



## NOTIFICATION OF THE ANNUAL GENERAL MEETING

The shareholders of Trelleborg AB (publ) are hereby invited to attend the Annual General Meeting of the Company on Thursday, April 23, 2009, at 5:00 p.m. in the Söderslätshallen, Klörupsvägen 48, Trelleborg, Sweden.

### NOTICE OF PARTICIPATION

Shareholders wishing to participate in the Meeting must be recorded in the share register maintained by Euroclear Sweden AB (formerly VPC AB) not later than Friday, April 17, 2009, and inform the Company of their intention to participate and of any advisors that the shareholder intends to be accompanied by at the Meeting, not later than Friday, April 17, 2009, at 3:00 p.m.

- by post: Trelleborg AB, Attn.: Christina Stoltze, Box 153, SE-231 22 Trelleborg, Sweden, or
- by fax: +46 (0)410-175 89, or
- by e-mail to: [anmalan.stamma@trelleborg.com](mailto:anmalan.stamma@trelleborg.com) or
- by telephone: +46 (0)410-670 04 or 670 00 or
- via the Internet at website [www.trelleborg.com/anmalan](http://www.trelleborg.com/anmalan)

In their notifications, shareholders should state their names, personal identity numbers, telephone numbers and the name of any advisors. If participation is by proxy, the power of attorney and – assuming the issuer of the power of attorney is a legal entity – certified proof of registration, or other document proving the signatory's authorization, must be sent to the Company prior to the Meeting. The Company provides power of attorney forms at [www.trelleborg.com](http://www.trelleborg.com) and by post to shareholders that contact the company and provide an address. The information provided will be used exclusively in conjunction with the Meeting and the necessary registration and processing for the preparation of the list of voters.

Shareholders whose shares have been registered in the name of a trustee must temporarily have the shares re-registered in their own name not later than Friday, April 17, 2009. (Such registration should be requested of the trustee a couple of working days prior to this date).

### PROGRAM

**Note that the meeting commences at 5:00 p.m. with admission for registration from 3:00 p.m.**

3:00–5:00 p.m.	Registration and light refreshments
4:00 p.m.	Meeting hall opens
5.00 p.m.	Meeting commences

### PROPOSED AGENDA FOR MEETING

- 1 Election of Meeting Chairman (see below).
- 2 Preparation and approval of voting list.
- 3 Election of one or two minutes-checkers.
- 4 Determination of whether the Meeting has been duly convened.
- 5 Approval of the Agenda.
- 6 President's presentation of operations.
- 7 Presentation of the annual accounts and the auditors' reports for the Parent Company and the Group.
- 8 Presentation of the work of the Board of Directors and work within the Remunerations, Audit and Finance Committees.
- 9 Adoption of:
  - a) the Parent Company income statement and balance sheet and the consolidated income statement and balance sheet
  - b) disposition to be made of the Company's profits in accordance with the adopted balance sheet (proposed dividend, see below),
  - c) decision regarding the discharge of the members of the Board of Directors and of the President from personal liability.
- 10 Presentation of the work of the Nominations Committee.
- 11 Decision regarding number of Board members (see below).
- 12 Decision regarding remuneration to the Board, auditors, Audit Committee and Remunerations Committee (see below).
- 13 Election of Board and Chairman of the Board (see below).
- 14 Decision regarding remuneration principles for the President and senior executives (see below).
- 15 Decision on appointment of Nominations Committee (see below).



- 16 Decision on:
- I amendment to the Articles of Association,
  - II reduction of the share capital,
  - III amendment to the Articles of Association,
  - IV approval of the Board's decision on new issue of shares and
  - V bonus issue (see below).
- 17 Close of Meeting.

#### ELECTION OF CHAIRMAN FOR THE MEETING

The Nominations Committee proposes Board Chairman Anders Narvinger.

#### DIVIDEND

The Board of Directors and the President propose that no dividend be paid for 2008.

#### RESOLUTION ON THE NUMBER OF BOARD MEMBERS

The Nominations Committee proposes that the number of Board members elected by the Meeting remains unchanged at seven members.

Shareholders representing approximately 69 percent of the voting rights for all shares outstanding in the Company have announced that they will support the proposal.

