

NOTICE of the Annual General Meeting of FLSmidth & Co. A/S

The Board of Directors hereby calls the Annual General Meeting to be held on Thursday 27 March 2014 at 15.00 (CET) at Radisson Blu Falconer Hotel & Conference Center, Falkoner Allé 9, DK-2000 Frederiksberg.

Agenda:

1. Management's review of the company's activities in 2013

2. Amendment of the Articles of Association regarding language of Annual Reports

The Board of Directors proposes that the Articles of Association are amended by insertion of a new paragraph 8 in Article 5 to the effect that Annual Reports as from the financial year 2013 shall be prepared in English. The proposal will, if it is adopted, entail that the 2013 Annual Report (see agenda item 3) and future Annual Reports are prepared in English only.

The new paragraph 8 of Article 5 will be worded as set out below if the proposal is adopted. Adoption of the proposal will furthermore entail that the current paragraphs 8 and 9 will become paragraphs 9 and 10:

"The Annual Report shall be prepared and presented in English."

3. Approval of the 2013 Annual Report

4. Approval of the Board of Directors' fees:

a. Final approval of fees for 2013

Final approval of fees for 2013 is proposed based on a basic fee of DKK 400,000 with twice that amount to the Vice Chairman and 3 times 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 be entitled to receive committee fees. The total remuneration to the members of the Board of Directors for 2013 amounts to DKK 5.3m, cf. note 44 in the Annual Report (page 140). The proposed fees were pre-approved by the General Meeting in 2013.

b. Preliminary determination of fees for 2014

Unchanged principles for fees in respect of 2014 are proposed.

In addition to the above-mentioned fees, the company pays expenses and transportation associated with the services on the Board of Directors, and the company may pay foreign social taxes and similar taxes levied by foreign authorities in relation to fees.

5. Distribution of profits or covering of losses in accordance with the approved Annual Report

The Board of Directors proposes that a dividend of DKK 2 per share be paid out, corresponding to a total dividend distribution of DKK 106m for 2013.

6. 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 positions and background, etc. of the individual candidates appear from the attached appendix to the notice and is available at the company's website, www.flsmidth.com/agm.

7. Appointment of auditor

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

8. Proposals made by the Board of Directors

The Board of Directors submits the following proposals:

8.1 – Reduction of the company's share capital by nominally DKK 39m by cancellation of shares

The Board of Directors proposes that the company's share capital is reduced by nominally DKK 39,000,000 from DKK 1,064,000,000 to DKK 1,025,000,000 by cancellation of treasury shares. The proposed nominal capital reduction of DKK 39,000,000 is divided into 1,950,000 shares of DKK 20 each. The company's share capital will hereafter amount to DKK 1,025,000,000.

The purpose of the proposal is to distribute funds to the shareholders by way of the company repurchasing shares in accordance with the authorisations granted to the Board of Directors at previous Annual General Meetings. If the proposal is adopted, the company's holding of treasury shares will be reduced by 1,950,000 shares of DKK 20 each. These shares were repur-

chased for a total amount of DKK 520,942,500 which means that, in addition to the nominal capital reduction amount, DKK 481,942,500 has been distributed to the shareholders.

Article 4, paragraph 1 of the Articles of Association will, if the proposal is adopted, upon completion of the capital reduction read as follows:

"The share capital amounts to DKK 1,025,000,000. The share capital has been fully paid up and is divided into share denominations of DKK 1 or multiples thereof."

8.2 – Amendment of the Articles of Association regarding proxies to be used at General Meetings

The Board of Directors proposes that the last sentence of Article 8, paragraph 5, is deleted as a consequence of an amendment of the Danish Companies Act that entered into force on 1 January 2014.

The last sentence of Article 8, paragraph 5, which will be deleted from the Articles of Association, if the proposal is adopted, has the following wording:

"A proxy given to the Board or Management of the Company shall only be valid for a period of twelve months and only for a specific General Meeting with an agenda which is known beforehand."

8.3 – 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 may not deviate more than 10% from the official price quoted on NASDAQ OMX Copenhagen A/S at the time of acquisition.

9. Proposals made by a shareholder – Mr Kjeld Beyer

A shareholder, Mr Kjeld Beyer, has submitted the following proposals, *inter alia*, with the motivation that the Danish Companies Act does not sufficiently consider all shareholders' needs for information in advance of an Annual General Meeting:

9.1 – Requirement of financial information in the notice of the General Meeting

It is proposed that certain specific financial information must be included in the notice of the Annual General Meeting. Requirements concerning the notice must be included in the Articles of Association, and an adoption of the proposal will thus entail that the following is inserted as a new paragraph 5 to Article 5:

"The notice of General Meetings must include the following financial information: 5 years accounting figures and key indicators from the audited Annual Report, including income statement and balance sheet with notes together with a capital explanation. In addition, the 5-year summary must for each year be supplemented with information on the following: share capital, the denomination of the shares, total number of shares, treasury shares, and number of share options and warrants granted during the year, including information on the increase in value since they were granted."

