



Welcome to the Annual General Meeting in Lindab International AB

The shareholders of Lindab International AB are hereby invited to attend the annual general meeting to be held at 2 pm (CET) on 7 May 2008 at Lindab Ventilation AB, Stålhögavägen, Grevie. Registration for the Annual General Meeting begins at 13.00.

Convenience translation, in case of discrepancies between the English and the Swedish version, the Swedish version shall prevail.



We simplify construction

A. Right to attend the Annual General Meeting

Shareholders who wish to attend the Meeting must:

- be recorded in the share register maintained by the Swedish Central Securities Depository (Sw. VPC AB) no later than 30 April 2008
- notify the company of their intention to attend the Annual General Meeting no later than 4 pm on Wednesday 30 April 2008.

Notice on attendance can be made:

- by post to Lindab International, "Årsstämma", SE-269 82 Båstad, Sweden
- by telephone +46 431 850 00
- on the Company website, www.lindab.com.

When giving notice of attendance shareholders shall state their name, personal identification number or company identification number, address and contact telephone number, as well as information about their shareholding. 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 VPC AB by Wednesday 30 April. 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.

Proxy forms are available on the Company website www.lindab.com and are sent by post to shareholders who contact the Company and provide their address. 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 30 April 2008.

Lunch will be served from 1 pm and after the meeting there will be an opportunity to participate in a factory tour.

B. Agenda

Proposal for 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 one or 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 auditor's report, and the consolidated accounts and the auditor's report on the consolidated accounts, for the financial year 2007.
- 8.** Resolution regarding:
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2007.
 - b) appropriation of the Company's profit pursuant to the adopted balance sheet, and the record day for the dividend.
 - c) discharge from liability for the board of directors and the CEO.
- 9.** Determination of the number of members of the board of directors.
- 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 the auditors.
- 13.** Resolution regarding the nomination committee.
- 14.** Resolution regarding guidelines for remuneration to senior executives.
- 15.** The board's proposal for authorisation for the board of directors to resolve on acquisitions and transfers of own shares.
- 16.** The board's proposal for resolution regarding a directed issue of subscription warrants and approval of transfer of subscription warrants and shares ("Incentive programme 2008/2011").
- 17.** Closing of the annual general meeting.

Proposals for resolutions

Election of chairman at the annual general meeting (item 1)

The nomination committee proposes that the chairman of the board, Svend Holst-Nielsen, shall be elected as chairman of the meeting.

Proposal for appropriation of profits (item 8 b)

The board of directors proposes that a dividend of SEK 5.25 per share shall be declared for the financial year 2007. The proposed record day is Monday 12 May 2008. Upon resolution in accordance with the proposal by the annual general meeting, the dividend is estimated to be distributed by VPC AB on Thursday 15 May 2008.

Proposal for the number of members of the board (item 9)

The nomination committee proposes that the number of board members shall remain unchanged with six members.

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

The nomination committee proposes that fees to the board of directors shall amount to SEK 1,900,000 in total, to be distributed as follows: SEK 650,000 to the chairman of the board, SEK 300,000 to each of the other elected members of the board not employed by the Company and SEK 25,000 to each of the ordinary employee representatives.

The nomination committee proposes that the fees to the audit committee shall amount to SEK 110,000 in total, and be allocated as follows: SEK 30,000 to the chairman and SEK 20,000 to the other committee members except for the CEO and the employee representatives.

Furthermore, the nomination committee proposes that fees to the remuneration committee shall amount to SEK 70,000 in total, allocated as follows: SEK 30,000 to the chairman and SEK 20,000 to the other members.

The total fees for the board and committee work will therefore amount to SEK 2,080,000 kronor.

The nomination committee proposes that the auditors' fees should 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 Svend Holst-Nielsen, Stig Karlsson, Anders C. Karlsson, Hans Olov Olsson, Annette Sadolin and Kjell Åkesson, and re-election of Svend Holst-Nielsen as chairman of the board.

Proposal for election of auditors (item 12)

Due to the Company's auditors Ingvar Ganestam and Staffan Landén, as well as the deputy auditors Stefan Kylebäck and Kerstin Mouchard, all of Ernst & Young AB, notifying their resignation from their respective posts, the nomination committee proposes election of the registered auditing firm Ernst & Young AB as the Company's auditors, with Ingvar Ganestam being auditor in charge, for the remaining mandate period up until the annual general meeting 2010.

Proposal for resolution regarding the nomination committee (item 13)

The nomination committee shall consist of at least four members of which the chairman of the board shall be one. At the end of the third quarter in 2008, the chairman of the board will contact the three largest identified shareholders in the Company and request that they appoint their representative to the nomination committee as soon as possible. If any shareholder does not exercise their 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 that has the right to appoint a member of the nomination committee. The chairman of the nomination committee should be the member that has been appointed by the largest shareholder. The role of the nomination committee shall be to evaluate of the board's composition and work, as well as submitting proposals to the annual general meeting regarding:

- the election of chairman at the meeting
- the election of the board and chairman of the board
- the election of the auditors in consultation with the Company's auditing committee, when applicable
- fees to the board of directors, any board committees and the auditors
- nomination committee for the annual general meeting 2009

The composition of the nomination committee will be made public at least six months prior to the annual general meeting 2009. 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.