#### DETERMINATION OF REMUNERATION TO THE BOARD, AUDITORS, AUDIT COMMITTEE AND REMUNERATIONS COMMITTEE

The Nominations Committee proposes that the Annual General Meeting resolve that the total fees paid to the Board, excluding travel expenses, be SEK 2,750,000 (2,750,000), with SEK 950,000 (950,000) to be paid to the Chairman and SEK 360,000 (360,000) each to be paid to those Board members who are not employed within the Trelleborg Group.

The Nominations Committee proposes the auditors' fees shall be based on an agreement regarding a cost level for the four-year mandate period, that is, until the close of the Annual General Meeting in 2012, with annual adjustment for exchange-rate fluctuations and changes in the salary cost index, as well as changes that significantly affect the scope of the work.

The Nominations Committee proposes that fees paid to those assigned to the Audit Committee be SEK 150,000 (150,000) for the Chairman and SEK 100,000 (100,000) each for other members.

The Nominations Committee proposes that fees paid to those assigned to the Remuneration Committee be SEK 50,000 (50,000) per member.

Shareholders representing approximately 69 percent of the voting rights for all shares outstanding in the Company have announced that they will support these proposals.

#### ELECTION OF BOARD AND CHAIRMAN OF THE BOARD

The Nominations Committee proposes the re-election of the following Board members: Heléne Bergquist, Staffan Bohman, Claes Lindqvist, Anders Narvinger, Sören Mellstig and Peter Nilsson.

Rolf Kjellman (newly elected to Trelleborg's Board in 1997) has declined re-election prior to the 2009 Annual General Meeting. The Nominations Committee proposes the election of Hans Biörck as new Board member.

Hans Biörck, who was born in 1951, is a Graduate in Business Administration, and Executive Vice President and CFO of Skanska AB. He was previously CFO of Autoliv Inc, and CFO of Esselte AB, where he also held other positions. Hans Biörck has been a member of the Henry and Gerda Dunkers Foundation and Donation Fund No. 2 since 2003 and is also a member of the Swedish Financial Reporting Board.

It is proposed that Anders Narvinger be re-elected as Chairman of the Board. Shareholders representing approximately 69 percent of the voting rights for all shares outstanding in the Company have announced that they will support the proposal.



## DECISION REGARDING REMUNERATION PRINCIPLES FOR THE PRESIDENT AND SENIOR EXECUTIVES

The Board proposes that Trelleborg shall offer market-based terms of employment that enable the Company to recruit, develop and retain senior executives. The remuneration structure shall comprise fixed and variable salary, pension and other remuneration, which together form the individual's total remuneration package. Trelleborg continuously gathers and evaluates information on market-based remuneration levels for relevant industries and markets.

It shall be possible for the principles for remuneration to vary depending on local conditions.

The Board has appointed a Remunerations Committee that is led by the Chairman of the Board and decides on matters concerning remuneration and terms of employment for the President and executives reporting directly to him and establishes principles for remuneration to other senior executives. The Remunerations Committee reports to the Board.

## DECISION ON APPOINTMENT OF NOMINATIONS COMMITTEE

Shareholders representing slightly more than 69 percent of the voting rights for all shares outstanding in the Company propose that the appointment of Board members be conducted, in principle, in the manner determined by the 2008 Annual General Meeting, meaning that a Nominations Committee shall be appointed within the Company, to operate for the period until a new Nomination Committee is appointed, for the preparation and presentation of proposals to shareholders at the Annual General Meeting regarding the election of Board members, the Chairman of the Board and, where appropriate, auditors and fees to the Board, members of Board committees and auditors.

The Nominations Committee shall consist of five members, comprising representatives of five major shareholders at the close of the third quarter, these being appointed in accordance with the following.

At the close of the third quarter, the Chairman of the Board shall contact five major owners in the Company, each of which shall have the right to appoint one member to the Nominations Committee, who should not be a Board member. If any of the major shareholders should waive their right to appoint a representative to the Nominations Committee, or if a member should resign or leave before his/her work is complete, the Chairman shall invite another major owner to appoint a member. In addition, the Nominations Committee can decide to include the Chairman of the Board in the Committee, although not as Chairman of the Committee. As part of the work of the Nominations Committee, the Chairman of the Board shall provide the Committee with an account of the conditions pertaining to the work of the Board and the need for any special expertise, etc., that may be of relevance to the nomination of the Board. Individual shareholders in Trelleborg shall have the right to submit proposals for Board members to the Nominations Committee for further evaluation within the scope of its work.

