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18 April 2012

Annual General Meeting 2012 Minutes

The annual general meeting of Rockwool International A/S was held on 18 April 2012 at 5:00 p.m. at Roskilde Kongrescenter, Denmark.

At the general meeting the board of directors' report for the financial year of 2011 was noted, the annual report for 2011 was approved and the management and the board of directors were discharged from liability.

The general meeting adopted the fee of the board of directors, and of members of the Audit Committee and the Compensation Committee respectively, for the period from the annual general meeting in 2012 to the annual general meeting in 2013.

The general meeting approved the board of directors' proposal for distribution of profit with a dividend of DKK 9.60 per share of a nominal value of DKK 10, corresponding to a total of DKK 207 million.

Heinz-Jürgen Bertram, Carsten Bjerg, Bjørn Høi Jensen, Thomas Kähler, Tom Kähler and Steen Riisgaard were re-elected as members of the board of directors. At the same time Jan W. Hillege retired from the board of directors, as he has attained the age of 70.

The board of directors constituted itself with Tom Kähler as chairman, Steen Riisgaard as the first deputy chairman and Carsten Bjerg as the second deputy chairman.

Ernst & Young, Godkendt Revisionspartnerselskab, was elected as auditor of the company.

The general meeting authorised the board of directors to allow the company to acquire its own shares, A shares as well as B shares, of a maximum nominal value of 10% of the company's share capital, provided that the price of the shares at the time of purchase does not deviate by more than 10% from the most recent listed price, such authorisation to be valid until the next annual general meeting.

The general meeting approved the revised guidelines for incentive-based remuneration of the management and the revised remuneration policy for the company's governing bodies as published on the company's website, www.rockwool.com.

There were no further items on the agenda.

The board of directors