

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors of Trelleborg AB (publ) for adoption at the 2019 Annual General Meeting.

At Trelleborg's Annual General Meeting on April 25, 2018, the Chairman of the Board was assigned the task of contacting Trelleborg's five largest shareholders at the end of August to request that they each appoint one member to the Nomination Committee ahead of the 2019 Annual General Meeting.

The Nomination Committee had the following composition:

Ragnar Lindqvist, Dunker Interests
Henrik Didner, Didner & Gerge Funds
Peter Lagerlöf, Lannebo Funds
Tomas Risbecker, AMF Insurance & Funds
Olof Jonasson, First AP Fund

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

The Nomination Committee proposes the re-election of all eight members: Hans Biörck, Gunilla Fransson, Johan Malmquist, Peter Nilsson (President), Anne Mette Olesen, Susanne Pahlén Åklundh, Panu Routila and Jan Ståhlberg.

Furthermore, the Nomination Committee proposes the re-election of Hans Biörck as Chairman of the Board.

Ahead of the Annual General Meeting, the Nomination Committee has held two minuted meetings and also maintained regular contact. The Chairman of the Board has presented the work of the Board and the internal evaluation of the Board's work that was conducted under the supervision of the Chairman. In addition, the Nomination Committee had a meeting with the President and two of the Board members. 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 various different types of experience and expertise that are required by members of a Board in a company of Trelleborg's size, international presence and technical breadth and depth. The assessment is that the Board of Directors corresponds well with these requirements.

The Nomination Committee also considers that its proposal to the Board satisfies requirements pursuant to Chapter 4 of the Swedish Corporate Governance Code. In drafting its proposal, the Nomination Committee has applied Code rule 4.1 as its diversity policy. This states that the Board of Directors is, considering the company's operations, stage of development and conditions in general, to have a suitable composition, characterized by diversity and breadth as regards expertise, experience and background. It is also stated that gender balance is to be pursued. Excluding the President, three of the seven proposed Board members are women (42.8 percent).

The Nomination Committee considers the Board members Hans Biörck, Gunilla Fransson, Anne Mette Olesen, Susanne Pahlén Åklundh and Panu Routilato 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 the company and that Johan Malmquist and Jan Ståhlberg are dependent in relation to the company's largest shareholder, the Dunker Interests.