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Danish Financial Supervisory Authority
Århusgade 110
DK-2100 Copenhagen Ø

[Company Announcement No. 04-2013:](#)

NOTICE of the Annual General Meeting of FLSmidth & Co. A/S

The Board of Directors hereby calls the Annual General Meeting to be held on Friday 5 April 2013 at 16.00 (CET) at Radisson Blu Falconer Hotel & Conference Center, Falkoner Allé 9, DK-2000 Frederiksberg.

Agenda:

- 1. Management's review of the company's activities in 2012**
- 2. Approval of the 2012 Annual Report**
- 3. Approval of the Board of Directors' fees:**

- a. Final approval of fees for 2012

Final approval of fees for 2012 is proposed based on a basic fee of DKK 400,000 with twice that amount to the Vice Chairman and triple that amount to the Chairman. Besides, an additional amount of 25% of the basic fee shall be paid for membership of a Board committee, whilst the chairman of the committee shall receive an additional amount of 50% of the basic fee. The Chairman and Vice Chairman of the Board of Directors shall not receive committee fees. The total remuneration to the members of the Board for 2012 amounts to DKK 5m. The proposed fees were pre-approved by the General Meeting in 2012.

- b. Preliminary determination of fees for 2013

Unchanged principles for fees for 2013 are proposed. Fees are thus suggested to be based on a basic fee of DKK 400,000 with twice that amount to the Vice Chairman and triple that amount to the Chairman. Besides, an additional amount of 25% of the basic fee shall be paid for membership of a Board committee, whilst the chairman of the committee shall receive an additional amount of 50% of the basic fee. The Chairman and Vice Chairman of the Board of Directors shall not receive committee fees. The total remuneration to the members of the Board for 2013 is thus expected to amount to DKK 5m.

In addition to the above-mentioned fees, the company pays expenses and transportation related to the board services, and the company may pay foreign social taxes and similar

taxes levied by foreign authorities in relation to the Board or committee fees.

4. Distribution of profits or covering of losses in accordance with the approved Annual Report

The Board of Directors proposes that a dividend of DKK 9 per share be paid out, corresponding to a total dividend distribution of DKK 479m for 2012 or 36% of the profit for the year.

5. Election of members to the Board of Directors

The Board of Directors proposes that Mr Vagn Ove Sørensen, Mr Torkil Bentzen, Mr Martin Ivert, Mr Sten Jakobsson, Mr Tom Knutzen and Ms Caroline Grégoire Sainte Marie be reelected.

The executive posts and backgrounds, etc. of the individual candidates appear from the attached appendix to the notice and the company's website, www.flsmidth.com/agm.

6. Appointment of auditor

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be reappointed as the company's auditor.

7. Other business proposed by the Board of Directors

The Board of Directors submits the following proposals:

7.1 – Treasury shares

The Board of Directors proposes that it be authorised until the next Annual General Meeting to let the company acquire treasury shares equivalent to a total of 10% of the company's share capital, provided that the company's total holding of treasury shares at no point exceeds 10% of the company's share capital. The consideration must not deviate more than 10% from the official price quoted on NASDAQ OMX Copenhagen A/S at the time of acquisition.

7.2 – Revision of the Board of Directors’ authorisation to increase the company’s share capital

The Board of Directors proposes that the existing authorisation in Article 4a of the Articles of Association to increase the company’s share capital is extended by one year so that it is applicable until and including 1 April 2018, and that a few linguistic changes to the wording of the authorisation are made. Article 4a of the Articles of Association will hereafter read as follows:

"The Board of Directors is authorised to increase the share capital by issuing new shares in one or more tranches at a total nominal value of up to DKK 100,000,000 and with pre-emption rights for the company's existing shareholders, subject, however, to paragraph 3. The new shares shall be paid in cash. The authorisation shall apply for the period until and including 1 April 2018.

Further, the Board of Directors is authorised to increase the share capital by issuing new shares in one or more tranches at a total nominal value of up to DKK 100,000,000 and without pre-emption rights for the company's existing shareholders, subject, however, to paragraph 3, provided that the increase takes place at market value. The new shares may be paid in cash or by contribution of assets other than cash. The authorisation shall apply for the period until and including 1 April 2018.

