



## **NOTICE OF ANNUAL GENERAL MEETING IN TRELLEBORG AB (PUBL)**

The shareholders of Trelleborg AB (publ), company registration number 556006-3421, are hereby invited to participate in the Annual General Meeting on Thursday, April 22, 2021. On account of the Covid-19 pandemic, the board of directors has decided that the Annual General Meeting shall be held without the physical presence of shareholders, proxies and external parties. Shareholders can participate in the Meeting by voting by post prior to the Meeting and submitting questions in advance according to the instructions below.

The chairman of the board of directors in a presentation to be made available on [www.trelleborg.com](http://www.trelleborg.com) on the day of the Annual General Meeting will, among others, allow the CEO to account for the business of the Group.

Information regarding the resolutions passed at the Annual General Meeting will be published on April 22, 2021 as soon as the result of the voting has been finally confirmed.

### **NOTIFICATION AND REGISTRATION**

To be entitled to participate in the Annual General Meeting via postal voting, shareholders must:

- be registered as a shareholder in the shareholders' register maintained by Euroclear Sweden AB as of Wednesday, April 14, 2021; and
- notify the company of their intention to participate in the Annual General Meeting by submitting a postal vote in accordance with the instructions under the heading "*Postal voting*" below in such a manner that Euroclear Sweden AB has received the postal vote by Wednesday, April 21, 2021 at the latest. Note that notification of participation in the Annual General Meeting can only be effected via postal voting.

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of its participation in the Annual General Meeting by submitting its postal vote, re-register the shares in its own name so that the shareholder is recorded in the share register as at April 14, 2021. Such registration may be temporary (so-called "voting right registration") and is requested from the nominee in accordance with the nominee's procedures at such time in advance as determined by the nominee. Voting right registrations completed by the nominee not later than Friday, April 16, 2021, will be taken into account in the preparation of the share register.

### **POSTAL VOTING**

The board of directors has decided that the shareholders may only exercise their voting rights by postal voting, pursuant to section 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

A special form is to be used for postal voting. The postal voting form is available on the Group's website [www.trelleborg.com](http://www.trelleborg.com).

The completed and signed postal voting form is to be sent by mail to Trelleborg AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form must be in the possession of Euroclear Sweden AB on April 21, 2021 at the latest. Shareholders who are natural persons may also submit postal votes electronically through verification using the BankID security app via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted by April 21, 2021 at the latest.

If the shareholder wishes to cast their postal vote through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the form. The power of attorney form is available on the Group's website [www.trelleborg.com](http://www.trelleborg.com). If the shareholder is a legal entity, a certificate of registration or an equivalent authorization document must be enclosed along with the form.

The shareholder is not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal vote is rendered invalid. Further information and conditions can be found on the postal voting form.



## SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the board of directors and the CEO shall, 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 an item on the agenda, conditions that could influence the assessment of the financial condition of the company or subsidiaries as well as the company's relationship to other Group companies, and information on the consolidated financial statements.

Requests to receive such information must be submitted in writing to the company not later than April 12, 2021 by mail to Trelleborg AB (publ), Attn: General Counsel, Box 153, SE-231 22 Trelleborg, Sweden or by e-mail to [arsstamma@trelleborg.com](mailto:arsstamma@trelleborg.com). The requested information will be available on the Group's website, [www.trelleborg.com](http://www.trelleborg.com), and at the company's head office at Johan Kocksgatan 10, SE-231 45 Trelleborg, Sweden, not later than April 17, 2021. The requested information will also be sent to shareholders who requested the information and provided an address.

