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Notice

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



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

The shareholders of Lindab International AB (publ) (the “Company” or “Lindab”) are hereby invited to attend the Annual General Meeting to be held at 3 pm (CEST) on Wednesday April 29, 2020 at Hotel Skansen, Båstad. Registration for the Annual General Meeting begins at 2.30 pm (CEST).

### **Corona virus information (covid-19)**

Due to the recent development of the spread of the corona virus (covid-19), certain precautions have been taken for the Annual General Meeting. Measures are being extended to reduce the risk of infection spreading.

- Shareholders should consider using the opportunity to participate through proxies. Shareholders who show symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle pain), have been in contact with people who show symptoms, have stayed in a risk area or belong to a risk group, are asked to take the opportunity to participate via proxy. Proxy form for proxies to represent shareholders and information on how a proxy is appointed is available at [www.lindabgroup.com](http://www.lindabgroup.com).
- External guests are not invited.
- No food will be served before or after the Annual General Meeting.
- The Annual General Meeting will be hold in the shortest possible of time without limiting shareholders' rights.
- We encourage you to take part of the Public Health Authority's information and recommendations, [www.folkhalsomyndigheten.se](http://www.folkhalsomyndigheten.se).

The continued spread of the corona virus (covid-19) and its effects is still difficult to assess with certainty and Lindab International AB (publ) is closely following developments. If further precautions regarding the Annual General Meeting need to be taken, information will be published on the company's website, [www.lindabgroup.com](http://www.lindabgroup.com).

### **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 Thursday April 23, 2020 and
- notify the Company of their intention to attend the Annual General Meeting no later than Thursday April 23, 2020

Notice of attendance may be made:



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- by mail to Lindab International AB (publ), "Annual General Meeting", SE-269 82 Båstad, Sweden
- by telephone to Lindab +46 431 850 00
- via the Company's website at [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 Thursday April 23, 2020. Accordingly, the shareholder must inform the nominee in due time before said date. As confirmation of the registration, Lindab 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 in original, certificate of registration or other authorisation documents shall be submitted to the Company, at the address stated above, either in connection with the notice of attendance or no later than Thursday April 23, 2020. Proxy form is available on the last page of this notice as well as on the Company's website, [www.lindabgroup.com](http://www.lindabgroup.com), and will be sent by mail 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.

Please note that no food or beverages will be served this year, see above.

## 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 voting list.  |
| 3.              | Approval of the agenda.   |
| 4.              | Election of two persons to verify the minutes together with the chairman.   |
| 5.              | Determination as to whether the meeting has been duly convened.   |
| 6.              | Report by the CEO.  |
| 7.              | Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the consolidated auditor's report, for the financial year 2019 and the auditor's |



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|     |  |
|-----|--|
|     | opinion on whether the guidelines regarding remuneration to senior executives which has applied since the previous Annual General Meeting have been complied with. |
| 8.  | Resolutions regarding  |
|     | a) the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2019. |
|     | b) the disposition of the Company's profits pursuant to the adopted balance sheet and the record date for dividends.   |
|     | c) the discharge from personal liability for the Board and the CEO.  |
| 9.  | Determination of the number of Board members and deputy Board members elected by the Annual General Meeting.   |
| 10. | Determination of fees to the Board and auditors.   |
| 11. | Election of the Board.   |
| 12. | Election of auditor.   |
| 13. | Resolution regarding the Nomination Committee.   |
| 14. | Guidelines for remuneration to senior executives.  |
| 15. | Proposal for resolution on a call option plan.   |
| 16. | Authorisation for the Board to resolve on transfer of treasury shares.   |
| 17. | Resolution regarding amendment of the Articles of Association.   |
| 18. | Closing of the Annual General Meeting.   |

## Proposed resolutions

The Nomination Committee for the Annual General Meeting 2020 has consisted of the chairman Göran Espelund, representing Lannebo Fonder, Per Colleen, representing Fjärde AP-fonden, Anders Algotsson, representing AFA Försäkring and Peter Nilsson, the chairman of the Board of Lindab.



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*Election of chairman of the Annual General Meeting (item 1)*

The Nomination Committee proposes that the Annual General Meeting elects Peter Nilsson, the chairman of the Board, as the chairman of the Annual General Meeting.

*Proposal for disposition of profits and record date for dividends (item 8 b)*

Due to the prevailing global covid-19 epidemic the proposal for dividend has been adjusted compared to the previously announced dividend proposal. The Board proposes that a dividend of in total SEK 1,75 per share is resolved for the financial year 2019, to be paid half-yearly in two instalments of SEK 0,875 per share. As record dates for the half-yearly dividend the Board proposes Monday May 4, 2020 and Monday November 2, 2020 respectively. The dividend is expected to be distributed by Euroclear Sweden AB on the third banking day after the respective record date.

