



Invitation to Annual General Meeting of Trelleborg AB

The shareholders of Trelleborg AB (publ) are hereby invited to attend the Annual General Meeting of the Company on Thursday, April 22, 2004, at 3 p.m. in the Söderslätts hallen, Klörupsvägen 48, Trelleborg, Sweden.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Meeting must notify the Company of their intention to do so not later than 3 p.m. on Friday, April 16, 2004:

- by post: Trelleborg AB, Att: Viveca Söderberg, Legal Affairs Department, Box 153, SE-231 22 Trelleborg, Sweden, or
- by telefax: +46 (0)410-175 89, or
- by e-mail: anmalan.stamma@trelleborg.com or
- by telephone: +46 (0)410-670 31, 670 32, or 670 00, or
- via the Internet at website www.trelleborg.com/anmalan

In their notifications, shareholders should state their names, personal identity numbers and telephone numbers. If participation is supported by power of attorney, 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 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.

To be eligible to participate in the Meeting, shareholders must be recorded in the share register maintained by VPC AB on Thursday, April 8, 2004. Shareholders whose shares have been registered in the name of a trustee, must therefore temporarily have the shares re-registered in their own name on this date. (Such registration should be requested of the trustee a couple of working days prior to this date).

MEETING PROGRAM

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| 1.00–3.00 p.m. | Registration desks open. Light refreshments served |
| 2.15 p.m. | Meeting hall opens |
| 3.00 p.m. | Meeting commences |

PROPOSED AGENDA FOR MEETING

- 1) Election of Meeting Chairman.
- 2) Preparation and approval of the list of shareholders entitled to vote at the Meeting.
- 3) Election of one or two minutes-checkers.
- 4) Determination of whether the Meeting has been duly convened.
- 5) Approval of the Agenda.
- 6) Presentation of the annual accounts and the auditors' reports for the Parent Company and the Group.
- 7) President's address to the shareholders
- 8) 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 for the 2003 fiscal year.
- 9) Decision regarding number of Board members and deputy members (see below).
- 10) Determination of the fees to be paid to Board members and auditors (see below).
- 11) Election of the Board members and auditors for a period of four years (see below).
- 12) Decision regarding authorization of the Board to decide on the transfer of the Company's own shares (see below).
- 13) Proposals from the Swedish Association of Share Investors (see below)
 - a) that the Annual General Meeting appoint a Nominations Committee, and

- b) that the Annual General Meeting assigns the Board to appoint an Audit Committee.
- 14) Request from the Swedish Association of Share Investors that the work and function of the Remunerations Committee be reported.
- 15) Request from the First AP-Fund that consultancy costs and other costs paid to Trelleborg's auditors KPMG be reported.
- 16) Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (1975:1385), or the Articles of Association.

DIVIDEND

The Board of Directors and the President **propose** that shareholders be paid a cash dividend of SEK 4.50 per share.

April 27 has been **proposed** as the record date for the cash dividend. If the Meeting approves the Board's proposal, it is estimated that the cash dividend payments will be distributed by VPC on April 30, 2004. Due to the technical procedures required to effect the dividend payment, the record day and the dividend payment date may be changed to later dates.

FEEs

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the Annual General Meeting decides that the total fees paid to the Board, excluding travel expenses, be raised to SEK 1,725,000 and be distributed by the Board to Board members who are not employed within the Trelleborg Group.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the Annual General Meeting decides that, as in previous years, the auditors shall receive remuneration for reasonable costs, in accordance with invoicing based on the actual amount of time spent by the auditors on their assignments.

NUMBER OF BOARD MEMBERS AND DEPUTY MEMBERS

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the number of Board members elected by the meeting remains unchanged at seven members and that the decision not to appoint deputies remains unchanged.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that an authorized public accounting firm be appointed as the Group's auditors.

ELECTION

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the following Board members be reelected: Fredrik Arp, Steffan Bohman, Rolf Kjellman, Berthold Lindkvist and Anders Narvinger, and that Heléne Bergquist and Claes Lindqvist be elected as new members of the Board. Ann-Christine Albertsson and Didrik Normark have declined reelection.

