

Proposal for new Articles of Association

Articles of Association for 556006-3421 Trelleborg AB (publ)

1. The name of the Company is Trelleborg AB. The Company is public (publ).
2. The registered office of the Company shall be situated in Trelleborg.
3. The objective of the Company's operations - directly or indirectly – is 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.
4. The share capital shall amount to a minimum of 1,500 million Swedish kronor (SEK 1,500 M) and a maximum of 6,000 million Swedish kronor (SEK 6.000 M).
5. The number of shares shall amount to not less than 60,000,000 and not more than 240.000.000.
6. Shares may be issued in two series, designated series A and B. Series A shares can be issued in a number equivalent to a maximum of 1/3 of the shares in the Company, series B shares in a number equivalent to a maximum of 91/100 of the shares in the Company. One series A share carries the right to ten (10) votes, and one series B share carries the right to one (1) vote.

Series A and series B shares carry 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 in this way 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.

The aforementioned shall not restrict the possibility to decide on a cash or offset issue for which the shareholders' preferential rights are waived.

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In the case of an increase in the share capital by a bonus issue, new series A and series B shares shall be issued in proportion to the previous number of shares of these share types. Thus, old shares of a certain share type shall carry entitlement to new shares of the same type. The aforementioned shall not restrict the possibility of issuing shares of a new series through a bonus issue following the necessary amendment to the Articles of Association.

7. 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.

8. An authorized auditing firm shall be appointed as the Group's auditors.

9. Notice convening a shareholders' meeting shall be announced in *Post- och Inrikes Tidningar* and *Dagens Industri*.

To participate in a shareholders' meeting, shareholders shall notify the Company not later than 3 p.m. on the date specified in the notice convening the meeting. This may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may it fall less than five working days prior to the meeting.

Assistants may only accompany shareholders at shareholders' meetings if such shareholder gives notification of the number of assistants in the manner described above in connection with notification of shareholders' participation in shareholders' meetings.

10. Shareholders' meetings shall be held in Trelleborg.

11. The following matters shall be considered at the Annual General Meeting:

- 1) Election of Chairman of the meeting.
- 2) Confirmation and approval of the register of voters.
- 3) Election of one or two officers to verify the minutes.
- 4) Confirmation that the meeting has been properly convened.
- 5) Approval of the agenda.
- 6) Consideration of the Annual Report and the Auditor's Report, and the consolidated Financial Statement and the consolidated Auditor's Report.
- 7) Resolutions concerning:
 - a. Adoption of the Income Statement, the Balance Sheet, the consolidated Income Statement and the consolidated Balance Sheet.
 - b. The disposition of the Company's profit or loss in accordance with the adopted Balance Sheet.
 - c. The discharge of the members of the Board and the President from personal liability for the fiscal year.
- 8) Confirmation of the number of Board members.
- 9) Confirmation of fees for members of the Board and the authorized firm of auditors.
- 10) Election of Board members and, if applicable, the authorized firm of auditors.
- 11) Other matters to be considered at the Annual General Meeting in accordance with the Swedish Companies' Act (2005:551) or the articles of association of the Company.

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12. At the Annual General Meeting, each registered voter is entitled to vote for the full number of shares owned and represented by him/her.
13. 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.
14. The calendar year shall be the Company's fiscal year.
15. Shareholders or trustees who, on the record date, are entered in the shareholders' register and noted in a control register 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).