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

Company Announcement No. 15-2008:

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

Pursuant to Article 8 of the Articles of Association, notice is hereby given that the Annual General Meeting of the Company will be held on Thursday 17 April 2008 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. Board and Management report on the activities of the Company.
2. Submission of the Annual Report
3. Approval of the Annual Report and decision on exemption of the Management and Board of Directors from liability.
4. Board recommendations for the distribution of profits.
5. Election of members to the Board of Directors.

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

6. Appointment of one or two state-authorized public accountants as auditors.

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

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

Proposals by the Board of Directors

7.a. Proposal by the Board of Directors to authorise the Board to let the Company buy own shares

The Board of Directors proposes that it be authorised, until the next Annual General Meeting, to let the Company acquire own shares up to a total nominal value of 10 per cent of the Company's share capital pursuant to Section 48 of the Danish Companies Act. The consideration for the shares acquired shall deviate not more than 10 per cent from the official price quoted on the OMX Nordic Exchange Copenhagen A/S at the time of acquisition.

7.b. Proposal by the Board of Directors that overall guidelines for incentive pay be approved

It is proposed that the Annual General Meeting approves the overall guidelines fixed by the Board of Directors for incentive pay for the members of the Management of FLSmidth & Co. A/S. The guidelines are accessible on the Company website www.flsmidth.com. If the guidelines are approved by the Annual General Meeting, the following new Article 14 will be included in the Company's Articles of Association:

"The Company has adopted guidelines for incentive pay for the members of the Management pursuant to section 69b of the Danish Companies Act. The guidelines have been approved by the General Meeting and are accessible on the Company website."

7.c. Proposal by the Board of Directors for amendment of the Articles of Association

The Board of Directors proposes that the Articles of Association be amended and modernised as follows:

- (i) It is proposed that Articles 4 to 7 be compiled into one and that Articles 4(d), 4(f) sentences 2 - 5, 6(b) and 7 be deleted. Besides, it is proposed to change the denomination of the shares from DKK 20 to DKK 1 or multiples thereof. As a consequence it is proposed that Article 11 (b), 1st sentence regarding the right to vote be amended so that a DKK 1 share entitles the holder to one vote.
- (ii) It is proposed that Article 9 regarding the agenda for the Annual General Meeting be amended so that it no longer contains a set item requiring the exemption of the Board of Directors and Management from liability. Certain rephrasing is also proposed.
- (iii) Articles 10, 13, 14(e), 18 and 19 to be amended as follows:
 - In Article 10 describing the role of the chairman of the meeting, inter alia, the 2nd sentence regarding voting procedure is removed.
 - Article 13 regarding the minutes of the General Meeting be amended so that they need only be signed by the chairman of the meeting.
 - In Article 14(e) about the Board members' fee the words "together with the Annual Report" be deleted.
 - In Article 18 about the Company's auditors, the second sentence be deleted.
 - It is proposed that Article 19 (b) regarding preparation of the Annual Report be deleted as the contents are already stipulated by law.

If the proposed amendments are adopted, this will result in the articles being renumbered and subnumbers being deleted.

7.d. Authorisation of the chairman of the meeting

The Board proposes that the Annual General Meeting authorises the chairman of the meeting to report the above resolutions adopted to the Danish Commerce and Companies Agency and to make corrections in the documents produced in connection with the said resolutions where this is required by the Commerce and Companies Agency in order to have the information registered.

Proposal by a shareholder

7.e. A shareholder, Mr Poul Boeg, has submitted the following proposal:

The Board of Directors is requested

- to disclose each Board member's holding of shares in future annual reports,
- to ensure that any Board members elected at the General Meeting who are not shareholders, acquire shares in the Company,
- not to propose candidates for election to the Board of Directors who are not shareholders in the Company, and
- to disclose each Board candidate's shareholding in connection with elections.

FLSmidth's Board of Directors does not endorse the shareholder's proposals.

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As from Friday 4 April 2008, the 2007 Annual Report and the agenda of the General Meeting with the complete proposals including the proposed guidelines for incentive pay (item 7.b) plus the Company's Articles of Association shall be available for inspection by shareholders at the Company's head office at Vigerslev Allé 77, DK-2500 Valby Copenhagen. The documents will also be accessible at the Company website www.flsmidth.com.

Admission cards to the General Meeting may be obtained by contacting VP Investor Services A/S, telephone +45 4358 8866 or fax +45 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 or via the FLSmidth & Co. A/S website www.flsmidth.com/investor. Admission cards may be obtained until Monday 14 April 2008 at 16.00 hours.

Admission cards are issued to shareholders entered in the Company's register of members. Shareholders not entered in the register of members 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 adoption of a resolution to amend the Company's Articles of Association, item 7.c, requires that the resolution is passed by not less than two thirds of the votes cast as well as of the share capital represented and entitled to vote at the General Meeting.

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 11 (b) 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 members or has notified the Company of such share transfer and produced evidence thereof.

Dividend is paid out via VP Securities Services and the share-issuing institution into the shareholders' accounts with their own account-holding banks whereby the financial rights are exercised pursuant to Section 73, subsection 5, 2nd paragraph of the Danish Companies Act.

A power of attorney form for voting is distributed with the notice of the meeting to all registered shareholders and may also be obtained by contacting the Company.

Valby, April 2008
FLSmidth & Co. A/S

The Board of Directors

For further information about FLSmidth, please visit www.flsmidth.com.