Heléne Bergquist is Senior Vice President, Management Assurance & Special Assignments at Electrolux AB. She is a member of the Board of the Association for the Development of Generally Accepted Accounting Principles. Heléne Bergquist holds no shares in Trelleborg.

Claes Lindqvist is the President and CEO of Höganäs AB. He is a member of the Boards of Höganäs AB, Jernkontorets Fullmäktige, the Southern Sweden Chamber of Commerce, AB Wilh Becker, SIMI Scandinavian International Management Institute and the Dunker Funds and Foundations. He holds 2,000 shares in Trelleborg.

The Board **proposes** that the Annual General Meeting elect Öhrlings Pricewaterhouse Coopers as the Group's auditors for the next four years with Göran Tidström as the principal auditor.

Shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have announced that they will support the proposal.

AUTHORIZATION FOR THE BOARD TO DECIDE ON THE TRANSFER OF THE COMPANY'S OWN SHARES

The Board's proposal for decision by the Annual General Meeting regarding authorization to sell the Company's own shares.

The Board **proposes** that the Annual General Meeting authorize the Board to, and with the right to waive the preferential rights of shareholders, decide on the sale of the Company's own shares as payment in connection with the acquisition of companies or operations and, with or without preferential rights for shareholders, to decide on the sale of the Company's own shares in a manner other than through Stockholmsbörsen in order to finance acquisitions of companies or operations. In instances where the sale of shares occurs and the preferential rights of shareholders have been waived, compensation for the sold shares shall be made in an amount that corresponds to the assessed market value. In other respects, the following conditions apply.

1. The authorization may be exercised on one or several occasions during the period up to the next Annual General Meeting.
2. The number of shares sold may at no time exceed 10 percent of the total number of shares outstanding in the Company.

The complete text of the Board proposal for decision by the Annual General Meeting on this agenda item will be available from the Company at the following address: Henry Dunkers gata 2 in Trelleborg, Sweden, and via the Group website at www.trelleborg.com as of April 15, 2003.

PROPOSALS FROM THE SWEDISH ASSOCIATION OF SHARE INVESTORS IN REGARD TO A NOMINATIONS COMMITTEE AND AN AUDIT COMMITTEE

The Swedish Association of Share Investors has given notice of a proposal according to which a Nominations Committee shall be appointed by the Meeting, consisting of three to five members who are independent of the Company and who represent the Company's owners at the Meeting. It is also proposed that a representative for the minor shareholders be included in the Committee.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have advised that they will move to reject such a proposal and will instead propose that the Meeting decide that the nominating process be handled as follows:

The Company shall have a Nominations Committee for the preparation and presentation of proposals to the shareholders at the Annual General Meeting regarding the election of Board members and, where applicable, auditors, and the fees paid to Board members and auditors.

The Nominations Committee shall consist of five members, comprising representatives for 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. In addition, the Nominations Committee can decide to include the Chairman of the Board in the Committee and the Chairman of the Board may also be appointed 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 nominations procedure. 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 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 Swedish Association of Share Investors has also given notice of a proposal according to which the Board shall be assigned by the Meeting to appoint an Audit Committee comprising Board members that are not employed by the Company. The Committee shall function as a preparatory subcommittee to the Board and shall not release the Board from any of its responsibilities.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have advised that they will move to reject such a proposal and will instead propose that the current close contact with the auditors and all Board members be continued.

INFORMATION REGARDING PARKING AND BUS TRANSFERS BETWEEN BILIA AND THE AGM VENUE

Since only limited parking is available at Söderslättshallen, special buses will be made available as from 1 p.m. to transport participants from Bilia, Hedvägen 111, where free parking is available, to the AGM venue and back again after the Meeting. The bus transfers will be free of charge and will be made at approximately 10-minute intervals. **The final transfer to the AGM will leave Bilia at 2.30 p.m.**

Trelleborg, March 2004
BOARD OF DIRECTORS