



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 3 pm (CET) on Tuesday 9 May 2017 at Grevieparken, Hålarpsvägen 14, 269 62 Grevie in Båstad.

Registration for the Annual General Meeting begins at 2 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 3 May 2017 and notify the company of their intention to attend no later than 4 pm (CET) on Wednesday 3 May 2017

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

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 3 May 2017. 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 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 3 May 2017.

Coffee will be served from 2 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 2016 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 2016.
	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.
12.	Election of auditor.



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13.	Resolution regarding the Nomination Committee.
14.	Guidelines for remuneration to senior executives.
15.	Proposal regarding a resolution on a warrant plan for senior executives
16.	Authorisation for the Board of directors to resolve on transfer of treasury shares.
17.	Closing of the Annual General Meeting.

Proposed resolutions

The Nomination Committee for the Annual General Meeting 2017 consists of the chairman Sven Hagströmer, representing Creades AB (publ), Carl Cederschiöld, representing Handelsbanken Fonder, Göran Espelund, representing Lannebo Fonder and Peter Nilsson, the chairman of the Board of Lindab International AB (publ).

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

The Nomination Committee proposes that the Annual General Meeting elects Peter 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 1.40 per share is resolved for the financial year 2016. As record date for the dividend the board of directors proposes 11 May 2017. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 16 May 2017.

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 seven members without deputies.



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

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 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 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 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.



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Proposal for election of the Board of directors (item 11)

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.

The Nomination Committee proposes the re-election of Peter Nilsson as 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 authorized public accountant Hans Warén shall be lead auditor.



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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 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.



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Guidelines for the remuneration to senior executives (item 14)

The Board proposes that the Annual General Meeting resolves on the following guidelines for remuneration to senior executives. The objective of the guidelines is that remuneration to senior executives shall, considering the industry in which the company operates and the area of responsibility of each executive, be competitive and enable the recruitment of new executives as well as to motivate and retain senior executives.

The remuneration shall comprise the following components, fixed salary, short and long-term cash based variable remuneration, pension and other benefits. In addition, the board may, from time to time, propose share or option based long-term incentive plans which shall be approved by the General Meeting.

Fixed salary shall be determined individually based on the executive's specific area of responsibility, experience, competence and achieved result. The fixed salary shall be evaluated at least every second year.

The short-term cash based variable remuneration shall be based on performance in relation to established targets. The targets shall be individual and measurable and linked to specific performance and process requirements. The short-term cash based variable remuneration to the CEO may not exceed 50 per cent of the fixed salary. For other senior executives, the short-term cash based variable remuneration may not exceed 40 per cent of the fixed salary.

Long-term cash based variable remuneration shall be linked to financial targets that reflect the value growth of the company. Long-term cash based variable remuneration to the CEO shall not exceed 70 per cent of the fixed salary. For other senior executives, the long-term cash based variable remuneration shall not exceed 40 per cent of the fixed salary. The long-term cash based variable remuneration shall generally be based on the fulfilment of performance targets during a three-year measurement period. It is expected that any outcome of long-term cash based variable remuneration be invested by the senior executive in shares or share related instruments (e.g. warrants) in the company in order to over time increase the executive's shareholding in the company and align shareholders' and senior executives' interests.

The company shall apply defined premium-based pension schemes, which means that the company pays premiums that represent a certain portion of the senior executive's salary. Senior executives who are not covered by the ITP-plan shall receive pension premiums, which, on an annual basis, shall not amount to more than 30 per cent of the annual fixed salary.

Other benefits shall not represent a substantial part of the total remuneration.

Senior executives whose employment are terminated at the initiative of the company have a notice period of not more than 12 months. No severance payment shall be paid. The notice period is generally six months if the employment is terminated at the initiative of the employee.

The Board shall be entitled to deviate from the guidelines if, in the individual case, there are special reasons for this. In such case, the board shall account for the reasons to the deviation at the following Annual General Meeting. The Board proposes that the Annual General Meeting resolves on the following guidelines for remuneration to senior executives.