The authorisations of the Board of Directors pursuant to paragraphs 1 and 2 apply to a total issue of new shares at an aggregate nominal value not exceeding DKK 100,000,000.

In the case of a share capital increase pursuant to paragraphs 1 and 2, the new shares shall be issued to bearer but may be entered into the company's register of shareholders. The shares shall be negotiable and shall in all other respects bear the same rights as the existing shares, for example in terms of redeemability and restrictions on negotiability. The new shares shall entitle the holder to dividend from the time decided by the Board of Directors, however, not later than as from the financial year following the increase. The Board of Directors shall decide the terms and conditions for increases of the share capital that are implemented in accordance with the authorisations in paragraphs 1 and 2."

8. Any other business

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Adoption requirements

Adoption of the proposal under agenda item 7.2 requires approval from at least two thirds of the votes cast as well as the share capital represented at the Annual General Meeting. Adoption of the other proposals requires approval by a simple majority of votes.

Size of the share capital and the shareholders' voting rights

The company's share capital amounts to nominally DKK 1,064,000,000 and is divided into shares of DKK 20. Each share of DKK 20 entitles the holder to 20 votes.

The registration date is Friday 29 March 2013.

Shareholders holding shares in the company on the registration date have the right to attend and vote at the Annual General Meeting. The number of shares held by the shareholder is calculated at the registration date based on the shares entered into the share register and notifications received by the company for entry into the share register. Attendance is also subject to the shareholder having timely obtained an admission card as described below.

Admission card

Shareholders wishing to attend the Annual General Meeting must request an admission card. The requests must be received by the company not later than Wednesday 27 March 2013 at 23.59 (CET). Admission cards may be ordered via FLSmidth's InvestorPortal at www.flsmidth.com/agm or by submission of the registration form, which can be downloaded from www.flsmidth.com/agm. If the form is used, it must be sent to VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) before the deadline. Admission card may also be ordered for an adviser.

Proxy

Proxies may be submitted electronically via FLSmidth's InvestorPortal at www.flsmidth.com/agm (requires electronic password) or in writing by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, the completed and signed form must be received by VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) no later than Wednesday 27 March 2013 at 23.59 (CET).

Postal vote

Postal votes may be submitted electronically via FLSmidth's InvestorPortal at www.flsmidth.com/agm (requires electronic password) or in writing by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, the completed and signed form must be received by VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) no later than Thursday 4 April 2013. Once a postal vote has been submitted it cannot be withdrawn.

Further information

Until and including the day of the Annual General Meeting, the company's website, www.flsmidth.com/agm, will provide additional information about the Annual General Meeting, including the 2012 Annual Report, information about the total number of shares and voting

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rights on the date of the notice, the agenda, the complete proposals, an overview of the executive posts and competencies of the candidates to the Board of Directors and the proxy/postal vote form for the Annual General Meeting and the articles of association.

This information will also be available for inspection by the shareholders at the company's head office at Vigerslev Allé 77, DK-2500 Valby, Denmark from Thursday 14 March 2013.

Questions from shareholders

Shareholders may submit questions regarding the agenda or the documents, etc. to be used at the Annual General Meeting in writing to FLSmidth & Co. A/S, Vigerslev Alle 77, DK-2500 Valby, or via email to corpir@flsmidth.com.

Electronic voting

Electronic voting – e-voter – will also be used this year if one or more items on the agenda are put to the vote. E-voters will be handed out at the entrance to the Annual General Meeting.

Webcast

The entire Annual General Meeting will be webcasted live on the company's website, www.flsmidth.com/agm, and the webcast will subsequently be available on the company's website. Webcast will only cover the podium.

After the Annual General Meeting the Company will host a glass of wine.

Valby, March 2013
FLSmidth & Co. A/S

The Board of Directors

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Electronic voting

Again at this year's Annual General Meeting all voting will be done electronically. At the entrance to Radisson Blu Falconer Hotel & Conference Center you will receive an e-voter which is to be used for any electronic voting.

We will also be showing a short instructional video at the Annual General Meeting on how the e-voter works. Please come early, if you have questions about how to use the e-voter.

You will still receive ballot papers and admission card to the Annual General Meeting, if you have ordered them online.

There may be special situations where ballot papers may be used instead of the e-voter. Therefore, please remember to bring both the ballot papers and admission cards.

The e-voter is to be handed back after the Annual General Meeting.