



ANNUAL GENERAL MEETING

The shareholders of Trelleborg AB (publ) are hereby invited to attend the Annual General Meeting of the Company on Tuesday, April 25, 2006, 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 Wednesday, April 19, 2006:

- by post: Trelleborg AB (publ), Att.: Viveca Söderberg, Box 153, SE-231 22 Trelleborg, Sweden, or
- by fax: +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 Wednesday, April 19, 2006. 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 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 for the 2005 fiscal year.
- 10 Presentation of the work of the Nominations Committee.
- 11 Decision regarding number of Board members and deputy members (see below).
- 12 Decision regarding remuneration principles for the President and senior executives, and determination of the fees to be paid to Board members and auditors (see below).
- 13 Election of the Board members and Chairman (see below).
- 14 Decision regarding Nominations Committee (see below).
- 15 Changes to the Articles of Association (see below).
- 16 Decision regarding reduction in share capital (see below).
- 17 Decision regarding authorization for the Board to raise certain financing (see below).
- 18 Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (2005:551), 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 5.50 per share.

April 28 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, 2006. 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.

DECISION REGARDING PRINCIPLES OF REMUNERATION FOR SENIOR EXECUTIVES AND DETERMINATION OF REMUNERATION FOR THE BOARD, AUDIT COMMITTEE AND AUDITORS

The Board proposes that Trelleborg shall offer market-based conditions, making it possible for the Group to recruit, develop and retain senior executives. The remuneration structure shall comprise fixed and variable salary, pension and other remuneration, which, combined, form the individual's total remuneration. Trelleborg continuously gathers and evaluates information regarding market remuneration levels for relevant industries and markets.

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

The Board has appointed a Remunerations Committee, headed by the Chairman of the Board, which makes decisions on matters regarding remuneration and conditions of employment for the President and employees who report directly to the President, and which determines principles for the remuneration paid to other senior executives. The Remunerations Committee reports to the Board.

The complete proposal by the Board on this matter will be available from the Company at Henry Dunkers gata 2 in Trelleborg, Sweden and from the Group's website at www.trelleborg.com, as of April 11, 2006.

The Nominations Committee proposes that the Annual General Meeting resolves that the total fees paid to the Board, excluding travel expenses, be SEK 2,300,000, with SEK 800,000 being paid to the Chairman and SEK 300,000 each being paid 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 125,000 for the Chairman and SEK 75,000 each for other members.

The Nominations Committee proposes 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: Heléne Bergquist, Staffan Bohman, Rolf Kjellman, Berthold Lindkvist, Claes Lindqvist and Anders Narvinger, and that Peter Nilsson be elected to the Board.

Fredrik Arp resigned from the Board on October 1, 2005 when he also left his employment within the Trelleborg Group.

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 2005 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.

CHANGES TO THE ARTICLES OF ASSOCIATION

Against the background of the new Swedish Companies Act that came into effect on January 1, 2006 and the fact that the current wording of items 3, 6, 7, 8 and 11 in the Articles of Association does not reflect current conditions, the Board proposes the following changes to the Articles of Association.

Current item 3 **Proposed new wording:** The object of the Company is - directly or indirectly - to conduct manufacturing and sales, as well as service and contracting operations within, primarily, the rubber and plastics industries, as well as other operations connected with or complementary to the said fields, and to engage in finance and liquidity management as well as management of real and movable estate.

Current item 5 **Proposed new wording:** The number of shares shall amount to not less than 60,000,000 and not more than 240,000,000.

Current item 6 **Proposed new wording:** Shares may be issued in two series, designated series A and B. Series A shares can be issued to a number equivalent to a maximum of 1/3 of the shares in the Company, series B shares to a number equivalent to a maximum of 91/100 of the shares in the Company. One series A share gives the right to ten (10) votes, and one share of series B gives the right to one (1) vote.

Series A and series B shares give equal rights to participation in the Company's assets and profits.

If the Company decides to issue new series A and series B shares by a cash or offset issue, holders of series A and series B shares shall have preferential rights to subscribe for new shares of the same share type, in relation to the number of shares the holder owns prior to the new issue (primary preferential rights). Shares that are not subscribed for by primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If shares offered thus are not sufficient in number for the subscription by subsidiary preferential right, the shares shall be divided between the subscribers in relation to the number of shares owned by them prior to the division or, if this is not possible, by lot.

