

Minutes of Annual General Meeting 2015

TRANSLATION

On 26 March 2015, at 4:00 pm, the annual general meeting of the company FLSmidth & Co. A/S, CVR no. 58 18 09 12, was held in Tivoli Congress Center, Arni Magnussons Gade 2-4, 1577 Copenhagen V, Denmark.

The agenda of the meeting was as follows:

1. The Board of Directors' report on the company's activities in 2014
2. Presentation and approval of the 2014 Annual Report
3. Approval of the Board of Directors' fees:
 - a. Final approval of fees for 2014
 - b. Preliminary determination of fees for 2015
4. Distribution of profits or covering of losses in accordance with the approved Annual Report
5. Election of members to the Board of Directors
6. Appointment of auditor
7. Proposals from the Board of Directors
 - 7.1. Proposal for update of the overall guidelines for incentive pay
 - 7.2. Proposal for amendment of the articles of association – change from bearer shares to registered shares
 - 7.3. Treasury shares
8. Any other business.

The chairman of the Board of Directors, Vagn Sørensen, welcomed the meeting and announced that the Board of Directors had appointed Klaus Søgård, attorney, to chair the meeting in accordance with article 7 of the company's articles of association.

The chair outlined the provisions of the Companies Act and the company's articles of association governing notice of annual general meetings and declared that the general meeting had been lawfully convened and formed a quorum.

The chair summarised the requirements for adopting the items on the agenda and informed the meeting that the Board of Directors had decided to withdraw the proposal in item 7.2 on the agenda; accordingly, all proposals on the agenda could be adopted by a simple majority of votes.

At the general meeting, DKK 250,485,660, nominal value, corresponding to 25.63 % of the company's total share capital after adjustment for treasury shares, was represented. The capital represented constituted 250,485,660 votes corresponding to 25.63 % of the total number of votes excluding the number of votes conferred on treasury shares.

A total of 838 admission cards had been issued for the general meeting. Shareholders with voting rights constituted 256 of the 381 attendees. A total of 7.15 % of the votes represented had granted proxy to the Board of Directors, and 27.78 % of the votes represented had filled in a proxy form or voted by letter.

The chair informed the meeting that the first four items on the agenda would be presented by the Board of Directors as one item.

Re. 1-4: The Board of Directors' report on the company's activities in 2014; presentation and approval of the 2014 Annual Report; approval of the Board of Directors' fees and distribution of profits or covering of losses in accordance with the approved Annual Report

The chairman of the Board of Directors presented the following review:

"FLSmidth is a global leading supplier of sustainable technologies to six growth industries: copper, gold, coal, iron ore, fertiliser minerals and cement.

As a full scope supplier, we supply everything from individual machines to complete production lines and optimisation of plants and systems. We also offer to take over subsequent operation of the plant. Our service business now accounts for half of our revenue.

FLSmidth has good growth opportunities. Minerals and cement play a central role in continued global economic, social and technological development. FLSmidth contributes to the development of communities and cities and to meeting the growing need for resources and infrastructure – a need that is driven by an increase in gross domestic product, a fast-growing middle class, industrialisation and urbanisation, particularly in developing countries and emerging economies. As two thirds of FLSmidth's revenue is generated in developing countries, an investment in FLSmidth is an investment in growth markets.

Innovation, turnkey solutions and productivity improvements are at the top of the agenda in the cement and mineral industries. This is the reason why FLSmidth holds a unique competitive position. As a partner, we provide highly specialised process knowledge and technological insight. This is what makes us unique. It is difficult to copy.

FLSmidth's research and development work in minerals focuses on finding solutions to the mining industry's serious structural challenges, including safety, declining ore quality, water scarcity, environmental permits that are difficult to obtain and rising capital expenditures. The priorities for research and development work in cement are driven by the industry's demand for lower costs and higher energy efficiency, plus a reduction in flue gas emissions.

