

ROCKWOOL International A/S

Annual General Meeting 6 April 2016

ROXUL products have been used for the new stadium of the National Football Leagues, Minnesota Vikings, due to the non-combustible properties



Agenda

- The board of directors' report on the company's activities during the past financial year
- Presentation of annual report with auditors' report 2.
- Adoption of the annual report for the past financial year and discharge of liability for the management 3. and the board of directors
- Approval of the remuneration of the board of directors for 2016/2017 4.
- Allocation of profits according to the adopted accounts. 5.
- Election of members to the board of directors 6.
- 7. Appointment of auditors
- 8. Proposals from the board of directors or shareholders
 - Proposals from the board of directors:
 - 8a. Authorisation to acquire own shares
 - 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
- Any other business 9.







Our global leader position in stone wool was strengthened

- We ended 2015 stronger and in better shape
- Profitability improved throughout the quarters
- We met or exceeded our expectations for sales growth and operational EBIT
- We met our commitments despite the turbulence in the world economy



The world's tallest wooden house "Treet" in Bergen, Norway with ROCKWOOL facade insulation contributing to the apartments being built according to passive house requirement



New CEO and new management team





New ambitions, new Business Transformation Programme – strong platform for improved operations

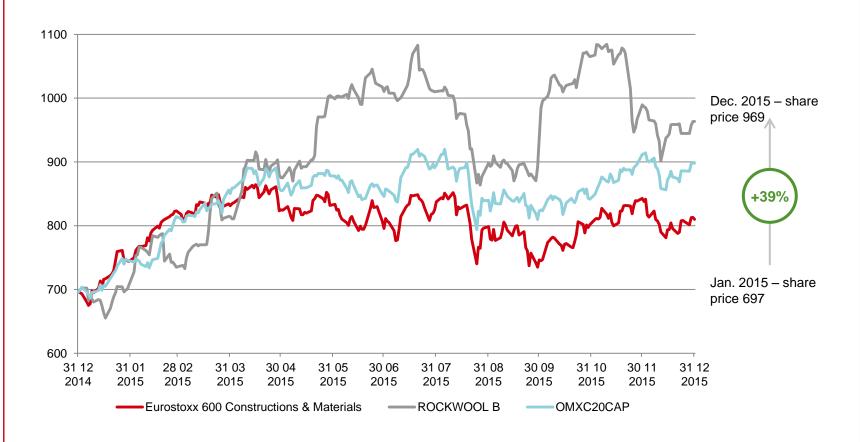
- Focus on profitable growth
- Redefining the geographical priorities
- Improvement of key areas:
 - Organisational simplicity
 - Globalisation of procurement and integration with product/process
 - Optimisation of pricing and product portfolio
 - Improvement of customer experience
- We have already seen a positive effect in 2015
- We expect that we can raise our profitability by EUR 50 million by 2017



Prince Mahidol Hall, concert hall in Bangkok, Thailand insulated with ROCKWOOL products for amongst others its sound absorption qualities



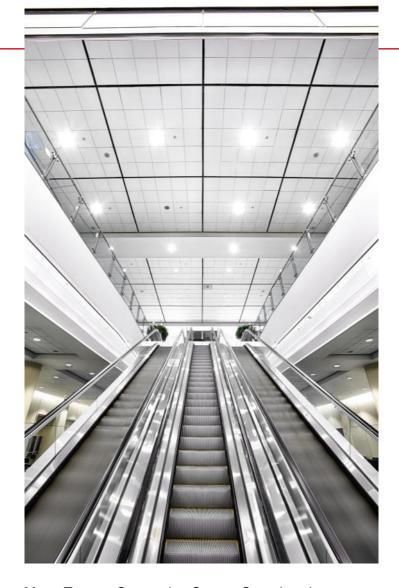
The ROCKWOOL B share rose 39% in 2015 and is up around 7% in 2016





Sales growth 2015

- Net sales increased by 2.2% in local currencies
- Including the negative currency impact, sales increased by 1.3% and reached EUR 2,208 million
- Mixed picture across geographies
- Growth turning west



Metro Toronto Convention Centre, Canada using ROCKFON ceiling solutions for a more comfortable indoor climate



Western Europe

- Sales increased by 1.3% and reached EUR 1,290 million
- Scandinavia, UK, Holland and Spain showed a positive trend
- The German and French markets disappointed, but showed signs of improvement in Q4



