

This is a 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 29 April 2014 in Ängelholm

Present: Shareholders listed in the voting register, appendix 1,
Members of the Board of Directors,
Members of the Nomination Committee,
Hans Porat,
Authorized Public Accountant Staffan Landén,
Authorized Public Accountant Hans Warén,
Other persons present pursuant to § 1 were not listed separately

§ 1

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

The Chairman of the Nomination Committee, Caroline af Ugglas, presented the Nomination Committee and proposed Kjell Nilsson as Chairman of the Meeting.

Kjell Nilsson was elected Chairman of the Meeting.

The Chairman thanked for the confidence and introduced CEO Anders Berg and stated that the Board of Director's secretary, Carl-Gustav Nilsson, 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 Caroline af Ugglas, Fredrik Ahling, IF Skadeförsäkring, and Ian Raftell, Swedbank Robur, were elected to approve the minutes together with the Chairman.

§ 5

Carl-Gustav Nilsson stated that the Notice to attend the Annual General Meeting had been made public on 27 March 2014, 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 31 March 2014. On the same day, announcement that Notice to attend had been given 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 2013 and answered questions from the representative of the Shareholders' Association (*Sw; Aktiespararna*), Ulf Andersson. .

Carl-Gustav Nilsson presented the final voting register in accordance with appendix 1.

It was resolved to approve the voting register.

§ 7

The Meeting resolved that the Annual Reports in respect of both the parent company and the Group were deemed presented.

Staffan Landén presented the auditors' report for the parent company and the Group and the auditors' statement relating to remuneration to senior executives.

The shareholders were given the opportunity to pose questions to the Board of Directors, the CEO and the auditors.

§ 8 a)

The Meeting resolved to adopt the income statement and balance sheet for 2013 in respect of both the parent company and the Group.

§ 8 b)

The Chairman presented the Board's proposal regarding distribution of profits meaning zero dividend for the financial year 2013.

At the disposal of the AGM:

- | | | |
|---|---|-----------------|
| - | Profit brought forward by the beginning of the year | 595 486 818 SEK |
| - | Net profit for the year | 230 465 SEK |
| - | Profit carried forward at the end of the year | 595 717 283 SEK |

Questions relating to the dividend policy, the debt and the debt in relation to EBITDA as well as acquisitions posed by the representative of the Shareholders' Association, Ulf Andersson, were answered.

The Meeting resolved in accordance with the proposal.

§ 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 2013.

§ 9

Carl-Gustav Nilsson presented the content of the Articles of Association's provisions regarding number of members and deputy members of the Board of Directors.

Caroline af Ugglas proposed that the number of members of the Board of Directors elected by the Annual General Meeting shall be six with no deputy members.

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

§ 10

Caroline af Ugglas proposed that fees to the Board of Directors shall be 2 200 000 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 2013.

Caroline af Ugglas proposed that the auditors' fees should be paid in accordance with a separate agreement.

The Meeting resolved in accordance with the proposal.

§ 11

Caroline af Ugglas presented the Nomination Committee's work and stated that Gerald Engström had declined re-election and proposed re-election of Sonat Burman-Olsson, Stefan Charette, Erik Eberhardson, Kjell Nilsson and Birgit Nørgaard as members of the Board of Directors and election of Hans Porat as new member of the Board of Directors.

It was noted that Stefan Charette is considered to be dependent of Creades AB

It was noted that the members' engagements in other companies are described on pages 54-55 of the Annual Report supplemented with information regarding Birgit Nørgaard. Hans Porat presented himself.

The Meeting resolved to approve the information as presented.

Sonat Burman-Olsson, Stefan Charette, Erik Eberhardson, Kjell Nilsson, Birgit Nørgaard and Hans Porat were elected as members of the Board of Directors until the end of the Annual General Meeting 2015.

It was noted that the employee organisations had appointed Pontus Andersson and Markku Rantala as members of the Board of Directors and Peter Stensmar and Sandra Philipsson as deputies.

Caroline af Ugglas proposed re-election of Kjell Nilsson as the Chairman of the Board of Directors until the end of the Annual General Meeting 2015.

Kjell Nilsson was elected Chairman of the Board of Directors.

§ 12

Caroline af Ugglas presented the procurement of auditing services made by the Nomination Committee and the company. Based on the procurement, the Nomination Committee proposed that public accounting firm Deloitte AB is elected as the auditor of the company. 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

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

It was noted that the representative of the Shareholders' Association, Ulf Andersson, stated that the Nomination Committee according to the Shareholders' Association shall be elected at 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 the proposal to the Annual General Meeting, appendix 2.

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

§ 15

The Chairman presented the Board of Directors' proposal regarding authorization on acquisition of treasury shares, appendices 3-4.

The representative of the Shareholders' Association, Ulf Andersson, stated that acquisition of treasury shares is an extraordinary measure and that the Shareholders' Association would vote against the proposal.

The Meeting resolved in accordance with the proposal.

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

§ 16

The Chairman presented the Board of Directors' proposal regarding authorization on transfer of treasury shares, appendix 5.

The representative of the Shareholders' Association, Ulf Andersson, stated that acquired treasury shares shall be cancelled as an "overhang" would affect the share price.

The Meeting resolved in accordance with the proposal.

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

§ 17

It was noted that no further matter had been announced.

The Meeting paid tribute to Lage Lindh as the founder of the Company.

Staffan Landén, Ernst & Young, was thanked.

Kjell Nilsson thanked the CEO and his colleagues for their good work during 2013.

The Chairman declared the Meeting closed.

Date as above

Carl-Gustav Nilsson

Kjell Nilsson

Fredrik Ahlin

Ian Raftell