



## **Welcome to the Annual General Meeting of Lindab International AB (publ)**

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.





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## **Welcome to the Annual General Meeting of Lindab International AB (publ)**

The shareholders of Lindab International AB (publ) are hereby invited to attend the annual general meeting to be held at 4 pm (CET) on Tuesday 3 May 2016 at Grevieparken, Hålarpsvägen 14, 269 62 Grevie in Båstad.

Registration for the annual general meeting begins at 3 pm (CET).

Right to attend the Annual General Meeting

Shareholders who wish to attend the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 27 April 2016 and notify the company of their intention to attend no later than 4 pm (CET) on Wednesday 27 April 2016

Notice of attendance may be made:

- by post to Lindab International AB, "Annual General Meeting", SE-269 82 Båstad, Sweden
- by telephone to Lindab +46 431 850 00
- via the Company's website, [www.lindabgroup.com](http://www.lindabgroup.com)

When giving notice of attendance, shareholders must state their name, personal identification number or corporate identification number, address and telephone number, as well as information about any representatives and assistants. Shareholders whose shares are nominee registered must temporarily register the shares in their own name in order to participate in the meeting and exercise their voting rights. Such registration must be made with Euroclear Sweden AB by Wednesday 27 April 2016. Accordingly, the shareholder must inform the nominee in due time before said date. As confirmation of the registration, Lindab International AB will forward an admission pass which shall be presented at registration upon arrival to the meeting.

Shareholders who are represented by proxy must provide a dated proxy form in writing for the representative. Proxy forms are available on the Company website [www.lindabgroup.com](http://www.lindabgroup.com) and are sent by post to shareholders who contact the Company and provide their address. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent authorisation documents for the legal entity must be attached. To facilitate admission to the meeting, any original proxy forms, registration certificates or other authorisation documents should be submitted to the Company at the address stated above no later than Wednesday 27 April 2016.

Coffee will be served from 3 pm (CET).



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## Agenda for the Annual General Meeting

Proposed agenda	
1.	Opening of the annual general meeting and election of chairman of the meeting.
2.	Preparation and approval of the voting list.
3.	Approval of the agenda.
4.	Election of two persons to verify the minutes together with the chairman.
5.	Determination of whether the meeting has been duly convened.
6.	Report by the CEO.
7.	Presentation of the annual accounts and the auditors' report, and the consolidated accounts and the auditor's report on the consolidated accounts, for the financial year 2015 and the Auditor's report on whether the guidelines regarding remuneration to senior executives adopted by the Annual General Meeting have been complied with.
8.	Resolutions regarding
	a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2015.
	b) appropriation of the Company's profit pursuant to the adopted balance sheet and resolution regarding record date for dividend.
	c) discharge from liability for the board of directors and the CEO.
9.	Determination of the number of board members and deputies elected by the annual general meeting.
10.	Determination of fees to the members of the board of directors and the auditors.
11.	Election of the board of directors.



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12.	Election of auditor.
13.	Resolution regarding the nomination committee.
14.	Guidelines for remuneration to senior executives.
15.	Authorisation for the board of directors to resolve on transfer of treasury shares.
16.	Closing of the annual general meeting.

## Proposed resolutions

The nomination committee for the annual general meeting 2016 consists of the chairman Peter Rönström, representing Lannebo Fonder, Per Colleen, representing Fjärde AP-fonden, Per Frankling, representing Creades AB and Kjell Nilsson, the chairman of the board. The member Per Frankling has expressed his reservations against the nomination committee's proposal regarding election of the board and chairman of the board (item 11). The nomination is in agreement regarding the other proposals.

### Election of chairman for the annual general meeting (item 1)

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

### Proposal for appropriation of profits (item 8 b)

The board of directors proposes that a dividend of SEK 1.25 per share is resolved for the financial year 2015. As record date for the dividend the board of directors proposes 6 May 2016. If the annual general meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 11 May 2016.

### Proposal for number of board members and deputies (item 9)

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



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without deputies.

### Proposal for fees to the board of directors and the auditors (item 10)

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 general meeting and SEK 25,000 to each of the ordinary employee representatives. As the audit committee and the remuneration committee consist of the board in its entirety, no fees shall be determined for any committees.

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

### Proposal for election of the board of directors (item 11)

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.



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*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.

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

### Proposal for election of auditor (item 12)

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 authorised public accountant Hans Warén shall be lead auditor.

### Proposal for resolution regarding the nomination committee (item 13)

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



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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.

### Guidelines for the remuneration to senior executives (item 14)

The board proposes that the annual general meeting resolves on guidelines for remuneration to senior executives, entailing that remuneration to senior executives shall be based upon the market conditions in which the Company operates and the environment in which each of the executives works, be competitive, enable the company to recruit new executives and motivate senior executives to remain with the company.

The remuneration system will comprise the following elements; fixed salary, variable salary, pensions and benefits according to below.

Fixed salary and benefits should be established individually based on the criteria outlined above and each of the executive's individual skills.

Variable salary shall be paid upon fulfilment of clearly fixed targets for the Group. The variable salary shall be paid as a percentage of the fixed salary and shall have a fixed cap not exceeding 50 percent of the fixed salary.

The pension shall be a defined-contribution plan. The extent of the pension shall be based on the same criteria as for fixed remuneration and shall be based on the fixed and on the variable salary.

The board shall be entitled to deviate from the guidelines in an individual case, if there are specific grounds for this. The board has not used this mandate during 2015.

### Authorisation for the board of directors to resolve on transfer of treasury shares (item 15)

The board proposes that the annual general meeting 2016 authorises the board to resolve on transfer of the company's treasury shares on the following terms and conditions:

1. Authorisations may be exercised on one or several occasions during the period up to the annual general meeting 2017.



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2. Transfer may be made of maximum the number of shares held by the company at the time of the board's resolution on transfer.
3. Transfer may be made with a deviation from the shareholders' preferential rights.
4. Transfer may be made against cash payment by sale on Nasdaq Stockholm at a price within the price band registered from time to time, being the interval between the highest paid price and the lowest sale price at the time of transfer.
5. Transfer may take place against payment of the whole or part of the purchase price in connection with the acquisition of a company or business, or part of a company or business. Transfer in connection with an acquisition of a company or business may take place at a market value appraised by the board. Consideration for the transferred shares in connection with the acquisition of a company may be made by contribution in kind or by means of set off.
6. The board may resolve on further terms and conditions for the transfer.

Lindab's existing holding of treasury shares amounts to 2 375 838 shares, which corresponds to three (3) per cent of the total number of shares in the company.

The purpose of the authorisations above is to facilitate the financing of acquisitions by the utilisation of the company's treasury shares.

Transfer of treasury shares in accordance with the company's previously adopted incentive programs are made in accordance with the respective resolutions from the annual general meetings and do not fall within the proposed authority.

If the transfer cannot be made according to the above, the company may resolve to cancel the shares by reducing the company's share capital without payment to the shareholders.

In order for this resolution to be valid, it must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

## **Available documents and information about the number of shares and votes in the company**

The annual report for 2015, the auditors' report and the board's complete proposals regarding the agenda items 8 b) and 14-15 as well as related documents will be available at the Company's offices as well as on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com) no later than on 12 April 2016. Copies will be sent to shareholders upon request and the annual report for 2015, the auditors' report and the board's complete proposals and related documents will also be available at the annual general meeting.

The total number of shares and votes in the Company amounts to 78,707,820. Lindab International AB (publ) holds 2,375,838 treasury shares, for which the company cannot exercise





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any voting rights.

## **Information at the Annual General Meeting**

At the annual general meeting, the board and the CEO shall, if a shareholder so requests and the board is of the opinion that it is possible without any substantial damage for the company, present information on: (i) matters which may affect an item on the agenda, (ii) matters which may affect the company's or any subsidiary's financial situation or (iii) the relationship between the company and another group company. A shareholder who so requests may send questions in advance by post to Lindab International AB (publ), "Annual General Meeting", 269 82 Båstad or by email to [fredrik.liedholm@lindab.com](mailto:fredrik.liedholm@lindab.com).

Båstad in March 2016

The Board of directors  
Lindab International AB (publ)



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## **Registration for the Annual General Meeting at Lindab International AB (publ) on 3 May 2016**

-----  
Shareholders' personal ID number / registration number <sup>1)</sup>

-----  
Name

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

-----  
Assistants (max. two persons)

*1) In order to ensure that your registration is handled correctly, please ensure that the personal ID number/ registration number is stated.*

Participating with voting rights (directly registered shareholders )

Represented by proxy pursuant to the proxy form below

**The registration form must be received by Lindab no later than on Wednesday 27 April 2016.**

Mark the envelope:           REPLY PAID/RESPONSE PAYEE  
  SWEDEN/SUEDE  
  Lindab AB  
  SE-269 20 Båstad





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## Proxy

The following shall represent my/our shares in the Company at the Annual General Meeting of Lindab International AB (publ) on 3 May 2016

-----  
Name of proxy

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

The proxy will also be participating in the meeting in respect of his/her own shares

Personal ID number of the proxy \_\_\_\_\_

-----  
Place and date (the proxy form must be dated)

-----  
Signatory of the grantor of the proxy (company signatory when applicable)

-----  
Print name and Personal No / Registration No of the grantor

Authorisation documents (certificate of registration or similar which validates the authority of the signatory) should also be attached to proxies issued by legal entities.

**The registration and an original proxy form must be received by Lindab no later than on Wednesday 27 April 2016.**

Mark the envelope:       REPLY PAID/RESPONSE PAYEE  
                                  SWEDEN/SUEDE  
                                  Lindab AB  
                                  SE-269 20 Båstad