



# Welcome to the Annual General Meeting of Lindab International AB (publ)





## Welcome to the Annual General Meeting of Lindab International AB (publ)

The shareholders of Lindab International AB (publ) are hereby invited to attend the annual general meeting to be held at 2 pm (CET) on Tuesday 29 April 2014 at Lindab Arena in Ängelholm, Ishallsvägen 2, Ängelholm. Registration for the annual general meeting begins at 12.45 pm (CET).

### A. Right to attend the Annual General Meeting

Shareholders who wish to attend the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 23 April 2014
- notify the company of their intention to attend no later than 4 pm (CET) on Wednesday 23 April 2014

Notice of attendance may be made:

- by post to Lindab International AB, "Annual General Meeting", SE-269 82 Båstad, Sweden
- by telephone to Lindab +46 431 850 00
- via the Company's website, [www.lindabgroup.com](http://www.lindabgroup.com)

When giving notice of attendance, shareholders must state their name, personal identification number or corporate identification number, address and telephone number, as well as information about any representatives and assistants. Shareholders whose shares are nominee registered must temporarily register the shares in their own name in order to participate in the meeting and exercise their voting rights. Such registration must be made with Euroclear Sweden AB by Wednesday 23 April 2014. Accordingly, the shareholder must inform the nominee in due time before said date. As confirmation of the registration, Lindab International AB will forward an admission pass which shall be presented at registration upon arrival to the meeting.

Shareholders who are represented by proxy must provide a dated proxy form in writing for the representative. Proxy forms are available on the Company website [www.lindabgroup.com](http://www.lindabgroup.com) and are sent by post to shareholders who contact the Company and provide their address. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent authorisation documents for the legal entity must be attached. To facilitate admission to the meeting, any original proxy forms, registration certificates or other authorisation documents should be submitted to the Company at the address stated above no later than Wednesday 23 April 2014.

Lunch will be served from 12.45 pm (CET).



## Agenda for the Annual General Meeting

Proposed agenda	
1.	Opening of the annual general meeting and election of chairman of the meeting.
2.	Preparation and approval of the voting list.
3.	Approval of the agenda.
4.	Election of two persons to verify the minutes together with the chairman.
5.	Determination of whether the meeting has been duly convened.
6.	Report by the CEO.
7.	Presentation of the annual accounts and the auditors' report, and the consolidated accounts and the auditor's report on the consolidated accounts, for the financial year 2013 and the Auditor's report on whether the guidelines regarding remuneration to senior executives adopted by the Annual General Meeting have been complied with.
8.	Resolutions regarding
	a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2013.
	b) appropriation of the Company's profit pursuant to the adopted balance sheet.
	c) discharge from liability for the board of directors and the CEO.
9.	Determination of the number of board members and deputies elected by the annual general meeting.
10.	Determination of fees to the members of the board of directors and the auditors.



11.	Election of the board of directors.
12.	Election of auditor.
13.	Resolution regarding the nomination committee.
14.	Guidelines for remuneration to senior executives.
15.	Authorisation for the board of directors to resolve on acquisition of treasury shares.
16.	Authorisation for the board of directors to resolve on transfer of treasury shares.
17.	Closing of the annual general meeting.

The nomination committee for the annual general meeting 2014 consists of the chairman Caroline af Ugglas, representing Skandia Livförsäkringsaktiebolag, Gerald Engström, representing Systemair AB, Stefan Charette, representing Creades AB, Peter Rönström, representing Lannebo Fonder and Kjell Nilsson, the chairman of the board.

## Proposed resolutions

### Election of chairman for the annual general meeting (item 1)

The nomination committee proposes that the chairman of the board, Kjell Nilsson, shall be elected as chairman of the annual general meeting.

### Proposal for appropriation of profits (item 8 b)

The board of directors proposes no dividend for the financial year 2013.

### Proposal for number of board members and deputies (item 9)

The nomination committee proposes that the number of board members elected by the annual general meeting shall remain unchanged and thus, that the board shall consist of six members without deputies.

### Proposal for fees to the board of directors and the auditors (item 10)

The nomination committee proposes that the fees to the board members remain unchanged as follows: SEK 650,000 to the chairman of the board, SEK 300,000 to each of the other board members elected by the general meeting and SEK 25,000 to each of the ordinary employee representatives.

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



The nomination committee proposes that the auditors' fees shall be paid in accordance with agreement with the company.

