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17 April 2013

Annual General Meeting 2013 Minutes

The annual general meeting of ROCKWOOL International A/S was held on 17 April 2013 at 4:00 p.m. at Roskilde Kongrescenter, Denmark.

At the general meeting the board of directors' report for the financial year of 2012 was noted, the annual report for 2012 was approved and the management and the board of directors were discharged from liability.

The general meeting adopted the remuneration of the board of directors, and of members of the Audit Committee and the Compensation Committee respectively, for the period from the annual general meeting in 2013 to the annual general meeting in 2014.

The general meeting approved the board of directors' proposal for distribution of profit with a dividend of DKK 10.20 per share of a nominal value of DKK 10, corresponding to a total of DKK 220 million.

Heinz-Jürgen Bertram, Carsten Bjerg, Bjørn Høi Jensen, Thomas Kähler and Steen Riisgaard were re-elected as members of the board of directors. Søren Kähler was elected as a new member of the board of directors. At the same time Tom Kähler retired from the board of directors.

Ernst & Young, Godkendt Revisionspartnerselskab, was re-elected as auditor of the company.

The general meeting authorised the board of directors to allow the company to acquire its own shares, A shares as well as B shares, of a maximum nominal value of 10% of the company's share capital in the period until the next annual general meeting, provided that the price of the shares at the time of purchase does not deviate by more than 10% from the most recent listed price.

After the general meeting the board of directors constituted itself with Steen Riisgaard as chairman, Carsten Bjerg as the first deputy chairman and Thomas Kähler as the second deputy chairman.

The board of directors