The mineral processing market was difficult in 2014, and the mining industry's investments are expected to bottom out in 2015, which means we are approaching the low point of the cycle. Raw material prices have fallen, putting pressure on mineral companies' profits and cash flows. However, the mineral companies continue to have record levels of production, and it is primarily a desire by our customers to deliver increased free cash flows that has resulted in falling investments, not falling demand. Growth is not expected to return properly until 2017-2018.

The market for new cement capacity has been at a cyclical low point for several years, but we expect increased orders in 2015. We expect the low price of oil to have a short-term negative impact on the activities in oil-exporting countries, while also helping support growth in oil-importing countries in the longer term.

In August 2014, we presented a new organisational structure with the aim of generating growth and making us better geared to navigate in cyclical industries. The result is that, since 1 January 2015, FLSmidth has had four new divisions. These are two global project divisions, Cement and Minerals, and two business areas, Product Companies and Customer Services, that are less sensitive to economic fluctuations.

The new organisational structure will enhance operational efficiency as each division will have a more homogeneous business model, the same segment-related access to customers and a clear management focus – giving us a competitive edge in the future.

The old Material Handling and Mineral Processing divisions have been combined under Minerals and will focus on delivering the full range of equipment and solutions to the mineral industry. The cement division will continue to focus on the delivery of complete systems and product lines to the global cement industry.

Nine central product companies have been separated from the project divisions and combined to form an independent Product Companies division to promote globalisation and the growth of unique brands in these companies. Customer Services will continue to be an independent division, allowing it to promote a strong service culture and a strong service mentality.

With the new organisational structure, FLSmidth is ready to reap the full benefits of all cyclical phases; service, products and projects.

In December, FLSmidth held a capital market day at which the rationale behind the new division structure and each of the new divisions was presented. The Group's long-term financial targets are unchanged, but new long-term targets for each of the divisions were presented.

The new Group structure makes clear that the Group's activities consist of two relatively stable, high margin divisions, Customer Services and Product Companies, that require a certain level of working capital to be able to run their business. In addition, there are two project divisions, Cement and Minerals, that are markedly more sensitive to economic fluctuations in their nature. The margins are lower here. However, advance payments and outsourced production mean that it should be possible to operate the divisions with negative working capital. This means that the return on capital employed is attractive. All divisions are expected to grow over time, driven by the underlying global increase in demand for cement and minerals.

At the beginning of January 2014, a decision was made to add a new Business Development position to the Group Executive Management to boost the FLSmidth Group's competitiveness by focusing more on efficiency, strategic development and integration. Consequently, Eric Thomas Poupier was appointed Group Executive Vice President, Business Development. Eric Thomas Poupier is 39 and is a French citizen.

On 1 April 2014, Lars Vestergaard was appointed new Group CFO and member of the Executive Management. Lars Vestergaard is 40 and is a Danish citizen. He replaced Ben Guren.

As a consequence of the new divisional structure announced on 13 August 2014, FLSmidth appointed new divisional managers for the Minerals division, the Product Companies division and the Customer Services division.

On 1 September 2014, Manfred Schaffer was appointed manager of the Mineral Handling division, which was merged with Minerals Processing to create the new Minerals division on 1 January. Manfred Schaffer is 56 and is an Austrian citizen. Manfred Schaffer replaced Peter Flanagan, who is now responsible for Global Key Account Management.

On 1 January 2015, Brian Day was appointed manager of the Customer Services division and member of the Group Executive Management. Brian Day is 58 and is a US citizen.

Brian Day will be responsible for the continued growth of the FLSmidth Group's service and aftermarket activities. He replaced Bjarne Moltke Hansen, who was appointed manager of the new Product Companies division as of 1 January 2015.

As a consequence of the organisational changes, the manager of the Material Handling division, Carsten Lund, left the Group Executive Management and took up the position of Country Manager in India on 1 January 2015.

