



## 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 24, 2013, at 5:00 p.m. in Söderslätts Hallen, Klörupsvägen 48, Trelleborg, Sweden.

### NOTIFICATION

Shareholders wishing to participate in the Meeting must be recorded in the share register maintained by Euroclear Sweden AB not later than Thursday, April 18, 2013, and inform the Company of their intention to participate and of any advisors that the shareholder intends to be accompanied by at the Meeting, not later than Thursday, April 18, 2013, at 3:00 p.m.

- by post: Trelleborg AB (publ), Attn.: Christina Björkman, Box 153, SE-231 22 Trelleborg, Sweden, or,
- by e-mail to: [anmalan.stamma@trelleborg.com](mailto:anmalan.stamma@trelleborg.com) or
- by telephone: +46 (0)410-670 04 or 670 00 or
- online at [www.trelleborg.com/notification](http://www.trelleborg.com/notification)

In their notification, shareholders should state their name, personal identity number, telephone number and the name of any advisors. 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 Company provides power of attorney forms at [www.trelleborg.com](http://www.trelleborg.com) and by post to shareholders who contact the company and provide an address. 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.

Shareholders whose shares have been registered in the name of a trustee must temporarily have the shares reregistered in their own name not later than Thursday, April 18, 2013. (Such registration should be requested in accordance with the trustee's requirements to meet this deadline).

### PROGRAM

Note that the Meeting commences at 5:00 p.m. with admission for registration from 3:00 p.m.

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|------------------|--------------------------------------|
| 3:00 – 5:00 p.m. | Registration with light refreshments |
| 4:00 p.m.        | Meeting hall opens                   |
| 5:00 p.m.        | Meeting commences                    |

### PROPOSED AGENDA FOR MEETING

- 1 Election of Chairman of the Meeting (see below).
- 2 Preparation and approval of voting list.
- 3 Election of either one or two minutes-checkers.
- 4 Determination of whether the Meeting has been duly convened.
- 5 Approval of the Agenda.
- 6 President's presentation of operations.
- 7 Presentation of the annual report and the auditor's reports and the consolidated financial statements.
- 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.
- 10 Presentation of the work of the Nomination Committee.
- 11 Decision regarding number of Board members (see below).
- 12 Decision regarding remuneration of the Board, auditing firm, Audit Committee and Remuneration Committee (see below).
- 13 Election of Board and Chairman of the Board as well as authorized accounting firm (see below).
- 14 Decision regarding remuneration principles for the President and senior executives (see below).
- 15 Decision on appointment of Nomination Committee (see below).
- 16 Close of meeting.



Trelleborg's Nomination Committee, which was appointed according to the principles resolved on by the 2012 Annual General Meeting, comprises Rolf Kjellman (Chairman of the Nomination Committee), Henry and Gerda Dunker Foundation - Henrik Didner, Didner & Gerge Funds - Peter Rönström, Lannebo Funds - Åsa Nisell, Swedbank Robur Funds - Johan Strandberg, SEB Investment Management, representing the Group's major shareholders and approximately 62 percent of the votes, and the Chairman of the Board Anders Narvinger.

#### PROPOSED RESOLUTIONS

##### 1 - ELECTION OF CHAIRMAN OF THE MEETING

Nomination Committee proposes Board Chairman Anders Narvinger as Chairman of the Meeting.

##### 9 - DIVIDEND

The Board of Directors and President propose a cash dividend to shareholders of SEK 3.00 per share (2.50). April 29 is proposed as the record date for the dividend. If the Meeting resolves in accordance with the proposal, the dividend is expected to be paid out through Euroclear Sweden AB on May 3. However, the record date and the payment date may be postponed due to the technical process required to implement payment.

##### 11 - DECISION REGARDING NUMBER OF BOARD MEMBERS

The Nomination Committee proposes that the Board of Directors – to the extent that it is elected by the Annual General Meeting – shall comprise eight members.

