

Release no. 08 – 2008**To NASDAQ OMX Nordic Exchange
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15 April 2008

**Rockwool International A/S
CVR No. 54 87 94 15**

Full-text proposals for submission at the Company's Annual General Meeting on Wednesday 23 April 2008. At the Annual General Meeting the Board of Directors will table the following proposals:

Re. item 1 – The Board of Directors' report of the Company's activities during the past financial year.

Re. item 2 – Presentation of the annual report together with the auditors' report.

Re. item 3 – Approval of the annual report for the past financial year and discharge of the Management and the Board of Directors.

Item 3.1)

The Board of Directors proposes that the annual report be approved.

Item 3.2)

The Board of Directors proposes that the Management and the Board of Directors be discharged from liability in relation to the Annual Report.

Re. item 4 – Allocation of profits according to the approved accounts.

The Board of Directors proposes that the profit of the parent company for the year of DKK million 459.3 be distributed as follows:

Dividend of DKK 14.40 per share with a nominal value of DKK 10:	DKK million	311.9
Retained earnings	<u>DKK million</u>	<u>147.4</u>
	<u>DKK million</u>	<u>459.3</u>

The profit of the group for the year of DKK million 2.059.7 shall be distributed as follows:

Dividend of DKK 14.40 per share with a nominal value of DKK 10 (as mentioned above):	DKK million	311.9
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Retained earnings	DKK million 1,654.3
Minority interests	<u>DKK million 93.5</u>
	<u>DKK million 2,059.7</u>

The proposal represents an increase in dividends of 50% compared to dividends for the financial year 2006.

Dividends will be distributed on 29 April 2008 after the General Meeting's approval.

Re. item 5 - Election of members of the Board of Directors.

According to Article 14 (a) of the Articles of Association, the members of the Board of Directors elected by the general meeting are up for election each year.

The Board of Directors proposes re-election of Tom Kähler, Henrik E. Nyegaard, Jan W. Hillige and Preben Damgaard and election of Steen Riisgaard, CEO of Novozymes A/S, and of Thomas Kähler, managing director for RockDelta, a business within the Rockwool Group.

Appendix 1 contains a description of the new candidates for election to the Board of Directors.

Re. item 6 – Election of auditors.

The Board of Directors proposes re-election of Ernst & Young, Statsautoriseret Revisionsaktieselskab.

Re. item 7 – Proposals, if any, from the Board of Directors or from shareholders.

- a. Approval of the remuneration of the Board of Directors for 2008/2009

The Board of Directors proposes that the general meeting approves the following remuneration of the Board of Directors for the period until the next ordinary general meeting:

Chairman of the Board of Directors: DKK 608,000
Vice-Chairman of the Board of Directors: DKK 434,000
Other members of the Board of Directors: DKK 250,000
Additional remuneration for members of the Auditing Committee: DKK 65,000
Additional remuneration for members of the Compensation Committee: DKK 54,000

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b. Approval of guidelines for incentive-based remuneration for the company's registered management

The Board of Directors proposes that the general meeting approves the guidelines for incentive-based remuneration for the registered management of the Company, as defined by the Board of Directors. The guidelines, which have been prepared in accordance with new legislation, are attached as Appendix 2. If the proposal is adopted, the following will be added as a new Section 18 of the Articles of Association:

”18. The company has adopted guidelines for incentive-based remuneration of the company’s management. The guidelines, which have been approved by the company’s general meeting, are made public on the company’s website, www.rockwool.com.”

If the proposal is adopted, the existing Sections 18-21 of the Articles of Association will be renumbered to Sections 19-22.

c. Authorisation to acquire own shares

The Board of Directors proposes that the general meeting authorise the Board of Directors to allow the Company to acquire its own shares, including 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, cf. section 48 of the Companies Act, such authorisation to be valid until the next annual general meeting.

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Appendix 1 – Description of new candidates for election to the Board of Directors**Thomas Kähler**

Thomas Kähler, 37, is Managing Director of the RockDelta business in the Rockwool Group, a position he has held since 2004. He furthermore serves on the board of Reelight ApS.

Curriculum Vitae:

- Born 2 November 1970

Education

- Electronical / Mechanical Engineer from Technical University of Denmark 1993
- Business Diploma, 1st part at Copenhagen Business School, 1998
- Expects to finalise MBA at CBS October 2008

Employment record

- Responsible for sales in Denmark and for export of calibrating equipment at Ametek Denmark A/S 1994-96
- Area Sales Manager at Howden Fans 1996–98
- Regional Sales Manager at RFS Denmark in the ALCATEL Group 1997-2001
- Sales Director RFS Denmark in the ALCATEL Group 2001-04
- Managing Director of the RockDelta business in the Rockwool Group 2004 –

Miscellaneous

- Board Member Mercantilius ApS 2004–06
- Board Member Reelight ApS 2006 –
- Member of the Executive Committee of Young Conservatives 1994–97
- Trainee in Rockwool Limited, Wales in 1989 and in Deutsche Rockwool Mineralwoll GmbH & Co. OHG, Gladbeck in 1993
- Member of VL-59 (Danish Management Association)
- Participant in the Kähler Family Meetings
- Not considered independent due to employment in the Rockwool Group. Family ties with Tom Kähler, Chairman of the Board, and Gustav Kähler, Member of the Board

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Steen Riisgaard

Steen Riisgaard, 57, is President and CEO of Novozymes A/S and has had the position since Novozymes A/S was demerged from Novo Nordisk A/S in 2000.