Proposed guidelines for the remuneration to senior executives (item 14)

The board of directors 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 salaries, variable salaries, pensions and benefits according to below. There are currently no share or share-price related incentive programmes, but will be proposed, see item 16 below.

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

Variable salaries shall be paid upon completion of clearly fixed targets for the Group and for the individual. The variable salary shall be paid as a percentage of the fixed salary and shall have a fixed cap.

The pension shall be premium based. 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 salaries.

The board shall be entitled to deviate from the guidelines in an individual case, if there are specific grounds for this.

Proposal for authorisation for the board of directors to resolve on acquisitions and transfers of own shares (item 15)

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions and during the period until the next annual general meeting, resolve on acquisitions and transfers of the Company's own shares in accordance with the following conditions:

1. The Company may acquire own shares for a maximum value of SEK 400 million, however, not exceeding five (5) percent of all the shares in the Company.
2. Acquisitions shall be made through the OMX Nordic Exchange Stockholm.
3. Acquisitions may be made at a price within the registered price interval at the time on the OMX Nordic Exchange Stockholm.
4. Transfers may be made of a maximum of so many shares which corresponds to five (5) percent of all shares in the Company at the time of transfer.
5. Transfers may take place with a deviation from the shareholders' preferential rights on the OMX Nordic Exchange Stockholm as well as to third parties in connection with acquisitions of companies or businesses. Payment for the transferred shares should be in cash, by contribution in kind or by set-off. Transfers in connection with company acquisitions may take place at a market value as assessed by the board of directors. Own shares may also be transferred in exchange for issued subscription warrants in accordance with an incentive programme implemented by the Company.
6. If the transfer cannot be made according to the above, the Company has the right to decide to cancel the shares by reducing the Company's share capital without payment to the shareholders.

The purpose of the acquisition of own shares is firstly, to achieve a capital structure that is suitable for the Company, and where applicable, to be able to transfer shares in connection with financing of company acquisitions or other strategic investments, as well as to be used to supply shares in exchange for issued subscription warrants in accordance with an implemented incentive programme.

The annual general meeting's resolution under item 15 is valid only if it is supported by shareholders representing at least two thirds of both the number of votes cast and the shares represented at the general meeting.

Proposal for resolution for a directed issue of subscription warrants and approval of transfer of subscription warrants and shares ("Incentive Programme 2008/2011") (item 16)

Reason for the deviation from the shareholders' preferential right

It has been assessed to be of great strategic importance for the Lindab Group to implement an incentive programme in the Company's business organisation. Against this background, the Incentive Programme 2008/2011 has been prepared with the aim of offering competitive terms, while the Company's employees will be motivated to work in the shareholders' interests. The Incentive Programme will however only include such key employees who in their employment have an explicit responsibility for the Company's development and a considerable opportunity to influence this.

Lindab's key employees shall be encouraged to share the views of the Company's shareholders, which will be realised through a fairly balanced subscription warrant programme where the employees take part in the increase in the Lindab share price, or alternatively realised value increases, but also to take a personal risk by acquiring subscription warrants at market price.

Against the abovementioned background, the board of directors considers the existence of a share related incentive programme for the Company's key employees being of essential importance for the Company's development. The board's aim is that approximately 90 senior executives and key employees will be given the opportunity to acquire subscription warrants in Lindab International AB.

The Company intends to present corresponding proposals regarding incentive programmes for its senior executives and key employees at the annual general meetings in 2009 and 2010.

The right to subscribe for subscription warrants, with a deviation from the shareholders' preferential rights, shall be granted Lindab International AB's fully owned subsidiary Lindab AB free of charge. The reason for deviating from the shareholders' preferential rights is that Lindab International AB wishes to implement an incentive programme intended for senior executives and key employees within the Group by

which they can be offered the opportunity to take part in an increase in value of the Company's share value.

Incentive programme 2008/2011

The board of directors proposes that the annual general meeting resolves to implement "Incentive programme 2008/2011" through an issue of subscription warrants with the right to subscribe for new shares in Lindab International AB or, where applicable, with the right for the Company to transfer repurchased shares to participants in the programme as further described below. The subscription warrants shall be issued to the fully-owned subsidiary Lindab AB and thereafter be transferred at market price to the senior executives and key employees within the Lindab Group.

Directed issue of warrants

The board's proposal entails in brief that the annual general meeting shall decide on a directed issue of a maximum of 784,000 warrants with the right to new subscription of shares in the Company, mainly at the following conditions. Each warrant will give the right to subscribe for one (1) new share in Lindab International AB. Subscription to and payment for the subscription warrants will be made no later than Wednesday 21 May 2008, with a right for the board to extend this time limit.

