



**Minutes of the annual general meeting (“AGM”) of Trelleborg AB
(publ), company registration number 556006-3421, Thursday 22 April
2021**

§ 1

Election of Chairman of the meeting

In accordance with the nomination committee’s proposal, the AGM elected the chairman of the board of directors Hans Biörck as chairman of the meeting.

It was noted that the chairman had entrusted the secretary of the board of directors Charlotta Grähs to keep the minutes for today’s meeting.

It was noted that the AGM was held pursuant to articles 20 and 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations, entailing that the shareholders have only been able to exercise their voting rights in advance, so called postal voting.

The notice of the AGM is attached as **Appendix 1**.

The postal voting form which has been used for the postal voting is attached as **Appendix 2**.

Presentation of the result of the postal voting for the items on the agenda covered by postal votes is attached as **Appendix 3**. Such presentation contains the information set out in article 26 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. It was noted that no shareholder had expressed a wish that a resolution under one or more items should be deferred to a later shareholders’ meeting.

§ 2

Election of one or two persons to verify the minutes

The AGM resolved, in accordance with the proposal of the board of directors, that today’s minutes should be verified by, in addition to the chairman, Kurt Dahlman (Greta O Johan Kocks Fromma Stiftelse) and Henrik Didner (Didner & Gerge Funds).

§ 3

Preparation and approval of the voting list

The AGM resolved to approve the list prepared by Euroclear Sweden AB on behalf of the company, **Appendix 4**, as the voting list for the AGM. As is evident from the voting list, these shareholders represented in aggregate 28,500,000 A shares and 96,727,926 B shares, corresponding to 100% and approximately 39.876%, respectively, of the relevant share class. That corresponds to approximately 72.356% of the total number of



votes in the company.

§ 4

Determination of whether the meeting has been duly convened

It was noted that notice of the annual general meeting in accordance with the articles of association has been published in *Post- och Inrikes Tidningar* (the Swedish Official Gazette) (on 22 March 2021) and on the company's website (on 18 March 2021). Notification that the notice has been made has also been published in *Dagens Industri* on 22 March 2021 and in *Trelleborgs Allehanda* on 23 March 2021.

The AGM resolved that the AGM had been duly convened.

§ 5

Approval of the agenda

The AGM resolved to approve the agenda proposed in the notice of the meeting.

§ 6

Consideration of the Annual Report and the Auditor's Report, and the consolidated Financial Statement and the consolidated Auditor's Report

It was noted that the annual report and the consolidated annual report as well as the joint auditor's report for these have been submitted by the documents having been held available at the company and on the company's website.

§ 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; and**
- c) **discharge of the members of the Board and the CEO from personal liability**

The AGM resolved to adopt the Income Statement and the Balance Sheet and the consolidated Income Statement and the consolidated Balance Sheet for the financial



year 2020.

The AGM resolved in accordance with the proposal of the board of directors to pay a cash dividend of 5.00 SEK per share to the shareholders. The record date for the distribution of dividends was confirmed as 26 April 2021. It was noted that the distribution of dividends is expected to be sent out from Euroclear Sweden AB on 29 April 2021.

The AGM resolved to grant the members of the board of directors and the CEO discharge from personal liability for the financial year 2020. It was noted that persons affected by the decisions did not participate to the extent the decision concerned themselves.

§ 8

Determination of the number of members of the board of directors

The AGM resolved, in accordance with the proposal of the nomination committee, that the board of directors, to the extent it is elected by the annual general meeting, shall be comprised of seven ordinary directors elected by the meeting with no deputy directors.

§ 9

Confirmation of fees for members of the board of directors and the auditor

The AGM, in accordance with the proposal of the nomination committee, resolved:

- that the fees paid to the members of the board of directors shall be SEK 5,150,000, with SEK 1,900,000 to be paid to the chairman and SEK 650,000 each to be paid to those board members appointed by the meeting who are not employed within the Trelleborg Group;
- that fees payable to members of the Audit Committee shall be SEK 250,000 for the Chairman and SEK 150,000 to other members who are not employed within the Trelleborg Group;
- that fees payable to members of the Remuneration Committee shall be SEK 150,000 for the Chairman and SEK 85,000 to other members who are not employed within the Trelleborg Group;
- that fees payable to those assigned to the Finance Committee shall be SEK 85,000 each for the Chairman and to other members who are not employed within the Trelleborg Group; and
- 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 AGM resolved, in accordance with the proposal of the nomination committee, for the period until the end of the next annual general meeting, as directors of the board of directors by way of re-election to appoint Hans Biörck, Gunilla Fransson, Johan Malmquist, Peter Nilsson, Anne Mette Olesen and Jan Ståhlberg and by way of new election to appoint Monica Gimre. It was noted that Susanne Pahlén Åklundh had declined re-election.

The AGM resolved, in accordance with the proposal of the nomination committee, to appoint by way of re-election Hans Biörck as the chairman of the board of directors.

The AGM resolved, in accordance with the proposal of the nomination committee, after recommendation from the company's audit committee, to appoint by way of re-election Deloitte AB as auditor for the period until the end of the next annual general meeting. It was noted that the registered auditing firm Deloitte AB has confirmed that Hans Warén shall remain as the auditor in charge.

§ 11

Presentation of the board of directors' remuneration report for approval

The AGM resolved to approve the board of directors' proposal for remuneration report for 2020, **Appendix 5**. It was noted that the remuneration report had been presented by being held available on the company's website.

§ 12

Resolution on instructions for the nomination committee

The AGM resolved to adopt the nomination committee's proposal for instructions for the nomination committee in the form presented in the notice of the annual general meeting. The instruction is presented in **Appendix 6**.

§ 13

Resolution on amendments to the articles of association

The AGM resolved to amend the articles of association in accordance with the proposal of the board of directors' as presented in the notice of the annual general meeting. The new wording of the articles of association is included as **Appendix 7**. It was noted that the resolution was supported by shareholders representing at least two thirds of the votes cast and the shares represented at the AGM.

Signatures follow on the next page



Keeper of the minutes

Charlotta Grähs

Verified by

Hans Biörck

Kurt Dahlman

Henrik Didner