## PROPOSED AGENDA

- 1 Election of Chairman of the meeting
- 2 Election of one or two persons to verify the minutes
- 3 Preparation and approval of the voting list
- 4 Determination of whether the meeting has been duly convened
- 5 Approval of the agenda
- 6 Consideration of the Annual Report and the Auditor's Report, and the consolidated Financial Statement and the consolidated Auditor's Report
- 7 Resolutions concerning:
  - a) adoption of the Income Statement and the Balance Sheet and the consolidated Income Statement and the consolidated Balance Sheet
  - b) the disposition of the Company's profit or loss in accordance with the adopted Balance Sheet
  - c) discharge of the members of the Board and the CEO from personal liability
- 8 Determination of the number of members of the board of directors
- 9 Confirmation of fees for members of the board of directors and the auditor
- 10 Election of the Board of Directors, the Chairman of the Board and auditor
- 11 Presentation of the Board of Directors' remuneration report for approval
- 12 Resolution on instructions for the Nomination Committee
- 13 Resolution on amendments to the Articles of Association

## PROPOSALS FOR DECISION

### 1 – ELECTION OF CHAIRMAN OF THE MEETING

The Nomination Committee proposes the chairman of the board of directors, Hans Biörck, to be elected as Chairman of the Annual General Meeting, or in the event he is unable to participate, the person appointed by the board of directors.

### 2 – ELECTION OF ONE OR TWO PERSONS TO VERIFY THE MINUTES

The board of directors proposes Kurt Dahlman (Greta o Johan Kocks Fromma Stiftelse) and Henrik Didner (Didner & Gerge Funds), or in the event one or both of these are unable to participate, the person(s) appointed by the board of directors, to verify the minutes of the meeting.

The duties of the minute-checkers are also to verify the voting list and that the postal votes received are correctly recorded in the minutes of the meeting.

### 3 – PREPARATION AND APPROVAL OF THE VOTING LIST

The voting list that is proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the meeting's share register and received postal votes, verified by the minute-checkers.



## **7 (b) – RESOLUTIONS CONCERNING THE DISPOSITION OF THE COMPANY’S PROFIT OR LOSS IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET**

The board of directors proposes a cash dividend to shareholders of SEK 5.00 per share. The proposed record date for the dividend is April 26, 2021. If the meeting approves the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on April 29, 2021. However, the record date and the payment date may be postponed due to the technical process required to implement payment.

## **8 – DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

The Nomination Committee proposes that the board of directors shall be comprised of seven (7) members elected by the meeting, with no deputies.

## **9 – CONFIRMATION OF FEES FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR**

The Nomination Committee proposes that the Annual General Meeting resolves that the fees paid to the members of the board of directors shall be SEK 5,150,000 (2020: 4,750,000), with SEK 1,900,000 (2020: 1,750,000) to be paid to the chairman and SEK 650,000 (2020: 600,000) each to be paid to those board members appointed by the Meeting who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to members of the Audit Committee shall be SEK 250,000 (2020: 220,000) for the Chairman and SEK 150,000 (2020: 140,000) to other members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to members of the Remuneration Committee shall be SEK 150,000 (2020: 125,000) for the Chairman and SEK 85,000 (2020: 75,000) to other members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to those assigned to the Finance Committee shall be SEK 85,000 (2020: 75,000) each for the Chairman and to other 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.

## **10 – ELECTION OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD AND AUDITOR**

The Nomination Committee proposes, for the period until the next Annual General Meeting, the re-election of Hans Biörck, Gunilla Fransson, Johan Malmquist, Peter Nilsson, Anne Mette Olesen and Jan Ståhlberg as board members, and the election of Monica Gimre as new board member. Susanne Pahlén Åklundh has declined re-election. It is proposed that Hans Biörck be re-elected as chairman of the board.

The Nomination Committee proposes, on the recommendation of the company’s Audit Committee, the re-election of Deloitte AB as the company’s auditor for the period until the next Annual General Meeting. Deloitte AB has informed the company that Hans Warén will remain as auditor in charge in the event that Deloitte AB is re-elected.

Further information on the proposed board members is available at [www.trelleborg.com](http://www.trelleborg.com).

## **11 – PRESENTATION OF THE BOARD OF DIRECTORS’ REMUNERATION REPORT FOR APPROVAL**

The board of directors proposes that the Annual General Meeting resolves to approve the remuneration report prepared by the board of directors for the 2020 fiscal year.