Information regarding the composition of the Nominations Committee shall be published not later than six months prior to the Annual General Meeting and in the Company's third-quarter interim report. The Nominations Committee shall have the right to charge the Company with costs for the recruitment consultants, if such are deemed necessary to obtain a suitable choice of candidates for the Board. The Nominations Committee shall report on its work at the Annual General Meeting.

## THE BOARD'S PROPOSAL FOR RESOLUTION ACCORDING TO ITEM 16 ON THE AGENDA

As stated below, the Board of Directors proposes that the Annual General Meeting resolves to approve the rights issue, approved by the Board of Directors, with preferential rights for shareholders. As stated below, there are certain terms for the rights issue, such as the number of shares that shall be issued and the amount that shall be paid for each new share, to be determined and published at a later date. To create commercial flexibility pertaining to the determination of such terms, the Board is submitting two alternative proposals pertaining to the amendment of Section 5 of the Articles of Association (refer to proposal (III) (A) and (b) below), of which only one proposal can be adopted by the Annual General Meeting. Consequently, the Board will withdraw the proposal that the Board finds less appropriate in view of the final terms for the rights issue. To the extent the proposal under Item (V) is not necessary for the restoration of the company's equity and share capital, this will also be withdrawn by the Board. The withdrawal will be implemented in conjunction with the determination of the final terms for the rights issue (see below under item (IV)).

## (I) PROPOSAL FOR RESOLUTION ON AMENDMENT OF THE ARTICLES OF ASSOCIATION

To facilitate the reduction of the company's share capital as proposed in Item 16.II, the Board proposes



that the Annual General Meeting resolves according to the following:

The company's share capital limits shall be changed from the current minimum of SEK 1,500,000,000 and maximum of SEK 6,000,000,000 to the minimum of SEK 175,000,000 and maximum of SEK 700,000,000, whereby Section 4 of the Articles of Association shall be worded as follows:

*"The share capital shall comprise a minimum of SEK 175 M and a maximum of SEK 700 M."*

#### (II) PROPOSAL FOR RESOLUTION CONCERNING THE REDUCTION OF THE SHARE CAPITAL

To facilitate and assist in the rights issue of shares according to the Board's proposal in Item 16.IV, the Board proposes that the Annual General Meeting resolve according to the following:

The company's share capital, which currently amounts to SEK 2,258,931,525, shall be reduced by SEK 2,078,217,003, without withdrawal of shares, for provisions for a fund to be utilized according to resolution by the Annual General Meeting. The reduction requires that the Articles of Association be amended according to Item 16.I. Following the reduction of the share capital, in accordance with the statement above, the company's share capital will amount to SEK 180,714,522, distributed in a total of 90,357,261 shares, each with a par value of SEK 2.00.

#### (III) (a) PROPOSAL FOR RESOLUTION FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION

To facilitate the rights issue of shares according to the Board's proposal in Item 16.IV, the Board proposes that the Annual General Meeting resolve according to the following:

The company's share capital limits shall, following amendment to the Articles of Association according to Item 16.I, be amended from a minimum of SEK 175,000,000 and a maximum of SEK 700,000,000 to a minimum of SEK 2,000,000,000 and a maximum of SEK 8,000,000,000 and a minimum and maximum number of shares to be amended from a minimum of 60,000,000 and maximum of 240,000,000 to a minimum of 175,000,000 and a maximum of 700,000,000, whereby Sections 4 and 5 of the Articles of Association shall be worded as follows:

##### *Section 4*

*"The share capital shall comprise a minimum of SEK 2,000 M and a maximum of SEK 8,000 M."*

##### *Section 5*

*"The number of shares shall amount to a minimum of 175,000,000 and a maximum of 700,000,000."*

#### (III) (b) PROPOSAL FOR RESOLUTION FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION

To facilitate the rights issue of shares according to the Board's proposal in Item 16.IV, the Board proposes that the Annual General Meeting resolve according to the following:

