

Notice of extraordinary general meeting of FLSmidth & Co. A/S

The Board of Directors hereby convenes an extraordinary general meeting to be held on Thursday, 26 August 2021 at 4.00 pm (CEST) at the offices of the company, Vigerslev Allé 77, DK-2500 Valby.

In order to minimise the risk of spreading the COVID-19 virus, the Board of Directors urges all shareholders who may wish to attend the extraordinary general meeting physically to present a valid Corona passport and not to be accompanied by advisers or other persons.

The Board of Directors also requests anyone registering for the general meeting to respect FLSmidth's general health policies, which reflect the health authorities' recommendations. Hence, no person showing symptoms of virus or having been in close contact with anyone showing symptoms of virus will be allowed access to FLSmidth's premises.

Shareholders who do not attend the general meeting physically may follow the extraordinary general meeting via webcast and vote by proxy or postal vote.

Agenda and the complete proposals:**1. Proposal to authorise the Board of Directors to increase the share capital and to amend article 4a of the articles of association**

The Board of Directors proposes that the general meeting, in addition to the existing authorisation to issue shares without pre-emption rights for the existing shareholders provided for in article 4a paragraph 2 of the company's articles of association, authorise the Board of Directors to increase the company's share capital of up to DKK 105,000,000 nominal value against payment in cash without pre-emptive rights to the company's existing shareholders (i.e. in total the Board of Directors would be authorised to issue new shares without pre-emption rights for the existing shareholders for a total nominal value of up to DKK 205,000,000. The additional authorisation shall only apply until 31 December 2022.

The purpose of increasing the authorisation is to raise equity to finance, together with certain debt facilities, the company's contemplated acquisition of Thyssenkrupp AG's mining business, which is described in further detail in company announcement no. 7, 2021.

As a consequence of the proposal, it is proposed to amend article 4a of the articles of association by inserting a new authorisation as a new paragraph 3.

The new article 4a will be worded 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 with pre-emption rights for the company's existing shareholders. The new shares shall be paid in cash. The authorisation shall apply for the period until and including 24 March 2026.

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 without pre-emption rights for the company's existing shareholders, 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 24 March 2026.

In addition to the authorisations set out in paragraph 1 and 2, the Board of Directors is also authorised to increase the share capital by issuing new shares in one or more tranches at a total nominal value of up to DKK 105,000,000 without pre-emption rights for the company's existing shareholders, provided that the increase takes place at market value. The new shares shall be paid in cash. The authorisation shall apply for the period until and including 31 December 2022. Hence, the authorisation set out in paragraph 3 may, together with the authorisation set out in paragraph 2, until 31 December 2022 be exercised to issue new shares for a total nominal value of DKK 205,000,000.

In case of a share capital increase pursuant to paragraphs 1-3, the new shares shall be issued in the name of the holder and be paid in full. 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 1-3."

The proposed amendments to the articles of association are specified in Appendix 1 and are also available at the company's website, www.flsmidth.com.

2. Authorisation to the chair of the meeting

The Board of Directors proposes that the chair of the meeting be authorised (with power of delegation) to register the resolutions adopted at the extraordinary general meeting with the Business Authority and to make such amendments and additions as may be required by the Authority in order to obtain registration or approval.

TRANSLATION

Adoption requirements

The proposal set forth in item 1 of the agenda must be adopted by at least two thirds of both the votes cast and of the share capital represented at the general meeting. The proposal set forth in item 2 of the agenda can be adopted by a simple majority of votes.

Size of the share capital and the shareholders' voting rights

The company's current share capital amounts to DKK 1,025,000,000, nominal value, divided into shares of DKK 20 each. Each share of DKK 20 carries 20 votes.

The record date is Thursday, 19 August 2021.

Shareholders holding shares in the company on the record date are entitled to attend and vote at the general meeting. The number of shares held by a shareholder is calculated at the record date based on the shareholder's shares recorded in the register of shareholders as well as on any proof of ownership received by the company to be recorded in the register of shareholders. Attendance is also subject to the shareholder having obtained an admission card in due time, as described below.

Admission cards

Shareholders who wish to attend the general meeting must request an admission card. The request must be received by the company not later than Friday, 20 August 2021 at 11:59 pm (CEST). Requests for admission cards can be submitted using FLSmith's InvestorPortal at www.flsmidth.com/gf.

FLSmith & Co. A/S issues admission cards by email. In order to receive an admission card, the shareholder's email address must be registered at FLSmith's InvestorPortal at www.flsmidth.com/gf. Having registered for the general meeting, the shareholder will receive an electronic admission card to be used at the general meeting (for instance on smart phone or tablet). A printed version of the admission card can also be used. If the shareholder does not bring an admission card to the general meeting, access may be granted to the general meeting on presentation of due proof of identity.

Proxy

Proxies may be issued electronically either via FLSmith's InvestorPortal at www.flsmidth.com/gf or in writing by using the proxy/postal vote form that can be downloaded at www.flsmidth.com/gf. The form, duly filled in and signed, must be received by VP Securities A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark, or a scanned version hereof must be forwarded to vpinvestor@vp.dk, not later than Friday, 20 August 2021 at 11:59 pm (CEST).

Postal voting

Postal votes may be submitted electronically either via FLSmith's InvestorPortal at www.flsmidth.com/gf or in writing by using the proxy/postal vote form that can be downloaded at www.flsmidth.com/gf. The form, duly filled in and signed, must be received by VP Securities A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark, or a scanned version hereof must be forwarded to vpinvestor@vp.dk, not later than Wednesday, 25 August 2021 at 12:00 noon (CEST). Postal votes cannot be revoked.

Further information

Up until and including the day of the extraordinary general meeting, the company's website, www.flsmidth.com/gf, will contain additional information about the general meeting, information about the total number of shares and voting rights on the date of the notice convening the meeting, the notice convening the meeting with the agenda and the complete proposals, including appendices, the proxy/postal vote form for the general meeting.

As from Friday, 30 July 2021, this information will also be available for inspection by the shareholders at the company's head office at Vigerslev Allé 77, 2500 Valby, Denmark.

Questions from shareholders

Until and including the date before the extraordinary general meeting, the shareholders may submit written questions about the agenda or documents etc. to be used at the general meeting to FLSmith & Co. A/S, Vigerslev Allé 77, 2500 Valby, Denmark, or by email to corpir@flsmidth.com.

Webcast

The entire general meeting will be webcast live on the company's website, www.flsmidth.com/gf, and the webcast will subsequently be available on the website. Webcast will only show the podium. Further information about the collection and processing of personal data in connection with the general meeting is available in the company's personal data policy, which can be downloaded at the company's website.

Valby, 30 July 2021
FLSmith & Co. A/S
The board of directors