In the past 10 years, FLSmidth has sold off its building materials companies as they are not part of the future strategy. On 12 January 2015, FLSmidth signed a contract with a company in the Solix AB Group for the sale of all shares in the Group's last building materials company, the fibre-cement producer Cembrit Holding A/S. The sale was finalised on 30 January 2015. The company was sold for DKK 1.1 billion.

The mining industry is currently at a cyclical low point in terms of investments in new machinery and plants.

Revenue fell by 17 % in 2014 as a consequence of a lower volume of orders at the start of the year and lower order intake during the year. The reason is primarily that the mining industry further reduced its investments in 2014 to minimise tied-up capital and reduce costs. New orders fell by 15% to DKK 17,761 million, of which -2 % was due to currency movement, and the rest was primarily due to a decline in orders in the Mineral Processing and Material Handling divisions as a consequence of lower investments in the mining industry.

The level of small, unannounced orders fell in all divisions towards the end of the year as a consequence of a number of geopolitical risks creating greater uncertainty and instability, which put a damper on the investment plans in both the cement and mineral industries. New orders in Cement were largely unchanged in 2014. The cement industry remains challenged by low capacity utilisation in certain regions, whereas economic growth is increasing demand for new capacity in other regions. On a global level, the positive signs are multiplying and becoming stronger. New orders in Customer Services fell by 8 % in 2014, and the year ended relatively weak for Customer Services as a consequence of greater market uncertainty in relation to falling oil and raw material prices and currency fluctuations. However, Customer Services delivered record revenue in 2014.

The order backlog for the Group fell by 15 % in 2014 to DKK 19,017 million. 71 % of the order backlog is expected to be converted into revenue in 2015.

Despite a squeezed market and declining revenue in 2014, operational earnings rose by 56 % as a consequence of capacity adjustments and the positive effect of the efficiency enhancement programme.

After a number of years involving many acquisitions, in 2013 FLSmidth launched an efficiency improvement programme to streamline the organisation and achieve sustainable efficiency improvements worth DKK 750 million. The efficiency improvement programme is being implemented according to plan. All the initiatives have been launched, and the full savings will be realised in 2015.

The processing of the problematic legacy orders in the Material Handling division is continuing according to plan. Another three contracts were finalised in Q4 2014, which means that nine outstanding contracts remain that still require contractual finalisation. However, all have been finalised technically or are close to that stage.

The overall objective for the management is to ensure stable, profitable growth. The current return on capital employed (ROCE) is 11 %, a significant improvement on 6 % in 2013. We have made significant advances by trimming the organisation. However, the long-term target of return on capital employed of at least 20 % requires a higher order intake, higher revenue and higher earnings.

The negative trend in the working capital was reversed in 2014 and free cash flows were at the highest level for five years. Cash flow from operating activities rose to DKK 1,298 million in 2014 (2013: DKK -157 billion). The improvement on last year is due to higher earnings from operations, lower impact of changes in working capital and a positive impact from financial payments and taxes paid.

Adjusted for Cembrit, working capital was DKK 2,164 million at the end of 2014, equivalent to 10.2 % of revenue. The ambition is for the working capital not to exceed 10 % at any time in the economic cycle. During periods in which project business is dominant, working capital as a percentage of revenue should be lower. Each of the new divisions has been assigned specific targets for working capital to reflect the business model of each division.

After a number of years involving many investments, cash flows from investments were greatly reduced in both 2013 and 2014 and are now in line with depreciations.

A resolution was adopted at last year's Annual General Meeting to reduce the company's share capital in continuation of the share buy-back programme implemented in 2013. On 30 April 2014, the share capital was therefore reduced by 1,950,000 shares to 51,250,000 shares by cancelling treasury shares.

The equity increased to DKK 7,761 million, and consequently, the equity ratio increased to 29 %, from 25 % in 2013. Net interest-bearing debt decreased by DKK 222 million in 2014 and was DKK 4,499 million at the end of 2014. The financial gearing (calculated as net interest-bearing debt divided by EBITDA) was 2.3 at the end of 2014, a significant improvement on 2013, when the gearing was 3.6. The financial gearing is currently outside the target of maximum two times EBITDA, but is expected to fall below 2 in early 2015, not least as a consequence of the sale of Cembrit in January 2015.