Eastern Europe and Russia

- Sales reached EUR 408 million, which is a decrease of 14.8% impacted by a rapidly fall in the ruble
- Sales declined 2.5% in local currencies
- The Russian insulation market saw a double-digit decline
- However, our Russian business did perform better than the general market
- Poland and neighboring markets showed healthy sales results



North America and Asia

- Sales increased by almost 10% in local currency
- The exchange rates were with us and converted into euros, sales increased by 19.1% and reached FUR 510 million
- The increase was primarily due to the strong North American market
- In Asia, the business in China was affected by the downward trend in the economy
- The businesses in Malaysia and Thailand performed well











Systems segment

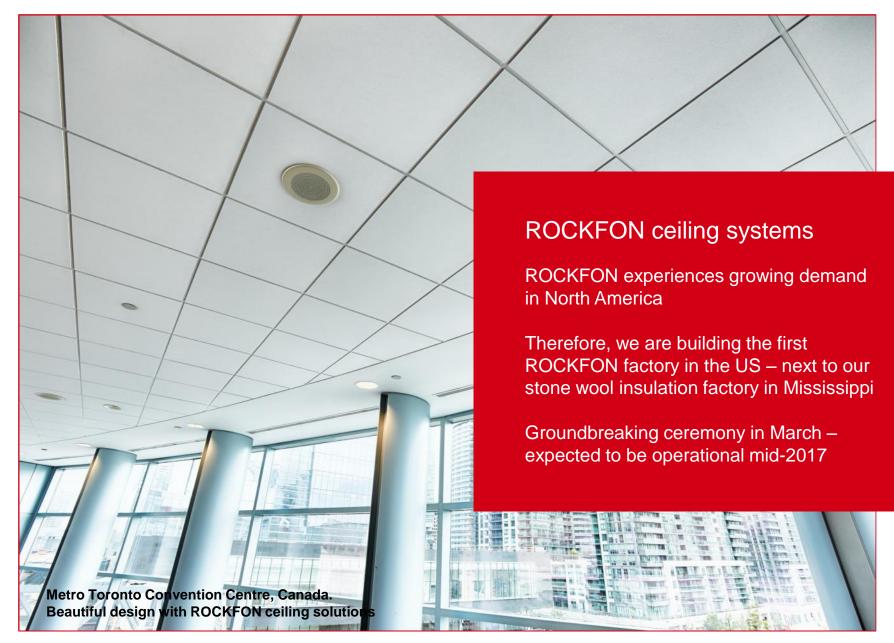
- Sales reached EUR 543 million
- An increase of 8%, of which 3% was due to currency
- The Systems business includes ROCKFON ceiling systems, ROCKPANEL facade cladding, GRODAN horticultural substrates, and LAPINUS Fibres engineered fibres



