

**Minutes of the Annual General Meeting of Trelleborg AB (publ) held on April 26, 2005**

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§ 1

The meeting was opened by Chairman of the Board **Anders Narvinger**, who, at the proposal of **Ramsey Brufer**, representative for Alecta and the Nominations Committee, was **appointed** Chairman for the day's proceedings. Chairman

It was announced that the Board had **assigned** its secretary **Ulf Gradén** to keep the minutes of the Meeting. Secretary

§ 2

**Ulf Gradén** referred to the established list, distributed to those present, of shareholders who had registered their intent to participate in the Meeting within the allotted deadline. According to the list, these shareholders represented a total of 9.5 million Series A shares and approximately 26.0 million Series B shares, corresponding to 100 percent and approximately 30.1 percent of each respective category of shares. Consequently, 37 percent of the shares in the company and approximately 67 percent of voting rights had been registered. Voting list

Following the deletion of shareholders not present, the list was **approved** as the voting list for the meeting, Appendix 1.

§ 3

**Mats Lagerqvist**, representative for Robur, and **Krister Eurén**, representative for the Swedish Association of Share Investors, together with the Chairman were **appointed** to check the minutes of the Meeting. Minutes-checkers

§ 4

**Ulf Gradén** confirmed that the Meeting had been notified in accordance with the Articles of Association through advertisements in the newspapers *Svenska Dagbladet*, Notification of the Meeting

*Dagens Industri* and *Trelleborgs Allehanda*, as well as in *Post- och Inrikes Tidningar* (Swedish official gazette) on March 18, 2005.

The shareholders present declared that the Meeting had been duly convened.

#### § 5

The Meeting **approved** the proposed agenda.

Approval of agenda

#### § 6

The Annual Report, Auditors' Report, Consolidated Annual Accounts and Consolidated Auditors' Report were presented.

Annual Report, Auditors' Report

It was noted that the printed Annual Report had been mailed on March 21 to shareholders who had so requested and that it was also available at the Meeting.

**The Meeting affirmed** that the Annual Report was presented in the prescribed manner.

Auditor **Olle Karlsson** presented the Audit Report prepared for the 2004 fiscal year.

#### § 7

In his address to the Meeting, **the CEO** commented on the preceding year's operations.

CEO's address

Following the address, participants were invited to ask questions, with the following being asked:

Questions

**Krister Eurén** asked the CEO to comment on the degree to which set targets were realistic, namely the target of achieving a return of 15 percent based on capital employed and shareholders' equity in the company.

**The CEO** explained that the set targets are realistic in the long term and that the Company intends to achieve them

primarily by improving operating margins and tying up less capital.

**Dan-Håkan Johansson** asked **the CEO** to outline his view on the future trend in prices for raw materials and to comment on how the Company, as a sub-supplier, is affected by, for example, the favorable profitability of Volvo Trucks.

**The CEO** provided his view on future oil-price trends, concluding that it would be speculative to try and forecast these. Regarding steel, on the other hand, the CEO felt that prices could reasonably be expected to fall within the not too-distant future.

Following this, **the CEO** commented on the Company's market position in Asia, noting that it has considerable operations in certain niche areas and that although it is achieving favorable progress with certain Asian customers, the Company's operations in Asia are relatively small but fast-growing.

In response to the matter of the effect of Volvo Trucks' favorable profitability, **the CEO** said that Trelleborg's business in this segment is profitable and highly attractive for the Company.

**Gerth Friström** inquired about how much of the decline in the first quarter of 2005 could be offset through increased prices.

**The CEO** responded that it is not the Company's intention to compensate for the decline solely through price increases but rather that this would also be achieved through a combination of cost reductions, shifting to more cost-efficient suppliers and price increases.

**Karl Johan Åström**, of the Lund Learned Societies, asked how the Company ensures that synergies between the Group's approximately 40 development centers are utilized.

**The CEO** explained that results from the Group's

development centers are disseminated and discussed via the TrellNet intranet, and that the Group also nurtures and disseminates the knowledge that exists in its development centers through internal and external seminars, as well as other channels of information exchange.

**Jan Jönsson** asked the CEO to comment on the effectiveness of the restructuring program currently being implemented, including the closure of tire production in the town of Trelleborg.

**The CEO** explained that the program is highly effective with a cash pay-back period of approximately 1.7 years.

**Krister Eurén** asked if the Chairman would confirm the fact that Company has no plans to introduce share-price related incentives for senior executives.

**The Chairman** confirmed that there are currently no such plans within the Company. **The Chairman** went on to describe the incentives that have been introduced for a strictly limited group of senior executives for the purpose of securing their commitment to the Group.

Subsequently, **the Chairman** reported on the work of the Board during the 2004 fiscal year. In addition to the work of the Board itself, this also included an account of the work conducted by the remunerations committee and the finance committee.

**The Chairman** also reported on plans within the Board to establish an Audit Committee chaired by Board member Rolf Kjellman and which would also include Board members Heléne Bergquist and Anders Narvinger.

## § 8

**The Meeting approved** the Income Statement and Balance Sheet, as well as the consolidated Income Statement and Balance Sheet for the 2004 fiscal year.

Approval of  
Income  
Statements and  
Balance Sheets

In accordance with the proposal of the Board and the President, **the Meeting resolved** to pay shareholders a dividend of SEK 5 per share for the 2004 fiscal year. Retained profit is to be carried forward in the opening balance for the subsequent year.

Disposal of unappropriated earnings.

April 29 was **approved** as the record day for the dividend

Record day

In accordance with the recommendation by the auditors, **the Meeting discharged** the Board members from responsibility for the 2004 fiscal year.

Discharge of responsibility

The Board members present did not participate in the decision.