The aim is to pay out 30-50 % of the profit for the year as dividend. However, the Board of Directors proposes to the Annual General Meeting that a dividend of DKK 9 per share be paid out for 2014, equivalent to a total dividend of DKK 461 million, a pay-out ratio of 55 % and a dividend yield of 3.3 %.

The global organisation was affected by the recession and market conditions in 2013 and 2014 and the consequent need for efficiency improvements and capacity adjustments. In addition, the new divisional structure was announced in August 2014 and every effort was made to

render the new organisational structure operational as of 1 January 2015. There were 14,765 employees at the end of 2014.

In relation to the Board agenda in 2014, ten Board meetings were held, and the focus was particularly on the new organisational structure and the four new divisions. In addition, particular attention was paid to capital efficiency and to research and development.

I can confirm that 2014 saw no deviations from the general guidelines for remuneration of the Board of Directors and the Executive Management. The total remuneration of the Executive Management comprises gross pay consisting of a fixed salary including pension, usual benefits such as car and telephone plus a cash bonus that may constitute up to 40 % of gross pay and share options at a value not exceeding 25 % of gross pay at the time they are granted. The purpose of the variable salary components is to ensure value creation and achievement of the company's short-term and long-term goals. Total remuneration of the Group Executive Management amounted to DKK 41 million in 2014 against DKK 30 million in 2013. It should be noted that during the period 2013 to 2014, the Executive Management was enlarged from seven to eight members. The remuneration of the Group CEO amounted to DKK 9 million in 2014 and is therefore at the same level as in 2013.

As agenda item 7.1 – Proposed update of the general guidelines for incentive pay¹ indicates, the Board of Directors proposes that the existing guidelines for incentive pay for the company's Board of Directors and Group Executive Management be updated. With effect from the 2016 financial year, it is proposed that the existing share option scheme be replaced with a new, long-term incentive scheme based on conditional shares, also called performance shares. The objective is to increase market conformity and value for shareholders, with the Group Executive Management being rewarded for successful development of the company in accordance with the long-term financial targets. When launching new share plans, information on targets and conditions will be provided. In connection with the transition from share options to performance shares, a small increase is proposed in the maximum value of the individual allocations to 30 % of annual salary, including pension, from the previous 25 %. However, the total costs associated with the programme are expected to be marginally lower.

It is our expectation that 2015 will be another difficult year in terms of mining orders, but that the negative trend will slow down and flatten out in 2015, until markets gradually start to recover in 2016.

Consequently, lower revenue, but higher margins, are expected in 2015. The order intake is expected to increase in 2015, supported by the new divisional structure. We expect consolidated revenue of DKK 19-21 billion and an EBITA margin of 9-10 %.

The return on capital employed (ROCE) is expected to be 12-14 % in 2015.

For the two project divisions, Minerals and Cement, it is clear that 2015 will be a challenging year as a consequence of a low order backlog at the beginning of the year and a continuing difficult market situation, particularly in Minerals.

The order intake is expected to increase in the Cement division in 2015, with brighter times ahead. There seem to be improvements on the way in the market for new cement capacity. Intensification of the dialogue with customers on potential cement projects gives us reason to believe that we are slowly moving away from the low point of the cycle.

Both the Product Companies and Customer Services divisions are expected to grow with an opportunity to also increase their margins.

Despite the market's current low point, FLSmidth has good opportunities to grow organically. In addition to the globalisation of the product companies, there are promising prospects of growth in operation and maintenance as well as in turnkey solutions in minerals and cement.

In the short term, management will focus on steering the Group safely through the current cyclical downturn and on ensuring that the company is well positioned and fully efficient when growth returns. We expect to see the first signs of this at the end of 2015 and beginning of 2016.