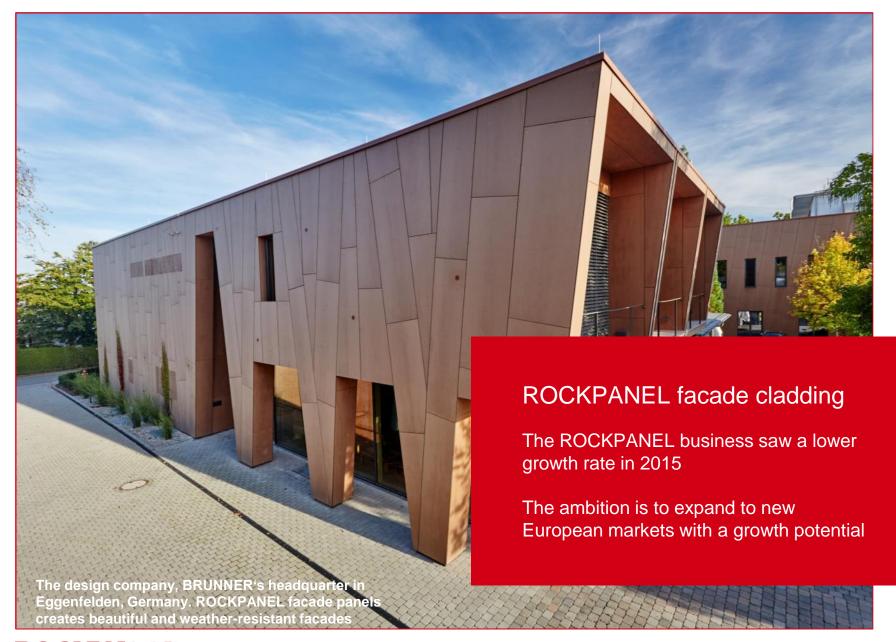




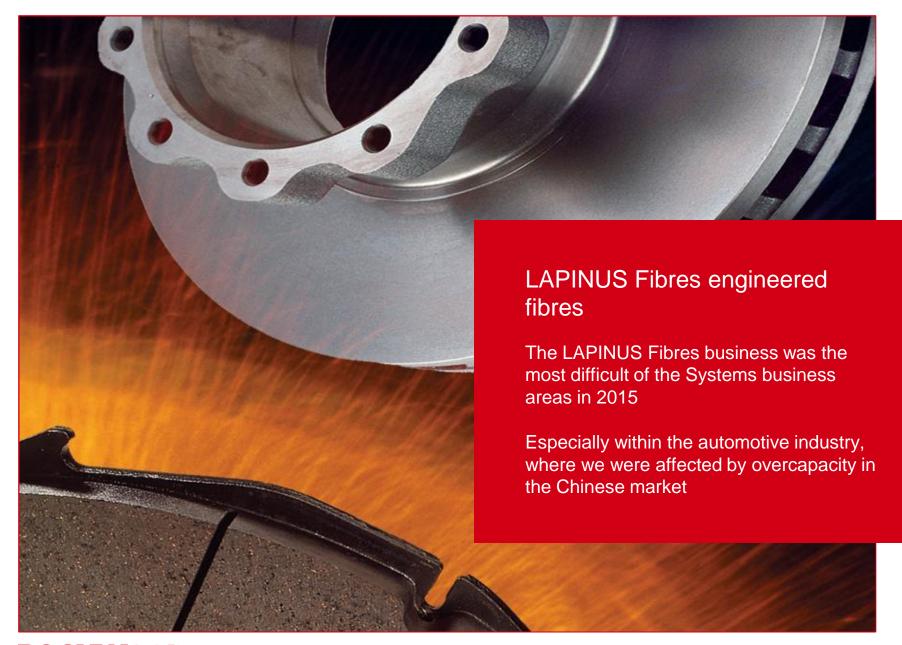




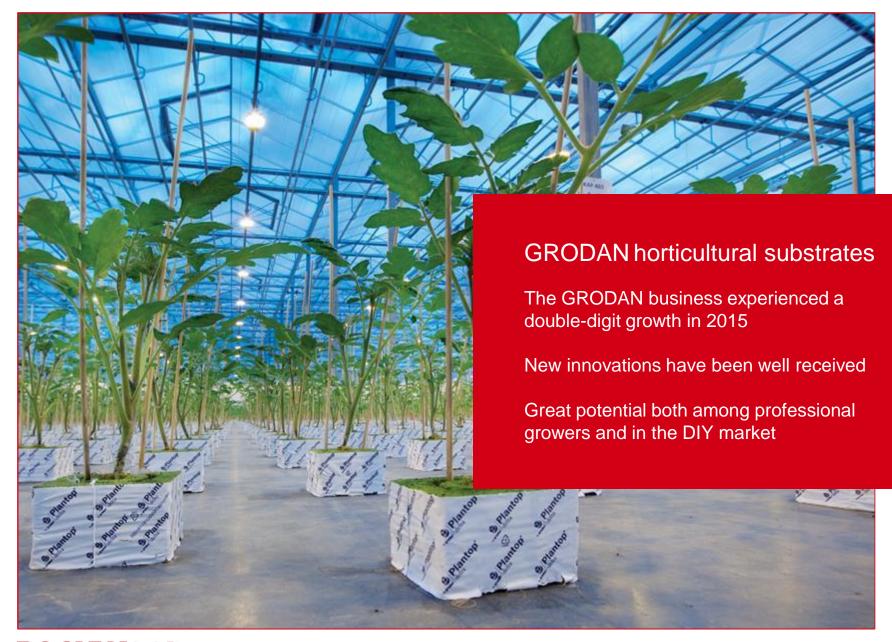






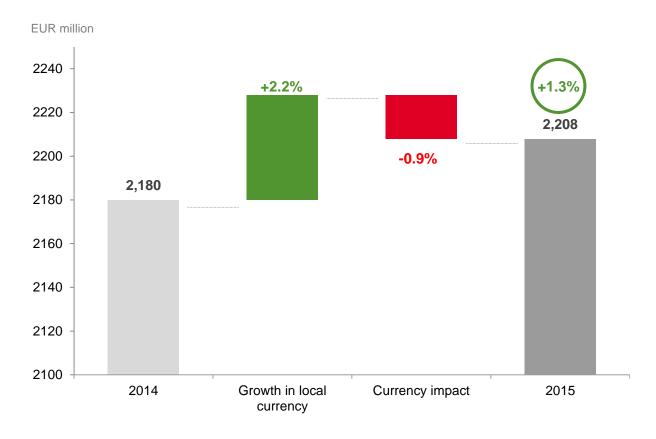






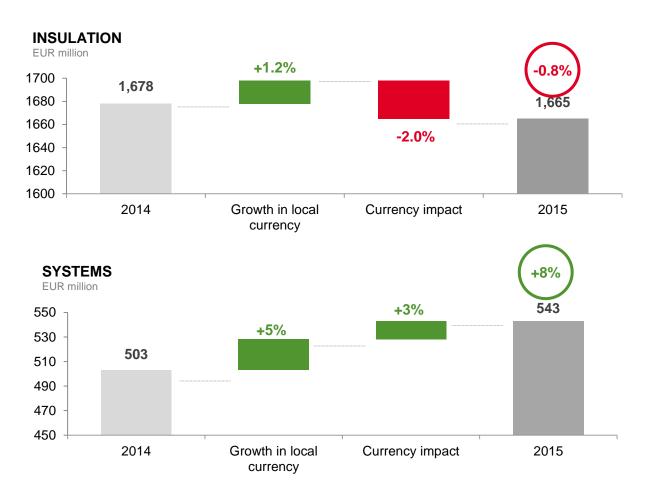


Moderate sales growth of 1.3% despite negative currency impact

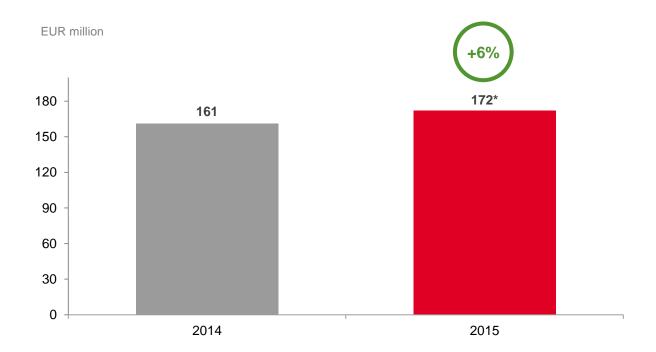




Stable insulation sales and good growth in Systems, thanks to favorable exchange rates



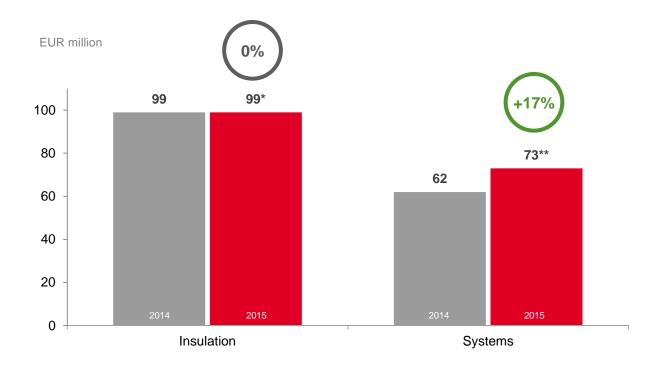
Earnings before interest and tax (EBIT) improved throughout the quarters and ended up 6%



*Before write-downs in Asia and redundancy costs related to the Business Transformation Programme



