



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

## **THE BOARD'S PROPOSAL REGARDING A RESOLUTION TO AUTHORISE THE BOARD TO RESOLVE TO TRANSFER THE COMPANY'S TREASURY SHARES**

The Board proposes that the Annual General Meeting 2019 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 2020.
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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Båstad, March 2019  
Lindab International AB (publ)  
*The Board of Directors*