

*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.*

## **STATEMENT ACCORDING TO CHAPTER 19, SECTION 22 OF THE SWEDISH COMPANIES ACT**

The Board of Directors proposes that the Annual General Meeting 2014 shall authorise the Board of Directors to resolve on the acquisition of the company's own shares. The Board of Directors shall in particular make a statement on whether the proposal is justifiable with regard to the shareholders' equity in relation to the type and scope of the business and risks within the Group and the Group's consolidation needs, liquidity and position in general.

### **The financial position of the company and the Lindab Group**

The financial position of the company and the Lindab Group as per 31 December 2013 appears from the annual report for the financial year 2013. The annual report also states the principles applied for valuation of assets, appropriations and debts. The proposal for repurchase of the company's own shares means that the Board of Directors is authorised to acquire a maximum of so many shares that the own shareholding will not exceed ten (10) per cent of all shares in the company.

The business conducted by the company and the Group does not entail any risks in addition to such risks which exist or can be expected to exist in the Group's line of business or the general risks associated with conduct of business. It is the view of the Board that the shareholders' equity of the company and the Group, based on current conditions, after any repurchase of own shares within the scope of the authorisation will be sufficient in relation to the nature, scope and risks of the operations.

The Board of Directors has considered the company's and the Group's consolidation requirements through a comprehensive assessment of the financial position of the company and the Group, as well as the possibilities of the company and the Group to discharge its obligations on short and long term. For the financial year 2013 the company's equity/assets ratio will amount to 39.8 per cent and the Group's equity/assets ratio will amount to approximately 45.5 per cent. Based on current conditions, the Board is of the view that the repurchase of own shares within the scope of the proposed authorisation will not jeopardise the company's or the Group's ability to make further investments justified from a business perspective nor the company's and the Group's ability to assume future business risks and cope with prospective losses. The Board will continuously assess the financial position of the company and will again scrutinise the conditions in the company prior to any repurchase of own shares under the authorisation. In summary, the Board considers that the company's and the Group's financial position does not give rise to any other assessment than that the company and the Group are expected to comply with their obligations in a short as well as long term perspective. The company and the Group have sufficient access to short-term as well as long-term credit facilities. All in all, the Board considers that the company and the Group are well prepared to handle any changes in liquidity as well as unexpected events.

In addition to the above, the Board has also taken into consideration other known circumstances that may impact the company's and the Group's financial position. No circumstances at hand entail that the proposed authorization does not appear justifiable.

The shareholders' equity would have been insignificantly affected if financial instruments that have been valued according to Chapter 4, Section 14 a of the Annual Accounts Act instead would have been valued according to the lower-of-cost-or-market principle.

**Justification of the authorisation of repurchase**

With regard to what is stated above in addition to what has otherwise come to the knowledge of the Board of Directors, it is the opinion of the Board of Directors that the proposed authorisation of repurchase is justifiable considering the demands on the company's and Group's shareholders' equity in respect of the type, scope and risks of the business, as well as the company's and the Group's consolidation needs, liquidity and position in general.

Furthermore, the Board of Directors takes into consideration that – prior to the Board's utilisation of the proposed authorisation – it is the obligation of the Board of Directors according to Chapter 19, Section 29 of the Swedish Companies Act – to present a new motivated statement on whether the acquisition of own shares is, at the time, justifiable with regard to the demands pursuant to Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act under the then prevailing circumstances.

Båstad in April 2014  
**The Board of Directors**