been unchanged for several years and an increase in the fees would therefore be justified. With regard to the fact that the Company has implemented a cost saving programme effective 2012, the Nomination Committee proposes an unchanged fee per member, SEK 650,000 for the Chairman of the Board, SEK 300,000 other elected members and SEK 25,000 for employee representatives. This, however, will result in an increase in the remuneration to the Board, totalling SEK 2,800,000 since the number of Board members has increased from seven to eight. The Nomination Committee considers that an increase in fees to the audit committee to SEK 60,000 for the Chairman and to SEK 30,000 each for the other members is justifiable, based on the fact that the work of the audit committee has increased both in scope and in importance. The fees for the remuneration committee are proposed to remain unchanged. The total remuneration to the Board will therefore amount to SEK 2,990,000.

Regarding the composition of the Board, the Nomination Committee states that two members, Anders C. Karlsson and Annette Sadolin, have declined re-election.

The Nomination Committee proposes the re-election of the Board members Ulf Gundemark, Sonat Burman-Olsson, Erik Eberhardson, Per Frankling and Stig Karlsson and that Stefan Charette, Birgit Nørgaard and Jens Wikstedt be newly elected to the Board. The Nomination Committee further proposes the re-election of Ulf Gundemark as Chairman of the Board.

Regarding the proposal for new elected members the following information is presented: Stefan Charette, born 1972, is CEO of the investment company Creades, He was previously CEO of Investment AB Öresund, AB Custos and Brokk AB. Stefan Charette is Chairman of the board of Athanase Capital Partners AB, Concentric AB and NOTE AB, as well as board member of Bilia AB, Creades AB, Haldex AB and Transcom S.A.

Birgit Nørgaard, born 1958, was during the period 2006 – 2010 CEO of the engineering consultancy company Grontmij, Carl Bro A/S as well as COO of Grontmij N.V. From 2003 to 2006 she was CEO of Carl Bro Group A/S. Her experience includes also the position as Vice President in TDC Mobile International as well as Executive Vice President of Danisco Distillers. Birgit Nørgaard is Chairman of the Board of StockRate Invest and NNE Pharmaplan A/S, as well as board member of notably Danish Growth Capital, DSV A/S and Sonion A/S.

Jens Wikstedt, born 1958, is since 2011 Senior Vice President, Global Customer Solutions at Schneider Electric Buildings AB where he has been employed since 2005. He was previously



Managing Director for Building Automation at TAC A/S. He held various leading positions at Sydkraft AB (now EON) during the period 1992 - 2000).

The Nomination Committee considers that, having taken into consideration the Company's operations, its stage of development and other circumstances, the proposal indicates that the Board has an appropriate composition, is characterized by diversity and breadth with regard to the competence, experience and background of the members of the Board and that the requirements imposed on the Board are ably fulfilled, i.a. in regard to the Company's future needs and development.

For further information regarding the members of the Board, please visit Lindab's website www.lindabgroup.com

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The Nomination Committee for Lindab International AB (publ)