Finally, I would like to thank both the Management and the Board for their strong cooperation and, not least, the nearly 15,000 employees in the Group, who have each made a particularly great effort in challenging times. Thank you."

The chair then opened for discussion in relation to items 1-4 on the agenda.

Claus Berner Møller from ATP (the Danish Labour Market Supplementary Pension Scheme) emphasised that although 2014 had been a challenging year for the company, the year had still been as expected. The number of orders received in 2014 was disappointing, but ATP was pleased to hear that the company has a positive outlook on orders in 2015 based on the expected progress in the cement industry. Claus Berner Møller found the new organisation structure logic and mentioned that it would have to stand the test once the state of the market improved. ATP generally held an optimistic view for the company but still posed two questions regarding management. Thus, ATP enquired, 1) what synergies are expected to be obtained from combining the 9 product companies; and 2) when was the management expecting to see these synergies take effect. Claus Berner Møller also wished to know what effects would be obtained by extending the customer group to other industries than the cement and minerals industry, both in the long term and in the medium term. ATP commended the Board of Directors on the proposal to replace the share option schemes with performance-based shares from 2016. ATP had no further comments to the agenda and backed all items.

Thomas Schulz thanked Claus Berner Møller for his questions and comments. With regard to the question concerning the synergies, Thomas Schulz explained that the synergies will be triggered by all 9 companies using the same business model. Moreover, many synergies are created through the reorganisation of the companies. Thus, the first synergy effects already had materialised. As regards the question of what the extension of the customer group to other industries than the cement and minerals industry would mean in the short and medium term, Thomas Schulz explained that the company avails of a number of special proficiencies that are in demand in the market, and he mentioned specifically that it would be ill-advised for the company not to take advantage of this knowledge and experience.

Erik Simony Mortensen from PFA Pension thanked the chair and took the floor. He stressed that 2014 had been a challenging year for the company referring in particular to the fall in orders experienced during the past few years. In Erik Simony Mortensen's point of view, there is not much pointing towards an increase in the propensity to invest by the mining companies in the next few years. PFA Pension was pleased that the company's earning power was on the increase aided by e.g. the reorganisation and cost programme initiated in 2013. PFA Pension enquired how the management in the future would ensure that the right and necessary qualifications are not lost as a result of the restructuring programme, and how the company would maintain continued focus on quality in carrying out projects. In addition, Erik Simony Mortensen enquired how the company intended to manage the risk of falling income from services due to the mining companies' demand for lower supplier prices. In conclusion, Erik Simony Mortensen commended the company on its handling of the financial situation, including the decisions passed by the company in this connection. Erik Simony Mortensen made it clear

that PFA Pension believes that the company will emerge strengthened from the current recession in the sector.

Thomas Schulz thanked Erik Simoni Mortensen for his questions and comments. Thomas Schulz made it quite clear that it was the management's job to prepare the company for periods of both high and low business activity. He added that unfortunately the company had been compelled to let people go, but that percentage-wise the number of dismissals effected by the company was the lowest compared to comparable companies. In spite of the dismissals, Thomas Schulz was convinced that the company on account of its goals for efficiency improvements and long-term strategies had retained qualifications in the company and therefore would be prepared to face an upturn. Thomas Schulz declared that his outlook on the development within services was bright, as the mining industry is increasing its focus on productivity which evidently requires services that the company can supply.