The subscription warrants can be used to acquire shares in Lindab International AB during the period from 1 June 2010 up to and including 31 May 2011 at an exercise price corresponding to 120 percent of the average for each trading day during the period from 2 - 6 May 2008 (inclusive) calculated on the average of the quoted daily highest and lowest price paid for Lindab shares on the OMX Nordic Exchange Stockholm according to its official price list, rounded to the nearest ten öre (whereby five öre will be rounded upwards), however at least the share's quota value. The participants shall pay the market price for the subscription warrants calculated according to the established evaluation model (Black & Scholes) during a valuation period in connection with the transfer.

The transfer of subscription warrants

Furthermore, the board of directors proposes that the annual general meeting resolves to approve that Lindab AB, on one or more occasions, may transfer subscription warrants in accordance with the terms and conditions under this item 16, and otherwise dispose of the warrants in order to fulfil obligations occurring under the Incentive Programme 2008/2011.

Guidelines for allotment

The right to acquire subscription warrants will be offered to approximately 90 senior executives and key employees in the Lindab Group. There will be no guaranteed allotment. Any remaining warrants that have not been allotted in accordance with above will be reserved for future recruitment of senior executives and key employees

by the Group. In the board's complete proposal regarding the Incentive Programme 2008/2011, which will be made available by the Company on 23 April 2008, more detailed guidelines for allotment will be provided.

Bonus payment

It is proposed that the participants' acquisition of warrants shall be subsidised through the participants receiving an extra cash payment after tax (bonus) equivalent to a maximum of 50 percent of the price of the subscription warrants acquired by the participant. This bonus will be paid in equal instalments during a period of three years and a requirement prior to each payment will be that the participant is still employed by the Lindab Group and holds the acquired subscription warrants.

Dilution etc.

At full subscription of the proposed subscription warrants, the number of outstanding shares in the Company will increase by 784,000, which is equivalent to approximately 1 percent of the number of shares and votes after full dilution, calculated as the number of new shares in relation to the number of existing and new shares (whereby the existing shares correspond to the number of issued shares minus the Company's holding of own shares).

The number of shares as well as the exercise price for the shares included in the resolution on the transfer in accordance with this item may be recalculated due to e.g. a bonus issue, share consolidation or share split, a new issue or a reduction of the share capital or similar action.

Lindab International AB's supply of shares in exchange for issued subscription warrants in accordance with the Incentive Programme 2008/2011 may be made through utilising repurchased own shares. The board therefore proposes that the annual general meeting resolves that in connection with the possible demand for exercise of warrants, the company may, with deviation from the shareholders' preferential rights, transfer a maximum of 784,000 repurchased own shares in the Company at a price equivalent to the exercise price for new shares established in connection with the transfer of warrants in accordance with the Incentive programme 2008/2011 or according to applicable terms of recalculation. In the event that the repurchased shares are fully or partly transferred in accordance with the above, to the participants in the programme, the dilution as calculated above will be reduced.

Costs for the incentive programme 2008/2011

The Incentive Programme 2008/2011 is expected to result in costs not exceeding SEK 10 million annually for the Lindab Group. The costs are primarily attributable to the payment of bonuses and the resulting social security charges for the Company's subsidy of the participants' acquisition of the subscription warrants.

Preparation of the matter

The board's proposal has been prepared by the board of directors. Kjell Åkesson, CEO and member of the board, who may be allotted subscription warrants in accordance with the proposed incentive programme, has not taken part in the preparation of the matter.

Special authority

The board of directors proposes that the board, or anyone appointed by the board, shall be entitled to make minor adjustments to the above-mentioned proposed resolution that may be necessary upon registration of the resolution with the Swedish Companies Registration Office.

Voting majority

The annual general meeting's resolution under this item 16 is valid only if it is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

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

The Annual Report for 2007 will be available at the Company as well as on the Company's website www.lindab.com from Wednesday 23 April 2008; and a copy will be sent to shareholders upon request. The board's complete proposals regarding the agenda items 8 b), 14, 15 and 16, as well as relating documents, will be made available by the Company from Wednesday 23 April, and copies will be sent to shareholders upon request. The Annual Report for 2007 and the board's complete proposals in addition to the relating documents, in accordance with above, will also be available at the annual general meeting.

The total number of shares and votes in the Company amounts to 78,707,820.

Båstad in April 2008

Lindab International AB

The board of directors

Registration for the Annual General Meeting

of Lindab International AB to be held on 7 May 2008

.....
Shareholders' personal ID number / organisation number ¹⁾

.....
Name

.....
Street address

.....
Postal code and city

.....
Telephone (office hours)

.....
Assistants (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)

Attendance at the lunch

Represented by proxy pursuant to the proxy form below

Participation in the factory tour

Participation without voting rights (guest list)

An original proxy form must be received by Lindab no later than 30 April 2008

The following shall represent my/our shares in the Company at the Annual General Meeting of Lindab International AB on 7 May 2008

.....
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)

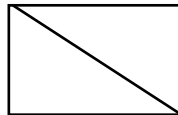
.....
Print name

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

Convenience translation, in case of discrepancies between the English and the Swedish version, the Swedish version shall prevail.

PRIORITAIRE
Par avion

NE PAS AFFRANCHIR



NO STAMP REQUIRED

REPLY PAID/RESPONSE PAYEE
SWEDEN/SUEDE

Lindab AB
SE-269 20 Båstad