The increase in EBIT result was driven by the Systems segment



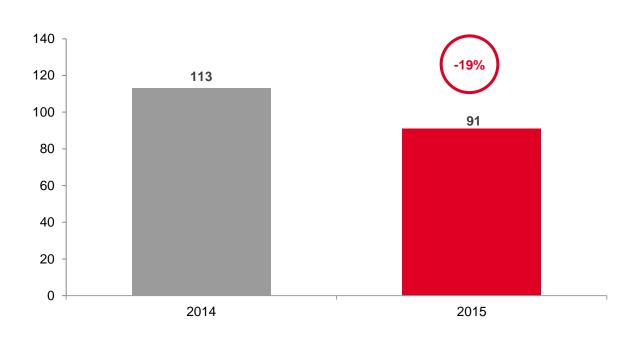
^{*}Before write-downs in Asia and redundancy costs related to the Business Transformation Programme



^{**}Before redundancy costs related to the Business Transformation Programme

Profit after tax decreased 19% impacted by onetime costs of write-downs and restructuring

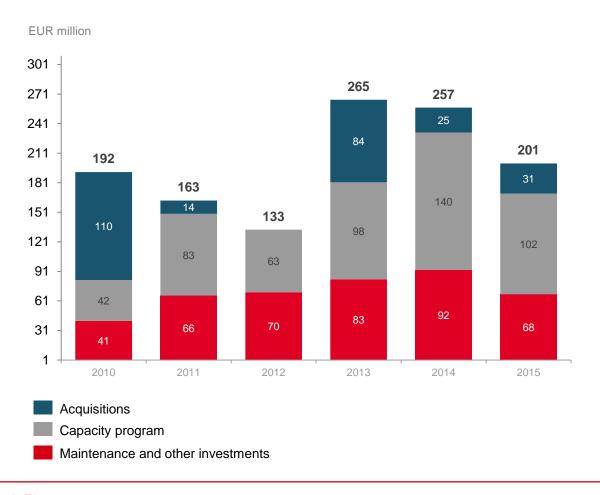






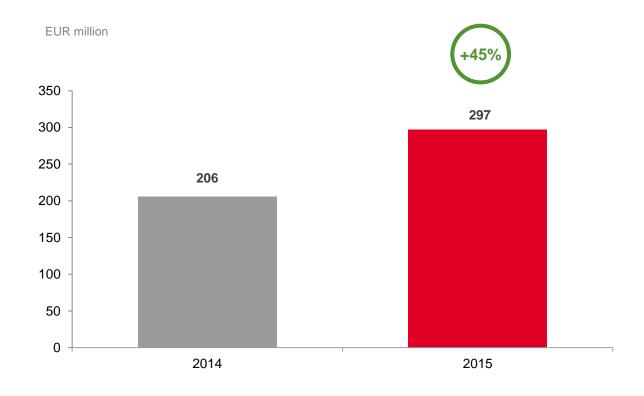


Investments and acquisitions





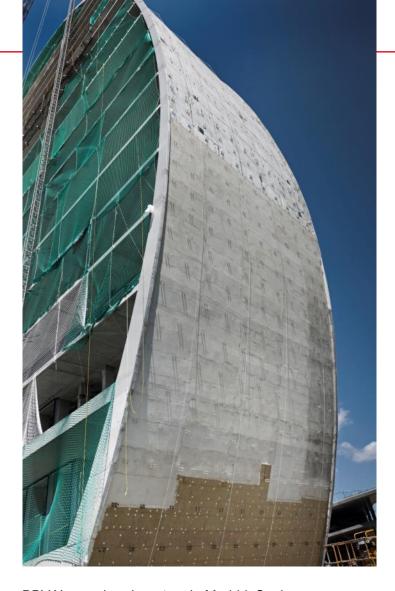
Cash flow from operations increased by 45%





Expectations for 2016

- The European insulation market remains subdued
- The decline in Russia will continue
- The positive development in North America will continue
- Improved profitability in Asia as a result of our restructuring
- The healthy growth in the Systems business will continue
- Continued lower input costs, but inflation in other areas
- Sales prices increases are expected to be limited
- Generally the business environment in 2016 is difficult to predict because of turbulence in the world economy

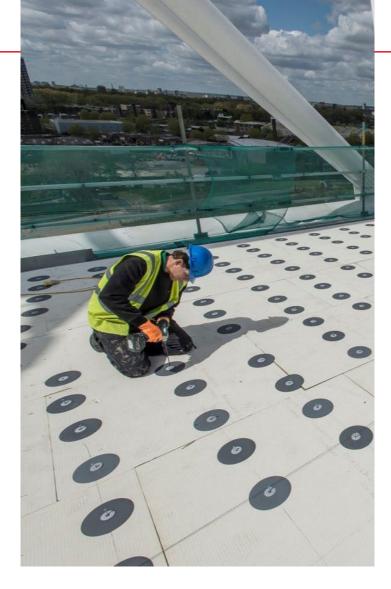


BBVA's new headquarters in Madrid, Spain. ROCKWOOL facade insulation creates a more fireproof solution.