Mr. Riisgaard was born on 22 March 1951.

- Mr. Riisgaard joined Novo Nordisk A/S in 1979 as a microbiologist in Enzymes R&D.
- In 1982 he went to Tokyo to start up an Enzymes R&D unit in Novo Nordisk A/S' subsidiary, Novo Industri Japan Ltd.
- He returned to Denmark in 1985 as director of Enzyme Process Research and the following year was appointed vice president of the Detergent Enzyme Division.
- In 1989 he was promoted to corporate executive vice president with special responsibility for Enzyme Business, including Enzyme Research, Enzyme Development and Application, Enzyme Production, Enzyme Operations and all of Novo Nordisk A/S' activities in China.

Prior to joining Novo Nordisk A/S, Mr. Riisgaard was a research fellow at the Serum Institute of Denmark (1976-1977) and a research microbiologist at Foss Electric, Denmark.

Mr. Riisgaard received his MSc in Biology from the University of Copenhagen.

Mr. Riisgaard serves on the boards of WWF (World Wildlife Fund) Denmark and Egmont International Holding A/S and is Chairman of EuropaBio.

Mr. Riisgaard is considered to be independent.

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As far as other candidates are concerned, please see the annual report 2007.

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Appendix 2 - Guidelines for incentive-based remuneration for the management of Rockwool International A/S**Guidelines for incentive-based remuneration for the management:**

These guidelines are the overall guidelines for Rockwool International A/S' incentive-based remuneration to the registered Management (in Danish "Direktionen") of Rockwool International A/S. Incentive-based remuneration is, notably, not given to members of the Board of Directors who instead receive a fixed fee approved by the General Meeting.

Incentive schemes for the Management are allocated in accordance with these guidelines which are subject to approval by the General Meeting.

It is noted that the schemes mentioned in the following have by and large remained unchanged and part of the company's practice for many years. The bonus schemes were introduced in the 1980's and stock options schemes in 1998.

Incentive schemes may include all members of Management and may take form of a cash bonus, stock options or both. It is the Board's assessment that these types of incentive schemes are suitable to retain and attract qualified managers and to put the individual manager's interests in alignment with the interests of the shareholders in the short term as well as in the long term.

Bonus agreements with Management are entered into on yearly basis. The bonus may amount to anywhere between 0% and 40% of the annual salary that entitle to pension contributions. The bonus size will depend on the degree of fulfilment of a number of targets laid down by the Board and based upon the company's budgeted financial results or other financial key figures and measurable personal achievements of a financial or non-financial nature. The agreed bonus basis – i.e. the cash bonus a manager is initially expected to obtain in a year – usually amounts to half of the maximum bonus.

In addition to cash bonus, the Board may decide to grant stock options to Management. The options may have duration of up to 6 years and can normally be exercised 3 years at the earliest and 6 years at the latest after the grant. Generally, the options must be exercised in open trading windows. The stock that the company has to deliver upon exercise of the stock options, will comprise of already existing issued stock which the company acquires in the market and, thus, the company's share capital will not increase upon exercise of the options.

The acquisitions of stock referred to above shall take place in the most recent open trading window prior to the date of grant. The exercise price of the options must as a minimum be equal to the average acquisition price of the shares acquired by the company for this purpose.

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It may be agreed that a part of the options may be settled in cash with no right and no obligation for the company to deliver shares (phantom shares). In this case, the exercise price shall be the same as for the options where actual shares are delivered.

Each grant is individual and separate and the number of allocated options will be determined in each case based on the interest in retaining the recipient in his/her position in the company. Bonus schemes are a part of the remuneration of Management whereas stock options are granted in addition to a competitive salary. A grant of stock options does not reduce the base salary, which is - on the contrary - the case for an assignment of a bonus scheme.

The total number of non-exercised options which at any given point in time may be granted to Management and other executive employees may as a maximum comprise rights to purchase shares not exceeding 3% of the share capital. Moreover, within the one year period that passes from one ordinary General Meeting to the next, Management and other executive employees may only be granted options which in total comprise rights to purchase 110,000 shares each with a nominal value of DKK 10. In addition to these limitations the Board has decided, in order to ensure the largest degree flexibility, not to define further limitations as to the value of stock options grants to Management.

Below is a sample calculation of the estimated present value of the stock options, at the time of grant, in the event of a full allocation in a given year. Information about the actual value of the stock options assigned in a financial year will be contained in the annual report.

The Group has - in relation to a majority of the countries in which options are allocated – tax deductions for costs equal to the gain on the options and the cash remuneration given as incentive remuneration.

Example of calculation of the present value of stock options:

In the event of an allocation of stock options which give the right to purchase 110,000 shares, each with a nominal value of DKK 10, at market price as of 1 February 2008 the total present value at such time will amount to DKK 38,314,785 (calculated based on the Black-Scholes formula according to the same principles as applied in the annual report 2007).