

**Release no. 2 – 2009****To NASDAQ OMX Nordic Exchange  
Copenhagen A/S***This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 1/12

2<sup>nd</sup> April 2009**NOTICE CONVENING THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS IN ROCKWOOL INTERNATIONAL A/S**

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

WEDNESDAY THE 22<sup>ND</sup> APRIL 2009 AT 5:00 P.M.  
at ROSKILDE KONGRESCENTER  
Møllehusvej 15, DK-4000 Roskilde

with the following agenda:

1. The board of directors' report on the company's activities during the past financial year.
2. Presentation of the annual report together with the auditors' report.
3. Adoption of the annual report for the past financial year and discharge of the management and the board of directors from liability.
4. Allocation of profits according to the adopted accounts.

The board of directors proposes a dividend for the financial year 2008 of DKK 9.60 a share of a nominal value of DKK 10. Dividend will be distributed on the 28<sup>th</sup> April 2009 following approval by the general meeting.

5. Election of directors.

The board of directors proposes re-election of Jan W. Hillege, Thomas Kähler, Tom Kähler, Henrik Elliot Nyegaard and Steen Riisgaard and election of Bjørn Høi Jensen as a new board member and provides the following reasons for the proposal:

Jan W. Hillege: The board of directors proposes that Jan W. Hillege be re-elected because of his extensive experience of the public sector (the Ministry of Economic Affairs in the Netherlands) and of the private sector (CEO in Grontmij, a leading engineering firm). In addition, Jan W. Hillege has considerable experience working in auditing committees.

Bjørn Høi Jensen: The board of directors proposes that Bjørn Høi Jensen be elected as new board member because of his extensive experience within general management and financing matters from previous employments in the private equity and banking sectors.

Thomas Kähler: The board of directors proposes that Thomas Kähler be re-elected because of his experience with management, marketing, sales and business

**Release no. 2 – 2009****To NASDAQ OMX Nordic Exchange  
Copenhagen A/S***This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 2/12

development in international businesses and because of his close relationship with major shareholders.

Tom Kähler: The board of directors proposes that Tom Kähler be re-elected because of his extensive knowledge of general management, R&D and sales and marketing in international businesses and companies established by himself and because of his close relationship with major shareholders.

Henrik Elliot Nyegaard: The board of directors proposes that Henrik Elliott Nyegaard be re-elected because of his extensive experience with general management, strategy, IT and marketing in international businesses, both on a managerial level and on board level.

Steen Riisgaard: The board of directors proposes that Steen Riisgaard be re-elected because of his extensive experience with the establishment and operation of an innovative and efficient international organisation in Novozymes.

A description of the background of and the offices held by the candidates proposed for election to the board of directors is available at [www.rockwool.com](http://www.rockwool.com). For existing board members, please also see the annual report.

6. Appointment of auditors.

The board of directors proposes re-election of Ernst & Young Statsautoriseret Revisionsaktieselskab.

7. Proposals, if any, from the board of directors or from shareholders.

Proposal from the board of directors:

7a. Approval of the remuneration of the board of directors for 2009/2010.

7b. Authorisation to acquire own shares.

The board of directors proposes that the general meeting authorise the board of directors in the period until the next annual general meeting to let the company acquire own shares, A-shares as well as B- shares, of a total nominal value of up to 10 per cent 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 per cent from the most recent listed price, cf. section 48 of the Danish Companies Act.

7c. Amendment of Articles of Association:

7c.1. Insertion of a new Article 14.c. about voting procedures for election of board members and consequential changes of the first sentence of Article 14.a. of the Articles of Association.

**Release no. 2 – 2009****To NASDAQ OMX Nordic Exchange  
Copenhagen A/S***This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 3/12

The board of directors proposes that the following new Article 14.c. be inserted in the Articles of Association pursuant to which election of board members takes place through separate votes for each seat on the board of directors:

"The board of directors is elected by the general meeting in a number of votes equalling the number of directors to be elected. In the event of several proposals for the number of directors a vote to that effect will be held first.

For each vote the shareholders will have the number of votes prescribed by Article 11.b, first sentence.

Where a candidate receives more than 50 per cent of the votes cast in the first vote the candidate will be considered elected. Where no candidate receives more than 50 per cent of the votes cast a new vote will be held between the two candidates having received the highest number of votes. Where two candidates receive the same number of votes the election will be determined by drawing of lots. Subsequent votes will take place in the same way.

Subsequent votes between the candidates not elected will take place in the same way."

Furthermore, the board of directors proposes a consequential amendment of the first sentence of Article 14.a. of the Articles of Association.

- 7c.2. Amendment of Article 15.a. introducing the possibility for the board of directors to appoint two deputy chairmen and amendment of Article 17 of the Articles of Association (rule of signature) and consequential amendment of the third sentence of Article 15.c. of the Articles of Association (casting vote to the Chairman of the board of directors).

