



Invitation to the 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 Tuesday, April 26, 2005, 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 Tuesday, April 19, 2005:

- by post: Trelleborg AB, Att: Viveca Söderberg, 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 47, or 670 32, 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 Friday, April 15, 2005. 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 (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) Presentation of the annual accounts and the auditors' reports for the Parent Company and the Group.
- 7) President's presentation of operations.
- 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 2004 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 (see below).
- 12) Decision regarding Nominations Committee (see below).
- 13) Decision regarding authorization of the Board to decide on the purchase and transfer/sale of the Company's own shares (see below).
- 14) Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (1975:1385), or the Articles of Association.

ELECTION OF CHAIRMAN FOR THE MEETING

The Nominations Committee **proposes** Board Chairman Anders Narvinger.

DIVIDEND

The Board of Directors and the President **propose** that shareholders be paid a cash dividend of SEK 5 per share.

April 29 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 May 4, 2005. 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.

NUMBER OF BOARD MEMBERS AND DEPUTY MEMBERS

The Nominations Committee **proposes** 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.

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

FEEES

The Nominations Committee **proposes** that the Annual General Meeting decides that the total fees paid to the Board, excluding travel expenses, be SEK 1,950,000, with SEK 700,000 being paid to the Chairman and SEK 250,000 each being paid to the Board to those Board members who are not employed within the Trelleborg Group.

The Nominations Committee **proposes** that fees paid to those assigned to the Audit Committee be SEK 100,000 for the Chairman and SEK 30,000 each for other members.

The Nominations Committee **proposes** 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.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have announced that they will support these proposals.

ELECTION

The Nominations Committee **proposes** that the following Board members be reelected: Fredrik Arp, Heléne Bergquist, Steffan Bohman, Rolf Kjellman, Berthold Lindkvist, Claes Lindqvist and Anders Narvinger.

Anders Narvinger is **proposed** as Chairman of the Board.

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

DECISION ON APPOINTMENT OF NOMINATIONS COMMITTEE

Shareholders representing slightly more than 65 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 2004 Annual General Meeting, whereby there shall be a Nominations Committee within the Company for the preparation and presentation of proposals to shareholders at the Annual General Meeting regarding the election of Board members and, where appropriate, auditors and fees to the Board 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. 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 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.

AUTHORIZATION FOR THE BOARD TO DECIDE ON THE PURCHASE AND SALE OF THE COMPANY'S OWN SHARES

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

The Board **proposes** that the Annual General Meeting authorize the Board to decide on the purchase of the Company's own shares in accordance with the following conditions:

1. Purchases shall be made through the Stockholm Stock Exchange.
2. The authorization may be exercised on one or several occasions during the period up to the next Annual General Meeting.
3. The total number of shares held may at no time exceed 10 percent of the total number of shares outstanding in the Company
4. Shares shall be purchased at applicable market rates at the time of purchase, with a deviation not exceeding the price interval registered at that time.

The purpose of share repurchasing is to adjust the Company's capital structure.

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 the Stockholm Stock Exchange 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 12, 2005.

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 Karbingatan 2 (west of Bilia), 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 Karbingatan at 2.30 p.m.**

Trelleborg, March 2005
BOARD OF DIRECTORS