

The Board of Directors



Name	Anders Narvinger ¹⁾	Hans Biörck	Claes Lindqvist	Sören Mellstig ¹⁾	Peter Nilsson	Bo Risberg
Position		Advisor to Skanska AB.	President of Henry Dunkers Förvaltnings AB.		President and CEO.	President and CEO of Hilti Corporation, Liechtenstein.
Qualifications	M.Sc. Eng., Faculty of Engineering, Lund University, and B.Sc. Business and Economics, Uppsala University.	Graduate in business administration.	Graduate in business administration and M.Sc. Eng.	Graduate in business administration.	M.Sc. Eng.	MBA and B.Sc. Eng.
Year elected	1999. Chairman of the Board since 2002.	2009.	2004.	2008.	2006.	2010.
Born	1948.	1951.	1950.	1951.	1966.	1956.
Nationality	Swedish.	Swedish.	Swedish.	Swedish.	Swedish.	Swedish.
Other assignments	Chairman of Alfa Laval AB (publ), Coor Service Management AB, TeliaSonera (publ) and Capio AB. Board member of JM AB (publ), Pernod Ricard SA and ÅF AB.	Chairman of Crescit Asset Management AB, Board member of the Dunker Funds and Foundations, LKAB, Bure Equity AB and SF Bio AB.	Executive Director of Henry and Gerda Dunkers' Foundation and Foundation No. 2. Board member of Dunker Foundations, Svenska Handelsbanken South Region, Novotek AB (publ), among others.	Chairman of Apotek Hjärtat, Textilia, Ferrosan MD A/S.	Board member of Beijer Alma AB (publ), Trioplast Industrier AB, The Chamber of Commerce and Industry of Southern Sweden and The Association of Swedish Engineering Industries.	Deputy Chairman of Grundfors Holding A/S. Board member of Poul due Jensen Foundation and member of the IMD Supervisory Board.
Dependence	No.	Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, Dunker Funds and Foundations.	Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, Dunker Funds and Foundations.	No.	Yes. Dependent in relation to the company as a result of his position as Trelleborg's President.	No.
Previous experience	A number of senior management positions in the ABB Group, including President and CEO of ABB Sweden and President of The Association of Swedish Engineering Industries.	CFO of Skanska AB, Autoliv Inc. and Esselte AB.	A variety of senior positions at ASEA and Åkerlund & Rausing as well as President and CEO of Höganäs AB and Öresundskraft AB.	President and CEO of Gambro and CFO and Vice President of Incentive.	Business Area President at Trelleborg and posts within the Trelleborg Group, as well as management consultant at BSI.	Various management positions at AT Kearney and with ABB in Sweden and Canada.
Own and related-party holdings 2012	30,404 shares.	5,000 shares.	30,404 shares.	115,809 shares.	90,572 shares.	9,011 shares.
Own and related-party holdings 2011	30,404 shares.	-	30,404 shares.	95,809 shares.	80,572 shares and 100,000 call options.	5,000 shares.
Audit Committee attendance	Member 2 of 5 ²⁾	-	Member 5 of 5	Member 5 of 5	-	Member 3 of 5 ²⁾
Finance Committee attendance	Member 2 of 5 ²⁾	-	Member 5 of 5	Member 5 of 5	-	Member 4 of 5 ²⁾
Remuneration Committee attendance	Chairman 5 of 5	Member 5 of 5	Member 5 of 5	-	-	-
Board meeting attendance	Chairman 8 of 8	Member 8 of 8	Member 8 of 8	Member 8 of 8	Member 8 of 8	Member 7 of 8 ³⁾
Remuneration 2012 ⁴⁾						
Board, SEK 000s	1,050	400	400	400	400	400
Committee, SEK 000s	50	50	150	100	100	100
Total 2012, SEK 000s	1,100	450	550	500	500	500
Remuneration 2011 ⁴⁾						
Board, SEK 000s	1,050	400	400	400	400	400
Committee, SEK 000s	150	50	150	100	100	100
Total 2011, SEK 000s	1,200	450	550	500	500	500

1) Chairman of the Board, Anders Narvinger, will not be standing for reelection at the 2013 Annual General Meeting. The Nomination Committee resolved to propose that the Meeting elects the current Board member Sören Mellstig as new Chairman of the Board for the company. The Nomination Committee also resolved to propose that the 2013 Annual General Meeting elects Jan Carlson as a new Board member for the company.

2) In 2012, Anders Narvinger was succeeded by Bo Risberg in the Audit Committee and the Finance Committee.

3) Not present at meeting 5, 2012.

