



AGENDA
for the Annual General Meeting of Trelleborg AB (publ)
Thursday, April 21, 2016, at 5:00 p.m.

PROPOSED AGENDA FOR MEETING

- 1 Election of Chairman of the Meeting.
- 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 report and the consolidated financial statements and the auditor's report for the Group.
- 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 and record date)
 - 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 Determination of the number of Board members.
- 12 Decision regarding remuneration of the Board, auditing firm, Audit Committee, Remuneration Committee and Finance Committee.
- 13 Election of Board members and Chairman of the Board as well as registered auditing firm.
- 14 Resolution on remuneration principles for the President and senior executives.
- 15 Resolution on appointment of Nomination Committee.
- 16 Closure of Meeting.



PROPOSED RESOLUTIONS IN FULL
Trelleborg AB Annual General Meeting, April 21, 2016

1 - ELECTION OF CHAIRMAN OF THE MEETING

The Nomination Committee proposes Board Chairman Sören Mellstig be elected as Chairman of the Annual General Meeting.

9 - DIVIDEND

The Board of Directors and President propose a cash dividend to shareholders of SEK 4.00 per share (3.75). April 25, 2016 is proposed as the record date for the dividend. If the Meeting approves the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on April 28, 2016. However, the record date and the payment date may be postponed due to the technical process required to implement payment.

11 - DETERMINATION OF THE 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 – is to comprise nine (9) members.

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

The Nomination Committee proposes that the Annual General Meeting resolve that the total fees paid to the Board, excluding travel expenses, be SEK 5,065,000 (4,625,000), with SEK 1,425,000 (1,300,000) to be paid to the Chairman and SEK 520,000 (475,000) 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 payable to those assigned to the Audit Committee be SEK 175,000 (150,000) for the Chairman and SEK 110,000 (100,000) each for other members. The Nomination Committee proposes that fees payable to those assigned to the Remuneration Committee be SEK 60,000 (50,000) for each member. The Nomination Committee proposes that fees payable to those assigned to the Finance Committee be SEK 60,000 (50,000) for each member.

13 - ELECTION OF BOARD MEMBERS AND CHAIRMAN OF THE BOARD AS WELL AS REGISTERED AUDITING FIRM

The Nomination Committee proposes the re-election of Hans Biörck, Jan Carlson, Sören Mellstig, Peter Nilsson, Bo Risberg and Anne Mette Olesen. The Nomination Committee proposes the election of new Board members Gunilla Fransson, Johan Malmquist and Susanne Pahlén Åklundh. 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 for the period until the close of the 2017 Annual General Meeting. A detailed presentation of the proposed Board members is available at www.trelleborg.com.

14 – RESOLUTION ON REMUNERATION PRINCIPLES FOR THE PRESIDENT AND SENIOR EXECUTIVES



Principles of remuneration and other conditions of employment for senior executives

Senior executives include the President and other members of Group Management.

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

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

The Board has appointed a Remuneration Committee, headed by the Chairman, which makes decisions on matters regarding remuneration and conditions of employment for employees who report directly to the President. The Board of Directors makes decisions on issues relating to remuneration and conditions of employment for the President and determines principles for the remuneration and other conditions of employment for other senior executives, which are presented to the Annual General Meeting for resolution.

Remuneration

The remuneration structure is to be based on factors including position held, expertise, experience and performance.

Cash-based remuneration is to comprise fixed and variable salary. Fixed salary is reviewed annually on January 1.

Variable salary is to be based on the extent to which pre-established, primarily quantitative, targets are achieved. Variable salary is to correspond to not more than 65 percent of fixed salary for the President and between 25 and 65 percent of fixed salary for other senior executives. The outcome does not constitute pensionable income and does not form the basis of vacation pay.

Pensions

For pension agreements established after January 1, 2005, the retirement age is to be 65. However, the pension agreement for the President is to entitle both the company and the President, without special justification, to request early retirement from the age of 60.

Pension agreements are to be based on a defined contribution solution and secured through insurance and can vary between a minimum of 20 percent and a maximum of 45 percent. For the President, the premium is to comprise at most 40 percent of fixed salary and for other senior executives stationed in Sweden, at most 30 percent of fixed salary.

As far as possible, older pension agreements are to be adapted to the above plan.

Other conditions

For the President, a maximum period of notice of termination of 24 months is to apply. For other senior executives, a maximum period of notice of 24 months is to apply. No additional severance pay is to apply.

In the event of termination by the executive, six months' notice is to apply.

All senior executives are to have the right to a company car and healthcare insurance.



As far as possible, older agreements are to be adapted to the above plan.

Long-term incentive program

The President, senior executives and selected key individuals (approximately 40 people) who have a significant influence on the company's earnings per share are annually offered a cash-based long-term incentive program. This program applies over a period of three years. The target for the program comprises the company's earnings per share, where the starting point comprises the outcome for earnings per share in the preceding year, with an annual improvement of 10 percent for the subsequent two years. Participants and the target for the program are determined by the Board. The outcome is linked to the executive's target level for annual variable salary and is limited to a maximum of 33.3 percent of the maximum variable salary per year and program for the President and other executives. Payment takes place following completion of the program, that is, after three years, on condition that the executive is still an employee of the Group at the end of the third year. The outcome does not constitute pensionable income and does not form the basis of vacation pay.

15 - RESOLUTION ON APPOINTMENT OF THE NOMINATION COMMITTEE

The Nomination Committee proposes that the appointment of Board members be conducted, in principle, in the manner determined by the 2015 Annual General Meeting, meaning that a Nomination Committee is to 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 is to consist of five members, comprising representatives of five major shareholders, these being appointed in accordance with the following.

Not later than at the end of August, the Chairman of the Board is to contact five major shareholders in the company, each of whom 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 is to 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 is to 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 are to 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 is to be published in a press release. The Nomination Committee is to have the right to charge the company with costs for the recruitment of consultants, if such are deemed necessary, to obtain a suitable choice of candidates for the Board. The Nomination Committee is to report on its work at the Annual General Meeting. The Nomination Committee procedure is proposed to apply until further notice and until a new resolution is passed by a general meeting.

16 - CLOSE OF THE MEETING