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LINDAB INTERNATIONAL AB (PUBL)

THE NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT REGARDING ELECTION OF THE BOARD OF DIRECTORS

1. Background

In accordance with the resolution on the Annual General Meeting 2015, the following persons were in September 2015 appointed as members of the Nomination Committee for the Annual General Meeting 2015: Per Frankling, representing Creades AB, Per Colleen, representing Fjärde AP-fonden, Peter Rönström, representing Lannebo Fonder, and Kjell Nilsson, chairman of the Board of Lindab International AB (publ). Peter Rönström was appointed chairman of the Nomination Committee.

In accordance with the resolution of the Annual General Meeting, the Nomination Committee shall evaluate the composition and work of the Board of Directors and submit proposals for the Annual General Meeting 2016 regarding:

- Election of chairman for the Annual General Meeting
- Election of the Board of Directors and chairman of the Board
- Election of auditors
- Fees to the Board members, any committees and auditors
- Composition of the Nomination Committee for the Annual General Meeting 2017

The Nomination Committee has for the Annual General Meeting 2016 had five meetings. All members of the Nomination Committee have attended all meetings. The Nomination Committee has endeavored to reach consensus for all proposals. Unanimity has however not been reached for all proposals and the member Per Frankling has expressed his reservations against the Nomination Committee's proposals regarding election of chairman of the Board and Board of Directors. The other members fully support the proposals and the reasoned statement.

2. Nomination Committee's proposals

Electing of chairman of the Annual General Meeting

The Nomination Committee proposes that the Annual General Meeting elects Kjell Nilsson as chairman of the Annual General Meeting

Number of Board members and deputy Board members

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.

Fees for the Board of Directors and auditors

With regard to the remuneration of the Board, the Nomination Committee considers that the fees, which have been unchanged for several years, are reasonable and well balanced. The Nomination Committee proposes that the fees to the Board members remain unchanged and consequently that the total fees shall amount to SEK 2,200,000 in accordance with the following: SEK 650,000 to the chairman of the Board, SEK 300,000 to each of the other Board members elected by the Annual General Meeting and SEK 25,000

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to each of the ordinary employee representatives. As the Board in its entirety performs the duties of the audit committee and the remuneration committee, no fees shall be determined for any committees.

The Nomination Committee proposes that the auditors' fees shall be paid in accordance with approved account.

Election of the Board of Directors

The Nomination Committee proposes re-election of the Board members Sonat Burman-Olsson, Kjell Nilsson and Hans Porat. The Nomination Committee proposes election of Per Bertland, Viveka Ekberg and Bent Johannesson as new Board members to replace Erik Eberhardson, Per Frankling and Marianne Brismar. Brismar and Eberhardson have declined re-election.

Per Bertland, born in 1957, is since 2013 the President and CEO of Beijer Ref. He became CFO in the company in 1993 and COO in 2000. Per Bertland has also been CFO at Indra AB and Ötab Sport AB (part of the Aritmos group) and at SET Revisionsbyrå. Per has a M.Sc. in Business and Economics degree from Lund University. He is chairman of the Board in several subsidiaries of Beijer Ref. In addition, he is i.a. chairman of the Board in AB Dendera Holding, advisor in Small Cap Partners SCP and Board member in several foundations. Per does not hold any shares in Lindab and is considered as being independent in relation to the company and major shareholders.

Viveka Ekberg, born in 1962, has previously i.a. been MD at PP Pension Försäkringsförening, MD at PP Pension Fondförsäkring AB, Nordic Manager (Executive Director) at Morgan Stanley Investment Management, Associate Partner and Head of Project Management at Brummer & Partners, Manager at SEB Institutionell Förvaltning, Stock analyst at Alfred Berg Fondkommission and Finance analyst and journalist at Affärsvärlden. Viveka has a M.Sc. in Business and Economics degree specialising in accounting, financing and international business from Stockholm School of Economics. She is Board member in i.a. Apotekets AB:s Pension Foundation, Forex Bank AB, SPP Spar AB, Svolder Aktiebolag and the Foundation Affärsvärlden. Viveka holds 2 000 shares in Lindab and is considered as being independent in relation to the company and major shareholders.