If the Company decides to issue by cash or offset issue shares only of series A or series B, all shareholders, irrespective of whether their shares are of series A or series B, shall have preferential rights to subscribe for new shares in proportion to the number of shares owned prior to the issue.

If the Company decides to issue by cash or offset issue share warrants or convertibles, shareholders have preferential rights to subscribe for warrants as if the issue applied to those shares that may be subscribed on the basis of the warrants, or preferential rights to subscribe for convertibles as if the issue applied to those shares for which the convertibles may be exchanged.

That which is stated above shall not restrict the possibility to decide on a cash or offset issue for which the shareholders' preferential rights are waived. In the case of an increase in the share capital by a bonus issue, new shares of series A and series B shall be issued in proportion to the previous number of shares of these share types. Thus, old shares of a certain share type shall give entitlement to new shares of the same type. That which is stated above shall not restrict the possibility of issuing shares of a new series through a bonus issue or a change to the Articles of Association.

- Current item 7 **Proposed new wording:** The part of the Board that is elected by the Annual General Meeting shall consist of a minimum of three and a maximum of ten members with no deputies. Members are elected annually at the Annual General Meeting for the period up to the end of the next Annual General Meeting.
- Current item 8 **Proposed new wording:** An authorized auditing firm shall be appointed as the Group's auditors.
- Current item 9, 1st paragraph **Proposed new wording:** Notice to convene a shareholders' meeting shall be announced in *Post- och Inrikes Tidningar* and *Dagens Industri*.
- Current item 11 **The following changes are proposed:** Line 1: the Swedish wording "ordinarie bolagsstämma" to be changed to "årsstämma" (remains "Annual General Meeting" in English). Point 8: the words "and alternate board members and, if applicable, the number of auditors" to be deleted. Point 9: the word "auditors" to be amended to "authorized firm of auditors." Point 10: the words "auditors and alternate auditors" to be amended to "authorized firm of auditors." Point 11: "1975:1385" to be amended to "(2005:551)."
- New item 13 **Proposed wording:** Those who are not shareholders shall have the right to attend or otherwise follow the proceedings of the Annual General Meeting according to conditions determined by the Board.
- Current item 14 **Proposed new wording:** Shareholders who, on the record date, are entered in the shareholders' register or list in accordance with chapter 4 of the Swedish Financial Instruments Act (1998:1479) or those listed in a control account, in accordance with Chapter 4, Section 18, paragraph 1, lines 6 and 8 of the aforementioned Act shall be deemed to be authorized to exercise the rights detailed in Chapter 4, Section 39 of the Swedish Companies Act (2005:551).

The Articles of Association will be available in their current and proposed wordings at Henry Dunkers gata 2 in Trelleborg, Sweden and at the Group's website at www.trelleborg.com, as of April 11, 2006.

DECISION REGARDING REDUCTION IN SHARE CAPITAL

The Board proposes that share capital be reduced by SEK 140,577,500 through the cancellation without repayment of the 5,623,100 series B shares repurchased by the Company on the mandate of decisions made by previous Annual General Meetings. The purpose of the reduction is to transfer the amount by which the share capital is reduced to the statutory reserve to be used in accordance with later decisions by the Annual General Meeting.

The Board's complete proposal for a decision under this item will be available from the company at Henry Dunkers gata 2 in Trelleborg, Sweden and at the Group's website at www.trelleborg.com, as of April 11, 2006.

AUTHORIZATION FOR THE BOARD TO RAISE CERTAIN FINANCING

The Board proposes that the Meeting authorizes the Board, for, at most, the period until the next Annual General Meeting, to allow the Company, on one or more occasions, to raise customary credit facilities and to utilize existing credit facilities for which the interest or repayment amount is partially or fully dependent on dividends to shareholders, the price trend for the Company's shares, the Company's earnings or its financial position.

The background to this authorization is to allow the company the opportunity to raise or continue to use existing financing under attractive conditions for the Company, whereby interest, for example, may depend on the Company's earnings or financial position. According to the stipulations in Chapter 11, Section 11 of the Swedish Companies Act (2005:551) that came into effect on January 1, 2006, financing according to such conditions shall be decided upon by the Annual General Meeting or by the Board with the authorization of the Annual General Meeting.

ANNUAL REPORT

Trelleborg's Annual Report will be available from the Group's website at www.trelleborg.com as of March 27. The Annual Report will also be distributed to those who have requested this, starting March 27.

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

Since only limited parking is available at Söderslättshallen, buses will be available 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 2006
BOARD OF DIRECTORS