

2020 proposals

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors of Trelleborg AB (publ) for adoption at the 2020 Annual General Meeting.

In accordance with the Principles for the appointment of the Nomination Committee adopted by the Annual General Meeting, the Chairman of the Board contacted Trelleborg's five largest shareholders at the end of August to request that they each appoint one member to the Nomination Committee ahead of the 2020 Annual General Meeting.

The Nomination Committee had the following composition:

Ragnar Lindqvist, Dunker Interests
Henrik Didner, Didner & Gerge Funds
Peter Lagerlöf, Lannebo Funds
Johan Sjöström, Second Swedish National Pension Fund
Anna Sundberg, Handelsbanken Funds

Ahead of the Annual General Meeting, the Nomination Committee has held four minuted meetings and also maintained regular contact. The Chairman of the Board participated in the Nomination Committee work, except for in matters relating to remuneration, and gave an account of the work of the Board. In addition, the Nomination Committee had a meeting with the President and one of the Board members. The Nomination Committee's assessment is that the Board is functioning highly effectively and that the Chairman and the Board members are pursuing the Board work in a motivated and committed manner. The Nomination Committee also studied the evaluation carried out of the work of the Board as commissioned by the Chairman of the Board.

The Nomination Committee has discussed in detail the various different types of experience and expertise that are required by members of a Board in a company of Trelleborg's size, international presence and technical breadth and depth. The assessment is that the Board of Directors corresponds well with these requirements.

At the end of 2019, the company announced it would be carrying out restructuring measures and organizational changes on a larger scale than is customary for the business. The Board proposal was drafted after the Nomination Committee concluded that the current Board of Directors functions effectively and that there is a need for continuity in the Board's work on account of the future measures announced by the company. Panu Routila declined re-election at a late stage in the work of the Nomination Committee.

Against this background, the Nomination Committee proposes that the Board of Directors shall comprise seven members, without deputies, and that the following members are re-elected:

1. Hans Biörck
2. Gunilla Fransson
3. Johan Malmquist
4. Peter Nilsson (President)
5. Anne Mette Olesen
6. Jan Ståhlberg
7. Susanne Pahlén Åklundh

Furthermore, the Nomination Committee proposes the re-election of Hans Biörck as Chairman of the Board.

The Nomination Committee also considers that its proposal to the Board satisfies requirements pursuant to Chapter 4 of the Swedish Corporate Governance Code. In drafting its proposal, the Nomination Committee has applied Code rule 4.1 as its diversity policy. This states that the Board of Directors is, considering the company's operations, stage of development and conditions in general, to have a suitable composition, characterized by diversity and breadth as regards expertise, experience and background. It is also stated that gender balance is to be pursued. Excluding the President, three of the six proposed Board members are women (50 percent) and including the President, three of the seven proposed Board members are women (42.8 percent). The Nomination Committee has also determined that the proposed Board members have the possibility to set aside the necessary time for the Board assignment.

The Nomination Committee considers the Board members Hans Biörck, Anne Mette Olesen, Susanne Pahlén Åklundh and Jan Ståhlberg to be independent of the company, company management and the company's major shareholders. The Committee has also noted that Peter Nilsson is dependent in relation to the company and that Johan Malmquist and Gunilla Fransson are dependent in relation to the company's largest shareholder, the Dunker Interests.

Nomination Committee of Trelleborg AB (publ)
Stockholm
February 2020