##### 12 - DETERMINATION OF REMUNERATION OF THE BOARD, AUDITING FIRM, AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Nomination Committee proposes that the Annual General Meeting resolve that the total fees paid to the Board, excluding travel expenses, be SEK 3,620,000 (3,450,000), with SEK 1,100,000 (1,050,000) to be paid to the Chairman and SEK 420,000 (400,000) each to be paid to those Board members who are not employed within the Trelleborg Group. The Nomination Committee proposes that the auditor's fees be paid on a current account basis.

The Nomination Committee proposes that fees paid to those assigned to the Audit Committee be SEK 150,000 (150,000) for the Chairman and SEK 100,000 (100,000) each for other members. The Nomination Committee proposes that fees paid to those assigned to the Remuneration Committee be SEK 50,000 (50,000) for each member.

##### 13 - ELECTION OF BOARD AND CHAIRMAN OF THE BOARD, AUTHORIZED ACCOUNTING FIRM

The Nomination Committee proposes the re-election of Heléne Vibbleus Bergquist, Claes Lindqvist, Sören Mellstig, Hans Biörck, Nina Udnes Tronstad, Bo Risberg and Peter Nilsson. The Nomination Committee proposes the election of new Board member Jan Carlson. It is proposed that Sören Mellstig be elected as Chairman of the Board.

The Nomination Committee proposes the re-election of PricewaterhouseCoopers as the company's auditor, with Mikael Eriksson as auditor in charge, for the period until the close of the 2014 Annual General Meeting.

Chairman of the Board Anders Narvinger, after 14 years on the Board, 11 of which as Chairman, has declared that he will not be standing for re-election.

##### 14 - DECISION REGARDING REMUNERATION PRINCIPLES FOR THE PRESIDENT AND SENIOR EXECUTIVES

The Board proposes that Trelleborg shall offer market-based terms of employment that enable the Company to recruit, develop and retain senior executives. The remuneration structure shall comprise fixed and variable salary, pension and other remuneration, which together form the individual's total remuneration package. Trelleborg continuously gathers and evaluates information on market-based remuneration levels for relevant industries and markets.

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

The Board has appointed a Remuneration Committee that is led by the Chairman of the Board and decides on matters concerning remuneration and terms of employment for employees reporting directly to the President. The Board resolves on matters relating to remuneration and terms of employment for the President and establishes principles for remuneration and other terms of employment for other senior executives that are presented to the Annual General Meeting for resolution.



#### 15 - DECISION ON NOMINATION COMMITTEE

The Nomination Committee proposes that the appointment of Board members be conducted, in principle, in the manner determined by the 2012 Annual General Meeting, meaning that a Nomination Committee shall be appointed within the Company, to operate for the period until a new Nomination Committee is appointed, for the preparation and presentation of proposals to shareholders at the Annual General Meeting regarding the election of Board members, the Chairman of the Board 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 shareholders in the Company, each of which shall have the right to appoint one member, who should not be a Board member, to the Nomination Committee. If any of the major shareholders should waive their right to appoint a representative to the Nomination Committee, or if a member should resign or leave before his/her work is complete, the Chairman shall invite another major owner to appoint a 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 be entitled 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 not later than six months prior to the Annual General Meeting and 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.

#### ANNUAL REPORT AND OTHER DOCUMENTATION PROVIDED

The Company's Annual Report and auditor's report, the auditor's statement relating to the application of the remuneration principles for the President and senior executives adopted by the 2012 Annual General Meeting and the Board's complete proposal for a decision regarding remuneration principles for the President and senior executives will be available from the Group's head office, Johan Kocksgatan 10, Trelleborg, Sweden, and from the company's website at [www.trelleborg.com](http://www.trelleborg.com) as of March 29 and will also be distributed to those who have requested this and who have provided an address. The Annual Report will be available at the company and from the company's website as of March 19.

#### OTHER INFORMATION

The Board of Directors and the President must, if a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the Company, provide information concerning conditions that could influence the assessment of items on the agenda and conditions that could influence assessments of the financial condition of the company as well as the company's relationship to other Group companies. At April 18, 2013, the number of shares in the company amount to 271,071,783, of which 28,500,000 are Series A shares and 242,571,783 Series B shares. The total number of votes in the company amounted to 527,571,783.

Trelleborg, March 2013  
BOARD OF DIRECTORS