Expectations for 2016 - continued

- The Business Transformation
 Programme has a positive impact
 on 2016 earnings of accumulated
 EUR 20 million
- Of these, the EUR 4 million already came in 2015
- The EBIT ratio is expected to be at least 8.5% against 7.8% in 2015
- The investment spend will be lower than in 2015
- An estimated EUR 130 million in capital investment – primarily for the new ceiling tiles factory in the US and completion of the upgrade in Poland



Queen Elizabeth Olympic Park, London, UK using ROCKWOOL roof insulation for its acoustic and fire resistance properties













Agenda item 3

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



Installation of ROCKWOOL insulation in Fristad, Sweden





Agenda item 4

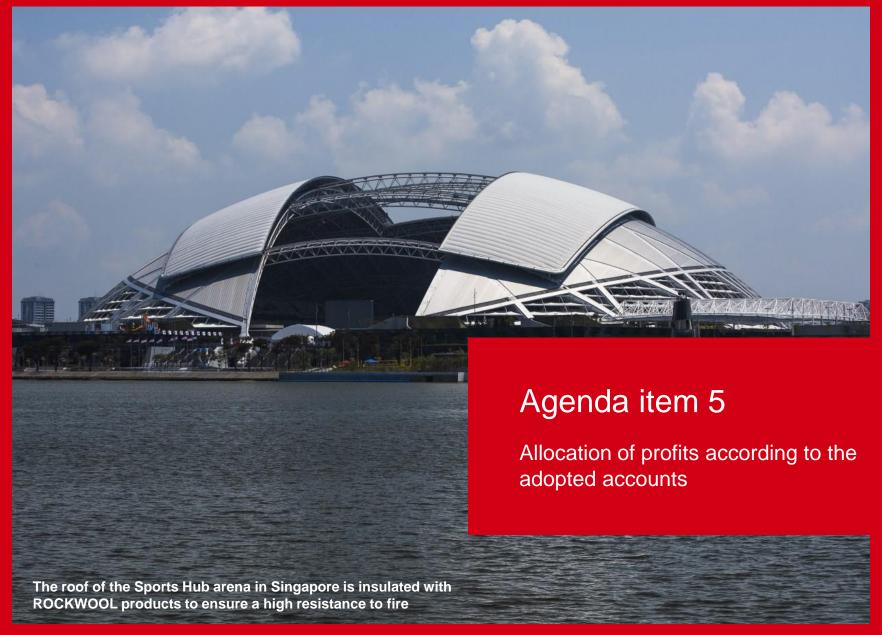
Approval of the remuneration of the board of directors for 2016/2017

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

Chairman of the board of directors	DKK	990,000
Deputy Chairmen of the board of directors	DKK	660,000
Other members of the board of directors	DKK	330,000
Supplement to Audit Committee chairman	DKK	275,000
Supplement to Audit Committee members	DKK	165,000
Supplement to Remuneration Committee members	DKK	82,500

The proposed remuneration represents an increase compared to the remuneration for 2015/2016 of 10 %. The purpose of the proposed increases is to align the remuneration of board members with other Danish LargeCap Companies.







Agenda item 5

Allocation of profits according to the adopted accounts

According to the 2015 annual report ROCKOOL International A/S' result for the financial year amounts to EUR 16.8 mill.

The board of directors proposes distribution of dividends for the financial year 2015 of DKK 11.50 (EUR 1.54) per share of a nominal value of DKK 10, amounting to a total of EUR 33.9 mill.

Dividend of DKK 11.50 (EUR 1.54) per share of nominally DKK 10	EUR	33.9 mill.
Retained earnings	EUR	-17.1 mill.
	EUR	16.8 mill.

Agenda item 5

For the Group, the annual result of EUR 90.7 mill. is allocated as follows:

Dividend from the parent company of DKK 11.50 (EUR 1.54) per share of nominally DKK 10 (as mentioned on previous slide)	EUR	33.9 mill.
Retained earnings	EUR	57.3 mill.
Minority interests	EUR	-0.5 mill.
	EUR	90.7 mill.

