



## NOTIFICATION OF THE ANNUAL GENERAL MEETING

The shareholders of Trelleborg AB (publ) are hereby invited to attend the Annual General Meeting of the Company on  
Wednesday, April 25, 2007, at  
3:00 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 3:00 p.m. on Thursday, April 19, 2007:

- by post: Trelleborg AB, Attn.: 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](mailto:anmalan.stamma@trelleborg.com) or
- by telephone: +46 (0)410-670 31 or 670 32, 670 00 or
- via the Internet at website [www.trelleborg.com/anmalan](http://www.trelleborg.com/anmalan)

In their notifications, shareholders should state their names, personal identity numbers and telephone numbers. If participation is by proxy, 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 19, 2007. 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).

## 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 Remuneration, 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 2006 fiscal year.
- 10 Presentation of the work of the Nomination 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 Nomination Committee (see below).
- 15 Decision regarding authorization for the Board to raise certain financing (see below).
- 16 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 Nomination Committee proposes Board Chairman Anders Narvinger.

#### DIVIDEND

The Board of Directors and the President propose that shareholders be paid a cash dividend of SEK 6.00 per share.

April 30 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, 2007. Due to the technical procedures required to effect the dividend payment, the record date and the dividend payment date may be changed to later dates.

#### NUMBER OF BOARD MEMBERS AND DEPUTY MEMBERS

The Nomination Committee proposes that the number of Board members elected by the Meeting remains unchanged at seven members.

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](http://www.trelleborg.com), as of April 11, 2007.

The Nomination Committee proposes that the Annual General Meeting resolves that the total fees paid to the Board, excluding travel expenses, be SEK 2,600,000, with SEK 900,000 being paid to the Chairman and SEK 340,000 each being paid to those Board members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees paid to those assigned to the Audit Committee be SEK 125,000 for the Chairman and SEK 90,000 each for other members.

The Nomination Committee proposes the auditors' fees shall continue to be based on an agreement regarding a cost level for the four-year mandate period, that is, until the close of the Annual General Meeting in 2008, with annual adjustment for exchange-rate fluctuations and changes in the salary cost index, as well as changes that significantly affect the scope of the work.

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 Nomination Committee proposes that the following Board members be reelected: Heléne Bergquist, Staffan Bohman, Rolf Kjellman, Berthold Lindkvist, Claes Lindqvist, Anders Narvinger and Peter Nilsson.

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 NOMINATION 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 2006 Annual General Meeting, whereby there shall be a Nomination 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, members of Board committees and auditors.

The Nomination 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 Nomination Committee, who should not be a Board member. In addition, the Nomination 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 Nomination 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 Nomination Committee for further evaluation within the scope of its work.

Information regarding the composition of the Nomination Committee shall be published in the Company's third-quarter interim report. The Nomination 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 Nomination Committee shall report on its work at the Annual General Meeting.

## AUTHORIZATION FOR THE BOARD TO RAISE CERTAIN FINANCING

The Board proposes that the Meeting authorize 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](http://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 VÅNGAVALLEN AND THE AGM VENUE

Since only limited parking is available at Söderslättshallen, buses will be available from 1:00 p.m. to transport participants from Vångavallen, Övre grusplanen, Östervångsvägen, 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 Vångavallen at 2:30 p.m.**

Trelleborg, March 2007  
BOARD OF DIRECTORS