*Proposal for number of Board members and deputy Board members (item 9)*

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting shall remain unchanged and thus, be seven Board members without deputy Board members.

*Proposal for fees to the Board and auditors (item 10)*

The Nomination Committee has valued the possibility to stimulate the Board members' interest in the Company and its financial development and to create the possibility for the Board members to have a financial interest in the Company that is equivalent to the shareholders. Against this background, the Annual General Meeting of 2019 established a principle henceforth, that a part of the fee to the Board shall be invested in Lindab shares. The Nomination Committee has also valued an adaptation of the Board fees to the increasing complexity and time needed for the Board to work in a modern fashion.

Consequently the Nomination Committee proposes a change of the fees to the Board members elected by the Annual General Meeting, by which the Board fees are adjusted as set out below and in return the Board members shall invest 1/3 of the net fee in Lindab shares for a period of at least 5 years, for the other terms and conditions see the Nomination Committee's proposal and reasoned statement to the election of the Board.

Accordingly, the Nomination Committee proposes that the fee to the chairman of the Board shall amount to SEK 1 000 000 and that the fee to each of the other Board members elected by the Annual General Meeting shall amount to SEK 405 000. The fee to each of the ordinary employee representatives shall amount to SEK 26,250. The fee for the ordinary work of the Board shall therefore in total amount to SEK 3 482 500.

The Nomination Committee proposes that the fee to the chairman of the Audit Committee shall amount to SEK 150 000 and that the fee to each of the other ordinary members of the Audit Committee shall amount to SEK 75 000.

The Nomination Committee proposes that the fee to the chairman of the Remuneration Committee shall amount to SEK 100 000 and that the fee to each of the other ordinary members of the Remuneration Committee shall amount to SEK 50 000.



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The total fee for the Audit Committee and the Remuneration Committee shall not exceed SEK 450 000.

The Nomination Committee proposes that the auditor's fee shall be paid in accordance with approved account.

#### *Proposal for election of the Board (item 11)*

The Nomination Committee proposes: Re-election of Peter Nilsson, Viveka Ekberg, Sonat Burman-Olsson, Anette Frumerie and Per Bertland and new elections of Marcus Hedblom and Staffan Pehrson. John Hedberg and Bent Johannesson have declined re-election.

Marcus Hedblom, born in 1970, is since 2015 President and CEO of Ovako. Year 2011 to 2015 Marcus was the CFO at Ovako. Marcus has previously held various leading positions in SAS, among others Deputy CFO SAS Group, CEO of the SAS subsidiary Spanair and CFO of SAS Sweden. Marcus holds a MSc in Industrial Engineering and Management, Linköping University. Marcus is a member of the board and chairman of various companies within the Ovako Group, a board member of the Swedish steel industry association Jernkontoret, and vice chairman of the Swedish steel industry's employers' association Stål & Metall. Marcus holds 4,000 shares in Lindab and is considered as being independent in relation to the Company, the Company's management and major shareholders.

Staffan Pehrson, born in 1968, has been the President and CEO of NEFAB Group since 2016. Staffan has previously held several positions within Ericsson Group including VP of Product Related Services, VP of Solution Area Media, EVP/General Manager Ericsson Inc, Seattle and responsible for Ericsson Hungary. Staffan holds a master's degree in Technical Physics at Uppsala University and in System Engineering at Case Western Reserve University, Cleveland, USA and an Executive MBA, Stockholm School of Economics. Staffan has been a board member of e.g. Technology Service Industry Association (TSIA) and the Swedish Chamber of Commerce in Hungary. Staffan holds 1,700 shares in Lindab and is considered as being independent in relation to the Company, the Company's management and major shareholders.

The Nomination Committee proposes Peter Nilsson to be the chairman of the Board.

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

In accordance with the recommendation of the Audit Committee, the Nomination Committee proposes re-election of the registered audit firm Deloitte AB as the Company's auditor for the period until the end of the next Annual General Meeting. Deloitte AB has informed the Company that the authorized public accountant Hans Warén shall be the 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 August, the year before the Annual General Meeting, the chairman of the Board shall contact the three largest owner-registered 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



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on to the next largest shareholder that has not appointed a member of the Nomination Committee, whereby no more than ten shareholders need to be asked. Thereafter, the Nomination Committee may be constituted with three members. 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 chairman of the Board shall not be appointed chairman of the Nomination Committee.