4) Remuneration paid to the Board of Directors for the period May 2012 - April 2013. The fees paid to the members of the Board of Directors elected by the Annual General Meeting are approved by the Annual General Meeting based on the proposals of the Nomination Committee. For 2012, remuneration was paid as per the table above. Remuneration is not paid to members of the Finance Committee. No consulting fees were paid to Board members. Remuneration is not paid to Board members who are also employed by the Group. Remuneration excludes travel allowances.

For additional information concerning remuneration, see Note 3, pages 79-80



Name	Nina Udnes Tronstad	Heléne Vibbleus Bergquist	Peter Larsson	Karin Linsjö	Mikael Nilsson	Birgitta Håkansson
Position	Senior Vice President Procurement Kvæner ASA.	Management Consultant.	Appointed by the Unions of the Trelleborg Group (PTK).	Appointed by the Unions of the Trelleborg Group (LO).	Industrial worker, appointed by the Unions of the Trelleborg Group (LO).	Salaried employee, appointed by the Unions of the Trelleborg Group (PTK).
Qualifications	M.Sc. Eng.	Graduate in business administration.	Engineer.	Elementary school and plant training.	Training in labor law, economics and personnel policy.	Secretarial studies, training in IT and accounting.
Year elected	2010.	2004.	2011.	2000.	2009.	2008.
Born	1959.	1958.	1965.	1954.	1967.	1950.
Nationality	Norwegian.	Swedish.	Swedish.	Swedish.	Swedish.	Swedish.
Other assignments	Board member of SalMar ASA, Norsk Industri Olje og Gass and Kværner Stord AS.	Board member of Nordic Growth Market NGM AB, Renewable Energy Corporation ASA, TradeDoubler AB (publ) and Tjärns AB. Board member and Deputy Chairman of SIDA.	Chairman of Unionen Trelleborg AB.		Chairman of Trelleborg Swedish Works Council (LO) and Chairman of Trelleborg European Works Council. Board member of Avdelning 52 Hus AB.	Vice Chairman of Unionen Trelleborg AB.
Dependence	No.	No.	-	-	-	-
Previous experience	Group Executive of Kvæner ASA, President of Kvæner Verdal AS, Group Executive of Statoil ASA and various management positions at Statoil in Norway, Sweden and Denmark.	Senior Vice President, Group Controller, AB Electrolux, Authorized Public Accountant, partner and member of the Board of PricewaterhouseCoopers in Sweden.				
Own and related-party holdings 2012	-	4,550 shares.	2,300 shares.	501 shares.	-	6,102 shares.
Own and related-party holdings 2011	-	4,550 shares.	1,800 shares.	501 shares.	-	1,602 shares.
Audit Committee attendance	-	Chairman 5 of 5	-	-	-	-
Finance Committee attendance	-	Chairman 5 of 5	-	-	-	-
Remuneration Committee attendance	-	-	-	-	-	-
Board meeting attendance	Member 7 of 8 ⁵⁾	Member 7 of 8 ⁶⁾	Employee representative (PTK). 8 of 8	Employee representative (LO). 8 of 8	Employee representative (LO). 8 of 8	Deputy employee representative (PTK). 8 of 8
Remuneration 2012 ⁴⁾						
Board, SEK 000s	400	400	-	-	-	-
Committee, SEK 000s	-	150	-	-	-	-
Total 2012, SEK 000s	400	550	-	-	-	-
Remuneration 2011 ⁴⁾						
Board, SEK 000s	400	400	-	-	-	-
Committee, SEK 000s	-	150	-	-	-	-
Total 2011, SEK 000s	400	550	-	-	-	-

4) Remuneration paid to the Board of Directors for the period May 2012 – April 2013. The fees paid to the members of the Board of Directors elected by the Annual General Meeting are approved by the Annual General Meeting based on the proposals of the Nomination Committee. For 2012, remuneration was paid as per the table above. Remuneration is not paid to members of the Finance Committee. No consulting fees were paid to Board members. Remuneration is not paid to Board members who are also employed by the Group. Remuneration excludes travel allowances.

5) Not present at meeting 8, 2012.

6) Not present at meeting 5, 2012.