The dividend will be paid on 11 April 2016 after approval by the general meeting.





Bjørn Høi Jensen Chairman

- CEO of Zeno ApS
- Member of the Chairmanship
- Chairman of the Remuneration Committee
- Deputy Chairman of the Board of Erhvervsinvest Management A/S
- Chairman of the Board of CEPOS
- Member of the Board of the Bevica Foundation

Bjørn Høi Jensen has extensive experience within general management and financing matters from previous employments in the private equity and banking sectors.



Carsten Bjerg First Deputy Chairman

- Member of the Chairmanship
- Chairman of the Audit Committee
- Member of the Remuneration Committee
- Chairman of the Boards of PCH Engineering A/S and Ellegaard A/S
- Vice Chairman of the Board of Højgaard Holding A/S
- Member of the Boards of Vestas Wind Systems A/S, MT Højgaard A/S and K. Nissen International A/S

Carsten Bjerg has extensive experience in strategic management of an international company (the Grundfos Group) and extensive knowledge of R&D, production and sustainability.



Søren Kähler Second Deputy Chairman

- Member of Chairmanship
- Member of the Remuneration Committee
- Member of the Audit Committee
- Member of the Board of the ROCKWOOL Foundation
- Member of the Kähler Family Meeting
- Chairman of the Board of A/S Saltbækvig
- Member of the Board of the Foundation Sagnlandet Lejre



Søren Kähler has experience with management in international businesses and has a close relationship with major shareholders.

Lars Frederiksen Member of the board of directors

- Member of the Audit committee
- Chairman of the Board of Matas A/S
- Member of the Boards of Falck A/S, Widex A/S, Hedorf Holding A/S, Hedorf Fond and Augustinus Industri A/S
- Chairman of the Board of the Danish Committee of Good Corporate Governance
- Member of the Supervisory Board of PAI Partners SA, France

Lars Frederiksen has extensive experience in global and technology-intensive business-to-business activities (Chr. Hansen Holding A/S)



Thomas Kähler Member of the board of directors

- Member of Group Management, and Senior Vice President, Head of Systems Division
- Member of the Kähler Family Meeting



Thomas Kähler has experience with management, marketing, sales and business development in international businesses and has a close relationship with major shareholders.

Andreas Ronken Proposed elected to the board of directors

- CEO of Alfred Ritter GmbH &Co.KG
- Member of Advisory Board of Otto Cosmetic GmbH, Groß Rohrheim, Germany



Andreas Ronken has extensive experience in strategic management in international companies (Mars Inc. and Alfred Ritter Group) and profound knowledge of marketing, branding, supply chain management and R&D.

Connie Enghus Elected by the employees

Corporate CSR and Sustainability Director Residential, ROCKWOOL International A/S



Lars Elmekilde Hansen Elected by the employees

Senior Project Manager, ROCKWOOL International A/S



Dorte Page Elected by the employees

Senior Transport Coordinator, ROCKWOOL International A/S









Agenda item 7

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



ROCKFON ceiling solutions at the new Statoil office in Bergen, Norway



Agenda item 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.



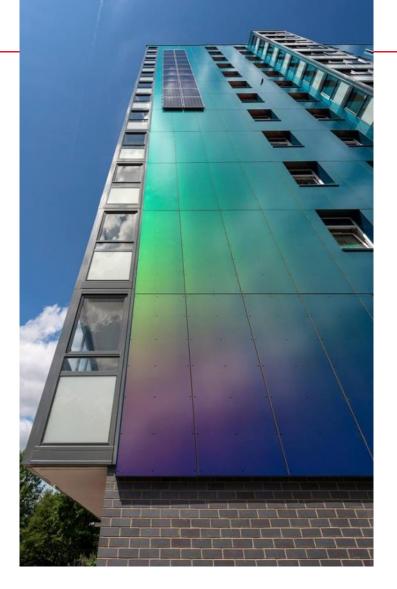
Absolut World in Mississauga, Ontario, Canada, consists of five towers, all insulated with ROXUL products



Agenda item 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 public housing Collyhurst Towers in Manchester, UK, is renovated with ROCKPANEL facade cladding









Low-energy buildings with insulation as part of the load-bearing structure can reduce heat loss – an important innovation for standard houses, like here in Ringsted, Denmark

