

**COMPLETE TEXT OF THE RESOLUTIONS PROPOSED
at the Annual General Meeting of FLSmidth & Co. A/S
Friday 5 April 2013 at 16.00 (CET)**

Re item 1 on the agenda: Management's review of the company's activities in 2012

Re item 2 on the agenda: Approval of the 2012 Annual Report

The Board of Directors proposes 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: Approval of the Board of Directors' fees:

a. Final approval of fees for 2012

The Board of Directors proposes final approval of fees for 2012 based on a basic fee of DKK 400,000 with twice that amount to the Vice Chairman and triple that amount to the Chairman. Besides, an additional amount of 25% of the basic fee shall be paid for membership of a Board committee, whilst the chairman of the committee shall receive an additional amount of 50% of the basic fee. The Chairman and Vice Chairman of the Board of Directors shall not receive committee fees. The total remuneration to the members of the Board for 2012 amounts to DKK 5m. The proposed fees were pre-approved by the General Meeting in 2012.

b. Preliminary determination of fees for 2013

The Board of Directors proposes unchanged principles for fees for 2013. Fees are thus suggested to be based on a basic fee of DKK 400,000 with twice that amount to the Vice Chairman and triple that amount to the Chairman. Besides, an additional amount of 25% of the basic fee shall be paid for membership of a Board committee, whilst the chairman of the committee shall receive an additional amount of 50% of the basic fee. The Chairman and Vice Chairman of the Board of Directors shall not receive committee fees. The total remuneration to the members of the Board for 2013 is thus expected to amount to DKK 5m.

In addition to the above-mentioned fees, the company pays expenses and transportation related to the board services, and the company may pay foreign social taxes and similar taxes levied by foreign authorities in relation to the Board or committee fees.

Re item 4 on the agenda: Distribution of profits or covering of losses in accordance with the approved Annual Report

The Board of Directors proposes that a dividend of DKK 9 per share be paid out, corresponding to a total dividend distribution of DKK 479m for 2012 or 36% of the profit for the year.

Re item 5 on the agenda: Election of members to the Board of Directors

The Board of Directors proposes that Mr Vagn Ove Sørensen, Mr Torkil Bentzen, Mr Martin Ivert, Mr Sten Jakobsson, Mr Tom Knutzen and Ms Caroline Grégoire Sainte Marie be reelected.

The executive posts and backgrounds, etc. of the individual candidates appear from the attached appendix to the notice and the company's website, www.flsmidth.com/agm.

Re item 6 on the agenda: Appointment of auditor

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be reappointed as the company's auditor.

Re item 7 on the agenda: Other business proposed by the Board of Directors

The Board of Directors submits the following proposals:

7.1 – Treasury shares

The Board of Directors proposes that it be authorised until the next Annual General Meeting to let the company acquire treasury shares equivalent to a total of 10% of the company's share capital, provided that the company's total holding of treasury shares at no point exceeds 10% of the company's share capital. The consideration must not deviate more than 10% from the official price quoted on NASDAQ OMX Copenhagen A/S at the time of acquisition.

7.2 – Revision of the Board of Directors' authorisation to increase the company's share capital

The Board of Directors proposes that the existing authorisation in Article 4a of the Articles of Association to increase the company's share capital is extended by one year so that it is applicable until and including 1 April 2018, and that a few linguistic changes to the wording of the authorisation are made. Article 4a of the Articles of Association will hereafter read as follows:

"The Board of Directors is authorised to increase the share capital by issuing new shares in one or more tranches at a total nominal value of up to DKK 100,000,000 and with pre-emption rights for the company's existing shareholders, subject, however, to paragraph 3. The new shares shall be paid in cash. The authorisation shall apply for the period until and including 1 April 2018.

Further, the Board of Directors is authorised to increase the share capital by issuing new shares in one or more tranches at a total nominal value of up to DKK 100,000,000 and without pre-emption rights for the company's existing shareholders, subject, however, to paragraph 3, provided that the increase takes place at market value. The new shares may be paid in cash or by contribution of assets other than cash. The authorisation shall apply for the period until and including 1 April 2018.

The authorisations of the Board of Directors pursuant to paragraphs 1 and 2 apply to a total issue of new shares at an aggregate nominal value not exceeding DKK 100,000,000.

In the case of a share capital increase pursuant to paragraphs 1 and 2, the new shares shall be issued to bearer but may be entered into the company's register of shareholders. The shares shall be negotiable and shall in all other respects bear the same rights as the existing shares, for example in terms of redeemability and restrictions on negotiability. The new shares shall entitle the holder to dividend from the time decided by the Board of Directors, however, not later than as from the financial year following the increase. The Board of Directors shall decide the terms and conditions for increases of the share capital that are implemented in accordance with the authorisations in paragraphs 1 and 2."

Re item 8 on the agenda: Any other business

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Adoption requirements

Adoption of the proposal under agenda item 7.2 requires approval from at least two thirds of the votes cast as well as the share capital represented at the Annual General Meeting. Adoption of the other proposals require approval by a simple majority of votes.

Valby, March 2013
FLSmith & Co. A/S
The Board of Directors