### **Proposal for election of the board of directors (item 11)**

The nomination committee proposes re-election of the board members Sonat Burman-Olsson, Stefan Charette, Erik Eberhardson, Kjell Nilsson and Birgit Nørgaard. Due to changes amongst the largest shareholders in March 2014, Gerald Engström has declined re-election. Therefore, the nomination committee has continued its work in order to propose a new board member to replace Gerald Engström. The work is not yet completed. As soon as the nomination committee's proposal is at hand, Lindab will make the proposal public and available at the Company's website.

The nomination committee further proposes the re-election of Kjell Nilsson as chairman of the board.

### **Proposal for election of auditor (item 12)**

For the period until the end of the next annual general meeting, the nomination committee proposes the election of the registered audit firm Deloitte AB as the company's auditor. Deloitte AB has informed the company that authorised public accountant Hans Warén shall be lead auditor.

### **Proposal for resolution regarding the nomination committee (item 13)**

The nomination committee shall consist of at least four members, one of whom shall be the chairman of the board. At the end of the third quarter in 2014, the chairman of the board will contact the three largest identified shareholders in the Company as per 31 August 2014 and request that they appoint their representative to the nomination committee as soon as possible. If any shareholder does not exercise its right to appoint a member of the nomination committee, the right to appoint a member of the nomination committee will pass on to the next largest shareholder that has not already appointed or has the right to appoint a member of the nomination committee. The chairman of the nomination committee shall be the member that has been appointed by the largest shareholder unless the nomination committee decides otherwise. The tasks of the nomination committee shall include evaluation of the board's composition and work, as well as submission of proposals to the annual general meeting regarding:

- the election of chairman for the annual general meeting 2015
- the election of the board and chairman of the board
- the election of the auditor
- fees to the board of directors, any board committees and the auditor
- nomination committee for the annual general meeting 2016

The mandate period of the nomination committee will run until a new nomination committee is constituted. In the event of a substantial change of ownership in the company during the mandate period, the nomination committee shall have the right to invite the new major owner representation in the nomination committee in addition to the other members. In the event a member appointed by a shareholder resigns during the mandate period, the shareholder in question shall have the right to appoint a new member within a time frame as decided by the nomination committee.

The composition of the nomination committee will be made public at least six months prior to the annual general meeting 2015. The members of the nomination committee receive no remuneration from the Company, but shall have the right to claim reimbursement from the Company for reasonable expenses.



## Guidelines for the remuneration to senior executives (item 14)

The board proposes that the annual general meeting resolves on guidelines for remuneration to senior executives, principally entailing that remuneration to senior executives shall be based upon the market conditions in which the Company operates and the environment in which each of the executives works, be competitive, enable the company to recruit new executives and motivate senior executives to remain with the company.

The remuneration system will comprise the following elements; fixed salary, variable salary, pensions and benefits according to below.

Fixed salary and benefits should be established individually based on the criteria outlined above and each of the executive's individual skills.

Variable salary shall be paid upon completion of clearly fixed targets for the Group. The variable salary shall be paid as a percentage of the fixed salary and shall have a fixed cap not exceeding 50 percent of the fixed salary.

The pension shall be a defined-contribution plan. The extent of the pension shall be based on the same criteria as for fixed remuneration and is based partly on fixed and partly on variable salary.

The board shall be entitled to deviate from the guidelines in an individual case, if there are specific grounds for this. The board has not used this mandate during 2013.

## Authorisation for the board of directors to resolve on acquisition of treasury shares (item 15)

The board proposes that the annual general meeting 2014 authorises the board to resolve on acquisition of treasury shares in accordance with the following terms and conditions:

1. The acquisition of treasury shares shall be made on NASDAQ OMX Stockholm.
2. The authorisation may be used on one or several occasions during the period up to the annual general meeting 2015.
3. A maximum number of shares may be acquired so that the company's holding at any time does not exceed ten (10) per cent of all the shares in the company.
4. The acquisition of treasury shares may be made at a price within the price band registered from time to time on NASDAQ OMX Stockholm, being the interval between the highest paid price and the lowest sale price at the time of purchase.
5. Payment for the treasury shares shall be made in cash.
6. The board may resolve on further terms and conditions for the acquisition.

Lindab's existing holding of treasury shares amounts to 2 375 838 shares, which corresponds to three (3) per cent of the total number of shares in the company.

The purpose of the acquisition of treasury shares is to give the board the opportunity to change the company's capital structure.

In order for this resolution to be valid, it must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.