9.2 – Availability and language of certain documents

It is proposed that Annual Report, quarterly reports and all company announcements must be available in Danish at the company's website for a period of at least five years.

9.3 – Access to documents on the website

It is proposed that no more than 2-3 menus may be necessary to give access to quarterly and annual reports in Danish on the Company's website.

9.4 – Refreshments in connection with the Annual General Meeting

It is proposed that the shareholders shall be offered refreshments in connection with the Annual General Meeting that are proportionate to the expectations for the coming year.

The Board of Directors does not support the shareholder proposals under agenda items 9.1-9.4.

10. Any other business

Adoption requirements

Adoption of the proposals under agenda items 8.1, 8.2 and 9.1 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 requires approval by a simple majority of votes.

Size of the share capital and the shareholders' voting rights

The company's share capital amounts to nominally DKK 1,064,000,000 and is divided into shares of DKK 20. Each share of DKK 20 entitles the holder to 20 votes.

The registration date is Thursday 20 March 2014.

Shareholders holding shares in the company on the registration date have the right to attend and vote at the Annual General Meeting. The number of shares held by the shareholder is calculated at the registration date based on the shares entered into the share register and notifications received by the company for entry into the share register. Attendance is also subject to the shareholder having timely obtained an admission card as described below.

Admission card

Shareholders wishing to attend the Annual General Meeting must request an admission card. The requests must be received by the company not later than Friday 21 March 2014 at 23.59 (CET). Admission cards may be ordered via FLSmidth's InvestorPortal at www.flsmidth.com/agm or by submission of the registration form, which can be downloaded from www.flsmidth.com/agm. If the form is used, it must be sent to VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) before the deadline. Admission card may also be ordered for an adviser.

Proxy

Proxies may be submitted electronically via FLSmidth's InvestorPortal at www.flsmidth.com/agm (requires electronic password) or in writing by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, the completed and signed form must be received by VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) no later than Friday 21 March 2014 at 23.59 (CET).

Postal vote

Postal votes may be submitted electronically via FLSmidth's InvestorPortal at www.flsmidth.com/agm (requires electronic password) or in writing by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, the completed and signed form must be received by VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) no later than Wednesday 26 March 2014. Once a postal vote has been submitted it cannot be withdrawn.

Further information

Until and including the day of the Annual General Meeting, the company's website, www.flsmidth.com/agm, will provide additional information about the Annual General Meeting, including the 2013 Annual Report, information about the total number of shares and voting rights on the date of the notice, the agenda, the complete proposals, an overview of the executive posts and competencies of the candidates to the Board of Directors and the proxy/postal vote form for the Annual General Meeting and the articles of association.

This information will also be available for inspection by the shareholders at the company's head office at Vigerslev Allé 77, DK-2500 Valby, Denmark from Wednesday 5 March 2014.

Questions from shareholders

Shareholders may submit questions regarding the agenda or the documents, etc. to be used at the Annual General Meeting in writing to FLSmidth & Co. A/S, Vigerslev Alle 77, DK-2500 Valby, or via email to corp@flsmidth.com.

Electronic voting

Electronic voting (e-voter) will be used if one or more items on the agenda are put to vote. E-voters will be handed out at the entrance to the Annual General Meeting.

Webcast

The entire Annual General Meeting will be webcasted live on the company's website, www.flsmidth.com/agm, and the webcast will subsequently remain available at the company's website. Webcast will only cover the podium.

After the Annual General Meeting the Company will serve light refreshments.

Valby, March 2014
FLSmidth & Co. A/S

The Board of Directors

Electronic voting

Again at this year's Annual General Meeting all voting will be done electronically. At the entrance to Radisson Blu Falconer Hotel & Conference Center you will receive an e-voter which is to be used for any electronic voting.

We will also be showing a short instructional video at the Annual General Meeting on how the e-voter works. Please come early, if you have questions about how to use the e-voter.

You will still receive ballot papers and admission card to the Annual General Meeting, if you have ordered them online.

There may be special situations where ballot papers may be used instead of the e-voter. Therefore, please remember to bring both the ballot papers and admission cards.

The e-voter is to be handed back after the Annual General Meeting.

