

**THE COMPLETE TEXT OF THE RESOLUTIONS PROPOSED
at the Annual General Meeting of FLSmidth & Co. A/S
Friday 29 April 2011 at 16.00 hours**

Re item 1 on the agenda: Management's review

Re item 2 on the agenda: Submission and approval of the Annual Report

Proposal that the Annual Report be approved and that the Board of Directors and the Management be exempt from liability for their duties undertaken during the period covered by the Annual Report.

Re item 3 on the agenda: Distribution of profits in accordance with the approved Annual Report

The Board of Directors moves that a dividend of DKK 9 per share be paid out to the shareholders for the 2010 financial year, tantamount to a total amount of dividend of DKK 479m for 2010 or 37 per cent of the profit for the year.

Re item 4 on the agenda: Election of members to the Board of Directors

The Board of Directors moves that Mr Jens S. Stephensen, Mr Torkil Bentzen, Mr Jesper Ovesen, Mr Martin Ivert and Mr Vagn Ove Sørensen be reelected.

The Board of Directors moves that Sten Jakobsson be elected new member of the Board.

Pursuant to the Company rules of procedure, a Board member must retire at the first Annual General Meeting held after the member has turned 70. This means that the Chairman, Mr Jørgen Worning, will not stand for reelection at the Annual General Meeting.

The individual candidates' managerial positions and background and their holdings of shares in FLSmidth & Co. A/S appear from the company website www.flsmidth.com/agm

Re item 5 on the agenda: Appointment of auditor

Proposal by the Board of Directors to reappoint Deloitte Statsautoriseret Revisionsaktieselskab as the Company's auditor.

Re item 6 on the agenda:

The Board of Directors moves the following:

Resolution 6.1.

The Board of Directors moves that it be authorised until the next Annual General Meeting to let the Company acquire treasury shares up to a total nominal value of 10 per cent of the Company's share capital pursuant to Section 12 of the Danish Companies Act. The consideration for the shares acquired must not deviate more than 10 per cent from the official price quoted on NASDAQ OMX Copenhagen A/S at the time of acquisition.

Adoption requirements

The adoption of the items on the agenda requires a simple majority of votes.

Valby, 7 April 2011
FLSmidth & Co. A/S
The Board of Directors