The company's share capital limits shall, after amendment to the Articles of Association according to Item 16.I, be amended from a minimum of SEK 175,000,000 and a maximum of SEK 700,000,000 to a minimum of SEK 2,000,000,000 and a maximum of SEK 8,000,000,000 and a minimum and maximum number of shares shall be amended from a minimum of 60,000,000 and a maximum of 240,000,000 to a minimum of 700,000,000 and a maximum of 2,800,000,000, whereby Sections 4 and 5 of the Articles of Association shall be worded as follows:

##### *Section 4*

*"The share capital shall comprise a minimum of SEK 2,000 M and a maximum of SEK 8,000 M."*

##### *Section 5*

*"The number of shares shall amount to a minimum of 700,000,000 and a maximum of 2,800,000,000."*

#### (IV) APPROVAL OF THE BOARD'S DECISION PERTAINING TO THE RIGHTS ISSUE

The Board proposes that the Annual General Meeting approve the Board's decision to increase the company's share capital through a rights issue with preferential rights for shareholders under the following terms.



The Board of Directors (or the person appointed from within the Board by the Board) is authorized to determine, not later than April 21, 2009, the amount by which the company's share capital will increase, the number of Series A and Series B shares that will be issued and the subscription price to be paid for each new share. In the event that the subscription price is less than the par value of the share, an amount corresponding to the difference between the subscription price and the par value of the share will be contributed to the share capital through transfer from non-restricted equity.

Each owner of a Series A and Series B share shall have preferential rights to subscribe for new shares of the same type in relation to the number the holder previously held (primary preferential rights). Shares that are not subscribed for using primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). The record date for determining which shareholders are entitled to exercise their preferential rights to subscribe for new shares shall be April 28, 2009.

In the event all shares are not subscribed for using primary or subsidiary preferential rights, allocation shall occur to guarantors and other subscribers with no preferential rights.

Subscription for new shares shall occur during the period from April 30, 2009 to May 19, 2009, with the exception of certain guarantors for whom the subscription shall occur not later than May 29, 2009. The Board is entitled to extend the subscription period.

#### (V) PROPOSAL FOR RESOLUTION ON BONUS ISSUE

To ensure that the company's restricted equity and the company's share capital are restored their original level following the reduction of the share capital according to Item 16.II above, the Board proposes that the Annual General Meeting approve a bonus issue according to the following:

The company's share capital shall increase by SEK 2,078,217,003 without the issue of new shares. The increase in share capital shall occur through the transfer of funds from the company's non-restricted equity according to the adopted balance sheet.

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The Board of Directors' proposes that the Annual General Meeting resolve in accordance with Items 16.1-III and V and the Annual General Meeting's approval of the Board's proposal in accordance with Item 16.IV, shall be adopted as a decision. Such decisions are valid only if supported by shareholders holding not less than two-thirds (2/3) of the votes registered and shares represented at the Annual General Meeting.

#### ANNUAL REPORT AND OTHER DOCUMENTATION PROVIDED

The Group's Annual Report and auditors' report, the auditors' statement relating to the application of the remuneration principles for the President and senior executives adopted by the 2008 Annual General Meeting, the Board's complete proposal for a decision regarding remuneration principles for the President and senior executives, the Board's complete proposal for a decision under Items 16.1-III and V, the Board's complete proposal for a decision regarding Item 16.IV and documents according to Chapter 20, Section 10 of the Swedish Companies Act will be available from the Group's head office, Johan Kocksgatan 10, Trelleborg, Sweden, and from the company's website at [www.trelleborg.com](http://www.trelleborg.com) as of April 9, 2009 and will also be distributed to those who have requested this and who have provided an address.

#### OTHER INFORMATION

At April 17, 2009, the number of shares in the Company amounted to 90,357,261, of which 9,500,000 are Series A shares and 80,857,261 Series B shares. The number of votes in the Company amounted to 175,857,261.

A printed version of the annual report has been distributed to those who have requested this, starting March 23.

Trelleborg, March 2009

#### BOARD OF DIRECTORS

This information is such that Trelleborg AB (publ) must disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading (Market Abuse Penalties) Act. This information was submitted for disclosure on March 24, 2009 at 09:30 CET.