



*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 Nomination Committee's proposal and motivated opinion regarding the Board of Directors at the Annual General Meeting on 15 May 2013**

The Nomination Committee has initially received information regarding the work of the Board, the Company's stage of development and the circumstances in general. The Nomination Committee's conclusion is, considering that several of the Board members were elected during 2012, that the members of the Board have shown great commitment and that the Board functions well. 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 not to change the number of Board members. Therefore, the proposal is that the Board shall consist of six members.

With regard to the remuneration of the Board, the Nomination Committee states that the fees for the Board members and the Chairman have been unchanged for several years. With regard to the fact that the Company has implemented cost saving program effective 2013, the Nomination Committee proposes an unchanged fee per member, SEK 650,000 for the Chairman of the Board, SEK 300,000 for other elected members and SEK 25,000 for employee representatives. The Board has no separate committees why there is no reason to decide any fees for committees. The total remuneration will therefore amount to SEK 2,200,000.

With regard to the composition of the Board, the Nomination Committee proposes re-election of the members of the Board Sonat Burman-Olsson, Stefan Charette, Erik Eberhardsson, Gerald Engström, Kjell Nilsson and Birgit Nørgaard.

The Nomination Committee proposes that Kjell Nilsson is re-elected as Chairman of the Board.

The Nomination Committee considers, taken the Company's operations, its stage of development and other circumstances into consideration, 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, considering among other things the Company's future needs and development.

For further information regarding the members of the Board, please visit Lindab's website [www.lindabgroup.com](http://www.lindabgroup.com).

---

April 2013

The Nomination Committee for Lindab International AB (publ)