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 the Board and chairman of the Board
- election of chairman for the upcoming Annual General Meeting
- election of auditor
- fees to the Board of Directors, any Board committees and the auditor

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 period, the Nomination Committee shall 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. No change in the composition of the Nomination Committee shall take place in the event that changes in the ownership structure occur later than two months prior to the Annual General Meeting.

The composition of the Nomination Committee shall be made public at least six months prior to the upcoming Annual General Meeting. 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.

This instruction for the Nomination Committee shall be valid until the Annual General Meeting decides otherwise.

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

The Board proposes that the Annual General Meeting (“AGM”) adopts the following guidelines for the remuneration to senior executives. Once adopted by the AGM, these guidelines are applicable to remuneration agreed and amendments to remuneration previously agreed. These guidelines do not apply to incentive programs decided by the AGM.

#### *The guidelines’ promotion of the company’s business strategy, long-term interests and sustainability*

Lindab’s business strategy is founded on the company’s internal strengths and unique opportunities to harness global trends and is in brief:

To propel our position on all markets with the aid of our strong distribution network, our wide and increasingly complete product offering and our close relationships with customers. To create higher value through our supply chain, from purchasing to



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distribution, by simplifying, rationalising, innovating and having a customer-oriented holistic focus. To generate ideas on the cutting edge and for continuous improvement that will ensure future growth and profitability through Lindab's long-term innovative culture, strong leadership and brand.

For additional information on the company's business strategy, see [www.lindabgroup.com](http://www.lindabgroup.com).

To successfully implement the company's business strategy and sustainability agenda in the long and short term, the company must be able to recruit and retain qualified senior executives. An important component is being able to offer a competitive total remuneration, as enabled by these guidelines.

The variable cash remuneration covered by these guidelines shall aim at promoting the business strategy and long-term interests of the company.

For information, the company has implemented long-term incentive programs in the form of option programs, as adopted by the AGM in 2017, 2018 and 2019. The options are acquired by participants at market price. The programs comprise senior executives in the company. As the option programs were adopted by the AGM, they are not included in these guidelines. These programs are strongly connected to the value creation of the company and reflect the interests of shareholders in that they are directly linked to the share price. For more information on the programs and the qualification criteria, see [www.lindabgroup.com](http://www.lindabgroup.com).

#### *Remuneration components and other terms for senior executives*

The total remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition to what is determined by the guidelines, the AGM may resolve on, among other things, share-related or share price-related remuneration.

The qualification period for the criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The variable cash remuneration may not exceed 120% for the CEO and 100% for other senior executives during the measurement period for such criteria.

For all company senior executives (who are not included in the collectively bargained pension benefit, ITP), a pension premium on the fixed cash salary may not exceed 30%. Variable cash remuneration shall not qualify for pension benefits.

Other benefits may include, for example, life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Premiums and other associated costs relating to such benefits may not collectively exceed 10% of the fixed cash salary. For senior executives acting in another country, pension benefits and other benefits are to be regulated according to established or mandatory local praxis, and any adjustments to these must remain within the framework of these guidelines to the greatest extent possible.

#### *Termination of employment*





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For senior executives terminated at the company's initiative, a maximum notice period of 12 months applies. A notice period of maximum six months applies when termination is made by the executive.

#### *Criteria for awarding variable cash remuneration*

Variable cash remuneration shall be linked to predetermined and measurable criteria which may be financial or non-financial in nature but that are clearly in line with the company's predefined financial or qualitative targets. In addition, they may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to promote the company's business strategy and long-term interests.

When the qualification period for the criteria for awarding variable cash remuneration has ended, the outcome will be assessed. The outcome assessment is managed in accordance with the grandfather principle. The assessment is based on financial targets as per the company's most recent published financial information.

The possibility of reclaiming variable salary is determined by the terms and conditions that apply for the program at the time.

#### *Salary and employment conditions for employees*

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total remuneration, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

#### *The decision-making process to determine, review and implement the guidelines*

The Board's established remuneration committee is tasked with preparing the Board's decision to propose guidelines for executive remuneration. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the AGM. Adopted guidelines shall be in force until new guidelines are adopted by the AGM.

In addition, the remuneration committee shall monitor and evaluate programs for variable remuneration for the company's executives as well as the application of the guidelines with regard to compensation levels and structures. The members of the executive management do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

#### *Derogation from the guidelines*

The Board may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board's resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.



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### **Significant changes to the guidelines and how shareholder interests are harnessed**

Applicable from April 30, 2020.

