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23 April 2009

**Annual General Meeting 22 April 2009  
Minutes**

The Annual General Meeting of Rockwool International A/S was held on 22 April 2009 at Roskilde Kongrescenter, Denmark.

At the General Meeting, the annual report for 2008 was approved and the Management and the Board of Directors were discharged from liability in relation to the Annual Report.

The General Meeting approved the Board of Directors' proposal for distribution of profit with DKK 9.60 per share of nominal value DKK 10 each share.

Jan W. Hillege, Thomas Kähler, Tom Kähler, Henrik Nyegaard, and Steen Riisgaard were re-elected as members of the Board of Directors. Bjørn Høi Jensen was elected as new member of the Board of Directors.

The Board of Directors constituted itself after the General Meeting with Tom Kähler as Chairman, Henrik Nyegaard as the first Deputy Chairman and Steen Riisgaard as the second Deputy Chairman.

Ernst & Young, Godkendt Revisionsaktieselskab, was elected as auditor of the Company.

The General Meeting adopted the fee of the Board of Directors, members of the Audit Committee and the Compensation Committee, respectively, for the period from the annual general meeting in 2009 to the annual general meeting in 2010.

The General Meeting authorised the Board of Directors to let the Company acquire its own shares, including A shares as well as B shares, of a maximum nominal value of 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, cf. section 48 of the Companies Act, such authorisation to be valid until the next annual general meeting.

The General Meeting approved the amendments to the Articles of Association as proposed by the Board of Directors regarding voting procedures for the election of board members, the number of deputy chairmen elected as well as clarification of references to members of the company's registered management, cf. the revised Articles of Association (enclosed).

There were no further items on the agenda.

The Board of Directors