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Danish Financial Supervisory Authority  
Gl. Kongevej 74 A  
DK-1850 Frederiksberg C

Company Announcement No. 4-2009:

## **NOTICE of the Annual General Meeting of FLSmidth & Co. A/S**

**Pursuant to Article 5 of the Articles of Association, notice is hereby given that the Annual General Meeting of the Company will be held on Friday 17 April 2009 at 16.00 hours at Radisson SAS Falconer Center, Falkoner Allé 9, DK-2000 Frederiksberg, Copenhagen.**

Agenda for business to be transacted at the Annual General Meeting:

1. Management's review
2. Submission and approval of the Annual Report
3. Distribution of profits in accordance with the approved Annual Report
4. Election of members to the Board of Directors.

The Board of Directors moves that Mr Jørgen Worning, Mr Jens S. Stephensen, Mr Torkil Bentzen, Mr Jesper Ovesen and Mr Martin Ivert be reelected. The Board of Directors moves that Mr Vagn Ove Sørensen be elected new member of the Board instead of Mr Søren Vinther who does not wish to accept reelection.

[The individual candidates' managerial positions and background appear from the company website [www.flsmidth.com](http://www.flsmidth.com) or [www.flsmidth.com/investor](http://www.flsmidth.com/investor)].

5. Appointment of auditor

The Board of Directors moves that Deloitte Statsautoriseret Revisionsaktieselskab be reappointed.

6. Other business proposed by the Board or by shareholders:

- a. The Board of Directors proposes that it be authorised until the next Annual General Meeting to let the Company acquire treasury shares up to a total nominal value of 10 per cent of the Company's share capital pursuant to Section 48 of the Danish Public Companies Act. The consideration for the shares acquired must not

deviate more than 10 per cent from the official price quoted on OMX Nordic Exchange Copenhagen A/S at the time of acquisition.

b. The Board of Directors proposes that it be authorised to decide on distribution of extraordinary dividend. If approved, the decision will be included in the Articles of Association as a new paragraph 5 of Article 4.

## 7. Any other business

As from Thursday 26 March 2009, the 2008 Annual Report and the agenda of the General Meeting with the complete proposals plus the Company's Articles of Association shall be available for inspection by shareholders at the Company's office at Vigerslev Allé 77, DK-2500 Valby Copenhagen. The documents will also be accessible at the Company website [www.flsmidth.com/investor](http://www.flsmidth.com/investor).

Admission cards to the General Meeting may be obtained by contacting VP Investor Services A/S, telephone 4358 8892 or fax 4358 8867 or by contacting FLSmidth & Co. A/S, Vigerslev Allé 77, 2500 Valby in person or in writing. Admission cards may also be obtained via the VP Investor Services A/S website [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or at the FLSmidth & Co. A/S website [www.flsmidth.com/investor](http://www.flsmidth.com/investor). Admission cards may be obtained until Tuesday 14 April 2009 at 16.00 hours.

Admission cards are issued to shareholders entered in the Company's register of shareholders. Shareholders not entered in the register of shareholders may obtain admission cards on producing evidence of the shareholding in the form of a not more than five days old statement of account from VP Securities Services or the account-holding bank (deposit bank).

The resolutions proposed in the agenda may be adopted by a simple majority of votes.

The Company's share capital of DKK 1,064,000,000 nominal value is divided into shares of DKK 20. Each DKK 20 share entitles the holder to one vote. Pursuant to Article 8, paragraph 2 of the Articles of Association, if a share has been acquired by transfer the holder's right to vote is subject to the requirement that the said shareholder prior to the calling of the General Meeting has either been entered in the Company's register of shareholders or has notified the Company of such share transfer and produced evidence thereof.

## Proxy

If you are unable to attend the General Meeting, you may use the proxy document which is on the back of the registration form, to authorise the Board of Directors to cast the votes attached to your shares. In that case your votes will be cast in

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accordance with the recommendation of the Board of Directors. You may also choose to authorise the Board of Directors to act on your behalf by indicating on the form how you wish the Board to cast your votes. Finally, you may also appoint a specific third party as your proxy. In that case your proxy shall receive an admission card from VP Investor Services A/S. The card must be brought along to the General Meeting.

If you choose to be represented by proxy, please send the proxy document to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, or fax it to +45 4358 8867, or you may appoint a proxy via the company website [www.flsmidth.com/investor](http://www.flsmidth.com/investor) or via [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm).

The signed proxy document must be received by VP Investor Services A/S not later than Tuesday 14 April 2009 at 16.00.

Valby, March 2009  
FLSmidth & Co. A/S  
The Board of Directors

For further information about FLSmidth, please visit [www.flsmidth.com](http://www.flsmidth.com).