The board of directors proposes that the board of directors be granted the possibility of appointing one or two deputy chairmen as the wording of Article 15.a. of the Articles of Association be amended as follows:

"From among their own number the board of directors shall elect a chairman and one or two deputy chairmen. When appointing its chairman the board of directors will decide which of the two deputy chairmen are to replace the chairman and undertake his responsibilities and exercise his powers in his absence. Where two deputy chairmen have been elected the second deputy chairman will replace the chairman in the event that both the chairman and the deputy chairman are absent"

In connection with the above, the board of directors furthermore proposes that Article 17 of the Articles of Association be amended as follows:

"The company shall be bound by the joint signatures of two registered managers, or of the chairman of the board of directors and a registered manager, or of the deputy chairman of the board of directors and a registered

**Release no. 2 – 2009****To NASDAQ OMX Nordic Exchange  
Copenhagen A/S***This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 4/12

manager, or of five directors. The board of directors may grant single or joint powers of procuration."

Finally, the board of directors proposes a consequential amendment of the third sentence of Article 15.c. of the Articles of Association (casting vote to the Chairman of the Board).

7c.3. Amendment of Articles 16 and 17 of the Articles of Association regarding clarification of references to members of the company's registered management.

8. Any other business.

**Adoption**

According to Article 10.b. and c. of the Articles of Association adoption of the proposal to amend the Articles of Association under agenda item 7c requires that at least 2/3 of the total number of votes in the company is represented at the general meeting (quorum) and that at least 2/3 of both the votes cast as well as of the voting share capital represented at the general meeting vote in favour of the proposal. If the requirement for a quorum has not been fulfilled but the proposal is adopted with the above majority of votes, the board of directors will within 14 days convene another general meeting at which the proposal may be adopted irrespective of the number of shareholders represented if a minimum of 2/3 of the votes cast as well as the voting stock represented at the general meeting vote in favour of the proposal. Other proposals and resolutions on the agenda will be settled by a simple majority vote.

**Presentation of Documents**

No later than 8 days prior to the general meeting the agenda and the full-text proposals and the annual report will be available at the company's offices on all business days from 9:00 A.M. – 4:00 P.M. and at [www.rockwool.com](http://www.rockwool.com).

**Admission Cards**

Admission cards to the general meeting may be requested as follows against submission of proper identification, however, no later than on the 17<sup>th</sup> April 2009 at 4:00 P.M.:

- electronically via the shareholder portal on [www.rockwool.com](http://www.rockwool.com) using the password and deposit account information sent directly to registered shareholders,
- by contacting the company personally or in writing at Hovedgaden 584, 2640 Hedehusene, Legal Department, on all business days from 9:00 A.M. – 4:00 P.M. from the 3rd April 2009 to Friday the 17th April 2009, both days included, or
- by returning the completed registration form forwarded to all registered shareholders to I-NVESTOR DANMARK A/S, Kongevejen 418, 2840 Holte.

**Share Capital, Voting Right and Proxy**

The company's share capital of nominally DKK 219,749,230 is divided into a class A share capital of DKK 130,728,000 and a class B share capital of DKK 89,021,230. Each class A

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 5/12

share capital amount of DKK 10 entitles the shareholder to ten votes and each class B share capital amount of DKK 10 entitles the shareholder to one vote.

Shareholders are entitled to vote if they have obtained admission cards in due time and have caused their shares to be entered in the register of shareholders or have reported and submitted proof of their acquisition, see Article 4.f. of the Articles of Association. Shareholders who have acquired shares by transfer cannot exercise the voting rights attached to the shares in question without such shares having been registered in the register of shareholders or the shareholder having given notice of and evidenced his acquisition prior to this notice, see Article 11 of the Articles of Association.

The voting right may be exercised by proxy, provided that the proxy holder substantiates his right to attend the general meeting by presenting an admission card and a dated proxy in writing.

I-NVESTOR DANMARK A/S must receive the proxy form no later than on the 17<sup>th</sup> April 2009 at 4:00 P.M.

Yours sincerely

**Rockwool International A/S**

On behalf of the board of directors  
Tom Kähler, Chairman of the Board

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 6/12

**Candidates for the Board of Directors**



**Tom Kähler**

Chairman  
Born 11 June 1943  
Nationality: Danish

**Education**

- |           |   |
|-----------|---|
| 1971      | Graduate Diploma in Business Administration (HD),<br>Copenhagen Business School |
| 1968      | MSc (Engineering) (chemistry), Technical University of<br>Denmark               |
| 1962-1963 | University of Colorado  |

**Main points of career**

- |           |   |
|-----------|---|
| 1987-2004 | President and CEO of the Rockwool Group   |
| 1983-1986 | Deputy President and COO of the Rockwool Group  |
| 1978-1983 | Managing Director, Diversification Division (Systems<br>Division), Rockwool International A/S |
| 1974-1978 | Founder and Director of Ecoterm A/S   |
| 1971-1973 | Assistant to the founder and CEO of Nordisk Ventilator<br>Co. A/S                             |
| 1970-1971 | Research engineer in Niro Atomizer A/S  |

**Other positions related to the company**

Member of the Audit Committee.  
Member of the Compensation Committee.  
Chairman of the Board of the Rockwool Foundation.  
General Manager of the Kähler Family Meeting.