#### *Proposal for resolution on a call option plan (item 15)*

The Board proposes that the Annual General Meeting 2020 resolves to introduce a call option plan for senior executives and certain key employees in the Lindab Group (the "**Call Option Plan**"). In essence, it is an identical program with the programs 2017, 2018 and 2019. The objective of the plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of senior executives and the creation of shareholder value. By that means, it is considered that there will be an increased alignment of interests between the senior executives and the shareholders of Lindab International AB ("**Lindab**").

#### *1. Number of call options, participants and allotment of call options*

Lindab may issue up to 275,000 call options under the Call Option Plan. Senior executives and certain key employees within the Lindab Group shall have the right to participate in the Call Option Plan and shall be divided into two different categories:

Lindab's CEO shall have the right to acquire up to 100,000 call options. The remaining members of Lindab's Global Management Team (approx. 8 persons), shall have the right to acquire up to 25,000 call options each. Senior executives who are not employed by the Lindab Group at the time of the Annual General Meeting but have commenced their employment within the Lindab Group no later than August 31, 2020 shall be entitled to participate in the Call Option Plan.

The call options shall be freely transferable but subject to an agreed right of first refusal in favour of Lindab to repurchase the call options at market value.

Assignment of call options to employees outside of Sweden is dependent on tax effects, market assumptions and restrictions in certain jurisdictions, and that the Board's assessment of assignment of call options outside of Sweden can be executed with reasonable costs and reasonable administrative efforts.

The participant is responsible for any tax consequences, possible financial support for acquiring call options or underlying shares, and for other practical handling of the call options.

#### *2. Acquisition of call options*

Acquisitions of call options shall take place during an application period as soon as practically and legally possible after the Annual General Meeting. The price shall correspond to market value, calculated by an external appraiser based on the so called Black & Scholes-formula.

#### *3. Time and price for acquisition of shares*

Each call option shall entitle to acquisition of one (1) share in Lindab. The exercise price will be 119 per cent of the average volume-weighted price paid for Lindab's share



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on Nasdaq Stockholm during the period April 30 – May 14, 2020. Acquisition of shares in Lindab by exercise of call options may be made from and including the day after Lindab publishes the interim report for the period January 1 – June 30, 2023 until and including August 31, 2023.

The number of shares that the call options entitle to and the subscription price may be recalculated on the basis of, among other things, extraordinary dividends paid, bonus issues, share splits or reverse share splits, rights issues or certain reductions of the share capital or similar actions.

#### *4. Delivery of shares*

Lindab owns 2,375,838 of its own shares of which 175,000 is subscribed to previous call option programs. The Board's proposal means that the Annual General Meeting approves that Lindab, with deviation from the shareholder's right of priority, to the holders of the call options transfers up to 275,000 of its own shares at the determined exercise price in connection with a possible exercise of the call options (subject to any recalculation).

#### *5. Costs and effects on key ratios etc.*

The market value of the call options is SEK 14,4<sup>1</sup> per call option, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of SEK 68 and an assumed exercise price of SEK 81 per share. The Black & Scholes-formula has been used for the valuation under the assumption of a risk-free interest rate of 0% and a volatility of 40%. Lindab has no other costs for the Call Option Plan than administrative costs regarding advisors etc. in connection with the preparation of documentation for the resolution and for resolving on the issue of the call options etc.

If all the proposed 275,000 call options are acquired and exercised these will constitute approx. 0.36% of the current total number of shares and votes of Lindab. Transfer of repurchased own shares will have the effect that shares that previously could not be represented at the Annual General Meeting or entitle to dividend will after the transfer be possible to represent at the Annual General Meeting and entitle to dividend.

1) It should be noted that due to the sharp fluctuations on the stock exchange at the moment, the valuation of the price of the options is very uncertain.

#### *6. The preparation of the proposal*

The Call Option Plan has been prepared by the remuneration committee of the Board and has been discussed at Board meetings during the spring 2020.

#### *7. Other incentive plans in Lindab*

Lindab has three previous outstanding option-based incentive programs decided at the Annual General Meetings 2018 and 2019. Further information is available in the Lindab Annual Reports of 2018 and 2019 and on Lindab's homepage [www.lindabgroup.com](http://www.lindabgroup.com).



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Long-term variable remuneration in cash in Lindab follows from the proposal regarding guidelines for remuneration to senior executives.

#### **8. Special authorization for the CEO**

The CEO of Lindab is authorized to make such minor adjustments to the resolution by the Annual General Meeting that may be required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **9. The Board's proposed resolution**

Referring to the description above, the Board proposes that the Annual General Meeting resolves on the Call Option Plan.

