

Votes cast at FLSmith & Co. A/S' Annual General Meeting on 26 March 2015

The following items on the agenda were submitted to the general meeting for resolution: 2, 3a, 3b, 4, 7.1 og 7.3
Items 5 and 6 concerned election of candidates

A ballot was not completed

Regarding the election of candidates under item 5 and 6, the number of candidates matched the number to be elected and the candidates were elected by an uncontested election. The table shows the number of votes that had been cast for the individual candidates in advance by proxy and postal votes. The votes represented in attendance are counted as votes FOR the candidate.

The resolutions 2, 3a, 3b, 4, 7.1 og 7.3 were made unanimously adopted by the shareholders present without a ballot. The votes represented at the meeting are therefore counted as votes FOR these resolutions.

proposal 7.2 was withdrawn by the Board of Directors.

Summary of votes cast:

No.	Agenda item	S. 101 (5) 1	S. 101 (5) 2	S. 101 (5) 3	S. 101 (5) 4				S. 101 (5) 5	
		No. of shares supporting valid votes	Votes cast - % of capital	Total no. of valid votes	No. of votes FOR	%	No. of votes AGAINST	%	No. of votes WITHHELD	%
2	Presentation and approval of the 2014 Annual Report	12.524.283	25,63	250.485.660	250.332.760	99,94	-	-	152.900	0,06
3	Approval of the Board of Directors' fees:		-	-						
	a. Final approval of fees for 2014	12.524.283		250.485.660	250.305.320	99,93	34.740	0,01	145.600	0,06
	b. Preliminary determination of fees for 2015	12.524.283	25,63	250.485.660	250.105.000	99,85	45.820	0,02	334.840	0,13
4	Distribution of profits or covering of losses in accordance with the approved Annual Report	12.524.283	25,63	250.485.660	250.355.900	99,95	3.580	0,00	126.180	0,05
5	Election of members to the Board of Directors:		-	-						
	a) Re-election of Vagn Ove Sørensen	12.524.283	25,63	250.485.660	242.420.820	96,78		-	8.064.840	3,22
	b) Re-election of Torkil Bentzen	12.524.283	25,63	250.485.660	248.123.500	99,06		-	2.362.160	0,94
	c) Re-election of Martin Ivert	12.524.283	25,63	250.485.660	249.693.000	99,68		-	792.660	0,32
	d) Re-election of Sten Jakobsson	12.524.283	25,63	250.485.660	249.697.220	99,69		-	788.440	0,31
	e) Re-election of Tom Knutzen	12.524.283	25,63	250.485.660	249.680.280	99,68		-	805.380	0,32
	f) Re-election of Caroline Grégoire Sainte Marie	12.524.283	25,63	250.485.660	249.690.860	99,68		-	794.800	0,32
6	Appointment of auditor		-	-						
	Re-appointment of Deloitte Statsautoriseret Revisionspartnerselskab	12.524.283	25,63	250.485.660	248.268.020	99,11		-	2.217.640	0,89
7	Proposals from the Board of Directors		-	-						
7.1	Proposal for update of the overall guidelines for incentive pay	12.524.283	25,63	250.485.660	155.175.120	61,95	94.677.120	37,80	633.420	0,25
7.3	Treasury shares (authorisation)	12.524.283	25,63	250.485.660	250.350.800	99,95	120.880	0,05	13.980	0,01

Proxies, postal votes and votes are counted and recorded by:

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