## Authorisation for the board of directors to resolve on transfer of treasury shares (item 16)

The board proposes that the annual general meeting 2014 authorises the board to resolve on transfer of the company's treasury shares on the following terms and conditions:

1. Authorisations may be exercised on one or several occasions during the period up to the annual general meeting 2015.
2. Transfer may be made of maximum the number of shares held by the company at the time of the board's resolution on transfer.
3. Transfer may be made with a deviation from the shareholders' preferential rights.
4. Transfer may be made against cash payment by sale on NASDAQ OMX Stockholm at a price within the price band registered from time to time, being the interval between the highest paid price and the lowest sale price at the time of transfer.
5. Transfer may take place against payment of the whole or part of the purchase price in connection with the acquisition of a company or business, or part of a company or business. Transfer in connection with an acquisition of a company or business may take place at a market value appraised by the board. Consideration for the transferred shares in connection with the acquisition of a company may be made by contribution in kind or by means of set off.
6. The board may resolve on further terms and conditions for the transfer.

Lindab's existing holding of treasury shares amounts to 2 375 838 shares, which corresponds to three (3) per cent of the total number of shares in the company.

The purpose of the authorisations above is to facilitate the financing of acquisitions by the utilisation of the company's treasury shares.

Transfer of treasury shares in accordance with the company's previously adopted incentive programs are made in accordance with the respective resolutions from the annual general meetings and do not fall within the proposed authority.

If the transfer cannot be made according to the above, the company may resolve to cancel the shares by reducing the company's share capital without payment to the shareholders.

In order for this resolution to be valid, it must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

## Available documents and information about the number of shares and votes in the company

The annual report for 2013, the auditors' report and the board's complete proposals regarding the agenda items 14-16 as well as related documents and the auditor's report on whether the guidelines regarding remuneration to senior executives have been complied with will be available at the Company's offices as well as on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com) no later than on 8 April 2014. Copies will be sent to shareholders upon request and will also be available at the annual general meeting.

The total number of shares and votes in the Company amounts to 78 707 820. Lindab International AB holds 2,375,838 treasury shares, for which the company cannot exercise any voting rights.



## Information at the Annual General Meeting

At the annual general meeting, the board and the CEO shall, if a shareholder so requests and the board is of the opinion that it is possible without any substantial damage for the company, present information on: (i) matters which may affect an item on the agenda, (ii) matters which may affect the company's or any subsidiary's financial situation or (iii) the relationship between the company and another group company. A shareholder who so requests may send questions in advance by post to Lindab International AB, "Annual General Meeting", 269 82 Båstad or by email to [carlgustav.nilsson@lindab.com](mailto:carlgustav.nilsson@lindab.com).

Båstad in March 2014

The board of directors

Lindab International AB (publ)

*English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.*





## Registration for the Annual General Meeting at Lindab International AB (publ) on 29 April 2014

-----  
Shareholders' personal ID number / organisation number <sup>1)</sup>

-----  
Name

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

-----  
Advisors (max. two persons)

*1) In order to ensure that your registration is handled correctly, please ensure that the personal ID number/ organisation number is stated.*

Participating with voting rights (directly registered shareholders)

Represented by proxy pursuant to the proxy form below

**The registration form must be received by Lindab no later than on Wednesday 23 April 2014.**

Mark the envelope:      REPLY PAID/RESPONSE PAYEE  
                                 SWEDEN/SUEDE  
                                 Lindab AB  
                                 SE-269 20 Båstad



## Proxy

The following shall represent my/our shares in the Company at the Annual General Meeting of Lindab International AB (publ) on 29 April 2014

-----  
Name of proxy

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

The proxy will also be participating in the meeting in respect of his/her own shares

Personal ID number of the proxy \_\_\_\_\_

-----  
Place and date (the proxy form must be dated)

-----  
Signatory of the Grantor of the proxy (company signatory where applicable)

-----  
Print name and Personal No / Registration No of the Grantor

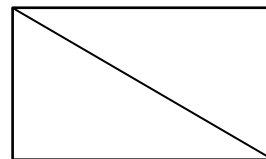
Authorisation documents (certificate of registration or similar which validates the authority of the signatory) should also be attached to proxies issued by legal entities.

**The registration and an original proxy form must be received by Lindab no later than on Wednesday 23 April 2014.**

Mark the envelope:      REPLY PAID/RESPONSE PAYEE  
                                    SWEDEN/SUEDE  
                                    Lindab AB  
                                    SE-269 20 Båstad

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NO STAMP REQUIRED

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REPLY PAID/RESPONSE PAYEE  
SWEDEN/SUEDE

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Lindab AB  
SE-269 20 Båstad