For additional information concerning remuneration, see Note 3, pages 79-80

Group Management



Name	Peter Nilsson	Ulf Berghult	Dario Porta	Mikael Fryklund	Fredrik Meuller	Claus Barsøe
Position	President and CEO Other assignments: Board member of Beijer Alma AB (publ), Trioplast Industrier AB, The Chamber of Commerce and Industry of Southern Sweden and The Association of Swedish Engineering Industries.	Chief Financial Officer (CFO).	Business Area President, Trelleborg Coated Systems.	Business Area President, Trelleborg Industrial Solutions.	Business Area President, Trelleborg Offshore & Construction.	Business Area President, Trelleborg Sealing Solutions.
Qualifications	M.Sc. Eng.	B.Sc.	M.Sc. Eng.	M.Sc. Eng., B.Sc.	B.Sc. in Finance	Graduate in business administration.
Born	1966.	1962.	1959.	1963.	1970.	1949.
Nationality	Swedish.	Swedish.	Italian.	Swedish.	Swedish.	Danish.
Previous experience includes	Business Area President at Trelleborg and posts within the Trelleborg Group, as well as management consultant at BSI.	CFO of Dometic Group, Thule Group, Rolls Royce Marine Systems and controller at Trelleborg.	President of Reeves and Business Unit President at Trelleborg.	Business Unit President at Trelleborg and other management positions at Trelleborg and Bosch.	VP Strategic Development & Group Projects Trelleborg, Business Unit President at Trelleborg, McKinsey & Co., JP Morgan.	Market Director of Alfa Laval, various positions at Busak+Shamban and Polymer Sealing Solutions.
Own and related-party holdings 2012	90,572 shares.	15,000 shares.	–	7,000 shares.	–	–
Own and related-party holdings 2011	80,572 shares and 100,000 call options*.	–	–	7,000 shares.	–	25,000 call options*.
Employed	1995.	2012.	2006.	2002.	2002.	2003.
In current position since	2005.	2012.	2012.	2012.	2012.	2003.

* The principal owner Henry and Gerda Dunkers Donation Fund No. 2 issued a call option program in February 2008. At that time, nine senior executives purchased 255,000 call options in Trelleborg at a price of SEK 10.98 per call option. Each call option entitles the holder to purchase one share of Series B in Trelleborg AB during the period March 15, 2008 – March 15, 2012 at an exercise price at SEK 125.50. As a result of the implemented rights issue in 2009 and in accordance with terms and conditions of the options, the exercise price was recalculated to SEK 57.70 per share and each call option will entitle the holder to purchase 2.18 shares. By the end of the program, all options had been sold. The principal owner's objective for the call option program is to promote the long-term commitment of management executives in the company. Trelleborg AB did not participate in the offer and will not have any expenses in connection with the offer.

Remuneration of Group Management 2012

SEK 000s	Fixed salary	① Annual variable salary	② Long-term program ¹⁾	③ Other benefits	Total	Pension	Total including pension
President	2012 8,713 ²⁾	5,408	3,907	170	18,198	3,384	21,582
	2011 8,447	4,711	3,900	172	17,230	3,254	20,484
Group Management, others (10 persons) ³⁾	2012 31,863	12,923	9,362	974	55,122	10,681	65,803
	2011 30,061	10,595	9,751	688	51,095	12,490	63,585
Total	2012 40,576	18,331	13,269	1,144	73,320	14,065	87,385
Total	2011 38,508	15,306	13,651	860	68,325	15,744	84,069

1) Expensed 2012. 2) Of this amount, fixed salary represented SEK 8,320,000 with the remainder mainly consisting of a change in vacation pay liability. 3) Changes in Group Management took place in 2012 and, at the end of the year, Group Management comprised ten individuals in addition to the President.

Principles for remuneration

The following are the principles for remuneration of senior executives adopted by the Annual General Meeting:

- Trelleborg will offer market-based terms of employment that enable the company to recruit, develop and retain senior executives.
- The remuneration structure will 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.
- Principles for remuneration may vary depending on local conditions.
- The remuneration structure will be based on such factors as position, expertise, experience and performance.

Senior executives comprise the President and other members of Group Management. The principles are supplemented by a policy for benefits for senior executives as well as a global Remuneration Policy covering all managers and senior salaried employees. In 2012, total remuneration of Group Management amounted to SEK 73,320,000 (68,325,000), excluding pension premiums, and SEK 87,385,000 (84,069,000), including pension premiums.



Name	Maurizio Vischi	Sören Andersson	Claes Jörwall	Ulf Gradén	Patrik Romberg
Position	Business Area President, Trelleborg Wheel Systems.	Senior Vice President, Human Resources.	Senior Vice President, Mergers & Acquisitions.	Senior Vice President, General Counsel and Secretary.	Senior Vice President, Corporate Communications.
Qualifications	MBA.	University studies in economics, sociology and education.	Graduate in business administration.	Master of Law, Reporting Clerk, Court of Appeal.	MBA and university studies in behavioral science and education.
Born	1955.	1956.	1953.	1954.	1966.
Nationality	Italian.	Swedish.	Swedish.	Swedish.	Swedish.
Previous experience includes	Various management positions at Pirelli.	Various HR posts at SCA.	Senior Vice President, Taxes and Group Structures, department manager at the Swedish National Tax Board.	Corporate Legal Counsel at Mölnlycke and General Counsel at PLM/Rexam.	Various posts at Unilever and the Trelleborg Group.
Own and related-party holdings 2012	–	6,080 shares	16,031 shares.	–	901 shares.
Own and related-party holdings 2011	–	6,080 shares and 10,000 call options*.	16,031 shares.	10,000 call options*.	901 shares.
Employed	1999.	1998.	1988.	2001.	2006.
In current position since	2001.	1998.	1988.	2001.	2011.