#### **10. Majority requirements**

A resolution on the Call Option Plan in accordance with the Board's proposal is valid if it is supported by shareholders holding more than nine tenths of the votes cast and the shares represented at the Annual General Meeting.

#### ***Authorisation for the Board to resolve on transfer of treasury shares (item 16)***

The Board proposes that the Annual General Meeting 2020 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 2021.
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 at the time of the AGM 2020 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.

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.



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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.

*Proposal for resolution regarding amendment of the Articles of Association (item 17)*

The Board proposes that the Annual General Meeting 2020 resolves on amendments of the Articles of Association in accordance with the below in order to adapt the Articles of Association to changes in legislation made since the latest amendment of the Articles of Association and upcoming changes due to the implementation of the EU Shareholder Rights Directive.

**§ 1 – COMPANY NAME (Sw. *företagsnamn*)**

The term “trade name” (Sw. *firma*) has been replaced by the term “company name” by the new Swedish Companies Name Act (Sw. *lag om företagsnamn*). The Board proposes that the wording in § 1 of the Articles of Association is amended so that the term “trade name” is replaced with “company name”.

**§ 9 – PARTICIPATION AT GENERAL MEETINGS**

An expected change of legislation during 2020 will entail that the wording in the current Articles of Association regarding the right to participate at general meetings will be in conflict with applicable law. The Board therefore proposes that the wording in § 9 of the Articles of Association is amended in accordance with the below so that the reference to the obligation for shareholders who wish to participate at general meetings to be included in the share register five working days prior to the general meeting is removed.

| <b>Current wording</b>   | <b>Proposed wording</b>   |
|--|---|
| Shareholders who wish to participate at general meetings must be included on the printout or other copy of the entire shareholders' register as of five (5) weekdays prior to the meeting and must submit notice to the company not later than 4.00 pm on the day set forth in the notice to attend the meeting. The aforementioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than five weekdays prior to the meeting. | Shareholders who wish to participate at general meetings must <del>be included on the printout or other copy of the entire shareholders' register as of five (5) weekdays prior to the meeting</del> and submit notice to the company not later than <del>4.00 pm</del> on the day set forth in the notice to attend the meeting. The aforementioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than five weekdays prior to the meeting. |

**§ 13 – CENTRAL SECURITIES DEPOSITORY REGISTER**

The Board proposes that the wording in § 13 of the Articles of Association is amended so that reference is made to the current wording of the title of the statute, that is the Swedish *Central Securities Depositories* and Financial Instruments Accounts Act (SFS 1998:1479).

The Board further proposes that the general meeting authorises the Managing Director or anyone appointed by the Managing Director to make any adjustments that may be necessary



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in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

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.



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

The annual report for 2019, the auditors' report and the Board's complete proposals regarding the agenda items 8 b) and 14-16 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 April 8, 2020. Copies will be sent to shareholders upon request and the annual report for 2019, 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 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 [ola.ranstam@lindab.com](mailto:ola.ranstam@lindab.com).

## **Processing of personal information**

For information of how your personal information is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

Båstad in March 2020

The Board of Directors

Lindab International AB (publ)



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## **Notice of attendance in the Annual General Meeting of Lindab International AB (publ) on April 29, 2020**

-----  
Shareholder's personal ID number / corporate registration number 1)

-----  
Name

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

-----  
Assistants (maximum two persons)

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

Participating with voting rights (directly registered shareholder)

Represented by proxy pursuant to the proxy form below

**The notice of attendance must be received by Lindab no later than Thursday April 23, 2020.**

Mark the envelope: Lindab AB, Response mail, 20170235, SE-269 20 Båstad.  
(Not franked, the recipient pays the postage.)





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## Proxy

Proxy to represent all of my/our shares in Lindab International AB (publ) at the Annual General Meeting on April 29, 2020 for

-----  
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 must be dated)

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

-----  
Print name and personal ID number / registration number of the grantor

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

**The notice of attendance and a proxy in original must be received by Lindab no later than Thursday April 23, 2020.**

Mark the envelope: Lindab AB, Response mail, 20170235, SE-269 20 Båstad.

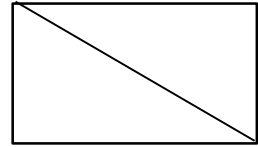
(Not franked, the recipient pays the postage.)



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Par avion

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REPLY PAID/RESPONSE  
PAYEE

SWEDEN/SUEDE

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Lindab AB  
SE-269 20 Båstad