

## **NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS – 2016 ANNUAL GENERAL MEETING TRELLEBORG AB**

### **1 – ELECTION OF CHAIRMAN OF THE MEETING**

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

### **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 Johan Malmquist, Gunilla Fransson 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. For a presentation of the proposed Board members, refer to Appendix 1.

### **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.

**Hans Biörck**

Board member

Other assignments: Chairman of Crescit Asset Management AB. Board member of the Dunker Funds and Foundations, LKAB and Bure Equity AB.

Qualifications: Graduate in business administration

Formerly CFO of Skanska AB, Autoliv Inc. and Esselte AB.

Year of birth: 1951

Dependent: Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, the Dunker Interests.

Number of shares in Trelleborg: 5,000

**Jan Carlson**

Board member

President and Chairman of Autoliv Inc.

Other assignments: Board member of BorgWarner Inc., The Confederation of Swedish Enterprise and The Association of Swedish Engineering Industries.

Formerly President of Saab Combitech.

Qualifications: M.Sc. Eng.

Year of birth: 1960

Dependent: No

Number of shares in Trelleborg: -

**Sören Mellstig**

Board member and Chairman

Other assignments: Chairman of Ellevio AB, Textilia and Ferrosan MD A/S. Board member of The Julin Foundation.

Qualifications: Graduate in business administration

Formerly President and CEO of Gambro and CFO and Vice President of Incentive, among other positions.

Year of birth: 1951

Dependent: No

Number of shares in Trelleborg: 117,809

**Bo Risberg**

Board member

Other assignments: Chairman of Piab Group Holding AB and Valmet Oy. Deputy Chairman of Grundfos Holding A/S and the IMD Supervisory Board. Board member of Nordstjernen AB.

Qualifications: MBA and B.Sc. Eng.

Formerly President and CEO of Hilti Corporation and various management positions at ABB in Sweden and Canada.

Year of birth: 1956

Dependent: No

Number of shares in Trelleborg: 9,011

**Anne Mette Olesen**

Board member

Chief Marketing Officer AAK AB.

Other assignments: Board member of ISIS A/S.

Qualifications: MBA and B.Sc. Eng.

Formerly held management positions at Coloplast A/S, Chr. Hansen A/S and Danisco Ingredients A/S.

Year of birth: 1964

Dependent: No

Number of shares in Trelleborg: 2,500

**Peter Nilsson**

Board member

President and CEO

Other assignments: Board member of Beijer Alma AB (publ), Trioplast Industrier AB and The Chamber of Commerce and Industry of Southern Sweden.

Qualifications: M.Sc. Eng.

Formerly Business Area President at Trelleborg and other positions within the Trelleborg Group, as well as management consultant at BSI.

Year of birth: 1966

Dependent: Yes. Dependent in relation to the company as a result of his position as Trelleborg's President.

Number of shares in Trelleborg: 90,572

**Gunilla Fransson**

Current position: Chairman of the Board/owner Glemminge-Tågarp consultancy

Other assignments: Board member of Net Insight AB, Permobil AB and Teleopti TEM. Proposed (2016) as Board member of Enea AB.

Qualifications: M.Sc. in Chemical Engineering (Royal Institute of Technology, Stockholm), Licentiate of Technology in Nuclear Chemistry (Royal Institute of Technology, Stockholm).

Year of birth: 1960

Dependent: No

Number of shares in Trelleborg: 3,000

**Susanne Pahlen Åklundh**

Current position: Equipment Division President, Alfa Laval AB

Other assignments: Board member i Alfdex AB.

Qualifications: Master of Science, Chemical Engineering (Faculty of Engineering (LTH), Lund University).

Year of birth: 1960

Dependent: No

Number of shares in Trelleborg: -

**Johan Malmquist**

Current position: Advisor to Getinge AB

Other assignments: Board member of Dunker foundations, Chalmers University of Technology Foundation, Molnlycke Health Care (Patricia/Investor AB) and Elekta AB. Member of the Royal Swedish Society of Engineering Sciences (IVA). Proposed (2016) as Board member of SCA AB and Getinge AB.

Qualifications: Graduate in business administration

Year of birth: 1961

Dependent: Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, the Dunker Interests.

Number of shares in Trelleborg: