
Complete proposals to be adopted at the annual general meeting of
ROCKWOOL International A/S

Wednesday, 9 April 2014 at 4:00 p.m.
at Roskilde Kongrescenter, Møllehusvej 15, DK-4000 Roskilde, Denmark.

Agenda:

1. The board of directors' report on the company's activities during the past financial year.
2. Presentation of annual report with auditors' report.
3. Adoption of the annual report for the past financial year and discharge of liability for the management and the board of directors.

The board of directors proposes that the annual report is approved, and that the management and the board of directors are discharged from liability.

4. Approval of the remuneration of the board of directors for 2014/2015.

Under article 14.f of the Articles of Association the general meeting determines the annual remuneration of the members of the board of directors.

The board of directors recommends that the general meeting approves the following remuneration of the board of directors for the period until the next annual general meeting:

Chairman of the board of directors:	DKK 900,000
Deputy Chairmen of the board of directors:	DKK 600,000
Other members of the board of directors:	DKK 300,000
Supplement for Audit Committee Chairman:	DKK 250,000
Supplement for Audit Committee members:	DKK 150,000
Supplement for Compensation Committee members:	DKK 75,000

The proposed remuneration represents the same level as the remuneration approved for 2013/2014.

5. Allocation of profits according to the adopted accounts.

According to the 2013 annual report ROCKWOOL International A/S' result for the financial year amounts to DKK -225M.

The board of directors proposes a distribution of dividends for the financial year 2013 of DKK 10.40 per share of a nominal value of DKK 10, amounting to a total of DKK 224M.

Dividend of DKK 10.40 per share of nominally DKK 10	DKK	224M
Retained earnings	DKK	-449M
	<u>DKK</u>	<u>-225M</u>

For the group, the annual result of DKK 863M is allocated as follows:

Dividend from the parent company of DKK 10.40 per share of nominally DKK 10 (as mentioned above)	DKK	224M
Retained earnings	DKK	638M
Minority interests	<u>DKK</u>	<u>1M</u>
	<u>DKK</u>	<u>863M</u>

The dividend will be paid on 15 April 2014 after approval by the general meeting.

6. Election of members to the board of directors.

According to the Articles of Association all members of the board of directors elected at the general meeting resign each year. A member of the board of directors is elected for a period lasting until the next annual general meeting.

The current chairman of the board of directors, Steen Riisgaard, has informed the board of directors that he will retire from the board at the annual general meeting.

The board of directors nominates the following board members for re-election: Heinz-Jürgen Bertram, Carsten Bjerg, Bjørn Høi Jensen, Søren Kähler and Thomas Kähler.

The board of directors proposes that Lars Frederiksen is elected as a new member of the board of directors.

A description of the background of and the offices held by each candidate proposed for election by the board of directors including the board of directors' reasons for the nomination are enclosed in schedule 1 and are also available at the company's website, www.rockwool.com/agm.

Subject to election of the above candidates, the board of directors expects to appoint Bjørn Høi Jensen as new chairman and Carsten Bjerg and Thomas Kähler as first and second deputy chairmen respectively.

7. Appointment of auditor.

Under article 20 of the Articles of Association one or more auditors are elected by the general meeting for a period of one year at a time.

The board of directors proposes election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC) as new auditor of the company. The change in auditor is primarily based on governance considerations, and PwC has been chosen due to their global organization, which is of great value for the Group's global business, and due to their highly professional reputation.

8. Proposals from the board of directors or shareholders.

Proposals from the board of directors:

8a. Presentation of the annual report in English.

The board of directors proposes that the general meeting adopts that the company's future annual report shall be prepared and presented in English.

As a result of the board of directors' proposal, it is proposed that the wording of article 19 of the Articles of Association is amended to the following:

“The annual report shall be prepared and presented in English. The preparation thereof shall be in compliance with the rules in force from time to time.”

8b. Authorisation to acquire own shares.

The board of directors proposes that the general meeting authorises the board of directors to allow the company to acquire own shares during the period until the next annual general meeting, i.e. class A shares as well as class B shares, of a total nominal value of up to 10 % of the company's share capital, 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.

9. Any other business.

At the time of convening the general meeting, the company's share capital amounts to a nominal value of DKK 219,749,230, divided into a class A share capital of a nominal value of DKK 112,316,270 (11,231,627 shares of a nominal value of DKK 10 each) and a class B share capital of a nominal value of DKK 107,432,960 (10,743,296 shares of a nominal value of DKK 10 each). Each class A share of a nominal value of DKK 10 entitles to ten votes, and each class B share of a nominal value of DKK 10 entitles to one vote according to article 9.b of the Articles of Association.

Shareholders are entitled to vote, if they on the record date Wednesday, 2 April 2014 are registered in the company's register of shareholders or have given notice to the company of a change of ownership, which the company has received for the purpose of registration in the register of shareholders, but which has not yet been registered according to article 9.c. of the Articles of Association, and if they have obtained admission cards or submitted absentee votes in due time.

All proposals on the agenda may be adopted by a simple majority vote.

The general meeting will be transmitted directly via webcast in Danish and English. The webcast and further information is available at the company's website, www.rockwool.com/agm. The webcast will only include the platform and rostrum.

The company encourages all shareholders to actively take part in the annual general meeting, by providing questions to the company's management on any matters that may require clarification.

March 2014
Board of Directors