

5 March 2020

**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, 1 April 2020 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, 27 March 2020 either electronically via the shareholder portal on www.rockwoolgroup.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.rockwoolgroup.com/agm. The webcast will only include the platform and rostrum. Information on collection and processing of personal data in connection with the annual general meeting is available on the company's website www.rockwoolgroup.com/agm.

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 2020/2021.
5. Allocation of profits according to the adopted accounts.

The board of directors proposes a distribution of dividends for the financial year 2019 of DKK 32.00 per share of a nominal value of DKK 10. The dividend will be distributed on 6 April 2020 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 Henrik Brandt 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, Søren Kähler, Thomas Kähler, Andreas Ronken and Jørgen Tang-Jensen.

The board of directors proposes that Rebekka Glasser Herlofsen is elected as 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 appendix 1 and are available at the company's website, www.rockwoolgroup.com/agm.

Subject to election of the above candidates, the board of directors expects to appoint Thomas Kähler as Chairman and Carsten Bjerg as Deputy Chairman. Thomas Kähler will resign from his position as Senior Vice President, Systems Division if re-elected.

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 and registered directors.

The board of directors proposes that the general meeting approves the new remuneration policy for the board of directors and registered directors.

The proposed new remuneration policy is enclosed as appendix 2 and is available at the company's website, www.rockwoolgroup.com/agm.

If the new remuneration policy is approved, section 17 of the Articles of Association on overall guidelines for incentive-based remuneration will automatically be deleted and subsequent Articles will be renumbered accordingly.

Proposals from shareholders:

8c. Assessment of environmental and community impacts from siting of manufacturing facilities and use of water.

Proposal from shareholder Timothy L. Ross:

“So that shareholders can understand and manage risk more effectively, a shareholder proposes that Rockwool prepare and publish an assessment, above and beyond existing disclosures and those required by law, of the results of company policies and practices to minimize the adverse environmental and community impacts, particularly to children, from the company's siting of its manufacturing facilities as well as from the use, storage, and discharge of water associated with its manufacturing processes, and the risks of adverse regulatory and permitting outcomes with respect to the Company's current or planned use, storage or discharge of water impairing the Company's current and scheduled investments in its facilities. Such assessment should be prepared at reasonable cost, omitting confidential information.”

The shareholder's supporting statement for the proposal is included in the complete proposals for the general meeting.

The board of directors' position:

The board of directors appreciates the concerns expressed by the shareholder, while noting this proposal is identical to the one submitted last year and reiterating that it believes that the company adequately discloses relevant risks and material impacts via its Annual Report and Sustainability Report. The board of directors further notes that the company observes local and national regulations when locating new manufacturing facilities. As the shareholder's proposal specifically addresses discharge of water associated with manufacturing

processes, the board of directors emphasises that there are no production process waste water discharges into waterways or the ground at any of the company's manufacturing facilities.

Hence, the board of directors does not support the proposal.

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, 25 March 2020, 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

As last year the company will issue electronic admission cards. The electronic admission card(s) will be sent to the email address provided by the shareholder in the shareholder portal and which has been registered in the register of shareholders. Shareholders must bring the admission card(s) to the general meeting, either electronically on a smartphone/tablet or in a print version. Shareholders also have the option to collect admission card(s) at the registration counter at the entrance to the general meeting upon providing proper proof of identification.

At the registration counter, shareholders will receive a printed ballot for the general meeting upon providing admission card(s) or proof of identification.

Shareholders wishing to attend the general meeting must request an admission card no later than Friday, 27 March 2020. Admission cards can be obtained as follows:

- (a) electronically via the shareholder portal on www.rockwoolgroup.com/shareholder by using the password and deposit account information sent directly to all registered shareholders or NemID;
- (b) by returning the completed registration form to Computershare A/S, Lottenborgvej 26 D, 1st floor, DK-2800 Kgs. Lyngby. The registration form has been sent to all registered shareholders, who have requested it, and is also available at the company's website, www.rockwoolgroup.com/agm; or
- (c) by contacting Computershare A/S by phone, (+ 45) 4546 0997 (weekdays between 09:00 and 15:30 (CET)) or by email, gf@computershare.dk.

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.rockwoolgroup.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, 27 March 2020. The proxy form may be sent in writing by ordinary mail or electronically via the shareholder portal on

www.rockwoolgroup.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.rockwoolgroup.com/agm, and may also be obtained from Computershare A/S.

Computershare A/S must receive the absentee votes no later than Monday, 30 March 2020. Absentee votes can be sent in writing by ordinary mail or electronically via the shareholder portal on www.rockwoolgroup.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, the form of proxy and absentee votes as well as information on handling of personal data in connection with the annual general meeting will be available at the company's website, www.rockwoolgroup.com/agm, in the period from the publication of the notice and until and including the day of 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
Henrik Brandt, Chairman of the board of directors