Martin Felix Jørgensen from Dansk Aktionærforening (Association of Danish Shareholders) thanked the chair and took the floor. He noted that the company's financial situation appeared to be improving. According to Martin Felix Jørgensen, the goal had not yet been quite reached, however, everything was pointing in a positive direction. He asked whether in the management's point of view the crisis was over, and asked if it was possible to avoid variations in the influx of orders by e.g. seeking out possibilities in new business areas, which would allow the company to stabilise the business, including through e.g. acquisitions. He also asked the management whether it is true to say that the company is now at rock bottom of a multi-year cycle, and whether the company in the future will be able to realise the long-term expectations for earnings and growth. Martin Felix Jørgensen then enquired as to the EBITA margins in the mineral and cement divisions that according to the annual report seems to be 3-8 % above a "cycle", where the corresponding figures are 12-15 % for the "customer services" and "product companies" divisions. In this connection, Martin Felix Jørgensen asked that it be clarified whether it would be possible to continue the efficiency improvements in order to ensure that future profits would be higher than 3-8 %. In conclusion, he commended the management on observing the Corporate Governance Recommendations except in one instance, where the recommendations are only partially observed. He emphasised that the management should observe all recommendations, including also the recommendation to disclose information on the total remuneration received by each member of the Board of Directors and the executive board. Finally, Martin Felix Jørgensen mentioned the considerable fall in CO2 emissions obtained according to the company's CSR report. He requested a detailed account of the reasons for this reduction and asked if it would be possible to continue reducing the company's CO2 emissions. Finally, Martin Felix Jørgensen thanked Thomas Schulz for his participation in the investor day.

Thomas Schulz thanked Martin Felix Jørgensen for his comments and for offering him the opportunity to attend the investor day. Thomas Schulz found that the day had generated useful and important feedback from the company's shareholders. According to Thomas Schulz, the mining industry is at rock bottom of its "cycle", whereas the cement industry is slowly regaining strength. If you analyse the industries, it is obvious according to Thomas Schulz that the market is moving in cycles. Therefore, Thomas Schulz finds that it is essential that the company's business strategy takes these cycles into consideration in order to ensure that the company always has the best conditions for navigating in the market. Thomas Schulz mentioned that the company in general is striving to minimise the company's environmental impact and that the fall in CO2 emissions among other things had been obtained due to the closure of up to 35 locations around the world. In reply to the question concerning the recommendation to disclose management remuneration, he referred to the chairman.

The chairman first thanked for the many questions and good comments. The chairman explained that the company had decided to disclose the remuneration paid to the executive board and the chief executive officer. He noted that in doing so, the company follows the practice applied by a majority of the Danish C20 companies and added that the figures for individual members of the executive board could be interesting for some, however, they were not necessary in order to consider the accounts and the organisation.

Claus Østergaard, chairman of FLS' Funktionærforening (association of salaried employees) thanked the chairman and took the floor. His main focus was on the poor market conditions and the dismissals in the company. He emphasised that the company had had a stable number of employees during the year and underlined that stability was important in order to prepare for an upturn in the market. He was pleased with the existing focus on management training and that the new organisation was in place. Finally, Claus Østergaard also mentioned the efficiency improvement programme that he finds still contributes towards the reasonable result. However, he stressed that many managers and employees also feel that the efficiency improvement programme also results in top-down management and increased bureaucracy. It was Claus Østergaard's hope that the company's top management in connection with a future recovery would remember to move decisions down to the levels, where they belong, and keep in mind that the global guidelines should take into consideration that many decisions are best passed at the local level. Finally, Claus Østergaard emphasised the company's three values: cooperation, competency and responsibility.

The chairman thanked for the comments and the good cooperation and took note of the wish that the company will be in a position to exploit a future recovery and e.g. re-employ and increase the number of employees in order to meet the demand that will hopefully come.

Kjeld Beyer congratulated the company on the good result considering the circumstances. He mentioned that just like in previous years, he had submitted a proposal for the Board of Directors before the general meeting in order to give the Board of Directors the opportunity to implement a number of proposals that will be beneficial to minor shareholders. He was pleased that some of these proposals had already been followed. However, he found that there was still room for improvement. According to Kjeld Beyer, the company still had not provided a separate 5-year summary, statement of changes in equity, income statement and balance sheet to be used by the general meeting. Kjeld Beyer mentioned the statement of changes in equity. Kjeld Beyer finds that the scope of key figures in general is satisfactory, however, he would like in the future that the denomination of the shares appears from the 5-year summary in order to allow the shareholders to calculate the book value per share. According to Kjeld Beyer, it is important that the shareholders are able to identify the difference between the book value and the market price in order to assess the company's financial position and future prospects. Kjeld Beyer also referred to the company as a trendsetter within a number of accounting issues. However, he also stressed that there is room for improvement. Finally, Kjeld Beyer repeated the wish that it would be possible for the shareholders to be directed to the notes in the electronic accounts that is available on the website. According to Kjeld Beyer, the introduction of such facility must be a consequence of the fact that the company no longer sends out the accounts. Finally, Kjeld Beyer expressed that he does not understand why it is not possible for the entire annual report to be translated from English into Danish as this would make the Danish investors feel more comfortable.

The chairman thanked for the positive words and was pleased that Kjeld Beyer had noticed that the company had accommodated a number of Kjeld Beyer's proposals. He thanked for the additional proposals and made it clear that the company would consider, whether the proposals should give rise to future changes.

Marie Olufsen from Best.Women mentioned that Best.Women believes that there are too few women in the company's management - with just one woman on the Board of Directors and one woman in the executive management. Marie Olufsen recognised the better result in 2014 but described 2013 as a catastrophic year for the company. Marie Olufsen finds that there is a need for new energy in the company's management, including more women.

The chairman thanked Marie Olufsen for her comments and noted that the company on a current basis is assessing the diversity in the company. The chairman then emphasised that 14 % of all the company's employees are women and that 10.3 % of the executives in the company are women. The chairman stated that it is the Board of Directors' long-term objective for the share of female executives to correspond to the number of females in the entire organisation. Vagn Sørensen mentioned that the target for female executives by the end of 2014 was 10 %, which has been fulfilled and that the Board of Directors will now set out new objectives. The chairman confirmed that it is the company's aim that 25 % of the Board of Directors in 2016 consists of women – today this number is 16 % for the number of members of the Board of Directors elected by general meeting (22.3 % for all members). Subsequently, Vagn Sørensen emphasised that qualifications are the decisive criterion for appointing a new member to the Board of Directors. Vagn Sørensen thanked Marie Olufsen for acknowledging the improved result in 2014.

Henrik-Bang Petersen commended the company on the company profile prepared for the general meeting, which provided a good summary of the annual accounts. He hoped that it would be sent to all employees, as he found that it provides a good picture of the relationship between the company's employees. He was wondering why it was stated in the company profile that the company is founded on Danish values at a time where the number of Danish employees has dropped. He underlined that the company is a global company, and that production no longer takes place in Denmark. Henrik Bang-Petersen encouraged the management team to ensure that all employees – also employees in other countries than Denmark – receive this company profile, and that the management in the future will ensure better cross-border exchange of knowhow between employees.

Thomas Schulz thanked Henrik Bang-Petersen for his comments. He noted that not much industry remains in Denmark today, but that customers around the world are interested in the Danish values such as transparency, cooperation, confidence and diversity. Thomas Schulz emphasised that the focus on the Danish values contributes towards improving the company's market position, however, this focus is also what keeps the company together. Thomas Schulz finds that the values generate in the company the necessary team spirit and strength to maintain a strong position.

A shareholder expressed dissatisfaction that many of the comments made at the general meeting were in English without translation being provided. He encouraged the chairman to ensure that comments made at future general meetings at a minimum be translated into Danish by an interpreter.

The chair concluded that no other shareholders wished to speak in relation to item 1 of the agenda concerning the management's review, and the chair then proceeded to the individual items on the agenda.

Re. 1. The Board of Directors' report on the company's activities in 2014.

The chair concluded with the consent of the general meeting that the general meeting had taken note of the Board of Directors' report.