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Proposal regarding a resolution on a warrant plan for senior executives (item 15)

The Board proposes that the Annual General Meeting 2017 resolves to introduce a warrant plan for senior executives in the Lindab Group (the "Warrant Plan"). 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 created 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 warrants, right to subscription of warrants and allotment of warrants

Lindab may issue up to 110,000 warrants under the Warrant Plan. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only be granted to a subsidiary that is wholly-owned by Lindab (the "Subsidiary"). Over-subscription may not take place. The Subsidiary shall have the right and obligation to transfer the warrants as set forth in section 3 below.

The warrants shall be subscribed for by the Subsidiary no later than 31 May 2017. The warrants shall be issued free of charge to the Subsidiary

2. Time and price for subscription of shares

Each warrant shall entitle to subscription of one (1) share in Lindab. The exercise price will be 119 per cent of the average of the, for each trading day during the period 10 May-31 May 2017, calculated average volume-weighted price paid for Lindab's share on Nasdaq Stockholm. Subscription for shares in Lindab by exercise of warrants may be made from and including the day after Lindab publishes the interim report for the period 1 January-30 June 2020 until and including 31 August 2020.

The number of shares that the warrants 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.

3. Transfer of warrants

The Subsidiary shall transfer the warrants to senior executives in Lindab at market price, calculated by an independent external appraiser or an auditing firm in accordance with the so-called Black & Scholes formula. Lindab's CEO shall in accordance with directions by the board be entitled to acquire up to 30,000 warrants and other senior executives shall be entitled to acquire up to 20,000 warrants per individual.

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 31 July 2017 shall be entitled to participate in the Warrant Plan.

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

4. Increase of share capital, dilution and costs etc.

If all the proposed warrants are subscribed for and exercised, the increase in Lindab's share capital will be SEK 110,000. Such increase corresponds to a dilution of the shareholders' holdings of approximately 0.14 per cent based on the number of currently outstanding shares in Lindab.



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The market value of the warrants is SEK 10.31 per warrant, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of SEK 73.10, which corresponds to the closing price of Lindab's share on 14 March 2017, and an assumed subscription price of SEK 87.06 per share. The Black & Scholes-formula has been used for the valuation under the assumption of a risk-free interest rate of two per cent and a volatility of 27 per cent. Lindab has no other costs for the Warrant 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 warrants etc.

5. The preparation of the proposal

The Warrant Plan has been prepared by the remuneration committee of the board and has been discussed at board meetings during the spring 2017.

6. Other incentive plans in Lindab

There is currently no outstanding share-based or share price related incentive plan in Lindab. Long-term variable remuneration in cash in Lindab follows from the proposal regarding guidelines for remuneration to senior executives.

7. 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.

8. The Board's proposed resolution

Referring to the description above, the board proposes that the Annual General Meeting resolves on the Warrant Plan.

9. Majority requirements

A resolution on the Warrant 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.



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

The Board proposes that the Annual General Meeting 2017 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 2018.
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.

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.



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

The annual report for 2016, 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 no later than on 18 April 2017. Copies will be sent to shareholders upon request and the annual report for 2016, 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 fredrik.liedholm@lindab.com.

Båstad in March 2017

The Board of directors
Lindab International AB (publ)



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Registration for the Annual General Meeting at Lindab International AB (publ) on 9 May 2017

Shareholders' personal ID number / registration number ¹⁾

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 3 May 2017.

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 9 May 2017

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 3 May 2017.

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



Good Thinking

At Lindab, good thinking is a philosophy that guides us in everything we do. We have made it our mission to create a healthy indoor climate – and to simplify the construction of sustainable buildings. We do this by designing innovative products and solutions that are easy to use, as well as offering efficient availability and logistics. We are also working on ways to reduce our impact on our environment and climate. We do this by developing methods to produce our solutions using a minimum of energy and natural resources, and by reducing negative effects on the environment. We use steel in our products. It's one of few materials that can be recycled an infinite number of times without losing any of its properties. This means less carbon emissions in nature and less energy wasted.

We simplify construction