

2016 proposal

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors of Trelleborg AB (publ) for adoption at the 2016 Annual General Meeting

The Nomination Committee proposes that, for the next term of office, the Board of Directors should comprise nine members, with no deputies.

The Nomination Committee proposes the re-election of Hans Biörck, Jan Carlson, Sören Mellstig, Peter Nilsson (President), Anne Mette Olesen and Bo Risberg, and the election of new Board members Gunilla Fransson, Johan Malmquist and Susanne Pahlén Åklundh. It is proposed that Sören Mellstig be re-elected Chairman of the Board.

Gunilla Fransson has worked for Saab AB, most recently as Head of Business Area Security and Defence Solutions. She has previously held several positions within Ericsson AB. Gunilla Fransson is currently a board member of Net Insight AB, Permobil AB and Teleopti TEM AB.

Johan Malmquist has worked for Getinge AB for many years, serving as its President and CEO for 18 years. He is currently advisor to Getinge and a board member of Mölnlycke Health Care AB, Elekta AB and the Chalmers University of Technology Foundation.

Susanne Pahlén Åklundh is a long-time employee of Alfa Laval AB and has been its Equipment Division President since 2009. Susanne Pahlén Åklundh is also a board member of Definox AS, Alfdex AB and Nederman AB.

The Nomination Committee has familiarized itself with the Chairman of the Board's report on the work of the Board and met the President to hear his description of the performance of the operations. In addition, the Board and the Nomination Committee have been informed about, and received a verbal report on, the external evaluation of the Board's work and function. The Nomination Committee's assessment is that the Board is functioning highly effectively and that the Chairman and the Board members are pursuing the Board work in a motivated and committed manner.

The Nomination Committee has discussed in detail the experiences that are needed and the requirements that may be placed on a company of Trelleborg's size, international presence and technical breadth and depth. A renewal and gender distribution of the Board are issues that have also been addressed in-depth by the Nomination Committee. The Nomination Committee has diligently looked for new members who have experience from both international and industrial operations to complement the Board. Moreover, the Committee has searched for members who can reinforce the Board in terms of business development. The proposed new members have such backgrounds and the Committee feels that they are extremely well suited to the Board of Trelleborg AB.

The proposal for Board members also satisfies the requirements pursuant to Chapter 4 of the Swedish Corporate Governance Code for diversity and breadth as regards the Board members' competence, experience and background considering the company's operations, stage of development and conditions in general. Excluding the President, three of the eight proposed Board members are women (37.5 percent), which is unchanged from last year.

The Nomination Committee considers the Board members Jan Carlson, Gunilla Fransson, Sören Mellstig, Anne Mette Olesen, Bo Risberg and Susanne Pahlén Åklundh to be independent of the company, company management and the company's major shareholders. The Committee has also noted that Peter Nilsson is dependent in relation to company management and that Hans Biörck and Johan Malmquist are dependent in relation to the company's largest shareholder, the Dunker Interests.

Stockholm, January 2016
Nomination Committee of Trelleborg AB (publ)