Re 2-4: Presentation and approval of the 2014 Annual Report, approval of the Board of Directors' fees and distribution of profits or covering of losses in accordance with the approved Annual Report

The chair referred to the fact that items 2-4 had been considered and discussed under item 1. Nobody requested to speak, and the chair, with the consent of the general meeting, announced

- that the general meeting approved the 2014 Annual Report presented;
- that the general meeting approved the Board of Directors' fees, including (a) final approval of fees for 2014 and (b) the preliminary determination of fees for 2015; and
- that the general meeting approved the Board of Directors' proposal concerning the distribution of profits according to the approved 2014 Annual Report, including the payment of dividend in the amount of DKK 9 per share corresponding to a total dividend amount of DKK 461 million for 2014.

Re. 6. Election of members to the Board of Directors

The chair informed the meeting that all members of the Board of Directors elected in general meeting are up for election every year, and that the board members elected in general meeting count not less than five and not more than eight members in accordance with article 11 of the articles of association.

The chair informed the meeting that the Board of Directors had proposed that Vagn Ove Sørensen, Torkil Bentzen, Martin Ivert, Sten Jakobsson, Tom Knutzen and Caroline Grégoire Sainte Marie be re-elected. No other proposals were made.

The chair concluded, with the consent of the general meeting, that Vagn Ove Sørensen, Torkil Bentzen, Martin Ivert, Sten Jakobsson, Tom Knutzen and Caroline Grégoire Sainte Marie had been re-elected as members to the Board of Directors.

Re 7. Appointment of auditor

The chair informed the meeting that the Board of Directors had proposed that Deloitte Statsautoriseret Revisionspartnerselskab be re-elected as company auditor.

The chair concluded with the acceptance of the general meeting that the proposal had been adopted.

Re. 7. Proposals from the Board of Directors

The chair informed the meeting that this year the Board of Directors had tabled three proposals for the approval of the general meeting.

Re. 7.1. Proposal for update of the overall guidelines for incentive pay

The chair informed the meeting that the Board of Directors had proposed to update the overall guidelines for incentive pay available to the company's Board of Directors and group executive management and referred in general to the chairman's review.

The chair invited comments from the floor.

Kjeld Beyer wished to make a comment and announced that he would like to vote in favour of the proposal and for the subsequent proposal concerning authorisation to acquire treasury shares, however, on the condition that better information be provided in the notes on the acquisition of treasury shares. According to Kjeld Beyer, it must be possible to see whether treasury shares acquired are used to write down the share capital or to hedge incentive schemes.

The chair thanked for the comments that according to the chair concerned both proposal 7.1 and 7.3 on the agenda. The chair informed the meeting that the Board of Directors had listened to Kjeld Beyer's points of view and will consider these in the future. The chair informed the meeting that the comments made would be entered in the minutes. There was no request for this item to be put to the vote.

The chair then concluded with the acceptance of the general meeting that the proposal had been adopted with the required majority and the given remarks.

Re. 7.2. Proposal for amendment of the articles of association – change from bearer shares to registered shares.

The chair informed the meeting that the Board of Directors had decided to withdraw the proposal for the time being, as a relevant bill had been tabled in the Danish Parliament the day before the general meeting and with acceptable provisions governing transition and entry into force. However, this proposal will probably also be on next year's agenda, as the bill just tabled by the government implies that it will not be possible in the future to issue bearer shares.

Re. 8.3. Treasury shares

The chair informed the meeting that the Board of Directors had tabled a proposal to the effect 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 by more than 10 % from the official price quoted at Nasdaq Copenhagen at the time of acquisition.

The chair referred to Kjeld Beyer's views outlined under item 7.1 of the agenda.

The chair concluded with the acceptance of the general meeting that the proposal had been adopted with the required majority.

Re. 8. Any other business.

Since no shareholder wished to take the floor, the chair declared that there was no further business to be transacted and gave the floor to the chairman.

Vagn Sørensen thanked everyone for attending the meeting and the shareholders for their commitment to the company.

The general meeting was closed.

The general meeting closed at 5.31 pm.

Klaus Søgård
Chair of the meeting