**Positions in other Danish public limited companies**

Chairman of the Board of A/S Saltbækvig

**Other positions**

Member of the supervisory board of A.P. Møller & Hustru Chastine Mc-  
Kinney Møllers Fond til almene Formaal.

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 7/12



**Henrik Elliot Nyegaard**

Vice Chairman

Born 2 September 1940

Nationality: Danish

**Education**

1964 MSc (Engineering) B, Technical University of Denmark

**Main points of career**

1991-1999 Managing Director of IBM Danmark A/S

1989-1991 Director of IBM, Paris

1986-1989 Director of IBM Danmark A/S

**Other positions related to the company**

Member of the Compensation Committee.

**Positions in other Danish public limited companies**

Chairman of the boards of Danfoss A/S and Gyldendal A/S.

Vice Chairman of the boards of VELUX A/S and VKR Holding A/S.

Member of the Board of DOVISTA A/S.

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 8/12



**Steen Riisgaard**

Born 22 March 1951  
Nationality: Danish

**Education**

1976 MSc in Biology, University of Copenhagen

**Main points of career**

2000- President & CEO of Novozymes A/S  
1989-2000 Corporate Executive Vice President, Enzyme Business,  
Novo Nordisk A/S  
1986 Director of Detergent Enzyme Division, Novo Industri  
A/S  
1985 Director of Enzyme Process Research, Novo Industri A/S

**Other positions related to the company**

Member of the Compensation Committee.

**Positions in other Danish public limited companies**

President & CEO of Novozymes A/S.  
Member of the boards of Egmont International Holding A/S and the  
Egmont Foundation.

**Other positions**

Chairman of EuropaBio.  
Chairman of the board of WWF (World Wildlife Fund) Denmark.

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 9/12



**Jan W. Hillege**

Born 20 October 1941

Nationality: Dutch

**Education**

1967-1972	University degree in Industrial Engineering / Marketing
1963-1967	Elektrotechniek, Technical University, Delft
1961	Bisschoppelijk College Sittard

**Main points of career**

1996-2007	President & CEO of Grontmij NV
1986-1996	Vice President of DSM Corporation
1984-1986	Vice President and later President of DSM Plastic Products
1980-1984	Deputy Director General for Industry, Dutch Ministry of Economic Affairs

**Other positions related to the company**

Member of the Audit Committee.

**Other positions**

Member of the boards of Plasticon and Enza.

Member of the Audit Committee of Enza.

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 10/12



**Bjørn Høi Jensen**

Born 6 October 1961

Nationality: Danish

**Education**

1985 MSc in Economics, University of Copenhagen

**Main points of career**

2008- Senior advisor to EQT Funds

1995-2008 Senior partner in EQT Partners

1985-1995 Investment banker, Copenhagen and London

**Positions in other Danish public limited companies**

Vice chairman of the board of Erhvervsinvest Management A/S.

Member of the boards of Cimbria A/S, JFK Industri A/S, Kimba Holding A/S, DOVISTA A/S and Gyldendalske Boghandel, Nordisk Forlag A/S.

**Other positions**

Member of the board of CEPOS.

**Release no. 2 – 2009**

**To NASDAQ OMX Nordic Exchange  
Copenhagen A/S**

*This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 11/12



**Thomas Kähler**

Born 2 November 1970

Nationality: Danish

**Education**

2008	MBA, Copenhagen Business School
1998	Business Diploma, 1 <sup>st</sup> part, Copenhagen Business School
1993	Electronical / Mechanical Engineer, Technical University of Denmark

**Main points of career**

2004- Managing Director of RockDelta

**Other positions related to the company**

Managing Director of RockDelta.

Member of the Kähler Family Meeting.

**Other positions**

Member of the Board of Reelight Aps.

**Release no. 2 – 2009****To NASDAQ OMX Nordic Exchange  
Copenhagen A/S***This is a translation of the Danish version.  
Only the Danish version is legally binding.*

Page 12/12

**Michael Emborg**

Born 23 March 1966

Nationality: Danish

Elected by employees

**Education**

1987                      Tool maker

**Other positions related to the company**

R&amp;D Technician, Rockwool International A/S

**Lars Elmekilde Hansen**

Born 25 December 1960

Nationality: Danish

Elected by employees

**Education**1989                      Graduate Diploma in Business Administration (HD),  
Copenhagen Business School

1986                      MSc (Engineering), Technical University of Denmark

**Other positions related to the company**

Project Manager, Rockwool International A/S.

**Connie Enghus Theisen**

Born 20 November 1960

Nationality: Danish

Elected by employees

**Education**1994                      Graduate Diploma in Business Administration (HDA),  
Odense University1985                      Master of Art, Odense University - Cand. Mag.: principal  
subject: German, subsidiary subject: English**Other positions related to the company**

International Business Manager, Rockwool International A/S.

Member of the Board of the Rockwool Foundation.