## **12 – RESOLUTION ON INSTRUCTIONS FOR 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 as such 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 September 15 in the year prior to the Annual General Meeting, 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.

### **13 – RESOLUTION ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors proposes that the Annual General Meeting resolves to amend the Articles of Association in accordance with the following. The board of directors proposes that the in the law removed term “name” (Sw. *firma*) is removed from article 1 of the Articles of Association and is replaced with “business name” (Sw. *företagsnamn*) (this change is only relevant for the Swedish version of the Articles of Association) and that the deadline “3:00 p.m. on” be removed from article 9 of the Articles of Association so that the relevant sentence reads as follows: “To participate in a shareholders’ meeting, shareholders shall notify the Company not later than ~~3:00 p.m.~~ on the date specified in the notice convening the meeting.” Furthermore, the Board of Directors proposes that a new article 14 be entered in the Articles of Association and consequently, the numbering of the following articles be updated accordingly. The intention of the proposal regarding the introduction of a new article 14 is to enable the Board of Directors to decide that shareholders may be entitled to exercise their voting rights by post ahead of a shareholders’ meeting. In conclusion, the Board of Directors proposes that the reference to the act in article 16 (according to the updated numbering following the introduction of a new article 14) be updated as a result of a legislative change. In accordance with the above, it is proposed that the relevant amended articles 1, 9 and 16 and the new article 14 shall read as follows:

#### *Article 1*

*The name of the Company is Trelleborg AB. The Company is public (publ).*

#### *Article 9*

*Notice convening a shareholders’ meeting shall be announced in the Post- och Inrikes Tidningar and on the company’s website. An announcement that notification of the Annual General Meeting has taken place shall also be made in Dagens Industri.*

*To participate in a shareholders’ meeting, shareholders shall notify the Company not later than the date specified in the notice convening the meeting. This may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year’s Eve, nor may it fall less than five working days prior to the meeting.*



*Assistants may only accompany shareholders at shareholders' meetings if such a shareholder gives notification of the number of assistants in the manner described above in connection with notification of shareholders' participation in shareholders' meetings.*

*Article 14*

*The Board may resolve, ahead of a shareholders' meeting, that the shareholders shall be entitled to exercise their voting rights by post prior to the shareholders' meeting.*

*Article 16*

*Shareholders or trustees who, on the record date, are entered in the shareholders' register and noted in a control register in accordance with Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479) or those listed in a control account, in accordance with Chapter 4, Section 18, paragraph 1, lines 6 – 8 of the aforementioned Act shall be deemed to be authorized to exercise the rights detailed in Chapter 4, Section 39 of the Swedish Companies Act (2005:551).*

For the decision under this article to be valid, it must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

#### **ANNUAL REPORT AND OTHER DOCUMENTATION PROVIDED**

The company's Annual Report (which includes the Board of Directors' reasoned statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act) and the auditor's report for the 2020 fiscal year, the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act and the remuneration report will be available at the company's head office, Johan Kocksgatan 10, SE-231 45 Trelleborg, Sweden and on the company's website [www.trelleborg.com](http://www.trelleborg.com) not later than three weeks prior to the Annual General Meeting. The Nomination Committee's reasoned statement regarding proposals for the Board of Directors will be available at the company's head office, Johan Kocksgatan 10, SE-231 45 Trelleborg, Sweden and on the company's website [www.trelleborg.com](http://www.trelleborg.com). The documents are presented by being made available at the company's head office and on the company's website. The documents will also be sent to those shareholders who request them and provide their address.

#### **OTHER INFORMATION**

The number of shares in the company on the date of this notice amounts to 271,071,783, of which 28,500,000 are Series A shares (ten votes per share) and 242,571,783 Series B shares (one vote per share). The total number of votes in the company amounts to 527,571,783. The corporate registration number of Trelleborg AB (publ) is 556006-3421 and its registered office is in Trelleborg, Sweden.

For information on how your personal data is processed, refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

BOARD OF DIRECTORS  
Trelleborg AB (publ)  
March 2021