#### § 9

In accordance with details included in the notification of the Meeting, **Ramsey Brufer** proposed that the number of Board members elected by the Annual General Meeting should be seven with no deputies.

Number of Board members

**The Meeting resolved** that the number of Board members elected by the Annual General Meeting should be seven ordinary members with no deputies.

#### § 10

**The Meeting approved** the proposal submitted by **Didrik Normark** as representative of the Nominations Committee that, in part, the fee, excluding travel expenses, paid to the Board for the current fiscal year shall total SEK 1,950,00, to be distributed with SEK 700,000 being paid to the Chairman and SEK 250,000 each to the remaining members not employed by the Group, and, in part, that remunerations to the Audit Committee shall amount to SEK 100,000 to the Chairman of the committee and SEK 30,000 to each of the other members, and that the auditors shall, as previously, receive remunerations for reasonable costs in accordance with the invoices presented based on the actual amount of time spent in fulfilling their assignment.

Fees

## § 11

As representative of the Nominations Committee, **Ramsey Brufer** reported on the composition and work of the Nominations Committee.

Work of the Nominations Committee

In accordance with the details included in the notification of the Annual General Meeting and on behalf of the Nominations Committee, **Didrik Normark** proposed the reelection of all Board members elected by the Meeting and that Anders Narvinger be appointed Chairman of the Board.

The proposed Board members presented themselves.

**The Meeting elected the following** Board members:

Election of Board members

reelection of Fredrik Arp, Heléne Bergquist, Staffan Bohman, Rolf Kjellman, Berthold Lindqvist, Claes Lindqvist and Anders Narvinger.

Anders Narvinger was **appointed** Chairman of the Board.

Appointment of Chairman of the Board

**The Chairman** reported that the following members had been appointed in accordance with the Swedish law on Board representation for employees in the private sector: Kim Davidsson, Alf Fredlund and Karin Linsjö as ordinary members, with Rolf Larsson as deputy.

Board representation for employees

## § 12

**Didrik Normark** proposed that the nominations procedure entail the company having a Nominations Committee for the preparation and presentation of proposals to shareholders at Annual General Meetings in regard to the election of Board members and, where necessary, of auditors and remunerations for the Board and auditors.

Nominations Committee

The Nominations Committee shall consist of five

members, who shall be representatives of five major shareholders at the close of the third quarter, who shall be appointed in accordance with the following:

At the close of the third quarter, the Chairman of the Board shall contact five major shareholders in the company, who then appoint one member each to the Nominations Committee. These representatives should not be Board members. In addition, the Nominations Committee may decide that the Chairman of the Board shall be included in the Committee, albeit not as its chairman. As part of the work of the Nominations Committee's work, the Chairman of the Board shall inform the Committee regarding the Board's work, its needs for special expertise, etc. that may be of importance in the process of appointing a Board. Individual shareholders in Trelleborg shall be able to submit proposals for Board members to the Nominations Committee for further evaluation within the framework of its efforts.

Information on the composition of the Nominations Committee shall be published in the company's third-quarter report. The Nominations Committee shall have the right to charge the Company with expenses for recruitment consultants if this is deemed necessary to obtain a suitable selection of candidate Board members.

**Krister Eurén** proposed that the members of the Nominations Committee be appointed by the Annual General Meeting instead. In addition to the Chairman of the Board and representatives for the largest shareholders, Eurén proposed that a representative for smaller shareholders, preferably with a background and network different to those of the other members, be appointed to the Nominations Committee.

**The Meeting resolved** that the Nominations process should proceed in accordance with the proposal by **Didrik Normark**.

§ 13

**The Chairman** presented the Board's proposal for the authorization of the Board to decide on the purchase and sale/transfer of treasury shares, see Appendix 2.

Transfer of  
treasury shares

**The Meeting approved** the Board's proposal that it be authorized to decide on the purchase and sale/transfer of treasury shares, see Appendix 2.

§ 14

It was noted that no additional matters had been registered in accordance with the Articles of Association.

Additional  
matters

**The Chairman** closed the Meeting and bid participants welcome to **the 2006 Annual General Meeting**, which will be held in Trelleborg on **Tuesday, April 25, 2006 at 3.00 p.m.**

Close

**Secretary:**

Ulf Gradén

Minutes checked by:

Anders Narvinger

Mats Lagerqvist

Krister Eurén



## Appendix 2

### **Proposal by the Board for decision regarding the purchase and authorization to sell treasury shares**

- A. The Board proposes that the Annual General Meeting authorize the Board to decide to purchase treasury shares in accordance with the following:
1. Purchases shall be made via the Stockholm Stock Exchange.
  2. The mandate may be utilized on one or more occasions prior to the next Annual General Meeting.
  3. The total number of shares purchased shall at no time exceed 10 percent of all shares in the company, including treasury shares previously purchased.
  4. Shares shall be purchased at the market price valid on the date of purchase and not deviating by more than the registered price interval on any given occasion.

The purpose of the repurchasing of treasury shares is to adjust the company's capital structure.

- B. The Board proposes that the Annual General Meeting authorize the Board to decide, waiving the rights of existing shareholders, to divest treasury shares as payment in connection with the acquisition of companies or operations and, in part, to decide, with or without preferential rights for existing shareholders, to divest shares through means other than the Stockholm Stock Exchange in order to finance the acquisition of companies or operations. In cases where shares are divested with the rights of existing shareholders being waived, the remuneration for the divested shares shall correspond to an assessed market value. In addition, the following conditions shall apply:
1. The mandate may be utilized on one or more occasions prior to the next Annual General Meeting.
  2. The total number of shares divested shall at no time exceed 10 percent of all shares in the company, including treasury shares previously acquired.

