



## 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 Thursday, April 27, 2017, at 5:00 p.m. in Söderslätts hallen, Klörupsvägen 48, Trelleborg, Sweden.

## NOTIFICATION AND REGISTRATION

Shareholders wishing to participate in the Meeting must

- be recorded in the share register maintained by Euroclear Sweden AB not later than Friday, April 21, 2017 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 Friday, April 21, 2017.

Notification can be given on the Group's website [www.trelleborg.com/anmalan](http://www.trelleborg.com/anmalan), by post to Trelleborg AB "AGM" c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by telephone to +46 (0)410-670 04 (weekdays between 9:00 a.m. and 4:00 p.m.).

In their notification, shareholders are to 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, are to 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 Friday, April 21, 2017. (Such registration should be requested in accordance with the trustee's requirements to meet this deadline).

## PROGRAM

Note that the Annual General Meeting commences at 5:00 p.m. with admission for registration from 2:45 p.m.

2:45 – 5:00 p.m.	Registration with light refreshments
3:30 p.m.	Meeting hall opens
5:00 p.m.	Meeting commences

## 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 Close of meeting.



Trelleborg's Nomination Committee, which was appointed according to the principles resolved on by the 2016 Annual General Meeting, comprises Ragnar Lindqvist (Chairman of the Nomination Committee), the Dunker Interests – Henrik Didner, Didner & Gerge Funds – Peter Lagerlöf, Lannebo Funds – Tomas Risbecker, AMF Insurance and Funds – Olof Jonasson, First Swedish National Pension Fund, representing the Group's major shareholders and approximately 63.6 percent of the votes, and the Chairman of the Board Sören Mellstig.

## **PROPOSED RESOLUTIONS**

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

The Nomination Committee proposes Board Chairman Sören Mellstig as Chairman of the Meeting.

### **9 - DIVIDEND**

The Board of Directors and President propose a cash dividend to shareholders of SEK 4.25 per share (4.00). May 2, 2017 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 May 5, 2017. 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 eight (8) 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 4,850,000 (5,065,000), with SEK 1,550,000 (1,425,000) to be paid to the Chairman and SEK 550,000 (520,000) 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 (175,000) for the Chairman and SEK 110,000 (110,000) for each member. The Nomination Committee proposes that fees payable to those assigned to the Remuneration Committee be SEK 100,000 (60,000) for the Chairman and SEK 60,000 (60,000) for each member. The Nomination Committee proposes that fees payable to those assigned to the Finance Committee be SEK 60,000 (60,000) 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 Björck, Gunilla Fransson, Johan Malmquist, Sören Mellstig, Peter Nilsson, Anne Mette Olesen, Susanne Pahlén Åklundh and Bo Risberg. It is proposed that Sören Mellstig be elected as Chairman of the Board. The Nomination Committee proposes, on the recommendation of the Company's Audit Committee, the election of Deloitte as the company's new auditor for the period until the close of the 2018 Annual General Meeting. Further presentation of the proposed Board members is available at [www.trelleborg.com](http://www.trelleborg.com).

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

The Board proposes that Trelleborg is to offer market-based terms of employment that enable the Company to recruit, develop and retain senior executives. The remuneration structure is to 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 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 – RESOLUTION ON APPOINTMENT OF THE NOMINATION COMMITTEE

The Nomination Committee proposes that the Annual General Meeting determines as follows with respect to the appointment of the Nomination Committee, to operate for the period until the composition of a new Nomination Committee is announced, 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 the five largest shareholders, in terms of votes registered in the share register maintained by Euroclear Sweden AB on August 31 in the year prior to the Annual General Meeting.

Not later than at the end of August, the Chairman of the Board is to contact shareholders in the company as stated above, 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 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 the next owner in order of priority to appoint a member, in which case no more than a total of ten shareholders need to be asked, unless this is required for the Nomination Committee to consist of at least four members. In addition, the Nomination Committee can decide to include the Chairman of the Board in the Committee, although not as Chairman of the Committee. The Chairman of the Nomination Committee, unless the Nomination Committee agrees otherwise, should be the member that represents the largest shareholder in terms of votes. The Chairman of the Board is to convene the Nomination Committee to its first meeting and, as part of the work of the Nomination Committee, 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 not later than six months before the Annual General Meeting. Members of the Nomination Committee are to receive no remuneration. The Nomination Committee is to have the right to charge the company with costs for recruitment 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.

## 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 2016 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, from the company's website at [www.trelleborg.com](http://www.trelleborg.com) and will also be distributed to those who have requested this and who have provided an address.

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors is available on the company's website [www.trelleborg.com](http://www.trelleborg.com).

## 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 with other Group companies. The number of shares in the company amounts 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 amounts to 527,571,783.

BOARD OF DIRECTORS  
Trelleborg AB (publ)  
March 2017