

Message No.	Our ref.	Date	Page
09 – 2016	NSEL	5 April 2016	1/3

Company Announcement No. 09-2016:

**Summary of FLSmidth & Co. A/S' Annual General Meeting**

On Tuesday 5 April 2016 at 16.00 hours, FLSmidth & Co. A/S held its Annual General Meeting at Tivoli Hotel & Congress Center, Copenhagen, with the following agenda:

1. The Board of Directors' report on the company's activities in 2015
2. Presentation and approval of the 2015 Annual Report
3. Approval of the Board of Directors' fees:
  - a. Final approval of fees for 2015
  - b. Preliminary determination of fees for 2016
4. Distribution of profits or covering of losses in accordance with the approved Annual Report
5. Election of members to the Board of Directors
6. Appointment of auditor
7. Proposals from the Board of Directors

The Board of Directors submitted the following proposals:

- 7.1 - Proposal for amendment of the Articles of Association - change from bearer shares to registered shares
    - a. Amendment of Articles 4 and 4a
    - b. Amendment of Article 5
  - 7.2 - Proposal for amendment of the Articles of Association - update of the Board of Directors' authorisation to increase the company's share capital
  - 7.3 - Proposal for amendment of the Articles of Association - authorisation for distribution of extraordinary dividends
  - 7.4 - Approval of updated guidelines for incentive pay
  - 7.5 - Treasury shares
8. Any other business

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Re 1: The Annual General Meeting took note of the Board of Directors' review.

Re 2: The Annual General Meeting approved the 2015 Annual Report.

Re. 3: Approval of Board of Directors' fees:

a: The Annual General Meeting approved the Board of Directors' fees for 2015.

b: The Annual General Meeting approved the preliminary determination of fees for 2016.

Re. 4: The Board's proposal to pay out a dividend of DKK 4 per share was adopted.

Re. 5: The Annual General Meeting re-elected Mr Vagn Ove Sørensen, Mr Torkil Bentzen, Mr Sten Jakobsson, Mr Tom Knutzen and Ms Caroline Grégoire Sainte Marie for the Board of Directors. The Annual General Meeting also elected Mr Marius Jacques Kloppers and Mr Richard Robinson Smith (Rob Smith) new members of the Board.

Re. 6: The Annual General Meeting adopted the proposal by the Board of Directors to reappoint Deloitte Statsautoriseret Revisionspartnerselskab as auditor.

Re. 7.1: The Annual General Meeting adopted the Board of Directors' proposal for amendment of the Articles of Association - change from bearer shares to registered shares.

a: Amendment of Articles 4 and 4a.

b: Amendment of Article 5.

Re. 7.2: The Annual General Meeting adopted the Board of Directors' proposal for amendment of the Articles of Association - update of the Board of Directors' authorisation to increase the company's share capital.

Re. 7.3: The Annual General Meeting adopted the Board of Directors' proposal for amendment of the Articles of Association - authorisation for distribution of extraordinary dividends.

Re. 7.4: The Annual General Meeting approved the updated guidelines for incentive pay.

Re. 7.5: The Annual General Meeting adopted the proposal by the Board of Directors that it be authorised until the next Annual General Meeting to let the company acquire treasury shares equivalent to a total of 10% of the company's share capital at the time of the authorisation, provided that the company's total holding of treasury shares at no point exceeds 10% of the company's share capital. The consideration may not

Message No.  
09 – 2016

Our ref.  
NSEL

Date  
5 April 2016

Page  
3/3

deviate more than 10% from the official price quoted on Nasdaq Copenhagen at the time of acquisition.

The chairman of the Annual General Meeting, Mr Klaus Søgaard, closed the Annual General Meeting at 17.10 hours.

53.13 % of the votes were represented at the Annual General Meeting.

At the subsequent initial Board Meeting, the Board elected Mr Vagn Ove Sørensen as Chairman and Mr Torkil Bentzen as Vice Chairman.

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