

10 March 2016

**NOTICE CONVENING THE ANNUAL GENERAL MEETING  
OF ROCKWOOL INTERNATIONAL A/S**

The annual general meeting of shareholders is hereby convened to take place on

**Wednesday, 6 April 2016 at 3:00 p.m.**

at Roskilde Kongrescenter, Møllehusvej 15, DK-4000 Roskilde, Denmark.

Registration for the general meeting must take place no later than Friday, 1 April 2016 either electronically via the shareholder portal on [www.rockwool.com/shareholder](http://www.rockwool.com/shareholder) or by returning the completed registration form to Computershare A/S.

During the annual general meeting coffee and cake will be served.

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

The agenda for the annual general meeting is as follows:

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.
4. Approval of the remuneration of the board of directors for 2016/2017.
5. Allocation of profits according to the adopted accounts.

The board of directors proposes a distribution of dividends for the financial year 2015 of DKK 11.50 per share of a nominal value of DKK 10. The dividend is to be distributed on 11 April 2016 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. Members of the board of directors are elected for the period until the next annual general meeting.

Board member, Heinz-Jürgen Bertram, has informed the board of directors that he will not seek re-election to the board at the annual general meeting.

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

The board of directors proposes that Andreas Ronken 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 available at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm).

Subject to election of the above candidates, the board of directors expects to appoint Bjørn Høi Jensen as Chairman and Carsten Bjerg and Søren Kähler as first and second Deputy Chairman, respectively.

7. Appointment of auditors.

The board of directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor of the company.

8. Proposals from the board of directors or shareholders.

Proposals from the board of directors:

8a. 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.

8b. Approval of new remuneration policy for the board of directors, group management and senior executives and new guidelines for incentive-based remuneration of group management.

The board of directors proposes that the general meeting approves the new remuneration policy for the board of directors, group management and senior executives and the new guidelines for incentive-based remuneration of group management as adopted by the board of directors.

The proposed new remuneration policy and new guidelines for incentive-based remuneration are enclosed as schedule 2 and 3 and are available at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm).

9. Any other business.

Share capital, voting right and adoption requirements

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, 30 March 2016, 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 who have requested admission cards or submitted absentee votes in due time.

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

#### Admission cards

Shareholders wishing to attend the general meeting must request an admission card no later than Friday, 1 April 2016. Admission cards can be obtained as follows:

- (a) electronically via the shareholder portal on [www.rockwool.com/shareholder](http://www.rockwool.com/shareholder) by using the password and deposit account information sent directly to all registered shareholders or NemID, or
- (b) by returning the completed registration form to Computershare A/S, Kongevejen 418, DK-2840 Holte. The registration form has been sent to all registered shareholders, who have requested it, and is also available at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm).

Admission cards will be issued from Thursday, 31 March 2016.

#### Proxy

A shareholder may utilise his/her voting rights by proxy, provided that the proxy holder substantiates his right to attend the general meeting by presenting an admission card and a dated proxy form in writing. The proxy form is available at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm), and can also be obtained from Computershare A/S.

Computershare A/S must receive the completed proxy form no later than on Friday, 1 April 2016. The proxy form may be sent in writing by ordinary mail or electronically via the shareholder portal on [www.rockwool.com/shareholder](http://www.rockwool.com/shareholder).

#### Absentee votes (voting by correspondence)

A shareholder may exercise his/her voting rights by submitting an absentee vote. A form for submitting absentee votes may be obtained at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm), and may also be obtained from the company or Computershare A/S. Computershare A/S must receive the absentee votes no later than Monday, 4 April 2016. Absentee votes can be sent in writing by ordinary mail or electronically via the shareholder portal on [www.rockwool.com/shareholder](http://www.rockwool.com/shareholder).

#### Publication of documents

The notice including the agenda, the complete proposals, information about voting rights and capital structure at the time of the notice convening the annual general meeting, the audited annual report as well as the form of proxy and absentee votes will be available at the company's website, [www.rockwool.com/agm](http://www.rockwool.com/agm), in the period from the publication of the notice and until and including the day of the general meeting.

A printed copy of the ROCKWOOL Group 2015 (pamphlet with extract of the annual report) and the ROCKWOOL Foundation Annual Report 2015 may be ordered on our website [www.rockwool.com/order](http://www.rockwool.com/order) no later than Sunday, 20 March 2016 for receipt prior to the general meeting.

#### Questions

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.

Up until the day before the general meeting the shareholders can submit questions in writing to the company regarding the agenda or documents for the purpose of the general meeting.

Yours sincerely,

**ROCKWOOL International A/S**

On behalf of the board of directors

Bjørn Høi Jensen, Chairman of the board of directors