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LINDAB INTERNATIONAL AB (PUBL)

THE NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT REGARDING ELECTION OF THE BOARD OF DIRECTORS

1. Background

In accordance with the resolution on the Annual General Meeting 2016, the following persons were in October 2016 appointed as members of the Nomination Committee for the Annual General Meeting 2017: Sven Hagströmer, representing Creades AB (publ), Carl Cederschiöld, representing Handelsbanken Fonder, Göran Espelund, representing Lannebo Fonder and Peter Nilsson, chairman of the Board of Lindab International AB (publ). Sven Hagströmer was appointed chairman of the Nomination Committee.

In accordance with the resolution of the Annual General Meeting, the Nomination Committee shall evaluate the composition and work of the Board of Directors and submit proposals for the Annual General Meeting 2017 regarding:

- Election of chairman for the Annual General Meeting
- Election of the Board of Directors and chairman of the Board
- Election of auditors
- Fees to the Board members, any committees and auditors
- Composition of the Nomination Committee for the Annual General Meeting 2018

The Nomination Committee has assigned Alumni AB for the fulfillment of an external evaluation of the Board members and the composition and work of the Board. In addition, the chairman of the Board has reported how the work of the Board has been conducted. The Nomination Committee has also conducted interviews with the Board members.

The Nomination Committee has held four meetings before the Annual General Meeting 2017. All members of the Nomination Committee have attended all meetings. In addition thereto, the members of the Nomination Committee have been in contact via phone and email correspondence.

2. Nomination Committee's proposals

Electing of chairman of the Annual General Meeting

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

Number of Board members and deputy Board members

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 seven members without deputies.

Fees for the Board of Directors and auditors

The fees to the Board have been unchanged for several years. The Nomination Committee has compared the Board's fee with fees in other equivalent companies. In order to achieve an adaption to market level, the Nomination Committee proposes a minor increase of the Board's fee with two (2) percent meaning that the fee to the chairman of the Board shall amount to SEK 663,000 and the fee to each of the other Board members elected by the Annual General Meeting shall amount to SEK 306,000. The fee to each of the

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ordinary employee representatives shall amount to SEK 25,500. The total fee for the ordinary work of the Board amounts to SEK 2,550,000.

The Board has in 2016 appointed an Audit Committee consisting of Viveka Ekberg (chair), Marianne Brismar and Bent Johannesson. The Audit Committee has since the Annual General Meeting 2016 held five meetings. The members of the Audit Committee have not received any remuneration for their work during the year. The Nomination Committee proposes that the fee to the chairman of the Audit Committee shall amount to SEK 100,000 and that the fee to each of the other members shall amount to SEK 50,000.

The Board has also in 2016 appointed an Remuneration Committee consisting of Peter Nilsson (chair), and Per Bertland. The Remuneration Committee has since the Annual General Meeting 2016 held five meetings and has in addition thereto been in contact via email and phone. The members of the Remuneration Committee have not received any remuneration for their work during the year. The Nomination Committee proposes that the fee to the chairman of the Remuneration Committee shall amount to SEK 60,000 and that the fee to each of the other members shall amount to SEK 30,000.

The total fee for the services of the Audit Committee and the Remuneration Committee shall not exceed SEK 320,000.

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

Election of the Board of Directors

The Nomination Committee proposes re-election of the Board members Per Bertland, Viveka Ekberg, Bent Johannesson, Peter Nilsson and Sonat Burman-Olsson. Hans Porat and Marianne Brismar have declined re-election. The Nomination Committee proposes election of John Hedberg and Anette Frumerie as new members of the Board

John Hedberg, born 1972, is President and CEO in Creades AB (publ). Before joining Creades AB (publ), John worked at NC Advisory AB, advisor to Nordic Capital Fonder, managing investments within media/telecom and industrial services. At Nordic Capital John worked i.a. with investments in Ellos, Saferoad and Quant, in which companies he served in the Board. John has previously worked at McKinsey & Co and has held various positions within Bonnier and Relacom. John has a M.Sc. in Business and Economics degree from Stockholm School of Economics. John is chairman of the Board in NOTE AB and Board member in Acne Studios and LOTS Group, a company within Scania Group. John does not hold any shares in Lindab. As President and CEO of Creades AB (publ), he is considered as being dependent in relation to major shareholders.

Anette Frumerie, born 1968, is President and CEO in Besqab AB (publ) and has previously i.a. been Business Unit President Residential Development Nordic at Skanska (publ), Business Unit Manager of Foreign Real Estate Development & Construction at JM AB (publ). She has also held several positions within the JM Group. Anette has a M.Sc. in Engineering degree from KTH Royal Institute of Technology. Anette is a Board member in Stockholms Byggmästareförening/BI Öst since 2014. Anette does not hold any shares in Lindab and she is considered as being independent in relation to the company and major shareholders.

Election of chairman of the Board

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

Election of auditor

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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 authorized public accountant Hans Warén shall be lead auditor.

Proposal for resolution regarding the Nomination Committee

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 2017, 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 the Board and chairman of the Board
- election of chairman for the Annual General Meeting 2018
- election of auditor
- fees to the Board of Directors, any Board committees and the auditor
- Nomination Committee for the Annual General Meeting 2019

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.

The composition of the Nomination Committee shall be made public at least six months prior to the Annual General Meeting 2018. 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.

3. Reasoned statement regarding the Nomination Committee's proposal for election of the Board of Directors

The Nomination Committee has been provided with the evaluation of the work of the Board, the Board members and the composition of the Board and the report from the chairman of the Board. Based upon the evaluation of the Board, the Nomination Committee finds that the Board and the work of the Board have functioned well.

Considering the Company's activities, developmental phase and other circumstances, the Nomination Committee has discussed the versatility, size and composition of the Board in particular with regard to market experience, competence and the requirement to strive towards an equal division of the genders. The assessment of the Nomination Committee is that Hedberg's sound financial qualifications and Frumerie's extensive experience in the construction industry will further strengthen the Board's total competence and experience.

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In order to strive for equality and diversity within Lindab, the Board has adopted an Equal Opportunities Policy which ensures that no employee of Lindab is discriminated because of gender, race, religion or other similar factors. The policy of the Nomination Committee is to achieve diversity and equal division of gender also in the Board. The Nomination Committee has as diversity policy applied clause 4.1 of the Swedish Code of Corporate Governance (the "Code"). The proposed Board members comprise three women and four men (42,8 and 57,1 per cent respectively). The Nomination Committees finds it important that the company continue to strive for diversity in the Board and in the company.

The Nomination Committee finds that the proposal entails a Board composition that will continue to be appropriate considering the company's activities, development phase and other circumstances and that the proposal is characterized by versatility and breadth of the Board members' qualifications, experience and background as set out in clause 4.1 the Code.

The Nomination Committee finds that the proposed Board of Directors fulfils the requirements of independence as stipulated in the Code. The Nomination Committee has in the assessment considered that John Hedberg as President and CEO of Creades AB (publ) is regarded as dependent in relation to major shareholder. The other proposed Board members are considered to be independent in relation to the company and major shareholders.

Further information is available at Lindab's website www.lindabgroup.com.

Stockholm in March 2017

The Nomination Committee of Lindab International AB (publ)