* The principal owner Henry and Gerda Dunkers Donation Fund No. 2 Issued a call option program in February 2008. At that time, nine senior executives purchased 255,000 call options in Trelleborg at a price of SEK 10.98 per call option. Each call option entitles the holder to purchase one share of Series B in Trelleborg AB during the period March 15, 2008 - March 15, 2012 at an exercise price at SEK 125.50. As a result of the implemented rights issue in 2009 and in accordance with terms and conditions of the options, the exercise price was recalculated to SEK 57.70 per share and each call option will entitle the holder to purchase 2.18 shares. By the end of the program, all options had been sold. The principal owner's objective of the call option program is to promote the long-term commitment of management executives in the company. Trelleborg AB did not participate in the offer and will not have any expenses in connection with the offer.

1 Annual variable salary

The annual variable salary is based on the achievement of predefined targets for a number of performance indicators. The 2012 targets pertained to the Group's profit before tax and the Group's operating cash flow, both excluding the effect of structural changes, as approved by the Board of Directors, and excluding the profit effect from Trelleborg-Vibracoustic. For the business areas, other operating key figures also served as targets for annual variable salary. Annual variable salary does not constitute pensionable income and does not form the basis of vacation pay. In 2012, the President's variable salary was a maximum of 65 percent of fixed salary. For other senior executives, variable salary was a maximum of 30-60 percent of fixed salary in 2012.

2 Long-term incentive program

Since 2005, the Board of Directors has annually resolved to introduce a long-term incentive program for the President and for certain senior executives considered to exercise a significant influence on the Trelleborg Group's earnings per share. These programs are ongoing, three-year programs. The Board determines annually whether to instigate new programs and, if so, the scope, objective and participants of such new programs. The incentive programs are cash-based and constitute a supplement to the annual variable salaries, provided that the executive has not terminated his employment at the Trelleborg Group as per December 31 in the year in which the program ends.

Purpose

The incentive programs are directional and have long-term content. The aim is to continue to promote and retain the commitment of senior executives to the Group's development, thereby increasing value for the Group's shareholders.

Target figures

The target value for the incentive programs is the Trelleborg Group's earnings per share, with an annual improvement of 10 percent, excluding items affecting comparability and the impact of any share buyback programs, and includes the costs for the programs. For the current programs, the Board has established a target of SEK 2.85 in earnings per share for 2010, a target of SEK 5.20 for 2011 and a target of SEK 6.02 for 2012, with the upper cap for payments for all programs set at 25 percent of the maximum annual variable salary per program per year.

Outcome and payment

The result is calculated annually and accumulated over the three-year period and potential payments are made in the first quarter of the year after the program expires. For the program approved for 2009, payment was made in the first quarter of 2012, for the program approved for 2010, payment will be made in the first quarter of 2013, for the program approved for 2011, payment will be made in the first quarter of 2014 and for the program approved for 2012, payment will be made in the first quarter of 2015. The payments do not constitute pensionable income and do not form the basis of calculation of vacation pay. In 2012, earnings were charged with SEK 24,022,000 (26,798,000) and additional payroll expenses of SEK 5,823,000 (6,396,000).

Other incentive programs

The Group has no ongoing convertible debenture or warrant programs at the present time.

3 Other benefits

The President and other senior executives have the possibility of having, primarily, a company car and medical expenses insurance.

4 Pension

The pension agreement is a defined-contribution scheme. For the President and other senior executives, the premium can vary between 20 and 45 percent of the fixed salary, where this is legally possible. For the President, the premium is computed as 40 percent of the fixed salary. Pensionable age for the President is 65; however, both the company and the President have the right, without special motivation, to request early retirement from the age of 60, with a mutual six-month notice of termination. If the President enters early retirement, the employment agreement and pension agreement are rendered invalid as of that time. Some of the senior executives have agreements specifying mutual rights to request early retirement from the age of 60. In this case, compensation amounting to 60 percent of fixed annual salary is paid until the age of 65, after which the regular retirement pension payments become effective.

Severance pay

For the President, termination of employment by the company shall be subject to a period of notice of 24 months. The period of notice from the President is six months. During the period of notice, fixed salary is payable. Certain senior executives have extended notice of termination periods when initiated by the company, normally 12, 18 or 24 months, whereas the notice period is six months when initiated by the senior executive.

For additional information concerning remuneration, see Note 3, pages 79-80