Bent Johannesson, born in 1954, is since 2003 MD in Ramböll Sverige AB. Previously, Bent was Regional Manager at Skandiakonsult AB and Manager for the Construction department at Kvaerner Pulping. Bent has also conducted his own business within construction consultation. He is a Board member in Ramböll Management Consulting AB. In addition to various Board assignments within the Ramböll group, he has for a period of ten years been Board member in the Swedish Federation of Consulting Engineers and Architects, including two years as chairman of the Board. During this period he also served as Board member in Almega. Bent has a M.Sc. in Engineering degree from Chalmers in Gothenburg. He does not hold any shares in Lindab and is considered as being independent in relation to the company and major shareholders.

Election of chairman of the Board

The Nomination Committee proposes the re-election of Kjell Nilsson as chairman of the Board.

Election of auditor

For the period until the end of the next Annual General Meeting, the Nomination Committee proposes the re-election of the registered audit firm Deloitte AB as the company's auditor. Deloitte AB has informed the company that authorized public accountant Hans Warén shall be lead auditor.

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Proposal for resolution regarding the Nomination Committee

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 2016, the chairman of the Board shall contact the three largest shareholders in the Company and request them to appoint their representative to the Nomination Committee without delay. If a shareholder refrains from exercising 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 appointed 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 composition and work of the Board, as well as submission of proposals to the Annual General Meeting regarding:

- election of chairman for the Annual General Meeting 2017
- election of the Board and chairman of the Board
- election of auditor
- fees to the Board of Directors, any Board committees and the auditor
- Nomination Committee for the Annual General Meeting 2018

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. If a member appointed by a shareholder resigns during the mandate period, the shareholder 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 shall be made public at least six months prior to the Annual General Meeting 2017. The members of the Nomination Committee receive no remuneration from the Company, but shall have the right to reimbursements from the Company for reasonable expenses.

3. Reasoned statement regarding the Nomination Committee's proposal for election of the Board of Directors

The Nomination Committee has been provided with report from the chairman of the Board and the evaluation of the work of the Board and has met the Managing director in order to receive a description of the development of the Company's activities. Based upon the evaluation of the Board, the Nomination Committee finds that the Board and the work of the Board have functioned well.

Considering the Company's activities, developmental phase and other circumstances, the Nomination Committee has discussed the versatility, size and composition of the Board in particular with regard to market experience, competence and the requirement to strive towards an equal division of the genders. The Nomination Committee has also in particular considered the Company's strategy and the requirements the strategy is expected to pose on the Board. The Nomination Committee has tried to find persons experienced in the same industry as Lindab and persons with financial qualifications. Viveka Ekberg has sound experience and knowledge within asset management and the finance sector. Per Bertland and Bent Johannesson are both active in industries close to the industry in which Lindab is operating and are considered to have large understanding of the markets of ventilation and construction in general. Per Bertland has special experience within technology-oriented refrigeration and climate control and Bent Johannesson has considerable knowledge within the service sector of construction including sustainable

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and energy efficient construction. According to the Nomination Committee, the proposed new Board members will further strengthen the Board's total competence and experience.

The Nomination Committee finds that the proposal entails a Board composition that will continue to be appropriate considering the Company's activities, development phase and other circumstances and that the proposal is characterized by versatility and breadth of the Board members' qualifications, experience and background as set out in clause 4.1 of the Swedish Code of Corporate Governance (the "Code").

The proposed Board members comprise two women and four men (33,3 and 66,6 per cent respectively). The Nomination Committees endeavour to achieve further improvement of the division of the genders.

The Nomination Committee finds that the proposed Board of Directors fulfils the requirements of independence as stipulated in the Code.

Further information regarding the members of the Board is available at Lindab's website www.lindabgroup.com.

The Nomination Committee's member Per Frankling has expressed his reservations against the Nomination Committee's proposals regarding election of chairman of the Board and Board of Directors and, consequently, against the reasoned statement regarding election of the Board of Directors.

Stockholm in March 2016

The Nomination Committee of Lindab International AB (publ)